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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 01-01-2012 , and ending 12-31-2012

Name of foundation
TUW THOMAS H PITTS

A Employer identification number
58-6037794

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1 WEST 4TH STREET D4000-041

B Telephone number (see instructions)
(336) 747-8185

City or town, state, and ZIP code
WINSTON SALEM, NC 27101

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,775,783

J Accounting method ☐ Cash ☐ Accrual ☐ Other (specify) _
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	65,470	64,529		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	476,017			
	b	Gross sales price for all assets on line 6a 2,715,641				
	7	Capital gain net income (from Part IV, line 2)		476,017		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	541,487	540,546		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	42,534	31,900		10,634
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	6,012	708		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,546	32,608	0	10,634
	25	Contributions, gifts, grants paid	130,000			130,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	178,546	32,608	0	140,634
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	362,941			
	b	**Net investment income** (if negative, enter -0-)		507,938		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2012)

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	9,037	5,298	5,298
2	Savings and temporary cash investments	48,693	109,061	109,061
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶		0	0
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	1,274,705	1,566,277	1,649,414
c	Investments—corporate bonds (attach schedule)	964,240		
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)		979,155	1,012,010
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)	2,296,675	2,659,791	2,775,783
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,296,675	2,659,791	
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 page 17 of the instructions)	2,296,675	2,659,791	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,296,675	2,659,791	

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	2,296,675
2	Enter amount from Part I, line 27a	2	362,941
3	Other increases not included in line 2 (itemize) ▶	3	2,419
4	Add lines 1, 2, and 3	4	2,662,035
5	Decreases not included in line 2 (itemize) ▶	5	2,244
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,659,791

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 Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	476,017
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	

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 page 18 of 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	128,354	2,757,234	0 046552
2010	117,753	2,614,513	0 045038
2009	142,754	2,270,100	0 062884
2008	165,426	2,887,711	0 057286
2007	159,200	3,439,947	0 04628

2	**Total** of line 1, column (d).	2	0 25804
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 051608
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	2,766,074
5	Multiply line 4 by line 3.	5	142,752
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,079
7	Add lines 5 and 6.	7	147,831
8	Enter qualifying distributions from Part XII, line 4.	8	140,634

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	10,159
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	10,159
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	10,159
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,536		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,536
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	6,623
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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**		**No**
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**		**No**
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	**Yes**	

Website address ▶

14 The books are in care of ▶WELLS FARGO BANK NA Telephone no ▶(336) 747-8185

Located at ▶1 WEST 4TH STREET WINSTON SALEM NC ZIP +4 ▶271013818

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** | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	**16**		**No**

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	**No**
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	**1b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	**1c**		**No**
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____ , 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**		**No**
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ **Yes** ☑ **No**			
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**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
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**		**No**

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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).

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? **6b** 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? **7b**

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
WELLS FARGO BANK NA 1525 W W T HARRIS BLVD D1114 044 CHARLOTTE, NC 28288	Trustee 4	42,534		

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

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

Total number of other employees paid over $50,000. ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. ▶	

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	2,643,110
b	Average of monthly cash balances	1b	165,087
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,808,197
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,808,197
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,123
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,766,074
6	**Minimum investment return.** Enter 5% of line 5	6	138,304

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	138,304
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 10,159		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	10,159
3	Distributable amount before adjustments Subtract line 2c from line 1	3	128,145
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	128,145
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	128,145

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	140,634
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	140,634
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	140,634

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				128,145
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			129,801	
b Total for prior years 2010 , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. 0				
b From 2008. 0				
c From 2009. 0				
d From 2010. 0				
e From 2011. 0				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 140,634				
a Applied to 2011, but not more than line 2a			129,801	
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.				10,833
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				117,312
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . . 0				
b Excess from 2009. . . . 0				
c Excess from 2010. . . . 0				
d Excess from 2011. . . . 0				
e Excess from 2012. . . . 0				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
2a 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					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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

WELLS FARGO BANK NA
3280 PEACHTREE ROAD NE STE 400
ATLANTA, GA 30305
(404) 238-0444

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

NO FORMAL APPLICATION - BUT INCLUDE BACKGROUND INFORMATION ON ORGANIZATION, AMOUNT OF GRANT REQUESTED, HOW FUNDS WILL BE USED, TAX-EXEMPT LETTER

c Any submission deadlines

JUNE 15TH ANNUALLY

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

ORGANIZATIONS IN IMMEDIATE ATLANTA AREA, WITH PARTICULAR INTEREST IN HUMANITARIAN ORGS AND ORGS THAT WORK WITH RELIEF OF POOR AND NEEDY

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 Additional Data Table				
Total . . . . ▶ **3a**				130,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

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	65,470	
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	476,017	
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)				541,487	

13 Total. Add line 12, columns (b), (d), and (e) 13 541,487

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2013-04-25	******
Signature of officer or trustee	Date	Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☑	PTIN
JOSEPH J CASTRIANO	JOSEPH J CASTRIANO			
Firm's name ▶	PRICEWATERHOUSECOOPERS LLP		Firm's EIN ▶	
Firm's address ▶	600 GRANT STREET Pittsburgh, PA 152192777		Phone no (412) 355-6000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
323 ARTISAN FDS INC INTL FD INVESTOR CLASS		2012-03-30	2012-12-05
84 375 ARTISAN MID CAP FUND-INS #1333		2012-09-04	2012-12-05
12 625 ARTISAN MID CAP FUND-INS #1333		2012-09-04	2012-12-05
100 DODGE & COX INT'L STOCK FD # 1048		2012-03-30	2012-11-19
187 DODGE & COX INT'L STOCK FD # 1048		2012-03-30	2012-12-05
43 DODGE & COX INCOME FD COM		2010-03-26	2012-03-30
6003 83 DODGE & COX INCOME FD COM		2012-09-04	2012-11-19
3165 17 DODGE & COX INCOME FD COM		2010-03-26	2012-11-19
549 DODGE & COX STK FD		2002-08-13	2012-03-30
532 DODGE & COX STK FD		2002-08-13	2012-06-07
530 DODGE & COX STK FD		2002-08-13	2012-07-12
534 882 DODGE & COX STK FD		2003-03-27	2012-08-30
273 DREYFUS EMG MKT DEBT LOC C-I #6083		2012-09-04	2012-12-05
98 FLEMING CAP MUTUAL FUND GROUP J P MORGAN MID CAP VALUE FUND		2012-09-04	2012-12-05
172 35122 HARBOR FD CAP APPRECIATION		2012-03-30	2012-12-05
28 64878 HARBOR FD CAP APPRECIATION		2012-03-30	2012-12-05
3675 HUSSMAN STRATEGIC GROWTH FD		2011-11-08	2012-11-19
1703 ING INTERNATIONAL REAL EST-I #2664		2008-11-05	2012-03-30
1651 ING INTERNATIONAL REAL EST-I #2664		2008-11-05	2012-06-07
1644 ING INTERNATIONAL REAL EST-I #2664		2008-11-05	2012-07-12
1659 225 ING INTERNATIONAL REAL EST-I #2664		2008-11-05	2012-08-30
98 ISHARES TR RUSSELL MIDCAP GROWTH		2012-03-30	2012-06-07
98 ISHARES TR RUSSELL MIDCAP GROWTH		2012-03-30	2012-07-12
99 ISHARES TR RUSSELL MIDCAP GROWTH		2012-03-30	2012-08-30
30 ISHARES RUSSELL 2000 GROWTH INDEX FUND		2012-11-19	2012-12-05
174 KEELEY SMALL CAP VAL FD CL I #2251		2012-09-04	2012-12-05
1501 LAUDUS MONDRIAN INTL FI-INST #2940		2011-11-08	2012-08-30
1784 LAZARD EMERGING MKTS PTFL #638		2008-11-05	2012-03-30
1730 LAZARD EMERGING MKTS PTFL #638		2008-11-05	2012-06-07
1722 LAZARD EMERGING MKTS PTFL #638		2008-11-05	2012-07-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1738 98 LAZARD EMERGING MKTS PTFL #638		2008-11-05	2012-08-30
109 MFS VALUE FUND-CLASS I #893		2012-03-30	2012-12-05
2109 393 MAINSTAY EP US EQ YLD-IS #1204		2012-07-16	2012-08-30
573 MERGER FD SH BEN INT		2011-11-08	2012-08-30
90 OPPENHEIMER DEVELOPING MKT-Y #788		2012-03-30	2012-11-19
82 OPPENHEIMER DEVELOPING MKT-Y #788		2012-03-30	2012-12-05
4717 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2010-03-26	2012-03-30
4574 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2008-11-05	2012-06-07
4552 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2008-11-05	2012-07-12
4595 395 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD II INSTL CL		2008-11-05	2012-08-30
236 PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL		2012-11-21	2012-12-05
4415 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2007-01-08	2012-03-30
4281 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2007-01-08	2012-06-07
4260 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2008-11-05	2012-07-12
4301 324 PIMCO FDS PAC INVT MGMT SER HIGH YLD FD INSTL CL		2008-11-05	2012-08-30
425 PIMCO FOREIGN BOND FUND-INST		2007-02-08	2012-03-30
592 PIMCO FOREIGN BOND FUND-INST		2007-02-08	2012-06-07
511 PIMCO FOREIGN BOND FUND-INST		2007-02-08	2012-07-12
2797 PIMCO FOREIGN BOND FUND-INST		2007-02-08	2012-08-30
241 PIMCO FOREIGN BOND FUND-INST		2007-02-08	2012-12-05
1893 PIMCO EMERG MKTS BD-INST #137		2009-04-08	2012-03-30
1835 PIMCO EMERG MKTS BD-INST #137		2009-04-08	2012-06-07
1826 PIMCO EMERG MKTS BD-INST #137		2009-04-08	2012-07-12
1844 428 PIMCO EMERG MKTS BD-INST #137		2009-04-08	2012-08-30
2271 PIMCO COMMODITY REAL RET STRAT-I#45		2008-11-05	2012-03-30
2202 PIMCO COMMODITY REAL RET STRAT-I#45		2008-11-05	2012-06-07
2192 PIMCO COMMODITY REAL RET STRAT-I#45		2010-10-25	2012-07-12
2213 384 PIMCO COMMODITY REAL RET STRAT-I#45		2010-10-25	2012-08-30
1347 RIDGEWORTH SEIX HY BD-I #5855		2012-09-04	2012-11-19
273 RIDGEWORTH SEIX HY BD-I #5855		2012-09-04	2012-12-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
12452 ROWE T PRICE SHORT TERM BD FD INC		2012-07-16	2012-08-30
8044 ROWE T PRICE SHORT TERM BD FD INC		2012-06-11	2012-11-19
2058 ROWE T PRICE REAL ESTATE FD COM		2008-11-05	2012-03-30
1995 ROWE T PRICE REAL ESTATE FD COM		2008-11-05	2012-06-07
1986 ROWE T PRICE REAL ESTATE FD COM		2008-11-05	2012-07-12
2004 591 ROWE T PRICE REAL ESTATE FD COM		2008-11-05	2012-08-30
99 SPDR DJ WILSHIRE INTERNATIONAL REAL		2012-08-30	2012-11-19
94 SPDR DJ WILSHIRE INTERNATIONAL REAL		2012-08-30	2012-12-05
1154 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-09-04	2012-11-19
1362 641 TCW GALILEO FDS INC SMALL CAP GROWTH FD		2012-07-16	2012-12-19
542 VANGUARD SHORT TERM BOND ETF		2008-10-20	2012-08-30
4242 VANGUARD S/T BD IND SIGNAL #1349		2008-10-20	2012-03-30
4114 VANGUARD S/T BD IND SIGNAL #1349		2008-10-20	2012-06-07
4094 VANGUARD S/T BD IND SIGNAL #1349		2008-10-20	2012-07-12
3 851 VANGUARD S/T BD IND SIGNAL #1349		2008-10-20	2012-08-30
888 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-11-05	2012-03-30
861 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-11-05	2012-06-07
857 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-11-05	2012-07-12
865 245 VANGUARD INFLAT-PROT SECS-ADM #5119		2008-11-05	2012-08-30
99 VANGARD MSCI EMERGING MARKETS EFT		2012-03-30	2012-12-05
60 VANGUARD REIT VIPER		2012-08-30	2012-12-05
804 CRM MIDCP VAL INST		2008-11-05	2012-03-30
779 CRM MIDCP VAL INST		2008-11-05	2012-06-07
776 CRM MIDCP VAL INST		2008-11-05	2012-07-12
782 707 CRM MIDCP VAL INST		2008-11-05	2012-08-30
1816 WFA LARGE CAP GROWTH-I #4137		2002-08-13	2012-07-12
1833 854 WFA LARGE CAP GROWTH-I #4137		2002-12-31	2012-08-30
5873 WELLS FARGO ADV INTL EQ FD INS #4117		2002-08-13	2012-03-30
5695 WELLS FARGO ADV INTL EQ FD INS #4117		2002-08-13	2012-06-07
5667 WELLS FARGO ADV INTL EQ FD INS #4117		2002-08-13	2012-07-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5721 522 WELLS FARGO ADV INTL EQ FD INS #4117		2002-12-20	2012-08-30
839 WELLS FARGO ADV SM CP VL FD-ADM #737		2002-08-13	2012-03-30
814 WELLS FARGO ADV SM CP VL FD-ADM #737		2002-08-13	2012-06-07
809 WELLS FARGO ADV SM CP VL FD-ADM #737		2002-08-13	2012-07-12
817 522 WELLS FARGO ADV SM CP VL FD-ADM #737		2002-12-20	2012-08-30
1074 WF ADV TRAD S/C GRWTH FD INST #4132		2002-08-13	2012-03-30
1041 WF ADV TRAD S/C GRWTH FD INST #4132		2002-08-13	2012-06-07
1036 WF ADV TRAD S/C GRWTH FD INST #4132		2002-08-13	2012-07-12
1045 486 WF ADV TRAD S/C GRWTH FD INST #4132		2002-08-13	2012-08-30
1889 WELLS FARGO ADV LG CP GR FD-INS #440		2002-08-13	2012-03-30
1831 WELLS FARGO ADV LG CP GR FD-INS #440		2002-08-13	2012-06-07
614 WELLS FARGO ADV ENTERPR CL I #3118		2008-11-05	2012-03-30
596 WELLS FARGO ADV ENTERPR CL I #3118		2008-11-05	2012-06-07
593 WELLS FARGO ADV ENTERPR CL I #3118		2008-11-05	2012-07-12
598 876 WELLS FARGO ADV ENTERPR CL I #3118		2008-11-05	2012-08-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,833		7,397	436
3,356		3,362	-6
502		503	-1
3,274		3,296	-22
6,339		6,164	175
583		562	21
83,633		83,097	536
44,091		41,369	2,722
62,932		47,692	15,240
56,296		46,215	10,081
56,848		46,041	10,807
61,586		46,364	15,222
4,158		3,975	183
2,768		2,676	92
7,220		7,573	-353
1,200		1,259	-59
40,976		45,827	-4,851
13,862		12,023	1,839
12,564		11,656	908
13,037		11,607	1,430
13,855		11,714	2,141
5,781		6,187	-406
5,637		6,187	-550
6,030		6,250	-220
2,797		2,695	102
4,858		4,616	242
17,847		18,582	-735
35,163		22,068	13,095
30,067		21,400	8,667
30,600		21,301	9,299

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
32,136		21,511	10,625
2,777		2,746	31
27,971		27,411	560
9,145		9,157	-12
2,972		2,996	-24
2,781		2,730	51
50,472		47,809	2,663
49,628		45,831	3,797
50,026		45,611	4,415
50,779		46,046	4,733
2,749		2,731	18
41,015		43,664	-2,649
39,086		42,339	-3,253
39,746		41,054	-1,308
40,605		30,324	10,281
4,569		4,314	255
6,400		6,009	391
5,611		5,187	424
31,075		28,390	2,685
2,752		2,446	306
22,091		16,325	5,766
21,323		15,824	5,499
21,784		15,747	6,037
22,447		15,906	6,541
15,193		22,710	-7,517
13,608		22,020	-8,412
14,511		19,483	-4,972
15,383		17,787	-2,404
13,362		13,281	81
2,757		2,692	65

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60,392		60,340	52
39,013		38,910	103
42,292		23,932	18,360
40,119		22,451	17,668
41,686		22,350	19,336
42,557		22,559	19,998
3,982		3,812	170
3,903		3,620	283
29,496		32,939	-3,443
36,560		34,471	2,089
44,069		41,084	2,985
45,008		42,208	2,800
43,732		40,934	2,798
43,601		40,735	2,866
41		38	3
24,722		19,585	5,137
24,831		18,989	5,842
24,896		18,901	5,995
25,092		19,083	6,009
4,233		4,300	-67
3,866		3,990	-124
24,120		16,080	8,040
21,882		15,580	6,302
21,666		15,520	6,146
22,879		15,654	7,225
58,875		36,300	22,575
62,846		36,597	26,249
59,493		51,747	7,746
50,287		50,178	109
50,380		49,931	449

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
53,954		50,181	3,773
20,337		14,993	5,344
18,307		14,546	3,761
18,478		14,457	4,021
18,770		14,588	4,182
19,794		11,986	7,808
17,905		11,618	6,287
18,348		11,562	6,786
18,902		11,668	7,234
67,645		37,629	30,016
60,203		36,474	23,729
24,842		13,367	11,475
21,885		12,975	8,910
21,556		12,910	8,646
23,051		13,038	10,013

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			436
			-6
			-1
			-22
			175
			21
			536
			2,722
			15,240
			10,081
			10,807
			15,222
			183
			92
			-353
			-59
			-4,851
			1,839
			908
			1,430
			2,141
			-406
			-550
			-220
			102
			242
			-735
			13,095
			8,667
			9,299

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			10,625
			31
			560
			-12
			-24
			51
			2,663
			3,797
			4,415
			4,733
			18
			-2,649
			-3,253
			-1,308
			10,281
			255
			391
			424
			2,685
			306
			5,766
			5,499
			6,037
			6,541
			-7,517
			-8,412
			-4,972
			-2,404
			81
			65

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			52
			103
			18,360
			17,668
			19,336
			19,998
			170
			283
			-3,443
			2,089
			2,985
			2,800
			2,798
			2,866
			3
			5,137
			5,842
			5,995
			6,009
			-67
			-124
			8,040
			6,302
			6,146
			7,225
			22,575
			26,249
			7,746
			109
			449

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			3,773
			5,344
			3,761
			4,021
			4,182
			7,808
			6,287
			6,786
			7,234
			30,016
			23,729
			11,475
			8,910
			8,646
			10,013

Form 990PF Part XV Line 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*				
VISITING NURSE HEALTH SYSTEM INC 6610 BAY CIRCLE STE C NORCROSS, GA 30071	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,000
Elks Aidmore Inc 2394 MORRISON RD SW Conyers, GA 30094	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	10,000
GEORGIA BAPTIST CHILDREN'S HOME PO BOX 329 PALMETTO, GA 302680329	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	65,000
The Salvation Army A Georgia Corporation 1424 NORTHEAST EXPRESSWAY Atlanta, GA 30329	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,000
Senior Citizens Services of Metropolitan Atlanta Inc 1705 COMMERCE DR NW Atlanta, GA 30318	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,000
Jewish Federation of Gtr Atlanta 1440 SPRING ST NW Atlanta, GA 30309	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	5,000
Chris Kids Inc 1017 FAYETTEVILLE RD STE B Atlanta, GA 30316	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	8,000
Jewish Family & Career Services Inc 4549 CHAMBL DUNWDY RD Atlanta, GA 30338	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	8,000
CHILDREN'S HEALTHCARE OF ATLANTA FDN 1584 TULLIE CIRCLE ATLANTA, GA 30328	NONE	PUBLIC EXEMPT	CPC PROGRAM	5,000
Trinity Community Ministries Inc 21 BELL ST NE Atlanta, GA 30303	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,000
Jerusalem House Inc 17 EXECUTIVE PARK DR NE Atlanta, GA 30329	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,000
Midtown Assistance Center Inc 30 PORTER PI NE Atlanta, GA 30308	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,000
Action Ministries Inc 17 EXEC PARK DR NE STE 540 Atlanta, GA 30329	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,000
Central Outreach and Advocacy Center Inc 201 WASHINGTON ST SW Atlanta, GA 30303	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	2,000
GOOD SAMARITAN HEALTH CENTER 239 IVAN ALLEN BLVD NW ATLANTA, GA 30313	NONE	PUBLIC EXEMPT	GENERAL PURPOSE	5,000

Form 990PF Part XV Line 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*				
Clifton Sanctuary Ministries Inc 369 CONNECTICUT AVE NE Atlanta, GA 30307	NONE	PUBLIC EXEMPT	GENERAL SUPPORT	3,000
Total . . . . ▶ **3a**				130,000

TY 2012 Investments Corporate Bonds Schedule

Name: TUW THOMAS H PITTS

EIN: 58-6037794

Name of Bond	End of Year Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME		
693390841 PIMCO HIGH YIELD		
693390551 PIMCO TOTAL RETURN		
922031737 VANGUARD INFLATION		
921937850 VANGUARD SHORT-TERM		
693391559 PIMCO EMERGING MRKT		
693390882 PIMCO FOREIGN BOND		
92934R769 CRM MID CAP VALUE		
256219106 DODGE & COX STOCK		
949915367 WELLS FARGO ADVAN.		
94984348 WELLS FARGO ADVANT.		
94984B397 WELLS FARGO ADVANT.		
94985D277 WELLS FARGO ADVANT.		
94985F244 WELLS FARGO ADVANT.		
52106N889 LAZARD EMERGING MRK		
44980Q518 ING INTERNATIONAL		
722005667 PIMCO COMMODITY		
779919109 T ROWE PRICE REAL		
51855Q655 LAUDUS MONDRIAN INTL		

TY 2012 Investments Corporate Stock Schedule

Name: TUW THOMAS H PITTS

EIN: 58-6037794

Name of Stock	End of Year Book Value	End of Year Fair Market Value
22544R305 CREDIT SUISSE COMM R	137,809	133,483
25264S833 DIAMOND HILL LONG-SH	67,433	71,232
256219106 DODGE & COX STOCK FU		
448108100 HUSSMAN STRATEGIC GR	58,676	51,978
44980Q518 ING INTERNATIONAL RE		
52106N889 LAZARD EMERGING MKTS		
589509108 MERGER FD SH BEN INT	41,490	41,243
722005667 PIMCO COMMODITY REAL		
779919109 T ROWE PRICE REAL ES		
92934R769 CRM MID CAP VALUE FD		
94984B348 WELLS FARGO ADV INTL		
94984B397 WELLS FARGO ADV SM C		
94985D244 WF ADV TRAD S/C GRWT		
94985D277 WELLS FARGO ADV LG C		
949915367 WELLS FARGO ADV ENTE		
04314H204 ARTISAN INTERNATIONA	111,229	125,735
04314H600 ARTISAN MID CAP FUND	72,091	74,233
256206103 DODGE & COX INT'L ST	110,499	126,810
339128100 JP MORGAN MID CAP VA	57,583	61,420
367829884 GATEWAY FUND - Y #19	69,302	68,594
411511504 HARBOR CAPITAL APRCT	160,797	165,212
464287200 ISHARES CORE S & P 5	94,830	97,765
464287648 ISHARES RUSSELL 2000	67,905	69,862
487300808 KEELEY SMALL CAP VAL	61,845	70,812
552983694 MFS VALUE FUND-CLASS	119,705	125,490
683974505 OPPENHEIMER DEVELOPI	75,725	84,495
78463X863 SPDR DJ WILSHIRE INT	84,958	95,973
922042858 VANGUARD MSCI EMERGI	78,174	87,101
922908553 VANGUARD REIT VIPER	96,226	97,976

TY 2012 Investments - Other Schedule

Name: TUW THOMAS H PITTS

EIN: 58-6037794

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
256210105 DODGE & COX INCOME F	AT COST	113,807	136,638
261980494 DREYFUS EMG MKT DEBT	AT COST	129,593	138,822
262028855 DRIEHAUS ACTIVE INCO	AT COST	41,581	42,538
51855Q655 LAUDUS MONDRIAN INTL	AT COST	63,309	60,441
693390700 PIMCO TOTAL RET FD-I	AT COST	423,349	415,604
693390882 PIMCO FOREIGN BD FD	AT COST	54,120	57,973
76628T645 RIDGEWORTH SEIX HY B	AT COST	131,513	138,021
77957P105 T ROWE PRICE SHORT T	AT COST	21,883	21,973

TY 2012 Other Decreases Schedule

Name: TUW THOMAS H PITTS

EIN: 58-6037794

Description	Amount
2011 RETURN OF CAPITAL	2,244

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491133010993

TY 2012 Other Increases Schedule

Name: TUW THOMAS H PITTS

EIN: 58-6037794

Description	Amount
MUTUAL FUND TIMING DIFFERENCE	2,412
COST BASIS ADJUSTMENT	7

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491133010993

TY 2012 Taxes Schedule

Name: TUW THOMAS H PITTS

EIN: 58-6037794

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX PAYMENT - PRIOR YE	1,768	0		0
FEDERAL ESTIMATES - PRINCIPAL	3,536	0		0
FOREIGN TAXES ON QUALIFIED FOR	495	495		0
FOREIGN TAXES ON NONQUALIFIED	213	213		0