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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 <b>THE LUTHER &amp; SUSIE HARRISON FOUNDATION, INC.</b>		A Employer identification number <b>58-2169694</b>
Number and street (or P O box number if mail is not delivered to street address) <b>3414 PEACHTREE RD, NE, SUITE 722</b>	Room/suite	B Telephone number <b>(404) 842-1870</b>
City or town, state, and ZIP code <b>ATLANTA, GA 30326</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>73,667,968.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,301,223.	2,298,585.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,445,655.			Statement 1
b Gross sales price for all assets on line 6a <b>31,888,724.</b>					
7 Capital gain net income (from Part IV, line 2)			1,560,235.		
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		3,746,878.	3,858,820.		
13 Compensation of officers, directors, trustees, etc		88,683.	0.		88,683.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 3		9,583.	4,791.		4,792.
b Accounting fees Stmt 4		4,045.	2,022.		2,023.
c Other professional fees Stmt 5		493,044.	493,044.		0.
17 Interest					
18 Taxes Stmt 6		98,568.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		5,628.	0.		5,628.
22 Printing and publications		1,377.	0.		1,377.
23 Other expenses Stmt 7		12,943.	10,683.		2,260.
24 Total operating and administrative expenses Add lines 13 through 23		713,871.	510,540.		104,763.
25 Contributions, gifts, grants paid		4,419,287.			4,419,287.
26 Total expenses and disbursements. Add lines 24 and 25		5,133,158.	510,540.		4,524,050.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,386,280.>			
b Net investment income (if negative, enter -0-)			3,348,280.		
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					
	2	Savings and temporary cash investments			3,058,265.	2,909,469.	3,449,388.
	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 8			5,940,411.	6,232,204.	6,626,815.
	b	Investments - corporate stock Stmt 9			32,602,272.	32,340,948.	36,060,116.
	c	Investments - corporate bonds Stmt 10			4,376,679.	4,029,105.	4,307,724.
11	Investments - land, buildings, and equipment basis ▶						
	Less accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other Stmt 11			21,775,610.	20,969,810.	22,295,125.	
14	Land, buildings, and equipment: basis ▶						
	Less accumulated depreciation ▶						
15	Other assets (describe ▶ Statement 12)			2,342,538.	2,227,959.	928,800.	
16	<b>Total assets (to be completed by all filers)</b>			70,095,775.	68,709,495.	73,667,968.	
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					
	22	Other liabilities (describe ▶)					
	23	<b>Total liabilities (add lines 17 through 22)</b>			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	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 ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			8,468,315.	8,468,315.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			61,627,460.	60,241,180.		
30	<b>Total net assets or fund balances</b>			70,095,775.	68,709,495.		
31	<b>Total liabilities and net assets/fund balances</b>			70,095,775.	68,709,495.		

**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	70,095,775.
2	Enter amount from Part I, line 27a	2	<1,386,280.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	68,709,495.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>68,709,495.</b>

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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.)
<b>1a PUBLICLY TRADED SECURITIES</b>	<b>P</b>		
<b>b SEC SETTLEMENTS</b>	<b>P</b>		
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a 31,887,644.</b>		<b>30,328,489.</b>	<b>1,559,155.</b>
<b>b 1,080.</b>			<b>1,080.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
<b>a</b>			<b>1,559,155.</b>
<b>b</b>			<b>1,080.</b>
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	<b>1,560,235.</b>
<b>3</b> 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		<b>3</b>	<b>N/A</b>

**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	3,322,073.	74,104,884.	.044829
2010	2,150,395.	69,246,908.	.031054
2009	3,677,596.	62,137,471.	.059185
2008	2,963,070.	73,955,289.	.040066
2007	3,666,234.	83,445,461.	.043936

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.219070</b>
<b>3</b> 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	<b>3</b>	<b>.043814</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>72,790,745.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>3,189,254.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>33,483.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>3,222,737.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	<b>4,524,050.</b>

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.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	33,483.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
<b>3</b> Add lines 1 and 2	3	33,483.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	33,483.
<b>6</b> Credits/Payments.		
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	51,846.
<b>b</b> Exempt foreign organizations - tax withheld at source	6b	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	6c	
<b>d</b> Backup withholding erroneously withheld	6d	
<b>7</b> Total credits and payments. Add lines 6a through 6d	7	51,846.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,363.
<b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> 18,363. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

		Yes	No
<b>1a</b> 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>b</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	1b		X
<b>c</b> Did the foundation file Form 1120-POL for this year?	1c		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.			
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> GA			
<b>b</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	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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>MR. LARRY HOOKS</u> Telephone no. ► <u>(404) 842-1870</u> Located at ► <u>3414 PEACHTREE ROAD, NE, SUITE 722, ATLANTA, GA</u> ZIP+4 ► <u>30326</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	15	N/A	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	N/A	
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 ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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

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**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)?

☐ 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)?

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

☐ Yes ☒ No**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

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

5b

6b

7b

X

**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 Statement 13		88,683.	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

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**Part VIII**

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

**3** Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	69,920,987.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	3,978,247.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	73,899,234.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	73,899,234.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,108,489.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	72,790,745.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	3,639,537.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,639,537.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	33,483.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	33,483.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,606,054.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,606,054.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,606,054.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,524,050.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,524,050.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	33,483.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	4,490,567.

**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.

Form 990-PF (2012)

**THE LUTHER & SUSIE HARRISON  
FOUNDATION, INC.**

Form 990-PF (2012)

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**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				3,606,054.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			45,495.	
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: ▶ \$ 4,524,050.				
a Applied to 2011, but not more than line 2a			45,495.	
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				3,606,054.
e Remaining amount distributed out of corpus	872,501.			
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:	872,501.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	872,501.			
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				0.
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	872,501.			
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	872,501.			

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**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)

**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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
<b>b</b> 85% of line 2a				
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:				
<b>a</b> "Assets" alternative test - enter:				
<b>(1)</b> Value of all assets				
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
<b>c</b> "Support" alternative test - enter:				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
<b>(3)</b> Largest amount of support from an exempt organization				
<b>(4)</b> Gross investment income				

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

**1 Information Regarding Foundation Managers:**

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

None

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

None

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

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

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

**LARRY HOOKS, (404) 842-1870  
3414 PEACHTREE ROAD, NE, STE 722, ATLANTA, GA 30326**

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

**AN APPLICANT FOR A GRANT MUST REQUEST AND COMPLETE AN APPLICATION FORM.**

**c** Any submission deadlines:

**FEBRUARY 15 AND AUGUST 15**

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

**GRANTS ARE MADE ONLY TO CHARITABLE ORGANIZATIONS LOCATED WITHIN A 60 MILE RADIUS OF BETHLEHEM, GEORGIA.**

**THE LUTHER & SUSIE HARRISON  
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**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 Paid during the year				
Action Ministries, Inc. 17 Executive Park Drive Atlanta, GA 30329	N/A	509(a)(1) Public Charity	Provide support for operation of 19 transitional houses for homeless families	40,000.
American Heart Association 1101 Northchase Pkwy, Ste 1 Marietta, GA 30067	N/A	509(a)(1) Public Charity	Mission Lifeline Program	75,000.
American Red Cross 1955 Monroe Dr NE Atlanta, GA 30324	N/A	509(a)(1) Public Charity	Provide relief assistance for Hurricane Sandy victims	100,000.
Atlanta Center for Self-Sufficiency, Inc. 75 Peachtree Place, NW Atlanta, GA 30309	N/A	509(a)(1) Public Charity	Support for "Career Works" a job readiness and training program	25,000.
Atlanta Ronald McDonald House Charities, Inc 795 Gatewood Rd NE Atlanta, GA 30329	N/A	509(a)(1) Public Charity	Provide support for housing facilities for out of town families who are caring for ill and injured children	15,000.
Total	See continuation sheet(s)			▶ 3a 4,419,287.
b Approved for future payment				
Woodward Academy 1662 Rugby Avenue College Park, GA 30337	N/A	509(a)(1) Public Charity	Help fund construction of a new Humanities Building, with the history wing to be named in memory of Mr.	500,000.
Total				▶ 3b 500,000.

**THE LUTHER & SUSIE HARRISON  
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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
Atlanta Union Mission Corp 2353 Bolton Road, NW Atlanta, GA 30318	N/A	509(a)(1) Public Charity	Potter House Mission in Jefferson, GA	10,000.
Be The Match Foundation 315 W. Ponce de Leon Ave, Ste 344 Decatur, GA 30030	N/A	509(a)(1) Public Charity	Help fund transplant centers which cover uninsured post transplant care expenses	20,000.
Bethlehem First UMC 709 Christmas Avenue Bethlehem, GA 30620	N/A	509(a)(1) Public Charity	Support improvements and expansion of the church sanctuary	150,000.
Boys & Girls Club of Winder-Barrow County 199 Wood Avenue, PO Box 418 Winder, GA 30680	N/A	509(a)(1) Public Charity	Fund a purchase of a 54 passenger vehicle to transport members of the club	40,000.
Camp Twin Lakes 600 Means St. Suite 110 Atlanta, GA 30318	N/A	509(a)(1) Public Charity	Provide funding for 62 camper scholarships for 2012	50,000.
Cancer Foundation of NE Georgia P O Box 49309 Athens, GA 30604	N/A	509(a)(1) Public Charity	Financial support for cancer patients	10,000.
Center for Visually Impaired 739 W Peachtree St NW Atlanta, GA 30308	N/A	509(a)(1) Public Charity	Support BEGIN Program for children with disabilities	10,000.
Children's Healthcare 1584 Tullie Circle, NE Atlanta, GA 30329	N/A	509(a)(1) Public Charity	Capital campaign to construct a research building to be owned jointly with Emory University	250,000.
City of Refuge 1300 Joseph E. Boone Blvd. Atlanta, GA 30314	N/A	509(a)(1) Public Charity	Support the 180 Degree Kitchen Culinary Arts Training Program	15,000.
CURE Childhood Cancer 1117 Perimeter Center W, Suite N-402 Atlanta, GA 30338	N/A	509(a)(1) Public Charity	Partial funding for one pediatric oncology fellow at AFLAC Cancer & Blood Disorder Center at Children's	25,000.
<b>Total from continuation sheets</b>				<b>4,164,287.</b>

THE LUTHER & SUSIE HARRISON  
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**Part XV** Supplementary Information

**3** Grants and Contributions Paid During the Year (Continuation)

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
Eagle Ranch P O Box 7200 Chestnut Mountain, GA 30502	N/A	509(a)(1) Public Charity	Capital campaign to improve facilities	100,000.
Emmanuel Episcopal Church in Athens 498 Prince Avenue Athens, GA 30601	N/A	509(a)(1) Public Charity	Building expansion for education facilities and worship chapel	425,000.
Emory University School of Medicine 1648 Pierce Drive Atlanta, GA 30322	N/A	509(a)(1) Public Charity	Provide a base for funding for a Chair of Cardiology	579,092.
Extra Special People, Inc. PO Box 615 Watkinsville, GA 30677	N/A	509(a)(1) Public Charity	Fund a capital campaign for the purpose of building a new facility to accommodate programs	70,000.
Friends of Disabled Adults and Children 4900 Lewis Road Stone Mountain, GA 30083	N/A	509(a)(1) Public Charity	Fund to refurbish, sterilize and distribute home medical equipment to uninsured or	20,000.
George West Mental Health Foundation 1961 N Druid Hills Rd Atlanta, GA 30329	N/A	509(a)(2) Public Charity	Assist financially to qualifying families who are receiving treatment for mental illness through a	50,000.
Georgia Council on Economic Education PO Box 1619 Atlanta, GA 30301	N/A	509(a)(1) Public Charity	Assist teachers teach economics in the public and independent schools in Georgia	15,000.
Georgia Lions Lighthouse Foundation, Inc. 5582 Peachtree Road Chamblee, GA 30341	N/A	509(a)(1) Public Charity	Provide affordable hearing and vision services to the uninsured and working poor	25,000.
Gwinnett Community Clinic 2160 Fountain Drive Snellville, GA 30078	N/A	509(a)(1) Public Charity	Help with providing primary care and specialty services to uninsured patients annually	10,000.
Gwinnett County Boys and Girls Club 100 Edgewood Ave, Suite 700 Atlanta, GA 30303	N/A	509(a)(1) Public Charity	Fund the Academic Success program that provides members with daily support, resources and guidance	10,000.
Total from continuation sheets				

**THE LUTHER & SUSIE HARRISON  
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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
Hart Partners Po Box 91 Hartwell, GA 30643	N/A	501(c)(3)	Provide a book a month to every child in Hart County from birth to age 5	5,000.
Interfaith Hospitality Network of Athens, Inc. 393-1 W. Hancock Ave Athens, GA 30601	N/A	509(a)(1) Public Charity	Assist homeless families by providing emergency housing, meals and comprehensive social	14,000.
Kate's Club 1330 W. Peachtree St, Ste 520 Atlanta, GA 30309	N/A	509(a)(1) Public Charity	Providing therapeutic grief support programs for children and teens after the death of a parent or sibling	10,000.
Lionheart School 225 Roswell St Alpharetta, GA 30009	N/A	509(a)(1) Public Charity	Provide scholarship support to special needs children who do not have the financial resources to attend	15,000.
Mayo Clinic in Florida 4500 San Pablo Road Jacksonville, FL 32224	N/A	509(a)(1) Public Charity	Fund a Research Center in Breast Cancer in memory of R. Harold Harrison	500,000.
Medical Center Foundation 2150 Limestone Parkway, Ste 115 Gainesville, GA 30501	N/A	509(a)(1) Public Charity	Support Hospice of NE Georgia Medical Center	10,000.
Medical College of Georgia Foundation 1120 Fifteenth Street Augusta, GA 30912	N/A	509(a)(1) Public Charity	Medical Scholarships for academic year 2012-2013 at the Athens campus	60,000.
Midtown Assistance Center 30 Porter Place Atlanta, GA 30308	N/A	509(a)(1) Public Charity	Provide rent assistance to low-income working individuals and their families who are	11,000.
North Georgia Conference of United Methodist Church 4511 Jones Bridge Circle Norcross, GA 30092	N/A	509(a)(1) Public Charity	To be used to alleviate hunger in developing nations and in the United States	100,000.
Odyssey Family Counseling Center 1919 John Wesley Avenue College Park, GA 30337	N/A	509(a)(1) Public Charity	Support a Trauma recovery program for children who have suffered childhood trauma of abuse and	21,000.
<b>Total from continuation sheets</b>				

**THE LUTHER & SUSIE HARRISON  
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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
Our House, Inc. 711 Columbia Drive Decatur, GA 30030	N/A	509(a)(1) Public Charity	Assist the Organization with its mission of providing quality early childhood education	15,000.
Peachtree Road UMC 3180 Peachtree Rd, NE Atlanta, GA 30305	N/A	509(a)(1) Public Charity	Help fund the construction of Youth Building, renovation of Church Fellowship Hall, Hall of Apostles	500,000.
Prevent Blindness Georgia 739 W Peachtree St NW, Ste 200 Atlanta, GA 30308	N/A	509(a)(1) Public Charity	Provide vision screening programs for pre-kindergarten children in order to provide early	4,000.
Shepherd Center Foundation 2020 Peachtree Road, NW Atlanta, GA 30309	N/A	509(a)(1) Public Charity	Support the SHARE Military initiative to provide rehabilitation care for servicemen and women with traumatic	100,000.
Southeastern Council of Foundations 50 Hurt Plaza, Ste 350 Atlanta, GA 30303	N/A	509(a)(1) Public Charity	Annual membership	695.
Southeastern Horticultural Society 1705 Commerce Drive, NW Atlanta, GA 30318	N/A	509(a)(3) Public Charity	Establishment of gardening programs in low income areas and to improve access to healthy food and	15,000.
Tree House 567 Jefferson Hwy, PO Box 949 Winder, GA 30680	N/A	509(a)(1) Public Charity	Help fund modification and expansion of new Tree House campus in Winder and a satellite office in Jefferson in	280,000.
United Way of NE Georgia 1 Huntington Rd, Ste 805 Atlanta, GA 30306	N/A	509(a)(1) Public Charity	Provide library books for 722 children under age 5 in Clarke and Oconee Counties, GA	26,000.
Wesley FDN at University of Georgia 1196 S Lumpkin St Athens, GA 30605	N/A	509(a)(1) Public Charity	Space and A/V equipment for Wednesday night services	18,500.
Woodward Academy 1662 Rugby Avenue College Park, GA 30337	N/A	509(a)(1) Public Charity	Support a pilot four year anti-hazing program for middle and upper school students-athletes.	75,000.
<b>Total from continuation sheets</b>				



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### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Atlanta Ronald McDonald House Charities, Inc

Provide support for housing facilities for out of town families who are caring for ill and injured children being treated at local hospitals

Name of Recipient - CURE Childhood Cancer

Partial funding for one pediatric oncology fellow at AFLAC Cancer & Blood Disorder Center at Children's Healthcare of Atlanta

Name of Recipient - Extra Special People, Inc.

Fund a capital campaign for the purpose of building a new facility to accommodate programs for children with disabilities

Name of Recipient - Friends of Disabled Adults and Children

Fund to refurbish, sterilize and distribute home medical equipment to uninsured or underinsured

Name of Recipient - George West Mental Health Foundation

Assist financially to qualifying families who are receiving treatment for mental illness through a holistic program of evidence based psychiatric treatment, integrated medical care, research and education

Name of Recipient - Interfaith Hospitality Network of Athens, Inc.

Assist homeless families by providing emergency housing, meals and comprehensive social services leading to employment and safe affordable housing.

Name of Recipient - Lionheart School

Provide scholarship support to special needs children who do not have

**Part XV** Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

the financial resources to attend school

Name of Recipient - Midtown Assistance Center

Provide rent assistance to low-income working individuals and their families who are experiencing a temporary financial crisis or eviction

Name of Recipient - Odyssey Family Counseling Center

Support a Trauma recovery program for children who have suffered childhood trauma of abuse and neglect

Name of Recipient - Our House, Inc.

Assist the Organization with its mission of providing quality early childhood education and comprehensive support services for homeless families

Name of Recipient - Peachtree Road UMC

Help fund the construction of Youth Building, renovation of Church Fellowship Hall, Hall of Apostles and kitchen and retirement of existing debt

Name of Recipient - Prevent Blindness Georgia

Provide vision screening programs for pre-kindergarten children in order to provide early identification of children with vision problems

Name of Recipient - Shepherd Center Foundation

Support the SHARE Military initiative to provide rehabilitation care for servicemen and women with traumatic brain injuries

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Southeastern Horticultural Society

Establishment of gardening programs in low income areas and to improve  
access to healthy food and better nutrition

Name of Recipient - Tree House

Help fund modification and expansion of new Tree House campus in Winder  
and a satellite office in Jefferson in order to provide more social  
services to those suffering from abuse and neglect

Name of Recipient - Woodward Academy

Support a pilot four year anti-hazing program for middle and upper  
school students-athletes, their parents, coaches and staff

Name of Recipient - Woodward Academy

Help fund construction of a new Humanities Building, with the history  
wing to be named in memory of Mr. R. Harold Harrison

**Part XV** Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

Name of Recipient - Woodward Academy

Help fund construction of a new Humanities Building, with the history  
wing to be named in memory of Mr. R. Harold Harrison



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

- |          |   | Yes          | No       |
|----------|---|--------------|----------|
| <b>1</b> | 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?   |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:  |              |          |
|          | (1) Cash  | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets  | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:   |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization  | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization  | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets  | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements  | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees  | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations  | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees  | <b>1c</b>    | <b>X</b> |
| <b>d</b> | 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 |              |          |

[illegible]

- 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
N/A		

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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	Signature of officer or trustee <i>Stuart Alan Jackson</i>		Date <i>5-13-13</i>	Title <b>Treasurer</b>		
Paid Preparer Use Only	Print/Type preparer's name <b>Stuart Alan Jackson</b>		Preparer's signature <i>SAJ</i>	Date <b>05/07/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01294629</b>
	Firm's name ▶ <b>The Jackson Group, PC</b>				Firm's EIN ▶ <b>58-1707386</b>	
	Firm's address ▶ <b>127 Peachtree St, NE, Ste 555 Atlanta, GA 30303</b>				Phone no <b>404-586-0050</b>	

Form **990-PF** (2012)

Form 990-PF	Gain or (Loss) from Sale of Assets	Statement	1
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(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
PUBLICLY TRADED SECURITIES	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
31,887,644.	30,443,069.	0.	0.	1,444,575.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
SEC SETTLEMENTS	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,080.	0.	0.	0.	1,080.

Capital Gains Dividends from Part IV	0.
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Total to Form 990-PF, Part I, line 6a	1,445,655.
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Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
BANK OF AMERICA DIV	3,200.	0.	3,200.
UBS - ACCRUED INTEREST PAID	<9,816.>	0.	<9,816.>
UBS - ACCRUED INTEREST RECEIVED	22,392.	0.	22,392.
UBS - DIVIDENDS	1,885,280.	0.	1,885,280.
UBS - INTEREST	299,037.	0.	299,037.
UBS - OID	98,492.	0.	98,492.
UBS - T/E DIVIDENDS	2,638.	0.	2,638.
Total to Fm 990-PF, Part I, ln 4	2,301,223.	0.	2,301,223.



Form 990-PF	Legal Fees			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
WALLACE, MORRIS & CASTEEL	9,583.	4,791.		4,792.	
To Fm 990-PF, Pg 1, ln 16a	9,583.	4,791.		4,792.	

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
TAX PREP FEES - THE JACKSON GROUP	4,045.	2,022.		2,023.	
To Form 990-PF, Pg 1, ln 16b	4,045.	2,022.		2,023.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
INV MGMT FEES - UBS	493,044.	493,044.		0.	
To Form 990-PF, Pg 1, ln 16c	493,044.	493,044.		0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FEDERAL TAXES PAID	61,214.	0.		0.	
FOREIGN TAX PAID	37,354.	0.		0.	
To Form 990-PF, Pg 1, ln 18	98,568.	0.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
LIABILITY INSURANCE	2,250.	0.		2,250.	
INVESTMENT FEES	10,683.	10,683.		0.	
SEC OF STATE	10.	0.		10.	
To Form 990-PF, Pg 1, ln 23	12,943.	10,683.		2,260.	

Form 990-PF	U.S. and State/City Government Obligations			Statement	8
Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value	
Govt. Securities (single total)	X		6,232,204.	6,626,815.	
Total U.S. Government Obligations			6,232,204.	6,626,815.	
Total State and Municipal Government Obligations					
Total to Form 990-PF, Part II, line 10a			6,232,204.	6,626,815.	

Form 990-PF	Corporate Stock		Statement	9
Description	Book Value		Fair Market Value	
Common Stock - See Attached	32,274,133.		35,970,850.	
Volkswagen Pfd	66,815.		89,266.	
Total to Form 990-PF, Part II, line 10b	32,340,948.		36,060,116.	

Form 990-PF	Corporate Bonds	Statement 10
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Description	Book Value	Fair Market Value
Corporate Bonds - See Attached	4,029,105.	4,307,724.
Total to Form 990-PF, Part II, line 10c	4,029,105.	4,307,724.

Form 990-PF	Other Investments	Statement 11
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Description	Valuation Method	Book Value	Fair Market Value
Asset Backed Securities - See Attached	COST	2,342,251.	2,390,912.
UBP SelectInvest Ltd	COST	902,570.	173,913.
Mutual Funds - See Attached	COST	17,724,989.	19,730,300.
Total to Form 990-PF, Part II, line 13		20,969,810.	22,295,125.

Form 990-PF	Other Assets	Statement 12
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
BANK OF AMER CORP - 80,000 SH	2,007,520.	2,007,520.	928,800.
UNREALIZED PRECONTRIBUTION GAIN	335,018.	220,439.	0.
To Form 990-PF, Part II, line 15	2,342,538.	2,227,959.	928,800.

Form 990-PF      Part VIII - List of Officers, Directors      Statement 13  
 Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
J. CURTIS PRUETT 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	DIRECTOR 0.20	0.	0.	0.
VIRGINIA S. PRUETT 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	DIRECTOR 0.20	0.	0.	0.
KELLEY H. TISON 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	DIRECTOR 0.20	0.	0.	0.
BOBBIE ANN REYNOLDS 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	DIRECTOR 0.20	0.	0.	0.
LARRY HOOKS 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	ADMIN. MANAGER 20.00	88,683.	0.	0.
ANNE MARIE TISON 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	DIRECTOR 0.20	0.	0.	0.
REV JAY TENNEY 3414 PEACHTREE RD, NE, STE 722 ATLANTA, GA 30326	DIRECTOR 0.20	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		88,683.	0.	0.

Asset backed securities			12/31/2012	12/31/2012
Holding	Matures	Face Value	Cost	FMV
<b>Acct 39736</b>				
FNMA PL 735676	7/1/2035	461,000.00	\$ 106,790.34	\$ 106,283.14
FNMA PL 995069	10/1/2038	515,000.00	\$ 134,207.40	\$ 146,458.13
FNMA PL AD8033	8/1/2040	437,000.00	\$ 272,824.45	\$ 273,487.58
FHLMC PL A97046	2/1/2041	414,000.00	\$ 256,545.06	\$ 275,295.08
FHLMC PL A97047	2/1/2041	158,000.00	\$ 104,420.31	\$ 110,617.83
FNMA PL AH3645	2/1/2041	342,000.00	\$ 242,507.75	\$ 246,150.30
FNMA PL AJ4052	10/1/2041	116,000.00	\$ 92,671.63	\$ 93,483.01
FNMA PL AB4297	1/1/2042	203,000.00	\$ 176,664.26	\$ 180,835.16
FNMA PL AB5468	6/1/2042	255,000.00	\$ 242,126.95	\$ 246,624.54
FNMA PL AP7488	9/1/2042	422,000.00	\$ 440,031.16	\$ 439,571.59
FNMA PL AB7079	11/1/2042	260,000.00	\$ 273,461.95	\$ 272,105.69
TOTALS		3,583,000.00	2,342,251.26	2,390,912.05

**Common Stock**

<b>Holding</b>	<b>Shares</b>	<b>Cost basis</b>	<b>FMV</b>
AAON Inc	2,331.00	\$ 39,611.57	\$ 48,647.97
Aarons Inc	2,599.00	\$ 49,057.79	\$ 73,499.72
ABB LTD SPON ADR	4,571.00	\$ 83,451.82	\$ 95,031.09
ABB LTD SPON ADR	2,678.00	\$ 62,142.26	\$ 55,675.62
Abbott Labs	2,852.00	\$ 154,970.55	\$ 186,806.00
Actuant Corp.	2,170.00	\$ 55,989.23	\$ 60,564.70
Acuity Brands Inc	1,511.00	\$ 60,721.15	\$ 102,340.03
Adidas AG	1,785.00	\$ 44,645.60	\$ 79,968.00
Advisory Board Co	802.00	\$ 13,590.25	\$ 37,525.58
Affiliated Managers Group	581.00	\$ 45,815.79	\$ 75,617.15
Affiliated Managers Group	1,077.00	\$ 138,222.40	\$ 140,171.55
AirGas, Inc	1,729.00	\$ 157,993.60	\$ 157,840.41
Akorn, Inc	8,578.00	\$ 111,898.29	\$ 114,602.08
Allergan, Inc	543.00	\$ 49,371.85	\$ 49,809.39
Alliance Data Systems, Corp	845.00	\$ 120,725.15	\$ 122,322.20
Altera Corp	3,260.00	\$ 105,030.68	\$ 112,111.40
Altria Group Inc	4,264.00	\$ 118,345.18	\$ 134,060.16
Amadeus IT Hldg	2,048.00	\$ 36,037.12	\$ 52,817.92
Amazon com Inc	581.00	\$ 103,614.65	\$ 145,755.47
Amcort Ltd New Au Adr	1,569.00	\$ 29,384.71	\$ 53,032.20
Amer Express co	2,775.00	\$ 159,409.04	\$ 159,507.00
Amer Tower Corp	1,307.00	\$ 75,057.75	\$ 100,991.89
America Movil SAB	2,764.00	\$ 67,396.99	\$ 63,958.96
Ametek Inc (New)	3,506.00	\$ 133,157.88	\$ 131,720.42
Amphenol Corp New Cl A	1,680.00	\$ 88,920.57	\$ 108,696.00
Analog Devices Inc	3,747.00	\$ 145,619.24	\$ 157,598.82
Ansys, Inc	1,549.00	\$ 102,623.26	\$ 104,309.66
Apple, Inc	614.00	\$ 254,625.57	\$ 326,753.60
Aptargroup Inc	2,350.00	\$ 84,948.26	\$ 112,142.00
Ascena Retail Group, Inc	4,612.00	\$ 86,206.58	\$ 85,183.64
Astellas Pharma Inc	2,178.00	\$ 75,253.59	\$ 97,683.30
AT&T	3,012.00	\$ 88,697.68	\$ 101,534.52
Automatic Data Processing	2,064.00	\$ 109,162.90	\$ 117,503.52
Avago Technologies Ltd SGD	1,247.00	\$ 40,806.15	\$ 39,467.55
Baidu Inc ADS Repsntg Cl A Ord	874.00	\$ 92,099.23	\$ 87,653.46
Balchem Corp	1,393.00	\$ 37,545.85	\$ 50,774.85
Banco Bradesco SA	5,056.00	\$ 84,167.80	\$ 87,822.72
Banco Santander SA	6,162.00	\$ 48,229.28	\$ 50,343.54
Bank of Nova Scotia	1,897.00	\$ 101,275.71	\$ 109,798.36
Bard C R Inc	1,620.00	\$ 159,915.87	\$ 158,338.80
Barrick Gold Corp	5,561.00	\$ 150,643.72	\$ 194,690.61
Baxter Intl Inc	2,415.00	\$ 159,172.65	\$ 160,983.90
Baxter Intl Inc	1,789.00	\$ 106,678.53	\$ 119,254.74
BCE New Cad	3,091.00	\$ 122,901.87	\$ 132,727.54

Beacon Roofing Supply, Inc	1,569.00	\$	46,786.11	\$	52,216.32
Beacon Roofing Supply, Inc.	3,042.00	\$	94,922.57	\$	101,237.76
Becton Dickinson & Co	1,630.00	\$	127,596.56	\$	127,449.70
BG Group PLC	4,385.00	\$	21,371.03	\$	73,273.35
BG Group PLC	4,272.00	\$	75,917.87	\$	71,385.12
BHP Billiton PLC	806.00	\$	27,819.20	\$	63,206.52
Bio Rad Laboratories Inc	1,328.00	\$	107,992.38	\$	139,506.40
Biogen Idec	752.00	\$	88,462.92	\$	110,070.24
Blackbaud Inc	4,625.00	\$	65,983.56	\$	105,588.75
Blackrock Inc	375.00	\$	60,955.84	\$	77,516.25
Blackrock Inc.	708.00	\$	117,867.12	\$	146,350.68
Borg-Warner	1,033.00	\$	77,615.28	\$	73,983.46
BP PLC	3,124.00	\$	168,869.05	\$	130,083.36
Brambles LTD	5,161.00	\$	74,679.23	\$	81,750.24
Bristol Myers	5,159.00	\$	164,210.46	\$	168,131.81
British Amer Tobacco PLC	777.00	\$	52,583.03	\$	78,671.25
British Sky Broadcasting Group PLC	965.00	\$	42,579.26	\$	48,626.35
Buffalo Wild Wings, Inc	1,222.00	\$	90,512.07	\$	88,986.04
Bunzl PLC	830.00	\$	46,869.20	\$	68,475.00
Cabot Oil & Gas Corp	1,040.00	\$	42,442.57	\$	51,729.60
Canon Inc	3,833.00	\$	102,692.25	\$	150,291.93
Canon Inc	435.00	\$	20,288.18	\$	17,056.35
CAP Gemini	1,699.00	\$	44,141.06	\$	37,615.86
Carlisle Cos Inc	1,145.00	\$	40,533.33	\$	67,280.20
Carrefour SA	23,606.00	\$	144,917.71	\$	121,570.90
Caseys General Stores Inc	1,254.00	\$	47,521.22	\$	66,587.40
CBS Corp New CI B	1,934.00	\$	64,062.17	\$	73,588.70
CDN Imperial Bank	735.00	\$	55,500.88	\$	59,248.35
CDN Natl Railway Co	519.00	\$	27,152.55	\$	47,234.19
Celgene Corp	1,366.00	\$	89,318.31	\$	107,190.02
Cenovus Energy Inc	726.00	\$	16,257.32	\$	24,350.04
Centrica PLC	2,347.00	\$	40,657.27	\$	51,634.00
Cerner Corp	1,099.00	\$	76,708.77	\$	85,183.49
Cheung Kong Holdings Ltd	4,222.00	\$	48,701.96	\$	65,525.44
Chevron Corp	880.00	\$	95,088.23	\$	95,163.20
Chevron Corp	1,051.00	\$	107,205.89	\$	113,655.14
China Mobile	700.00	\$	33,277.56	\$	41,104.00
Choice Hotels Intl Inc	2,399.00	\$	66,735.27	\$	80,654.38
Chubb Corp	2,070.00	\$	159,216.74	\$	155,912.40
Church & Dwight Co, Inc	1,910.00	\$	105,410.61	\$	102,318.70
Cielo S A Spon	1,176.00	\$	22,442.00	\$	33,927.60
Cisco Systems Inc	7,953.00	\$	136,554.41	\$	156,268.49
Cisco Systems Inc	7,285.00	\$	144,335.52	\$	143,142.96
Citrix Systems, Inc	1,412.00	\$	88,475.50	\$	92,655.44
City National Corp	1,514.00	\$	69,899.35	\$	74,973.28
Clarcor Inc	2,016.00	\$	82,436.29	\$	96,324.48
CNOOC Ltd	380.00	\$	27,649.55	\$	83,600.00
Coach, Inc	1,134.00	\$	75,875.39	\$	62,948.34
Coca Cola Amatil	2,055.00	\$	29,365.40	\$	57,704.40
Coca Cola Co	3,835.00	\$	114,308.67	\$	139,018.75
Coca Cola Hellenic Bottling Co SA	1,488.00	\$	24,739.16	\$	35,072.16
Cognizant Tech Solutions CRP	1,171.00	\$	82,952.00	\$	86,515.82

Columbia Sportswear Co	1,387.00	\$	58,783.21	\$	74,010.32
Compass Group PLC	9,187.00	\$	62,637.55	\$	110,060.26
Concho Resources, Inc New	1,314.00	\$	111,817.98	\$	105,855.84
Concho Resources, Inc	241.00	\$	22,601.03	\$	19,414.96
ConocoPhillips	2,740.00	\$	159,840.09	\$	158,892.60
Costco Wholesale Corp	700.00	\$	58,770.18	\$	69,111.00
Coviden PLC	1,448.00	\$	78,332.07	\$	83,607.52
Crescent PT Energy	1,487.00	\$	64,404.94	\$	56,238.34
CVS Caremark Corp	2,069.00	\$	92,514.43	\$	100,036.15
CVS Caremark Corp	2,004.00	\$	65,375.29	\$	96,893.40
Danaher Corp	3,517.00	\$	159,943.40	\$	196,600.30
Dell Inc	12,000.00	\$	128,880.00	\$	121,680.00
Denbury Resources, Inc New	7,030.00	\$	111,987.90	\$	113,886.00
Denso Corp	2,084.00	\$	32,895.28	\$	36,261.60
Deutsche Telekom AG	9,418.00	\$	161,317.06	\$	107,007.31
Deutsche Boerse ADR	5,960.00	\$	31,718.84	\$	36,832.80
Devon Energy Corp New	3,025.00	\$	161,716.19	\$	157,421.00
Dick's Sporting Goods, Inc	1,893.00	\$	93,372.60	\$	86,112.57
Digital Realty Trust	2,068.00	\$	130,728.82	\$	140,396.52
Dollar Gen Corp New	1,703.00	\$	82,755.83	\$	75,085.27
Dorman Products, Inc	2,179.00	\$	41,180.05	\$	77,005.86
Dr Pepper Snapple Group Inc	4,165.00	\$	190,669.54	\$	184,009.70
Dril-Quip Inc	1,758.00	\$	62,722.89	\$	128,421.90
Ebay, Inc	2,158.00	\$	92,271.17	\$	110,051.52
Ecolab, Inc	1,542.00	\$	84,777.93	\$	110,869.80
Edwards Lifesciences Corp	656.00	\$	49,930.52	\$	59,151.52
EMC Corp. Mass	2,500.00	\$	59,882.12	\$	63,250.00
Emerson Electric	3,129.00	\$	158,022.81	\$	165,711.84
ENI SPA	1,876.00	\$	81,251.90	\$	92,186.64
Ericsson Sek 10 New 2002 ADR	4,226.00	\$	51,244.09	\$	42,682.60
Exelon Corp	7,415.00	\$	223,317.56	\$	220,522.10
Exponent Inc	1,900.00	\$	61,178.23	\$	106,077.00
Express Scripts Inc	1,732.00	\$	86,493.66	\$	93,528.00
Exxon Mobil Corp	2,500.00	\$	222,715.50	\$	216,375.00
Facebook, Inc Cl A	4,002.00	\$	90,994.47	\$	106,529.23
Fair Isaac Corp	2,668.00	\$	55,571.66	\$	112,136.04
Fanuc Ltd	1,858.00	\$	40,366.15	\$	57,728.06
Fluor Corp. New	1,430.00	\$	83,029.52	\$	83,998.20
FMC Technologies	1,055.00	\$	49,475.28	\$	45,185.65
Fomento Economico Mexicano SAB	459.00	\$	27,378.76	\$	46,221.30
Forest City Enterprises Inc	4,037.00	\$	28,583.86	\$	65,197.55
Forward Air Corp	3,052.00	\$	69,052.52	\$	106,850.52
France Telecom SA	8,748.00	\$	168,258.96	\$	96,665.40
Franklin Resources	797.00	\$	83,100.80	\$	100,182.90
Fresenius Medical Care AG	1,272.00	\$	31,411.53	\$	43,629.60
Galaxy Entertainment Group Ltd	1,013.00	\$	31,014.69	\$	40,773.25
Gallagher Arthur J & Co	2,766.00	\$	98,164.24	\$	95,841.90
GDF Suez	1,891.00	\$	65,236.86	\$	39,786.64
Genl Electric Co	7,897.00	\$	169,154.76	\$	165,758.03
Genuine Parts Co	1,880.00	\$	109,785.80	\$	119,530.40
Gilead Sciences Inc	1,102.00	\$	75,686.78	\$	80,941.90
Glaxo Smithkline PLC	2,838.00	\$	140,803.87	\$	123,367.86



Glaxo Smithkline PLC	2,504.00	\$	113,173.29	\$	108,848.88
Glaxo Smithkline PLC Adr	1,431.00	\$	63,232.95	\$	62,205.57
Glaxo Smithkline PLC Adr	2,880.00	\$	127,823.04	\$	125,193.60
GNC Holdings, Inc	3,333.00	\$	113,779.29	\$	110,922.24
Google Inc	255.00	\$	155,723.08	\$	180,381.90
Google Inc	228.00	\$	159,668.40	\$	161,282.64
Graco Inc	1,859.00	\$	63,062.53	\$	95,719.91
Grainger W W Inc	330.00	\$	65,948.69	\$	66,782.10
Grifols S A Cl B Spon ADR	2,934.00	\$	72,171.41	\$	76,078.62
Groupe CGI Inc	1,715.00	\$	37,888.72	\$	39,667.95
Grupo Televisa SA	3,246.00	\$	72,235.30	\$	86,278.68
Harris Teeter Supermarkets, Inc. COM	1,245.00	\$	21,769.47	\$	48,007.20
HCA Holdings Inc	2,070.00	\$	66,564.16	\$	62,451.90
HCP	3,038.00	\$	122,132.73	\$	137,196.08
Health Care Reit	2,409.00	\$	128,134.95	\$	147,647.61
Heico Corp New Cl A	1,863.00	\$	58,811.72	\$	59,578.74
Heinz HJ	3,747.00	\$	203,086.50	\$	216,126.96
Henry Jack & Assoc Inc	3,506.00	\$	78,027.02	\$	137,645.56
HHC Insurance Hldgs Inc	1,676.00	\$	38,404.63	\$	62,363.96
Hibbett Sports Inc	1,263.00	\$	33,713.22	\$	66,560.10
Hittite Microwave Corp	913.00	\$	51,503.43	\$	56,660.78
Home Depot Inc	1,435.00	\$	89,255.94	\$	88,754.75
HSN, Inc	1,821.00	\$	95,726.87	\$	100,300.68
Hutchison Whampoa Ltd	2,472.00	\$	50,929.62	\$	52,356.96
Iberdrola SA	6,328.00	\$	162,726.90	\$	134,912.96
Iberiabank Corp	1,532.00	\$	85,328.49	\$	75,251.84
Idexx Labs	1,229.00	\$	115,474.50	\$	114,051.20
II VI Inc	3,085.00	\$	72,253.03	\$	56,239.55
Imperial Tobacco Group PLC	1,263.00	\$	79,287.32	\$	97,869.87
Industrial & Coml Bk China	5,194.00	\$	74,983.81	\$	75,209.12
Intel Corporation	8,115.00	\$	198,986.95	\$	167,331.30
Intl Business Mach	974.00	\$	191,326.99	\$	186,569.70
Intuit	1,217.00	\$	64,844.19	\$	72,381.07
Intuitive Surgical Inc.	183.00	\$	84,179.20	\$	89,737.71
J & J Snack Foods Corp	968.00	\$	42,924.02	\$	61,838.74
Johnson & Johnson Com	2,680.00	\$	191,378.53	\$	187,868.00
Johnson & Johnson Com	2,313.00	\$	155,569.72	\$	162,141.30
Julius Baer Group Ltd	6,367.00	\$	37,433.21	\$	44,887.35
KAO Corp	4,500.00	\$	119,107.30	\$	116,865.00
Keppel Corp Ltd	3,622.00	\$	62,768.89	\$	66,137.72
Kimberly Clark	2,117.00	\$	148,655.31	\$	178,738.31
Kinder Morgan	5,598.00	\$	154,880.98	\$	197,777.34
Kingfisher PLC	6,013.00	\$	42,706.41	\$	55,560.12
Kirby Corp	2,576.00	\$	84,363.33	\$	159,428.64
Knight Transporation Inc	5,020.00	\$	96,419.86	\$	73,442.60
Komatsu Ltd	1,790.00	\$	43,301.96	\$	46,020.90
Koninkluke Ahold NV	8,105.00	\$	106,102.15	\$	110,228.00
Kraft Foods Group Inc	3,152.00	\$	144,889.24	\$	143,321.44
Landauer Inc	834.00	\$	40,551.84	\$	51,049.14
Las Vegas Sands Corp	1,456.00	\$	69,888.00	\$	67,208.96
Lauder Estee Co's	1,081.00	\$	53,400.69	\$	64,708.66
Lennar Corp *Reclassification	1,303.00	\$	49,684.76	\$	50,387.01

Liquidty Services, Inc.	1,833.00	\$	49,749.26	\$	74,896.38
LKQ Corp	4,760.00	\$	30,937.23	\$	100,436.00
LKQ Corp New	7,029.00	\$	151,580.39	\$	148,311.90
Loreal Co Adr France Adr	1,514.00	\$	29,612.33	\$	42,361.72
Manhattan Assoc Inc	2,279.00	\$	53,399.20	\$	137,514.86
Marriott Intl, Inc New Cl A	3,547.00	\$	126,542.06	\$	132,196.69
Mastercard Inc Cl A	192.00	\$	82,654.54	\$	94,325.76
Mattel	4,249.00	\$	120,657.16	\$	155,598.38
Mcdonald's	2,892.00	\$	270,134.49	\$	255,103.32
McGraw Hill Companies Inc	1,157.00	\$	64,046.24	\$	63,253.19
Medtronic Inc	5,240.00	\$	223,837.08	\$	214,944.80
Merck & Co Inc	1,557.00	\$	54,885.65	\$	63,743.58
Meridian Bioscience Inc	3,797.00	\$	81,040.45	\$	76,889.25
Michael Kors Hldgs Ltd	1,289.00	\$	57,294.08	\$	65,777.67
Micros Systems, Inc	1,507.00	\$	63,104.12	\$	63,957.08
Microsoft Corp	9,302.00	\$	249,827.61	\$	248,447.11
Middleby Corp Dela	391.00	\$	38,284.72	\$	50,130.11
Molson Coors Brewing Co Cl B	6,565.00	\$	287,397.32	\$	280,916.35
Monro Muffler Brake Inc	3,116.00	\$	98,746.56	\$	108,748.40
Monsanto Co New	1,998.00	\$	106,533.41	\$	189,110.70
Moog Inc	2,728.00	\$	108,646.35	\$	111,929.84
Morningstar Inc	2,723.00	\$	100,467.26	\$	171,086.09
National Grid PLC	1,475.00	\$	74,923.76	\$	84,724.00
National Retail Properties	2,921.00	\$	79,549.35	\$	91,135.20
Natl Instruments Inc	1,901.00	\$	31,936.54	\$	49,064.81
Nestle SA	1,135.00	\$	45,387.51	\$	73,967.95
Newmont Mining Corp (Holding Co)	3,510.00	\$	159,451.93	\$	163,004.40
Nextera Energy	882.00	\$	50,086.49	\$	61,025.58
Nidec Corp	106.00	\$	2,206.47	\$	1,544.42
Nordstrom, Inc	1,689.00	\$	88,630.11	\$	90,361.50
Northrop Grumman Corp	2,500.00	\$	170,955.75	\$	168,950.00
Novartis AG	2,915.00	\$	162,032.99	\$	184,519.50
Novartis AG	786.00	\$	38,008.97	\$	49,753.80
Novartis AG	2,261.00	\$	128,447.12	\$	143,121.30
Novo Nordisk	278.00	\$	10,761.23	\$	45,372.38
OAQ Gazprom	3,525.00	\$	42,060.16	\$	34,298.25
Oreok Inc.	4,231.00	\$	161,313.86	\$	180,875.25
O'Reilly Automotive, Inc	1,037.00	\$	94,106.92	\$	92,728.54
Pearson PLC Spon Adr	1,742.00	\$	32,954.06	\$	34,038.68
Pepsico Inc	3,610.00	\$	254,999.57	\$	247,032.30
PetSmart, Inc	2,752.00	\$	194,265.27	\$	188,755.08
Philip Morris Intl Inc	2,227.00	\$	158,825.41	\$	186,266.28
PNC Financial Services Group	3,390.00	\$	192,006.21	\$	197,670.90
Pool Corp	1,221.00	\$	50,725.35	\$	51,672.72
Portfolio Recovery Assoc, Inc	970.00	\$	98,719.23	\$	103,654.20
Potash Corp Sask Inc Canada Cad	1,429.00	\$	58,862.57	\$	58,146.01
Power Integrations Inc	1,440.00	\$	37,340.91	\$	48,398.40
Praxair Inc.	1,214.00	\$	125,655.07	\$	132,872.30
Precision Castparts Corp	660.00	\$	108,090.39	\$	125,017.20
Priceline com Inc	268.00	\$	153,119.78	\$	166,264.52
Procter & Gamble Co	2,244.00	\$	144,892.84	\$	152,345.16
Proctor & Gamble Co	2,805.00	\$	190,088.12	\$	190,431.45

Prosperity Bancshares	1,780.00	\$	78,732.11	\$	74,760.00
Publicis Groupe SA	4,624.00	\$	57,068.22	\$	70,099.84
QBE Group	2,892.00	\$	35,326.31	\$	33,055.56
Qualcomm, Inc.	2,631.00	\$	147,686.84	\$	162,751.02
Questcor Pharmaceuticals, Inc	3,050.00	\$	82,328.65	\$	81,496.00
Ralph Lauren Corp Cl A	614.00	\$	95,388.87	\$	92,050.88
Range Resources Corp	1,704.00	\$	108,692.71	\$	107,062.32
Range Resources Corp	1,031.00	\$	63,016.42	\$	64,777.73
Raven Industries	2,870.00	\$	47,209.56	\$	75,653.20
Realty Income	1,547.00	\$	52,230.24	\$	62,204.87
Reed Elsevier NV	3,276.00	\$	100,411.03	\$	96,904.08
Reed Elsevier PLC	2,426.00	\$	91,334.71	\$	101,989.04
RLI Corp	1,251.00	\$	65,859.58	\$	80,889.66
Robert Half Intl, Inc	4,374.00	\$	129,293.69	\$	139,180.68
Roche Hldg Ltd	1,831.00	\$	83,591.73	\$	92,465.50
Roper Inds, Inc New	893.00	\$	100,035.82	\$	99,551.64
Ross Stores Inc	1,278.00	\$	78,707.72	\$	69,127.02
Ross Stores, Inc	1,694.00	\$	94,030.21	\$	91,628.46
Royal Dutch Shell PLC	1,214.00	\$	68,983.35	\$	83,705.30
Royal Dutch Shell PLC	941.00	\$	57,886.09	\$	66,707.49
RPM Intl	3,503.00	\$	79,512.85	\$	102,848.08
RWE AG	3,201.00	\$	116,937.92	\$	133,289.64
Salesforce.Com	980.00	\$	130,303.35	\$	164,738.00
Salix Pharmaceuticals, Ltd	2,315.00	\$	96,327.15	\$	93,690.36
Sally Beauty Co Inc	4,954.00	\$	51,683.19	\$	116,765.78
Sally Beauty Co Inc	3,790.00	\$	90,952.04	\$	89,330.30
Sanofi Spon Adr	3,309.00	\$	111,943.70	\$	156,780.42
SAP AG	1,496.00	\$	80,278.98	\$	120,248.48
SBA Communications Corp Cl A	1,271.00	\$	73,685.87	\$	90,215.58
Scansource Inc	2,148.00	\$	56,641.13	\$	68,241.96
Schneider Elec	3,184.00	\$	37,395.23	\$	47,091.36
Schwab Charles Corp New	14,030.00	\$	191,791.50	\$	201,470.80
Seven & I Hldgs Co Ltd	1,947.00	\$	90,426.91	\$	109,713.45
Shire PLC	425.00	\$	15,675.28	\$	39,176.50
Sigma Aldrich Corp	1,300.00	\$	95,680.00	\$	95,654.00
Singapore Telecom Ltd	3,050.00	\$	65,868.99	\$	83,082.00
Sirius XM Radio Inc	21,276.00	\$	61,978.93	\$	61,487.64
Sirona Dental Systems, Inc	2,189.00	\$	137,217.25	\$	141,102.94
Smith & Nephew PLC	956.00	\$	43,785.93	\$	52,962.40
Smith A O Corp	2,555.00	\$	160,350.52	\$	161,143.85
Societe Generale	6,201.00	\$	90,934.75	\$	48,491.82
Southern Co.	3,528.00	\$	152,444.88	\$	151,033.68
Starbucks Corp	2,108.00	\$	74,687.90	\$	113,052.04
State Bk Finl Corp	4,024.00	\$	63,366.98	\$	63,901.12
Suncor Energy	2,055.00	\$	74,284.29	\$	67,773.90
Suntrust Banks Inc	3,475.00	\$	96,207.81	\$	98,516.25
Swedbank AB	2,697.00	\$	44,743.30	\$	53,400.60
Syngenta AG	1,086.00	\$	43,839.80	\$	87,748.80
Taiwan Semiconductor Mfg Co Ltd	5,902.00	\$	57,437.11	\$	101,278.32
Taiwan Semiconductor Mfg Co Ltd	3,677.00	\$	37,427.81	\$	63,097.32
Takeda Pharmaceutical Co Ltd	5,979.00	\$	151,324.18	\$	132,733.80
Target Corp	3,605.00	\$	222,376.95	\$	213,307.85

Techne Corp	1,078.00	\$	67,664.34	\$	73,670.52
Telefonica SA	8,332.00	\$	128,304.33	\$	112,398.68
Teradata Corp New (Dela)	1,072.00	\$	70,606.85	\$	66,346.08
Tesco PLC	8,471.00	\$	159,519.22	\$	140,449.18
Teva Pharmaceuticals Ind	1,891.00	\$	87,274.64	\$	70,609.94
Teva Pharmaceuticals Ind	2,309.00	\$	97,698.57	\$	86,218.06
Tiffany & Co New	1,243.00	\$	71,145.59	\$	71,273.62
Tokio Marine Holdings Inc	4,666.00	\$	109,899.57	\$	129,901.44
Tokyo Electron Ltd Adr	4,992.00	\$	61,239.38	\$	56,858.88
Torchmark Corp	1,835.00	\$	95,811.59	\$	94,814.45
Total SA	2,830.00	\$	133,801.61	\$	147,188.30
Toyota Motor Corp	1,177.00	\$	85,698.29	\$	109,755.25
Toyota Motor Corp	439.00	\$	41,228.46	\$	40,936.75
TransCanada Corp	1,412.00	\$	42,470.28	\$	66,815.84
Transdigm Group, Inc	897.00	\$	116,360.19	\$	122,314.92
Travelers Cos Inc/The	1,740.00	\$	127,830.84	\$	124,966.80
Triumph Group, Inc	2,160.00	\$	138,912.62	\$	141,048.00
Ulta Salon Cosmetics & Fragrance Inc	665.00	\$	58,084.31	\$	65,342.90
Umpqua Holdings Corp	6,376.00	\$	83,466.64	\$	75,173.04
Unilever PLC	3,894.00	\$	90,963.31	\$	150,775.68
Unilever PLC	1,934.00	\$	60,549.85	\$	74,072.20
Union Pacific Corp	1,944.00	\$	133,227.50	\$	244,399.68
United Health Gourp	1,649.00	\$	78,081.41	\$	89,441.76
United Overseas Bank Ltd	2,464.00	\$	54,935.07	\$	80,942.40
United Technologies	2,246.00	\$	174,944.60	\$	184,194.46
Universal Health Realty Income Trust	1,017.00	\$	36,033.84	\$	51,470.37
Untd Technologies	1,336.00	\$	104,020.96	\$	109,565.36
US Bancorp Del (New)	4,950.00	\$	159,800.85	\$	158,103.00
Verifone Systems, Inc	3,719.00	\$	122,902.91	\$	110,379.92
Vermillion Energy	1,394.00	\$	67,530.52	\$	72,878.32
Vinci SA	8,367.00	\$	100,568.28	\$	100,404.00
Visa Inc Cl A	1,673.00	\$	146,224.19	\$	253,593.34
VMWare Inc Cl A	691.00	\$	63,046.63	\$	65,050.74
Vodafone Group PLC	3,998.00	\$	87,015.09	\$	100,709.62
Volvo Aktiebolaget	3,161.00	\$	52,083.03	\$	43,210.87
Walmart Stores Inc	3,525.00	\$	254,656.58	\$	240,510.75
Watsco, Inc	1,274.00	\$	89,992.56	\$	95,422.60
Wells Fargo & Co New	1,832.00	\$	63,056.03	\$	62,617.76
Wells Fargo & Co New	4,633.00	\$	128,924.88	\$	158,355.94
WestAmerica Bancorp	1,628.00	\$	77,167.71	\$	69,336.52
WEX, Inc	874.00	\$	43,110.05	\$	65,873.38
Williams Cos Inc (Del)	2,009.00	\$	63,181.35	\$	65,774.66
Williams Cos Inc (Del)	5,907.00	\$	172,805.86	\$	193,395.18
Wolverine World Wide Inc	1,757.00	\$	47,611.91	\$	72,001.86
Worlery Parsons LTD	2,049.00	\$	62,284.37	\$	49,831.68
WPP PLC	1,001.00	\$	63,841.87	\$	72,972.90
Young Innovations Inc	1,165.00	\$	31,040.26	\$	45,912.65
Yum! Brands	605.00	\$	31,758.19	\$	40,172.00
Zurich Financial Services	3,520.00	\$	65,751.13	\$	94,336.00
		\$	32,274,133.05	\$	35,970,850.08

Corporate Bonds and Notes		12/31/2012		12/31/2012
Holding	Face Value	Cost Basis		FMV
<b>Acct 30706</b>				
Amazon com Inc	222,000.00	\$	221,356.20	\$ 218,807.64
American Express Crd Corp MTN	208,000.00	\$	222,343.68	\$ 220,074.40
Amer Intl Group Med Term	151,000.00	\$	164,426.33	\$ 178,512.20
AT&T Inc Call @M/W+BP	236,000.00	\$	270,987.00	\$ 281,144.44
Citigroup Inc NTS B/E Foreign Security	199,000.00	\$	195,985.15	\$ 209,638.54
Credit Suisse FB USA Inc NTS	210,000.00	\$	196,014.00	\$ 233,060.10
Du Pont E I De Nemours	153,000.00	\$	147,964.77	\$ 176,731.83
General Electric Capital Corp	215,000.00	\$	232,447.25	\$ 261,560.40
Goldman Sachs Group	146,000.00	\$	156,668.22	\$ 173,478.66
Intel Corp Notes	248,000.00	\$	246,901.36	\$ 247,652.80
J P Morgan Chase & Co	213,000.00	\$	221,130.21	\$ 219,343.14
Merrill Lynch & Co Inc NTS	164,000.00	\$	168,816.68	\$ 175,201.20
MetLife Inc NTS	209,000.00	\$	237,476.25	\$ 263,291.93
Morgan Stanley Med Term	174,000.00	\$	181,400.68	\$ 198,714.96
PepsiCo Inc	179,000.00	\$	218,097.18	\$ 241,551.55
Prudential Financial Inc NTS	186,000.00	\$	198,184.86	\$ 209,865.66
Simon Property Group LP	139,000.00	\$	152,399.60	\$ 169,317.29
Toyota Motor Credit Corp OBS NTS B/E	169,000.00	\$	171,477.54	\$ 179,209.29
Verizon Global FDG Corp NTS	241,000.00	\$	244,340.26	\$ 241,079.53
Wells Fargo & Co New Sub NTS	186,000.00	\$	180,687.84	\$ 209,488.08
<b>TOTAL</b>	<b>3,848,000.00</b>		<b>4,029,105.06</b>	<b>4,307,723.64</b>

Mutual Funds		12/31/2012		12/31/2012	
Holding	Shares	Cost basis		FMV	
Acct 28027					
Blackrock Global Allocation Fund Inc	215,449.526	\$	3,841,794.82	\$	4,252,973.64
First Eagle Global Fund	90,179.743	\$	3,771,087.12	\$	4,381,833.71
Ivy Asset Strategy Fund	169,510.694	\$	3,760,601.68	\$	4,386,936.76
Franklin/Templeton Global Bond	214,635.417	\$	2,905,690.67	\$	2,875,835.87
TOTALS		\$	14,279,174.29	\$	15,897,579.98
Holding	Shares	Cost basis		FMV	
Acct 39736					
Allianz Fixed Income - Series C	140,925.000	\$	1,678,595.89	\$	1,902,487.50
Allianz Fixed Income - Series M	172,035.000	\$	1,767,218.80	\$	1,930,232.70
TOTALS		\$	3,445,814.69	\$	3,832,720.20
		\$	17,724,988.98	\$	19,730,300.18