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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 1908

City or town, state, and ZIP code

ORLANDO FL 32802-1908

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 12,557,139 (Part I, column (d) must be on cash basis)

J Accounting method. Cash Accrual Other (specify) _____

A Employer identification number

58-6026070

B Telephone number (see instructions)

(404) 813-9304

C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(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 (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				RECEIVED
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	292,752	295,976	4043	RECEIVED
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	RECEIVED
13 Compensation of officers, directors, trustees, etc	46,702	23,351		OGDEN, UT
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	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.

HTA

Form 990-PF (2012)

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year
		(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing		
	2 Savings and temporary cash investments	286,352	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 ►		
	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
Liabilities	17 Accounts payable and accrued expenses		
	18 Grants payable		
	19 Deferred revenue		
	20 Loans from officers, directors, trustees, and other disqualified persons		
	21 Mortgages and other notes payable (attach schedule)		
	22 Other liabilities (describe ►))	0	0
	23 Total liabilities (add lines 17 through 22)	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	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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
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 8 518,351
 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.

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

1 **a** Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

1 9,629

2 **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

3 **c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 9,629

4 **2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

4 0

5 **3** Add lines 1 and 2

5 9,629

6 **4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

6 0

7 **5** Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-

7 0

8 **6** Credits/Payments

6a	19,340
6b	
6c	
6d	

8 0

9 **a** 2012 estimated tax payments and 2011 overpayment credited to 2012

9 0

10 **b** Exempt foreign organizations—tax withheld at source

10 0

11 **c** Tax paid with application for extension of time to file (Form 8868)

11 0

12 **d** Backup withholding erroneously withheld

12 0

13 **7** Total credits and payments Add lines 6a through 6d

7 19,340

14 **8** Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8 0

15 **9** Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 0

16 **10** Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 9,711

17 **11** Enter the amount of line 10 to be Credited to 2013 estimated tax ► 9,629 Refunded ► 82

Part VII-A Statements Regarding Activities

1 **a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a Yes No
1a X

1b Yes No
1b X

1c Yes No
1c X

1d Yes No
1d X

1e Yes No
1e X

1f Yes No
1f X

1g Yes No
1g X

1h Yes No
1h X

1i Yes No
1i X

1j Yes No
1j X

1k Yes No
1k X

1l Yes No
1l X

1m Yes No
1m X

1n Yes No
1n X

1o Yes No
1o X

1p Yes No
1p X

1q Yes No
1q X

1r Yes No
1r X

1s Yes No
1s X

1t Yes No
1t X

1u Yes No
1u X

1v Yes No
1v X

1w Yes No
1w X

1x Yes No
1x X

1y Yes No
1y X

1z Yes No
1z X

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities

2 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

4 **a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?

4a X

4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

5 X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

7 X

8 **a** Enter the states to which the foundation reports or with which it is registered (see instructions) ► 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

8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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 X No

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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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 ►	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	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))?
 (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
 (3) Provide a grant to an individual for travel, study, or other similar purposes?
 (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
 (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ► **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***If "Yes," attach the statement required by Regulations section 53.4945–5(d)*

Yes No

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," file Form 8870*

Yes No

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

Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** **N/A****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	518,351
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	518,351
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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			119,108	
a Enter amount for 2011 only				
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			119,108	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				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				
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 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	► <input type="text"/>	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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		
b	85% of line 2a		
c	Qualifying distributions from Part XII, line 4 for each year listed		
d	Amounts included in line 2c not used directly for active conduct of exempt activities		
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c		
3	Complete 3a, b, or c for the alternative test relied upon		
a	"Assets" alternative test—enter		
(1)	Value of all assets	0	
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)	0	
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	
c	"Support" alternative test—enter		
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0	
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)	0	
(3)	Largest amount of support from an exempt organization	0	
(4)	Gross investment income	0	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

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

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

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

KIRBY THOMPSON P.O. BOX 4418 MAIL CODE 041 ATLANTA, GA 30302

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

<https://www.suntrust.com/Microsites/foundation/funds.htm>

c Any submission deadlines

MARCH 31, AUGUST 31, NOVEMBER 30

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

CAPITAL IMPROVEMENT & SPECIAL COMM. PROJECTS FOR METROPOLITAN ATL. AREA TO 501(c)(3) ORG'S IN GOOD STANDIN

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

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

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities				14	292,752
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	211,721
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		504,473	0
13 Total. Add line 12, columns (b), (d), and (e)				13	504,473

Part XVI B. Relationship of Activities to the Accomplishment of Exempt Purposes

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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 instructions)? Yes No

Sign
Here

Barbara Allred

4/29/2013

► TRUSTEE

Signature of officer or trustee

Date

Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	DONALD J ROMAN		4/29/2013		P00364310
	Firm's name ► PRICEWATERHOUSECOOPERS, LLP		Firm's EIN ►	13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219		Phone no	412-355-6000		

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	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

Name**GEORGIA HEALTH SCIENCES UNIVERSITY****Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	25,000

Name**GRADY HEALTH FOUNDATION****Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	40,000

Name**OGLETHORPE UNIVERSITY****Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	25,000

Name**TREES ATLANTA****Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	25,000

Name**ATLANTA HISTORY CENTER****Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	50,000

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**

CHRIST THE KING SCHOOL

Street

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

Name

GREATER ATLANTA CHRISTIAN SCHOOL

Street

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

Name

AGNES SCOTT COLLEGE

Street

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

Name

THE BELTLINE PARTNERSHIP

Street

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

Name

ARCHDIOCESE OF ATLANTA, INC

Street

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

Name

GEORGIA FAMILY CONNECTION PARTNERSHIP

Street

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

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**

PARTNERSHIP AGAINST DOMESTIC VIOLENCE

Street

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

Name

THE PIEDMONT PARK CONSERVANCY

Street

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

Name

RECONNECTING FAMILIES INC

Street

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals		Net Gain or Loss
													Gross Sales	Cost and Expenses	
													6,966,092	6,754,371	0
															21,172.1
1	X - INVESSO SMALL CAP GROWTH	00141M622			10/15/2011		2/6/2012	8,122	7,250						0
2	X - INVESSO SMALL CAP GROWTH	00141M622			8/8/2011		2/6/2012	2,463	1,977						0
3	X - INVESSO SMALL CAP GROWTH	00141M622			1/15/2010		8/6/2012	118,352	88,556						30,004
4	X - INVESSO SMALL CAP GROWTH	00141M622			8/8/2011		8/6/2012	12,166	9,947						2,219
5	X - ADVISORS CAMBIA SMALL C	0075W0593			3/28/2011		2/6/2012	15,800	15,834						-134
6	X - ADVISORS CAMBIA SMALL C	0075W0593			3/28/2011		8/6/2012	98,693	108,437						-9,744
7	X - ADVISORS CAMBIA SMALL C	0075W0593			10/18/2011		8/6/2012	11,432	10,042						1,400
8	X - DOUBLELINE TOTAL RETURN	268620103			10/18/2011		8/6/2012	11,716	10,925						791
9	X - EATON VANCE ATLANTA CAP	277902598			8/6/2012		11/19/2012	20,625	20,408						217
10	X - EATON VANCE ATLANTA CAP	277911491			5/6/2011		8/6/2012	197,892	198,046						0
11	X - EATON VANCE ATLANTA CAP	277911491			2/6/2012		8/6/2012	2,894	2,875						0
12	X - EATON VANCE ATLANTA CAP	277911491			2/6/2012		8/6/2012	2,075	16,881						0
13	X - GOLDMAN SACHS GROWTH	36142Y401			1/15/2010		8/6/2012	496,114	416,140						3,194
14	X - GOLDMAN SACHS GROWTH	36142Y401			8/6/2011		8/6/2012	38,420	31,900						80,974
15	X - ISHARES BDX INV GRADE	464287163			7/18/2011		2/6/2012	22,647	21,843						6,320
16	X - ISHARES BDX INV GRADE	464287163			10/18/2011		8/6/2012	93,155	86,433						0
17	X - ISHARES BDX INV GRADE	464287163			10/18/2011		8/6/2012	2,283	2,212						6,732
18	X - ISHARES BDX INV GRADE	464287163			2/6/2012		8/6/2012	8,243	7,010						81
19	X - ISHARES BDX INV GRADE	464287163			5/6/2011		5/6/2012	29,217	30,367						25,550
20	X - ISHARES BDX INV GRADE	464287163			5/6/2011		11/19/2012	10,058	9,230						858
21	X - ISHARES BDX INV GRADE	464287163			4/27/2011		11/19/2012	6,320	5,711						609
22	X - ISHARES BDX INV GRADE	464287163			1/15/2010		2/6/2012	78,259	78,259						0
23	X - ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		8/6/2012	278,859	237,160						41,739
24	X - ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		11/19/2012	8,180	8,180						1,233
25	X - ISHARES TR RUSSELL 1000 V	464287598			5/6/2012		8/6/2012	166,820	161,577						5,543
26	X - ISHARES TR RUSSELL 1000 V	464287598			2/6/2012		11/19/2012	369,972	364,191						5,781
27	X - ISHARES BARCLAYS MBS BD	464288683			8/6/2012		11/19/2012	8,765	8,822						-57
28	X - ISHARES BARCLAYS 3-7 TR	52465U607			8/6/2012		11/19/2012	17,927	17,892						0
29	X - LEGG MASON BATTERYMR	52465U607			1/15/2010		2/6/2012	213,419	212,718						701
30	X - LEGG MASON BATTERYMR	52465U607			6/24/2010		2/6/2012	80,560	75,400						5,80
31	X - LEGG MASON BATTERYMR	52465U607			7/18/2011		2/6/2012	75,813	84,600						-8,877
32	X - LEGG MASON BATTERYMR	52465U607			8/8/2011		2/6/2012	20,057	19,050						1,007
33	X - LEGG MASON BATTERYMR	52465U607			10/18/2011		2/6/2012	118,611	108,425						10,86
34	X - MFS RESEARCH INTL-I	5522883470			12/6/2011		2/6/2012	11,459	92,705						-2,276
35	X - MFS RESEARCH INTL-I	5522883470			12/8/2011		2/6/2012	11,288	12,038						-750
36	X - MFS RESEARCH INTL-I	5522883470			7/18/2011		2/6/2012	239,820	256,800						-16,980
37	X - MFS RESEARCH INTL-I	5522883470			1/15/2010		2/6/2012	497,399	497,399						0
38	X - MFS RESEARCH INTL-I	5522883470			1/15/2010		8/6/2012	133,670	133,397						2214
39	X - MFS RESEARCH INTL-I	5522883470			8/8/2011		8/6/2012	15,228	14,750						273
40	X - NEUBERGER BERMAN HIGH	64128K618			10/18/2011		8/6/2012	107,810	107,810						478
41	X - PIMCO FOREIGN ED U.S. HD	653390882			8/6/2012		11/19/2012	8,200	8,200						0
42	X - PIMCO EMERGING MARKETS BD	653390882			2/6/2012		8/6/2012	345,889	332,475						13,424
43	X - RS INVTR VALUE-Y	749712H14			8/6/2012		11/19/2012	3,920	3,920						0
44	X - RS INVTR VALUE-Y	749712H14			3/28/2011		2/6/2012	394,160	422,743						-25,583
45	X - TEMPLETON GLOBAL BD-ADV	880208400			8/6/2011		2/6/2012	8,984	7,660						1,334
46	X - TEMPLETON GLOBAL BD-ADV	880208400			4/27/2011		2/6/2012	35,722	31,948						2,058
47	X - TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		2/6/2012	80,705	84,875						-4,170
48	X - VANGUARD BD INDEX SHORT	921937827			7/18/2011		2/6/2012	34,121	35,781						-660
49	X - VANGUARD BD INDEX SHORT	921937827			2/6/2012		2/6/2012	22,333	22,333						0
50	X - VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	781,967	731,432						50,235
51	X - VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	132,820	135,948						-3,126
52	X - VANGUARD BD-ADV	921937835			12/6/2011		2/6/2012	241,218	246,152						-4,934
53	X - VANGUARD BD-ADV	921937835			12/8/2011		8/6/2012	7,200	7,314						-114
54	X - VANGUARD BD-ADV	921937835			10/18/2011		8/6/2012	91,099	81,525						1,574
55	X - VANGUARD BD INDEX SHORT	921937827			8/6/2012		8/6/2012	50,597	50,485						4,112
56	X - VANGUARD BD INDEX SHORT	921937827			2/6/2012		8/6/2012	22,333	22,333						-25
57	X - VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	781,967	731,432						0
58	X - VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	25,289	24,971						0
59	X - LEGG MASON BATTERYMR	52465U607			12/6/2011		2/6/2012	172,057	185,714						-23,657
60	X - LEGG MASON BATTERYMR	52465U607			12/8/2011		2/6/2012	9,944	11,012						-1,068

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
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	
				Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	FMV Beg. of Year	FMV End of Year
Description											
1	PRIOR YEAR					11,410,609					

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV	End of Year
1				0		
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 INDEX		0	2,258,772		2,776,318
5	MANNING & NAPIER WORLD OPPORTUNIST		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		0	781,086		829,705
13	ISHARES TR DOW JONES SEL DIVD INDEX		0	1,041,142		1,101,126

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

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

	Name	Check "X" if Business X	Street PO BOX 1908	City ORLANDO	State FL	Zip Code 32802-1908	Foreign Country	Title TRUSTEE AS REQD	Avg Hrs Per Week 46.702	Compensation 46.702	Benefits	Expense Account 0
1	SUNTRUST BANKS, INC			ATLANTA	GA	30302		CHAIRMAN AS REQD				
2	JENNIFER WOOD		PO BOX 4655	ATLANTA	GA	30302		DIST COMM AS REQD				
3	JOHN GERAGHTY		PO BOX 4655	ATLANTA	GA	30302		DIST COMM AS REQD				
4	DAVE DIERKER		PO BOX 4655	ATLANTA	GA	30302		DIST COMM AS REQD				
5	KIRBY THOMPSON		PO BOX 4655	ATLANTA	GA	30302		SECRETARY AS REQD				

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return	1	
2 First quarter estimated tax payment	2	266
3 Second quarter estimated tax payment	3	1,273
4 Third quarter estimated tax payment	4	855
5 Fourth quarter estimated tax payment	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	119,108
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	119,108