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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THOMAS GUY WOOLFORD SR/CHARIT TR		A Employer identification number 58-6026070
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908	Room/suite	B Telephone number (see instructions) (404) 813-9304
City or town, state, and ZIP code ORLANDO FL 32802-1908		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) \$ 12,557,139	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	292,752	295,976		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	211,721			
	b Gross sales price for all assets on line 6a 6,966,092				
	7 Capital gain net income (from Part IV, line 2)		211,721		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	504,473	507,697	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	46,702	23,351		23,351
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	36,864	2,872		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	86,066	26,223	0	25,851
	25 Contributions, gifts, grants paid	492,500			492,500
26 Total expenses and disbursements. Add lines 24 and 25	578,566	26,223	0	518,351	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-74,093				
b Net investment income (if negative, enter -0-)		481,474			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

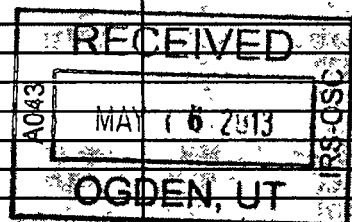
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Form 990-PF (2012)

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Form 990-PF (2012) THOMAS GUY WOOLFORD SR/CHARIT TR

58-6026070

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	286,352	472,591	472,591
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)	11,410,609		
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)		11,150,111	12,084,548
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,696,961	11,622,702	12,557,139
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	11,696,961	11,622,702	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	11,696,961	11,622,702	
	31 Total liabilities and net assets/fund balances (see instructions)	11,696,961	11,622,702	

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	11,696,961
2 Enter amount from Part I, line 27a	2	-74,093
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	11,622,868
5 Decreases not included in line 2 (itemize) ▶ EATON VANCE FLTG-RT-I BASIS ADJUSTMENT	5	166
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,622,702

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	211,721
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	400,760	11,976,619	0.033462
2010	386,036	11,086,634	0.034820
2009	642,777	9,949,172	0.064606
2008	797,134	12,340,851	0.064593
2007	702,646	14,891,116	0.047186

2 Total of line 1, column (d)	2	0.244667
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048933
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,142,382
5 Multiply line 4 by line 3	5	594,163
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,815
7 Add lines 5 and 6	7	598,978
8 Enter qualifying distributions from Part XII, line 4 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.	8	518,351

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	9,629	
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	9,629	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,629	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,340		
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	19,340		
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,711		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 9,629 Refunded <input type="checkbox"/>	11	82		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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

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 ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here 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 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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
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 ▶ 20____, 20____, 20____, 20____	<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)	2b	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 ▶ 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
	.00	0		
	.00	0		
	.00	0		
	.00	0		

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	11,960,192
b	Average of monthly cash balances	1b	367,099
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	12,327,291
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,327,291
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	184,909
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,142,382
6	Minimum investment return. Enter 5% of line 5	6	607,119

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	607,119
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,629
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,629
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	597,490
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	597,490
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	597,490

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	518,351
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	518,351
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	518,351

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				597,490
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			119,108	
b Total for prior years 20____, 20____, 20____				
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 ▶ \$ 518,351				
a Applied to 2011, but not more than line 2a			119,108	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				399,243
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				198,247
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
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				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	492,500
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

THOMAS GUY WOOLFORD SR/CHARIT TR

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

Recipient(s) paid during the year

Name

ECONOMIC DEVELOPMENT, INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

Name

GEORGIA HEALTH SCIENCES UNIVERSITY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

GRADY HEALTH FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

40,000

Name

OGLETHORPE UNIVERSITY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

TREES ATLANTA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

25,000

Name

ATLANTA HISTORY CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

50,000

THOMAS GUY WOOLFORD SR/CHARIT TR

58-6026070 Page 2 of 3

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

Recipient(s) paid during the year

Name

CHRIST THE KING SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 20,000

Name

GREATER ATLANTA CHRISTIAN SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 75,000

Name

AGNES SCOTT COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 50,000

Name

THE BELTLINE PARTNERSHIP

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 50,000

Name

ARCHDIOCESE OF ATLANTA, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 25,000

Name

GEORGIA FAMILY CONNECTION PARTNERSHIP

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 15,000

THOMAS GUY WOOLFORD SR/CHARIT TR

58-6026070 Page 3 of 3

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

Recipient(s) paid during the year

Name

PARTNERSHIP AGAINST DOMESTIC VIOLENCE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 20,000

Name

THE PIEDMONT PARK CONSERVANCY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 20,000

Name

RECONNECTING FAMILIES INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,500

Name

Street

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

Name

Street

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

Name

Street

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

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

Long Term CG Distributions	3,941
Short Term CG Distributions	0

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

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

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

		36,864	2,872	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,872	2,872		
2	PY EXCISE TAX DUE	14,652			
3	ESTIMATED EXCISE PAYMENTS	19,340			

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		11,410,609		0		0		0	
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	PRIOR YEAR			11,410,609					

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	12,084,548
2	ISHARES IBOXX INVT GRADE CORP BD E		0	597,653	663,751
3	ISHARES TR RUSSELL 1000 VALUE INDEX		0	798,801	985,400
4	ISHARES TR RUSSELL 1000 GROWTH IND		0	2,258,772	2,776,318
5	MANNING & NAPIER WORLD OPPTYS-A		0	1,313,200	1,278,060
6	ISHARES BARCLAYS MBS BD ETF		0	927,227	931,090
7	OPPENHEIMER DEVELOPING MKTS INST		0	793,000	847,905
8	DOUBLELINE TOTAL RETURN BD-I		0	791,292	795,505
9	PIMCO EMERGING LOCAL BD-I		0	267,981	272,195
10	NEUBERGER BERMAN HIGH INCOME BD-		0	649,950	674,784
11	ISHARES BARCLAYS 3-7 YR TREAS BD E		0	930,007	928,709
12	EATON VANCE ATLANTA CAP SMID-CAP-I		0	781,086	829,705
13	ISHARES TR DOW JONES SEL DIVD INDE		0	1,041,142	1,101,126

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

Long Term CG Distributions		Short Term CG Distributions		Amount	3.941	0	6,952,151	207,780	207,780	0	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09		
1	INVESSCO SMALL CAP GROWTH-I	00141M622		10/18/2011	2/6/2012	8,312			0	7,250	962	0	962
2	INVESSCO SMALL CAP GROWTH-I	00141M622		8/9/2011	2/6/2012	2,463			0	1,977	486	0	486
3	INVESSCO SMALL CAP GROWTH-I	00141M622		8/9/2011	2/6/2012	118,382			0	88,358	30,004	0	30,004
4	INVESSCO SMALL CAP GROWTH-I	00141M622		8/9/2011	2/6/2012	12,168			0	9,947	2,219	0	2,219
5	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	2/6/2012	15,600			0	15,934	-134	0	-134
6	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	2/6/2012	98,993			0	108,437	-9,744	0	-9,744
7	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	2/6/2012	11,442			0	10,042	1,400	0	1,400
8	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		10/18/2011	8/6/2012	11,716			0	10,925	791	0	791
9	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	1/1/19/2012	20,625			0	20,408	217	0	217
10	EATON VANCE ATLANTA CAP SMID-CA	277902598		8/6/2012	1/1/19/2012	31,825			0	30,614	1,211	0	1,211
11	EATON VANCE FLT-CRT-I	277811491		5/26/2012	8/6/2012	197,892			0	189,046	-1,154	0	-1,154
12	EATON VANCE FLT-CRT-I	277811491		2/6/2012	8/6/2012	2,894			0	2,875	19	0	19
13	GOLDMAN SACHS GROWTH OPPTY-SI	38142Y401		1/15/2010	2/6/2012	20,075			0	16,881	3,194	0	3,194
14	GOLDMAN SACHS GROWTH OPPTY-SI	38142Y401		1/15/2010	2/6/2012	496,114			0	415,140	80,974	0	80,974
15	GOLDMAN SACHS GROWTH OPPTY-SI	38142Y401		8/6/2011	8/6/2012	39,420			0	31,900	6,520	0	6,520
16	SHARES TR DOW JONES SEL DIVD INC	484287168		7/18/2011	2/6/2012	22,947			0	21,843	1,004	0	1,004
17	SHARES IBOX INV GRADE CORP BD	484287242		10/18/2011	8/6/2012	93,165			0	66,433	6,732	0	6,732
18	SHARES IBOX INV GRADE CORP BD	484287242		2/6/2012	8/6/2012	2,293			0	2,212	81	0	81
19	SHARES IBOX INV GRADE CORP BD	484287242		5/26/2011	8/6/2012	329,317			0	303,387	25,850	0	25,850
20	SHARES IBOX INV GRADE CORP BD	484287242		5/26/2011	1/1/19/2012	10,088			0	9,230	858	0	858
21	SHARES IBOX INV GRADE CORP BD	484287242		4/27/2011	1/1/19/2012	6,320			0	5,711	609	0	609
22	SHARES TR RUSSELL 1000 VALUE IND	484287598		1/15/2010	2/6/2012	78,389			0	69,974	9,295	0	9,295
23	SHARES TR RUSSELL 1000 VALUE IND	484287598		1/15/2010	1/1/19/2012	278,899			0	237,160	41,739	0	41,739
24	SHARES TR RUSSELL 1000 VALUE IND	484287598		1/15/2010	1/1/19/2012	8,243			0	7,010	1,233	0	1,233
25	SHARES TR RUSSELL 1000 GROWTH I	484287614		2/6/2012	8/6/2012	166,620			0	161,577	5,243	0	5,243
26	SHARES TR RUSSELL 1000 GROWTH I	484287614		1/1/19/2012	8/6/2012	369,872			0	364,191	5,781	0	5,781
27	SHARES BARCLAYS MBS BD ETF	484288568		8/6/2012	1/1/19/2012	8,765			0	8,822	-57	0	-57
28	SHARES BARCLAYS 3-7 YR TREAS BD	484288661		8/6/2012	1/1/19/2012	17,927			0	17,892	35	0	35
29	LEGG MASON BATTERYMRC EMRG MKS	32465U607		1/15/2010	2/6/2012	213,418			0	212,718	701	0	701
30	LEGG MASON BATTERYMRC EMRG MKS	32465U607		6/24/2010	2/6/2012	80,580			0	75,400	5,180	0	5,180
31	LEGG MASON BATTERYMRC EMRG MKS	32465U607		7/18/2011	2/6/2012	75,813			0	84,600	-8,787	0	-8,787
32	LEGG MASON BATTERYMRC EMRG MKS	32465U607		8/6/2011	2/6/2012	20,057			0	19,050	1,007	0	1,007
33	LEGG MASON BATTERYMRC EMRG MKS	32465U607		10/18/2011	2/6/2012	118,611			0	108,425	10,186	0	10,186
34	MFS RESEARCH INTL-I	52983470		1/26/2011	2/6/2012	85,429			0	92,705	-7,276	0	-7,276
35	MFS RESEARCH INTL-I	52983470		1/26/2011	2/6/2012	11,288			0	12,038	-750	0	-750
36	MFS RESEARCH INTL-I	52983470		1/18/2011	2/6/2012	239,820			0	258,800	-18,980	0	-18,980
37	MFS RESEARCH INTL-I	52983470		1/15/2010	2/6/2012	437,388			0	429,174	8,214	0	8,214
38	MFS RESEARCH INTL-I	52983470		1/15/2010	2/6/2012	133,670			0	133,397	273	0	273
39	MFS RESEARCH INTL-I	52983470		6/6/2011	8/6/2012	15,228			0	14,750	478	0	478
40	MFS RESEARCH INTL-I	52983470		10/18/2011	8/6/2012	107,810			0	107,075	735	0	735
41	NEUBERGER BERMAN HIGH INCOME BOND	844128V468		8/6/2012	1/1/19/2012	8,200			0	8,200	0	0	0
42	PIMCO FOREIGN BD US\$ HEDGED-I	683330B82		2/6/2012	1/1/19/2012	345,899			0	332,475	13,424	0	13,424
43	PIMCO EMERGING LOCAL BD-I	72201F518		8/6/2012	1/1/19/2012	3,000			0	2,994	6	0	6
44	RS INV TR VALUE-Y	74872H814		3/28/2011	2/6/2012	394,160			0	422,743	-28,583	0	-28,583
45	RS INV TR VALUE-Y	74872H814		3/28/2011	2/6/2012	8,994			0	7,660	1,334	0	1,334
46	RS INV TR VALUE-Y	74872H814		3/28/2011	2/6/2012	19,682			0	17,624	2,058	0	2,058
47	TEMPLETON GLOBAL BD ADV	880208400		4/27/2011	2/6/2012	35,722			0	37,948	-2,226	0	-2,226
48	TEMPLETON GLOBAL BD ADV	880208400		5/26/2011	2/6/2012	80,705			0	84,875	-4,170	0	-4,170
49	TEMPLETON GLOBAL BD-ADV	880208400		7/18/2011	2/6/2012	34,121			0	35,781	-1,660	0	-1,660
50	TEMPLETON GLOBAL BD-ADV	880208400		4/27/2011	2/6/2012	28,007			0	30,072	-2,065	0	-2,065
51	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	2/6/2012	132,820			0	135,948	-3,128	0	-3,128
52	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	2/6/2012	241,218			0	246,132	-4,934	0	-4,934
53	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	8/6/2012	7,200			0	7,314	-114	0	-114
54	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011	8/6/2012	83,099			0	81,525	1,574	0	1,574
55	VANGUARD BD INDEX SHORT TERM BI	921937827		1/26/2011	8/6/2012	509,597			0	505,485	4,112	0	4,112
56	VANGUARD BD INDEX SHORT TERM BI	921937827		2/6/2012	8/6/2012	22,333			0	22,358	-25	0	-25
57	VANGUARD BD INDEX TOTAL BD MNT	921937835		1/15/2010	8/6/2012	781,667			0	731,432	50,235	0	50,235
58	VANGUARD BD INDEX TOTAL BD MNT	921937835		2/6/2012	8/6/2012	24,289			0	24,971	-318	0	-318
59	VANGUARD BATTERYMRC EMRG MKS	32465U607		1/26/2011	2/6/2012	177,057			0	165,714	23,657	0	23,657
60	VANGUARD BATTERYMRC EMRG MKS	32465U607		2/6/2012	8/6/2012	6,944			0	11,012	-1,068	0	-1,068

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

Name		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	46,702	0	0
2	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D			
3	JOHN GERAGHTY		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D			
4	DAVE DIERKER		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D			
5	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D			

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 266
3 Second quarter estimated tax payment	6/6/2012	3 1,273
4 Third quarter estimated tax payment	9/4/2012	4 855
5 Fourth quarter estimated tax payment	12/12/2012	5 16,946
6 Other payments		6
7 Total		7 19,340

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	<u>119,108</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>119,108</u>