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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.

2012

Open to public inspection

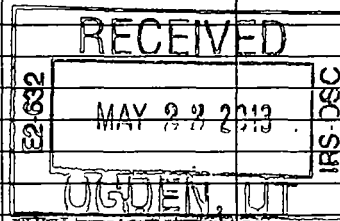
For calendar year 2012 or tax year beginning

, and ending

Name of foundation Mark and Evelyn Trammell Foundation, Inc		A Employer identification number 58-1304676
Number and street (or P.O. box number if mail is not delivered to street address) 1201 West Peachtree Street	Room/suite 4200	B Telephone number 404-881-7000
City or town, state, and ZIP code Atlanta, GA 30309-3424		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 4,836,060.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		11.	11.		Statement 1
4 Dividends and interest from securities		96,427.	96,427.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		95,355.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			95,355.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		191,793.	191,793.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		10,679.	0.		10,679.
b Accounting fees					
c Other professional fees Stmt 4		41,665.	18,440.		23,225.
17 Interest					
18 Taxes Stmt 5		1,344.	1,344.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 6		50.	0.		50.
24 Total operating and administrative expenses. Add lines 13 through 23		53,738.	19,784.		33,954.
25 Contributions, gifts, grants paid		199,000.			199,000.
26 Total expenses and disbursements. Add lines 24 and 25		252,738.	19,784.		232,954.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<60,945.>			
b Net investment income (if negative, enter -0-)			172,009.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	11,139.	10,326.	10,326.
	2 Savings and temporary cash investments	94,757.	99,707.	99,707.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 7	100,790.	101,778.	104,003.
	b Investments - corporate stock Stmt 8	3,387,842.	3,317,776.	4,622,024.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,594,528.	3,529,587.	4,836,060.
	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				
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	3,594,528.	3,529,587.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	3,594,528.	3,529,587.		
31 Total liabilities and net assets/fund balances	3,594,528.	3,529,587.		

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	3,594,528.
2 Enter amount from Part I, line 27a	2	<60,945.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,533,583.
5 Decreases not included in line 2 (itemize) ▶ <u>book/tax adjustments</u>	5	3,996.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,529,587.

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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			
b capital gain distributions			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			81,227.
b			14,128.
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			81,227.
b			14,128.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	95,355.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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	257,341.	5,109,766.	.050363
2010	212,147.	4,351,579.	.048752
2009	194,255.	3,704,056.	.052444
2008	248,836.	4,977,779.	.049989
2007	230,000.	5,237,200.	.043917

2 Total of line 1, column (d)	2	.245465
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	.049093
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,694,894.
5 Multiply line 4 by line 3	5	230,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,720.
7 Add lines 5 and 6	7	232,206.
8 Enter qualifying distributions from Part XII, line 4	8	232,954.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,720.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,720.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,720.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	345.	
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	345.	
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	1,375.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ GA		
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		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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>Philip Cook</u> Telephone no. ► <u>404-881-7000</u> Located at ► <u>1201 W. Peachtree St., Atlanta, GA, GA</u> ZIP+4 ► <u>30309-3424</u>			
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 ► <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	1b	
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? If "Yes," list the years ► _____, _____, _____ ☐ 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.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A**

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

☐ Yes ☒ No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached				
	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	4,725,020.
b	Average of monthly cash balances	1b	41,370.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,766,390.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,766,390.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,496.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,694,894.
6	Minimum investment return. Enter 5% of line 5	6	234,745.

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

1	Minimum investment return from Part X, line 6	1	234,745.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,720.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,720.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	233,025.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	233,025.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	233,025.

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	232,954.
b	Program-related investments - total from Part IX-B	1b	0.
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	232,954.
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	5	1,720.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	231,234.

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				233,025.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			186,024.	
b Total for prior years:		0.		
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: ▶ \$ 232,954.				
a Applied to 2011, but not more than line 2a			186,024.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				46,930.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				186,095.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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				

N/A

- 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 | |
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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).)

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.

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.

- 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	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
Name and address (home or business)				
a <i>Paid during the year</i>				
See Attached				199,000.
Total			▶ 3a	199,000.
b <i>Approved for future payment</i>				
None				
Total			▶ 3b	0.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Bank of America	11.
Total to Form 990-PF, Part I, line 3, Column A	11.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
dividends	92,302.	0.	92,302.
interest	4,125.	0.	4,125.
Total to Fm 990-PF, Part I, ln 4	96,427.	0.	96,427.

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Alston & Bird	10,679.	0.		10,679.
To Fm 990-PF, Pg 1, ln 16a	10,679.	0.		10,679.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Fiduciary & Management	38,431.	17,000.		21,431.
Bank	354.	0.		354.
Asset Custodian	2,880.	1,440.		1,440.
To Form 990-PF, Pg 1, ln 16c	41,665.	18,440.		23,225.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign	1,344.	1,344.		0.
To Form 990-PF, Pg 1, ln 18	1,344.	1,344.		0.

Form 990-PF	Other Expenses	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
annual registration	50.	0.		50.
To Form 990-PF, Pg 1, ln 23	50.	0.		50.

Form 990-PF	U.S. and State/City Government Obligations	Statement	7
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
bonds	X		101,778.	104,003.
Total U.S. Government Obligations			101,778.	104,003.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			101,778.	104,003.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
stocks	3,317,776.	4,622,024.
Total to Form 990-PF, Part II, line 10b	3,317,776.	4,622,024.

MARK AND EVELYN TRAMMEL FOUNDATION, INC.
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

Federal Employer Identification No. 58-1304676

SCHEDULE OF INFORMATION FOR
FORM 990-PF

PART VIII, LINE 1

Officers and Directors

<u>Name and Address</u>	<u>Title, and Average Hours Per Week Devoted To Position</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account, Other Allowances</u>	<u>Compensation (If Any)</u>
Philip C. Cook 1201 W. Peachtree Street Atlanta, Georgia 30309-3434	Chairman/Trustee/ Treasurer 1 Hour	-0-	-0-	-0-
Benjamin T. White 1201 W. Peachtree Street Atlanta, Georgia 30303-3424	Secretary/Trustee 1 Hour	-0-	-0-	-0-
James S. Hutchinson 90 Park Avenue New York, New York 10016	Trustee 1 Hour	-0-	-0-	-0-
TOTAL		-0-	-0-	-0-

MARK AND EVELYN TRAMMELL FOUNDATION
SCHEDULE OF GRANTS

Donee	Purpose	Status	Amount
Good Samaritan Health Center	General	Public	\$15,000
Atlanta Bar Foundation	General	Public	\$1,000
The Sheltering Arms	General	Public	\$20,000
Ga. Lawyers for the Arts	General	Public	\$10,000
Ga. State Univ.	General	Public	\$67,000
MUSC Evelyn Trammell Institute	General	Public	\$50,000
Bobby Dodd Institute	General	Public	\$10,000
Atlanta Ballet	General	Public	\$16,000
Southeastern Council of Foundations	General	Public	\$10,000
Total			\$199,000

LEGG MASON
INVESTMENT
COUNSEL

Account Holdings
As of December 31, 2012
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THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Estimated		
						Unrealized Gain/Loss	Annual Income	Current Yield
CASH AND EQUIVALENTS								
INCOME								
	CASH BALANCE		\$1,238,873.37		\$1,238,873.37			
PRINCIPAL								
	CASH BALANCE		\$1,238,873.37		\$1,238,873.37			
	Custody Holdings							
76,844.930	JP MORGAN 100% US TREAS MKKT FD	CM1HTSXX1	\$76,844.93	1.000	\$76,844.93	\$0.00	\$0.08	0.00%
			\$76,844.93		\$76,844.93	\$0.00	\$0.08	
TOTAL CASH AND EQUIVALENTS								
CORPORATE BONDS								
	Custody Holdings							
100,000.000	NOVARTIS CAP CORP 4.125% 2/10/14	66989HAA6	\$101,778.00	104.003	\$104,003.00	\$2,225.00	\$4,125.00	3.97%
	Moody: AA2 S&P: AA-						1,616.02	
TOTAL CORPORATE BONDS								
			\$101,778.00		\$104,003.00	\$2,225.00	\$4,125.00	
							\$1,616.02	
EQUITIES								
CONSUMER NON-DURABLES								
FOODS								
	Custody Holdings							
2,250.000	GENERAL MILLS INC	370334104	\$84,423.18	40.420	\$90,945.00	\$6,521.82	\$2,970.00	3.27%
BEVERAGES								
	Custody Holdings							
1,185.000	PEPSICO INC	713448108	\$77,687.49	68.430	\$81,089.55	\$3,392.06	\$2,547.75	3.14%
							636.94	
TEXTILES								
	Custody Holdings							
720.000	VF CORP	918204108	\$47,581.20	150.970	\$108,698.40	\$61,117.20	\$2,505.80	2.30%
							0.00	
HOUSEHOLD PRODUCTS								
	Custody Holdings							
1,150.000	LAUDER ESTEE COS INC-A	518439104	\$66,353.50	59.860	\$68,839.00	\$2,485.50	\$828.00	1.20%
							0.00	

THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated	
							Annual Income	Current Yield
EQUITIES (Continued)								
CONSUMER NON-DURABLES (Continued)								
DRUGS								
2,070,000	Custody Holdings EXPRESS SCRIPTS HOLDING CO	30219G108	\$41,956.16	54.000	\$111,780.00	\$69,823.84	\$0.00	0.00%
HEALTH CARE								
1,170,000	Custody Holdings CELGENE CORP	151020104	\$55,139.17	78.470	\$91,809.90	\$36,670.73	\$0.00	0.00%
880,000	GILEAD SCIENCES INC	375558103	14,328.91	73.450	64,636.00	50,307.09	0.00	0.00
1,620,000	UNITEDHEALTH GROUP INC	91324P102	80,535.23	54.240	87,868.80	7,333.57	1,377.00	1.57
TOTAL CONSUMER NON-DURABLES			\$468,014.84		\$705,666.65	\$237,651.81	\$10,228.35	\$636.94
CONSUMER SERVICES								
ENTERTAINMENT & LEISURE TIME								
1,400,000	Custody Holdings STARWOOD HOTELS & RESORTS	85590A401	\$67,767.73	57.360	\$80,304.00	\$12,536.27	\$1,750.00	2.18%
RESTAURANTS & LODGING								
750,000	Custody Holdings MCDONALDS CORP	580135101	\$20,055.15	88.210	\$66,157.50	\$46,102.35	\$2,310.00	3.49%
1,850,000	YUM! BRANDS INC	988498101	64,242.91	66.400	122,840.00	58,597.09	2,479.00	2.02
RETAIL								
1,520,000	Custody Holdings COACH INC	189754104	\$88,420.02	55.510	\$84,375.20	\$4,044.82	\$1,824.00	2.16%
980,000	TJX COMPANIES INC	872540109	41,537.30	42.450	41,601.00	63.70	450.80	1.08
							0.00	

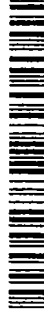


THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
CONSUMER SERVICES (Continued)								
OTHER CONSUMER SERVICES								
	Custody Holdings							
1,480,000	ROBERT HALF INTERNATIONAL INC	770323103	\$46,007.43	31.820	\$47,093.60	\$1,086.17	\$888.00	1.89%
	TOTAL CONSUMER SERVICES		\$328,030.54		\$442,371.30	\$114,340.76	\$9,701.80	\$0.00
BUSINESS PRODUCTS & SERVICES								
COMPUTER SERVICES								
	Custody Holdings							
2,576,000	CISCO SYSTEMS INC	17275R102	\$81,625.00	19.649	\$50,616.85	\$31,008.15	\$1,442.56	2.85%
115,000	GOOGLE INC-A	38259P508	46,203.32	707.380	81,348.70	35,145.38	0.00	0.00
2,300,000	NETAPP INC	64110D104	40,799.93	33.550	77,165.00	36,365.07	0.00	0.00
3,055,000	ORACLE CORP	68389X105	85,204.56	33.320	101,792.60	16,588.04	733.20	0.72
1,900,000	TRIMBLE NAVIGATION LTD	896239100	68,618.03	59.780	113,582.00	44,963.97	0.00	0.00
TELECOMMUNICATION SERVICES								
	Custody Holdings							
1,850,000	CROWN CASTLE INTERNATIONAL CORP	228227104	\$71,898.39	72.160	\$133,496.00	\$61,597.61	\$0.00	0.00%
1,115,000	QUALCOMM INC	747525103	68,721.41	61.859	68,973.45	252.04	1,115.00	1.62
OTHER BUSINESS PRODS & SVCS								
	Custody Holdings							
5,250,000	AG MORTGAGE INVESTMENT TRUST	001228105	\$99,750.00	23.480	\$123,270.00	\$23,520.00	\$16,800.00	13.63%
	TOTAL BUSINESS PRODUCTS & SERVICES		\$562,820.64		\$750,244.60	\$187,423.96	\$20,090.76	\$4,200.00
CAPITAL GOODS								
	ELECTRICAL EQUIPMENT							
	Custody Holdings							
1,700,000	EMERSON ELECTRIC CO	291011104	\$58,939.00	52.960	\$90,032.00	\$31,093.00	\$2,788.00	3.10%

THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated	
							Annual Income	Current Yield
EQUITIES (Continued)								
CAPITAL GOODS (Continued)								
MACHINERY								
	Custody Holdings							
1,600,000	THERMO FISHER SCIENTIFIC INC	8833556102	\$64,278.00	63.780	\$102,048.00	\$37,770.00	\$960.00	0.94%
MANUFACTURING-DIVERSIFIED								
	Custody Holdings							
1,775,000	DANAHER CORP	235851102	\$93,609.65	55.900	\$99,222.50	\$5,612.85	\$177.50	0.18%
AEROSPACE & DEFENSE								
	Custody Holdings							
1,300,000	UNITED TECHNOLOGIES CORP	913017109	\$34,794.50	82.010	\$106,613.00	\$71,818.50	\$2,782.00	2.61%
COMPUTER & BUSINESS EQUIPMENT								
	Custody Holdings							
258,000	APPLE INC	037833100	\$24,169.44	532.173	\$137,300.63	\$113,131.19	\$2,734.80	1.99%
TOTAL CAPITAL GOODS			\$275,790.59		\$535,216.13	\$259,425.54	\$9,442.30	\$240.00
INDUSTRIAL ELECTRONICS								
SEMICONDUCTORS								
	Custody Holdings							
2,000,000	BROADCOM CORP-A	111320107	\$47,165.80	33.210	\$66,420.00	\$19,254.20	\$600.00	1.20%
OTHER INDUSTRIAL ELECTRONICS								
	Custody Holdings							
1,830,000	QUANTA SERVICES INC	74762E102	\$47,530.22	27.280	\$49,940.70	\$2,410.48	\$0.00	0.00%
TOTAL INDUSTRIAL ELECTRONICS			\$94,696.02		\$116,360.70	\$21,664.68	\$800.00	\$0.00
ENERGY								
OIL-INTEGRATED								
	Custody Holdings							
1,100,000	CHEVRON CORP	166764100	\$44,532.12	108.140	\$118,954.00	\$74,421.88	\$3,960.00	3.33%



LEGG MASON
INVESTMENT
COUNSEL

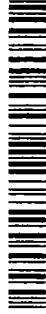
Account Holdings
As of December 31, 2012
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THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Estimated Current Yield
EQUITIES (Continued)								
ENERGY (Continued)								
OIL-INTEGRATED (Continued)								
1,280,000	Custody Holdings (Continued) EXXON MOBIL CORP	30231G102	57,011.20	86.550	110,784.00	53,772.80	2,918.40	2.63
							0.00	
OTHER ENERGY								
1,554,000	Custody Holdings NATIONAL OILWELL VARCO INC	637071101	\$93,542.10	68.350	\$106,215.90	\$12,673.80	\$808.08	0.76%
			\$195,085.42		\$335,953.90	\$140,868.48	\$7,686.48	0.00
							\$0.00	
TOTAL ENERGY								
BASIC INDUSTRIES								
CHEMICALS -MAJOR								
650,000	Custody Holdings AIR PRODUCTS & CHEMICALS INC	009158108	\$53,147.84	84.020	\$54,613.00	\$1,465.16	\$1,684.00	3.05%
1,370,000	DU PONT E I DE NEHOURS & CO	263534109	70,087.01	44.978	61,620.55	8,466.46-	2,356.40	3.82
							0.00	
			\$123,234.85		\$116,233.55	\$7,001.30-	\$4,020.40	
							\$416.00	
TOTAL BASIC INDUSTRIES								
TRANSPORTATION								
OTHER TRANSPORTATION								
700,000	Custody Holdings UNION PACIFIC CORP	907818108	\$67,524.72	125.720	\$88,004.00	\$20,479.28	\$1,932.00	2.19%
			\$67,524.72		\$88,004.00	\$20,479.28	483.00	
							\$1,932.00	
							\$483.00	
TOTAL TRANSPORTATION								
FINANCIAL								
BANKS								
2,100,000	Custody Holdings US BANCORP	902973304	\$69,450.78	31.940	\$67,074.00	\$2,376.78-	\$1,838.00	2.44%
2,560,000	WELLS FARGO & CO	949746101	79,522.63	34.180	87,500.80	7,978.17	2,252.80	2.57
							0.00	

THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income/ Accrued Income	Current Yield
EQUITIES (Continued)								
FINANCIAL (Continued)								
OTHER FINANCIAL								
765,000	Custody Holdings AFFILIATED MANAGERS GROUP INC	008252108	\$63,706.29	130.150	\$99,564.75	\$35,858.46	\$0.00	0.00%
1,630,000	AMERICAN EXPRESS CO	025816109	70,964.49	57.480	93,692.40	22,727.91	1,304.00	1.39
1,735,000	JP MORGAN CHASE & CO	46625H100	76,137.70	43.969	76,286.39	148.69	2,082.00	2.73
TOTAL FINANCIAL							\$7,276.80	
							\$409.50	
UTILITIES								
ELECTRIC POWER UTILITIES								
1,730,000	Custody Holdings NORTHEAST UTILITIES	664397106	\$47,082.81	39.080	\$67,608.40	\$20,525.59	\$2,373.56	3.51%
TOTAL UTILITIES							\$2,373.56	
							\$0.00	
MUTUAL FUNDS								
EQUITY MUTUAL FUNDS								
20,985,965	Custody Holdings ROYCE PENNSYLVANIA MUTUAL FUND	780905840	\$247,228.09	11.500	\$241,338.60	\$5,889.49	\$2,392.40	0.99%
TOTAL MUTUAL FUNDS							\$2,392.40	
							\$0.00	
SECONDARY INDUSTRY								
BROMPTON POOLED FUND								
3,000,000	Custody Holdings AMERICAN WATER WORKS	030420103	\$68,327.40	37.130	\$111,390.00	\$43,062.60	\$3,000.00	2.69%
TOTAL SECONDARY INDUSTRY							\$3,000.00	
							\$0.00	
TOTAL EQUITIES							\$1,096,888.36	
							\$78,944.85	
							\$6,385.44	



THE MARK AND EVELYN TRAMMELL
FOUNDATION
Account Number: XX1198171

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Annual Income	Current Yield
FOREIGN ASSETS								
EQUITIES								
Custody Holdings								
575,000	ACCENTURE PLC IRELAND	G1151C101	\$32,755.45	66.500	\$38,237.50	\$5,482.05	\$931.50	2.44%
2,000,000	COVIDIEN PLC	G2554F113	86,880.48	57.740	115,480.00	28,599.52	2,080.00	1.80
2,000,000	NESTLE SA SPONSORED ADR	641069406	73,980.00	65.170	130,340.00	56,360.00	3,544.00	2.72
2,100,000	POTASH CORP SASK INC	73755L107	36,889.60	40.690	85,449.00	48,559.40	1,764.00	2.06
1,400,000	SCHLUMBERGER LTD	806857108	47,229.00	69.298	97,018.04	49,789.04	1,540.00	1.59
TOTAL EQUITIES			\$277,734.53		\$466,524.54	\$188,790.01	\$9,859.50	\$385.00
MUTUAL FUNDS								
Custody Holdings								
3,557,528	HARBOR INTERNATIONAL FUND	411511306	\$202,423.34	62.120	\$220,993.64	\$18,570.30	\$4,468.26	2.02%
TOTAL MUTUAL FUNDS			\$202,423.34		\$220,993.64	\$18,570.30	\$4,468.26	\$0.00
TOTAL FOREIGN ASSETS			\$480,157.87		\$687,518.18	\$207,360.31	\$14,327.76	\$385.00
TOTAL ACCOUNT HOLDINGS			\$3,496,398.61		\$4,802,872.28	\$1,306,473.67	\$97,397.69	\$8,386.46