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2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, and ending

Name of foundation FLORENCE C & HARRY ENGLISH MEM FD		A Employer identification number 58-6045781
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908		B Telephone number (see instructions) (404) 813-9304
City or town, state, and ZIP code ORLANDO FL 32802-1908		C If exemption application is pending, check here ☐
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) ▶ \$ 14,503,156	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)
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	338,597	342,315		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	220,337			
b	Gross sales price for all assets on line 6a 8,254,570				
7	Capital gain net income (from Part IV, line 2)		220,337		
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	558,934	562,652	0	
13	Compensation of officers, directors, trustees, etc	54,118	27,059		27,059
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	33,404	3,330		
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	90,022	30,389	0	29,559
25	Contributions, gifts, grants paid	627,500			627,500
26	Total expenses and disbursements. Add lines 24 and 25	717,522	30,389	0	657,059
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-158,588			
b	Net investment income (if negative, enter -0-)		532,263		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2012) FLORENCE C & HARRY ENGLISH MEM FD

58-6045781

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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	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	295,479	492,610	492,610
	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 Investments—land, buildings, and equipment basis ☐ Less accumulated depreciation (attach schedule) ☐			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	13,242,603	12,886,695	14,010,545
	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)	13,538,082	13,379,305	14,503,155	
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	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	13,538,082	13,379,305	
	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)	13,538,082	13,379,305	
31 Total liabilities and net assets/fund balances (see instructions)	13,538,082	13,379,305		

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	13,538,082
2 Enter amount from Part I, line 27a	2	-158,588
3 Other increases not included in line 2 (itemize) ☐	3	
4 Add lines 1, 2, and 3	4	13,379,494
5 Decreases not included in line 2 (itemize) ☐ <u>EATON VANCE BASIS ADJ</u>	5	189
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,379,305

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			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	220,337
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	622,147	13,943,331	0.044620
2010	523,441	12,997,820	0.040271
2009	714,265	11,642,557	0.061349
2008	872,895	13,968,412	0.062491
2007	780,662	16,670,834	0.046828

2 Total of line 1, column (d)	2	0.255559
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	0.051112
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,068,569
5 Multiply line 4 by line 3	5	719,073
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,323
7 Add lines 5 and 6	7	724,396
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	657,059

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)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	10,645	
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	10,645	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	10,645	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,957		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	12,957		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,312		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 2,312 Refunded ☐	11	0		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9304 Located at ► P.O. BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	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? ☐ 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	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? ☐ 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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

Organizations relying on a current notice regarding disaster assistance check here

☐**5b**

N/A

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

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If "Yes" to 6b, file Form 8870**6b**

X

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	TRUSTEE AS REQ'D	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	13,749,485
b	Average of monthly cash balances	1b	533,326
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,282,811
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	14,282,811
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	214,242
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,068,569
6	Minimum investment return. Enter 5% of line 5	6	703,428

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	703,428
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,645
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,645
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	692,783
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	692,783
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	692,783

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	657,059
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	657,059
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	657,059

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				692,783
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			25,933	
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 ▶ \$ <u>657,059</u>				
a Applied to 2011, but not more than line 2a			25,933	
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				631,126
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				61,657
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			▶ 3a	627,500
b Approved for future payment NONE				
Total			▶ 3b	0

FLORENCE C & HARRY ENGLISH MEM FD

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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

GRADY HEALTH FOUNDATION

Street

City	State	Zip Code	Foreign Country
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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
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

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

Name

RIVERSIDE MILITARY ACADEMY

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	20,000

Name

SPELMAN COLLEGE

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	20,000

Name

WOODRUFF ARTS CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	130,000

Name

ATLANTA BOTANICAL GARDEN

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	65,000

FLORENCE C & HARRY ENGLISH MEM FD

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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

ATLANTA HISTORY CENTER

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 100,000
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Name

AGNES SCOTT COLLEGE

Street

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

THE BELTLINE PARTNERSHIP

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 10,000
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Name

BUCKHEAD CHRISTIAN MINISTRY

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 7,500
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Name

GEORGIA 4-H CLUB FOUNDATION

Street

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

PARTNERSHIP FOR COMMUNITY ACTION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY
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Purpose of grant/contribution GENERAL OPERATING PURPOSES	Amount 10,000
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FLORENCE C & HARRY ENGLISH MEM FD

58-6045781 Page 3 of 3

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

Recipient(s) paid during the year

Name

PATH FOUNDATION

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
NONE	501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	75,000

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

Long Term CG Distributions										Amount		Short Term CG Distributions					
										4,364		0					
Check "x" to include in Part IV	Description	CUSIP #	Purchaser	Check "x" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Capital Gains/Losses		Net Gain or Loss					
								Gross Sales	Price	Gross Sales	Other sales						
Totals													Gross Sales	Cost, Other Basis and Expenses	Depreciation	Adjustments	Net Gain or Loss
													8,254,570	8,034,233	0	0	220,337
1	INVECO SMALL CAP GROW	00141M622			10/19/2011		12/7/2012	9,228	5,424	0	804						
2	INVECO SMALL CAP GROW	00141M622			8/8/2011		12/7/2012	3,845	3,194	0	651						
3	INVECO SMALL CAP GROW	00141M622			11/5/2010		8/6/2012	137,503	102,647	0	34,856						
4	INVECO SMALL CAP GROW	00141M622			8/8/2011		8/6/2012	13,064	10,661	0	2,383						
5	INVECO SMALL CAP GROW	00141M622			2/2/2012		8/6/2012	2,326	2,325	0	1						
6	ADVISORS CAMBIAR SMALL	0075W0593			3/28/2011		12/7/2012	19,100	19,786	0	-666						
7	ADVISORS CAMBIAR SMALL	0075W0593			3/28/2011		8/6/2012	113,524	124,732	0	-11,208						
8	ADVISORS CAMBIAR SMALL	0075W0593			8/8/2011		8/6/2012	13,272	11,425	0	1,847						
9	ADVISORS CAMBIAR SMALL	0075W0593			10/18/2011		8/6/2012	13,620	12,700	0	920						
10	ADVISORS CAMBIAR SMALL	0075W0593			2/2/2012		8/6/2012	1,384	1,500	0	-106						
11	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	23,325	23,079	0	246						
12	EATON VANCE ATLANTA CAP	277902698			11/19/2012		11/19/2012	36,300	34,919	0	1,381						
13	EATON VANCE FLTG-RT-I	277911491			12/7/2012		12/7/2012	8,325	8,458	0	-133						
14	EATON VANCE FLTG-RT-I	277911491			5/26/2011		8/6/2012	221,518	222,810	0	-1,292						
15	EATON VANCE FLTG-RT-I	277911491			2/2/2012		8/6/2012	8,718	8,650	0	68						
16	GOLDMAN SACHS GROWTH	361427401			1/15/2010		12/7/2012	33,925	29,415	0	4,510						
17	GOLDMAN SACHS GROWTH	361427401			1/15/2010		8/6/2012	564,768	472,588	0	92,179						
18	GOLDMAN SACHS GROWTH	361427401			8/8/2011		8/6/2012	44,623	37,050	0	7,573						
19	GOLDMAN SACHS GROWTH	361427401			2/2/2012		8/6/2012	15,848	15,475	0	373						
20	ISHARES TR DOW JONES SEL	464287168			7/18/2011		12/7/2012	60,263	58,342	0	1,921						
21	ISHARES IBOXX INVT GRADE	464287242			10/18/2011		12/7/2012	57,473	55,420	0	2,053						
22	ISHARES IBOXX INVT GRADE	464287242			10/18/2011		8/6/2012	48,876	45,344	0	3,532						
23	ISHARES IBOXX INVT GRADE	464287242			2/2/2012		8/6/2012	44,632	43,109	0	1,543						
24	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		8/6/2012	384,730	354,522	0	30,208						
25	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		11/19/2012	2,188	2,002	0	186						
26	ISHARES IBOXX INVT GRADE	464287242			4/27/2011		11/19/2012	16,166	14,606	0	1,560						
27	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		12/7/2012	133,316	119,768	0	13,548						
28	ISHARES TR RUSSELL 1000 V	464287598			2/2/2012		8/6/2012	50,023	47,786	0	2,237						
29	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		8/6/2012	280,506	238,526	0	41,980						
30	ISHARES TR RUSSELL 1000 V	464287598			2/2/2012		11/19/2012	8,942	7,604	0	1,338						
31	ISHARES TR RUSSELL 1000 G	464287614			2/2/2012		8/6/2012	121,276	116,027	0	5,249						
32	ISHARES TR RUSSELL 1000 G	464287614			12/7/2012		8/6/2012	87,524	82,912	0	4,612						
33	ISHARES TR RUSSELL 1000 G	464287614			1/19/2012		11/19/2012	428,768	410,876	0	15,892						
34	ISHARES BARCLAYS MBS BD	464286588			5/26/2011		12/7/2012	13,759	13,582	0	177						
35	ISHARES BARCLAYS MBS BD	464286588			8/6/2012		11/19/2012	9,414	9,475	0	-61						
36	ISHARES BARCLAYS 3.7 YR T	464286661			8/6/2012		11/19/2012	20,153	20,113	0	40						
37	LEGG MASON BATTERYMRC	524650607			1/15/2010		12/7/2012	246,315	250,322	0	-4,007						
38	LEGG MASON BATTERYMRC	524650607			6/24/2010		12/7/2012	103,714	98,950	0	4,764						
39	LEGG MASON BATTERYMRC	524650607			1/26/2011		12/7/2012	188,678	218,630	0	-30,152						
40	LEGG MASON BATTERYMRC	524650607			7/18/2011		12/7/2012	8,662	9,781	0	-1,119						
41	LEGG MASON BATTERYMRC	524650607			7/18/2011		12/7/2012	81,451	92,675	0	-11,224						
42	LEGG MASON BATTERYMRC	524650607			8/8/2011		12/7/2012	22,872	22,150	0	722						
43	LEGG MASON BATTERYMRC	524650607			10/18/2011		12/7/2012	135,168	125,975	0	9,183						
44	MFS RESEARCH INTL-I	552983470			1/26/2011		12/7/2012	78,658	87,034	0	-8,376						
45	MFS RESEARCH INTL-I	552983470			1/26/2011		12/7/2012	9,205	9,983	0	-778						
46	MFS RESEARCH INTL-I	552983470			7/18/2011		12/7/2012	267,005	293,050	0	-26,045						
47	MFS RESEARCH INTL-I	552983470			1/15/2010		12/7/2012	533,007	531,917	0	1,090						
48	MFS RESEARCH INTL-I	552983470			1/15/2010		8/6/2012	151,365	151,055	0	310						
49	MFS RESEARCH INTL-I	552983470			8/8/2011		8/6/2012	17,757	17,200	0	557						
50	MFS RESEARCH INTL-I	552983470			10/19/2011		8/6/2012	125,234	124,400	0	834						
51	MFS RESEARCH INTL-I	552983470			2/2/2012		8/6/2012	7,162	7,225	0	-63						
52	NEUBERGER BERMAN HIGH	64128K688			8/6/2011		11/19/2012	18,725	18,437	0	288						
53	PIMCO FOREIGN BD USS HED	693390862			12/7/2012		8/6/2012	381,083	365,950	0	15,133						
54	PIMCO FOREIGN BD USS HED	693390862			2/2/2012		8/6/2012	13,282	12,800	0	482						
55	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		11/19/2012	3,275	3,269	0	6						
56	RS INVT TR VALUE-Y	74972H614			3/28/2011		12/7/2012	450,078	491,178	0	-41,100						
57	TEMPLETON GLOBAL BD-ADV	860208400			9/8/2011		12/7/2012	32,768	28,400	0	4,368						
58	TEMPLETON GLOBAL BD-ADV	860208400			4/27/2011		12/7/2012	42,166	45,310	0	-3,144						
59	TEMPLETON GLOBAL BD-ADV	860208400			5/26/2011		12/7/2012	93,321	99,275	0	-5,954						
60	TEMPLETON GLOBAL BD-ADV	860208400			7/18/2011		12/7/2012	66,087	70,100	0	-4,013						
61	TEMPLETON GLOBAL BD-ADV	860208400			1/26/2011		12/7/2012	168,676	174,640	0	-5,964						
62	TEMPLETON GLOBAL BD-ADV	860208400			8/6/2012		8/6/2012	269,326	274,835	0	-5,509						
63	TEMPLETON GLOBAL BD-ADV	860208400			1/26/2011		8/6/2012	9,563	6,968	0	-105						
64	TEMPLETON GLOBAL BD-ADV	860208400			10/18/2011		8/6/2012	96,554	94,725	0	1,829						
65	TEMPLETON GLOBAL BD-ADV	860208400			2/2/2012		8/6/2012	12,702	12,625	0	77						
66	VANGUARD BD INDEX SHORT	921937827			1/26/2011		12/7/2012	7,643	7,572	0	71						
67	VANGUARD BD INDEX SHORT	921937827			1/26/2011		8/6/2012	584,392	579,676	0	4,716						

11. 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	Totals			Net Gain or Loss
									Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
	Long Term CG Distributions							Capital Gains/Losses	8,254,570	8,034,233	220,337	
	Short Term CG Distributions							Other sales	0	0	0	
69	VANGUARD BD INDEX SHORT	921937827			2/2/2012		8/6/2012	24,201	24,218		0	-17
70	VANGUARD BD INDEX TOTAL	921937835			1/15/2010		1/27/2012	18,951	17,946		0	1,005
71	VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	888,933	831,804		0	57,129
72	VANGUARD BD INDEX TOTAL	921937835			2/2/2012		3/6/2012	35,727	35,960		0	367

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

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

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

		33,404	3,330	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	3,330	3,330		
2	PY EXCISE TAX DUE	17,117			
3	ESTIMATED EXCISE PAYMENTS	12,957			

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR		13,242,603	0	
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	905,581	961,950
3	ISHARES TR DOW JONES SEL DIVD INDE		0	1,208,294	1,276,566
4	ISHARES IBOX INVT GRADE CORP BD E		0	692,926	769,617
5	ISHARES TR RUSSELL 1000 VALUE INDE		0	924,208	1,142,473
6	ISHARES TR RUSSELL 1000 GROWTH INE		0	2,604,381	3,218,834
7	MANNING & NAPIER WORLD OPPTY-S-A		0	1,518,850	1,481,773
8	ISHARES BARCLAYS MBS BD ETF		0	1,075,089	1,079,360
9	OPPENHEIMER DEVELOPING MKTS INST		0	897,125	983,040
10	DOUBLELINE TOTAL RETURN BD-I		0	917,421	922,305
11	PIMCO EMERGING LOCAL BD-I		0	310,706	315,592
12	NEUBERGER BERMAN HIGH INCOME BD-		0	753,913	782,339
13	ISHARES BARCLAYS 3-7 YR TREAS BD E		0	1,078,201	1,076,696

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	How Acquired		Date	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	215,973	0	215,973	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	INVESTCO SMALL CAP GROWTH-I	00141M622			0	Acquired		10/18/2011	1/27/2012	9,228			0	8,424	804	0	0	0	0	804	
2	INVESTCO SMALL CAP GROWTH-I	00141M622			0	Acquired		8/8/2011	1/27/2012	3,845			0	3,194	651	0	0	0	0	651	
3	INVESTCO SMALL CAP GROWTH-I	00141M622			0	Acquired		1/15/2010	8/6/2012	137,503			0	102,847	34,656	0	0	0	0	34,656	
4	INVESTCO SMALL CAP GROWTH-I	00141M622			0	Acquired		8/8/2011	8/6/2012	13,064			0	10,681	2,383	0	0	0	0	2,383	
5	INVESTCO SMALL CAP GROWTH-I	00141M622			0	Acquired		2/22/2012	8/6/2012	2,326			0	2,325	1	0	0	0	0	1	
6	ADVISORS CAMBIAR SMALL CAP-I	0075W0593			0	Acquired		3/28/2011	1/27/2012	19,100			0	19,786	-686	0	0	0	0	-686	
7	ADVISORS CAMBIAR SMALL CAP-I	0075W0593			0	Acquired		3/28/2011	8/6/2012	113,524			0	124,732	-11,208	0	0	0	0	-11,208	
8	ADVISORS CAMBIAR SMALL CAP-I	0075W0593			0	Acquired		8/8/2011	8/6/2012	13,620			0	12,700	920	0	0	0	0	920	
9	ADVISORS CAMBIAR SMALL CAP-I	0075W0593			0	Acquired		2/22/2012	8/6/2012	1,394			0	1,500	-106	0	0	0	0	-106	
10	ADVISORS CAMBIAR SMALL CAP-I	0075W0593			0	Acquired		8/6/2012	1/19/2012	23,325			0	23,079	246	0	0	0	0	246	
11	DOUBLELINE TOTAL RETURN BD-I	277932698			0	Acquired		8/6/2012	1/19/2012	36,305			0	34,919	1,381	0	0	0	0	1,381	
12	EATON VANCE ATLANTA CAP SMID-CA	277932698			0	Acquired		8/6/2012	1/27/2012	8,325			0	8,458	-133	0	0	0	0	-133	
13	EATON VANCE ATLANTA CAP SMID-CA	277932698			0	Acquired		5/26/2011	1/27/2012	221,518			0	222,810	-1,292	0	0	0	0	-1,292	
14	EATON VANCE FLTG-RT-I	277931491			0	Acquired		2/22/2012	8/6/2012	8,718			0	8,650	68	0	0	0	0	68	
15	EATON VANCE FLTG-RT-I	277931491			0	Acquired		1/15/2010	1/27/2012	33,925			0	29,415	4,510	0	0	0	0	4,510	
16	GOLDMAN SACHS GROWTH OPPRTYS-I	38142Y401			0	Acquired		1/15/2010	8/6/2012	564,768			0	472,589	92,179	0	0	0	0	92,179	
17	GOLDMAN SACHS GROWTH OPPRTYS-I	38142Y401			0	Acquired		8/8/2011	8/6/2012	44,623			0	37,050	7,573	0	0	0	0	7,573	
18	GOLDMAN SACHS GROWTH OPPRTYS-I	38142Y401			0	Acquired		2/22/2012	8/6/2012	15,848			0	15,475	373	0	0	0	0	373	
19	SHARES TR DOW JONES SEL DIVD INC	464287168			0	Acquired		7/18/2011	1/27/2012	60,263			0	58,342	1,921	0	0	0	0	1,921	
20	SHARES IBOXX INV GRADE CORP BD	464287242			0	Acquired		10/18/2011	1/27/2012	57,473			0	55,420	2,053	0	0	0	0	2,053	
21	SHARES IBOXX INV GRADE CORP BD	464287242			0	Acquired		10/18/2011	8/6/2012	48,876			0	45,344	3,532	0	0	0	0	3,532	
22	SHARES IBOXX INV GRADE CORP BD	464287242			0	Acquired		2/22/2012	8/6/2012	44,652			0	43,109	1,543	0	0	0	0	1,543	
23	SHARES IBOXX INV GRADE CORP BD	464287242			0	Acquired		5/26/2011	8/6/2012	384,730			0	354,522	30,208	0	0	0	0	30,208	
24	SHARES IBOXX INV GRADE CORP BD	464287242			0	Acquired		1/19/2012	1/19/2012	2,188			0	2,002	186	0	0	0	0	186	
25	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		4/27/2011	1/19/2012	16,166			0	14,608	1,560	0	0	0	0	1,560	
26	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		1/15/2010	1/27/2012	133,316			0	119,768	13,548	0	0	0	0	13,548	
27	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		2/22/2012	8/6/2012	50,023			0	47,766	2,237	0	0	0	0	2,237	
28	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		1/15/2010	8/6/2012	280,506			0	238,526	41,980	0	0	0	0	41,980	
29	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		1/15/2010	1/19/2012	8,942			0	7,604	1,338	0	0	0	0	1,338	
30	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		2/22/2012	8/6/2012	121,276			0	116,007	5,269	0	0	0	0	5,269	
31	SHARES TR RUSSELL 1000 VALUE IND	464287598			0	Acquired		1/27/2012	8/6/2012	87,524			0	82,912	4,612	0	0	0	0	4,612	
32	SHARES TR RUSSELL 1000 GROWTH	464287614			0	Acquired		1/27/2012	1/19/2012	426,768			0	410,876	15,892	0	0	0	0	15,892	
33	SHARES TR RUSSELL 1000 GROWTH	464287614			0	Acquired		5/26/2011	1/27/2012	13,759			0	13,582	177	0	0	0	0	177	
34	SHARES BARCLAYS MBS BD ETF	464288589			0	Acquired		8/6/2012	1/19/2012	9,414			0	9,475	-61	0	0	0	0	-61	
35	SHARES BARCLAYS MBS BD ETF	464288589			0	Acquired		8/6/2012	1/19/2012	20,153			0	20,113	40	0	0	0	0	40	
36	SHARES BARCLAYS 3.7 YR TREAS BD	464288661			0	Acquired		1/15/2010	1/27/2012	246,315			0	250,322	-4,007	0	0	0	0	-4,007	
37	LEGG MASON BATTERYMRC EMRC MK	52465U807			0	Acquired		6/24/2010	1/27/2012	103,714			0	98,950	4,764	0	0	0	0	4,764	
38	LEGG MASON BATTERYMRC EMRC MK	52465U807			0	Acquired		1/26/2011	1/27/2012	188,678			0	218,830	-30,152	0	0	0	0	-30,152	
39	LEGG MASON BATTERYMRC EMRC MK	52465U807			0	Acquired		1/28/2011	1/27/2012	8,862			0	9,781	-919	0	0	0	0	-919	
40	LEGG MASON BATTERYMRC EMRC MK	52465U807			0	Acquired		7/18/2011	1/27/2012	81,451			0	92,875	-11,424	0	0	0	0	-11,424	
41	LEGG MASON BATTERYMRC EMRC MK	52465U807			0	Acquired		8/9/2011	1/27/2012	22,190			0	22,150	40	0	0	0	0	40	
42	LEGG MASON BATTERYMRC EMRC MK	52465U807			0	Acquired		10/18/2011	1/27/2012	135,158			0	125,975	9,183	0	0	0	0	9,183	
43	MFS RESEARCH INTL-I	552883470			0	Acquired		1/26/2011	1/27/2012	78,858			0	87,034	-8,176	0	0	0	0	-8,176	
44	MFS RESEARCH INTL-I	552883470			0	Acquired		1/26/2011	1/27/2012	9,205			0	9,983	-778	0	0	0	0	-778	
45	MFS RESEARCH INTL-I	552883470			0	Acquired		1/26/2011	1/27/2012	267,005			0	293,050	-26,045	0	0	0	0	-26,045	
46	MFS RESEARCH INTL-I	552883470			0	Acquired		1/15/2010	1/27/2012	533,007			0	531,817	1,090	0	0	0	0	1,090	
47	MFS RESEARCH INTL-I	552883470			0	Acquired		1/15/2010	1/27/2012	151,365			0	151,055	310	0	0	0	0	310	
48	MFS RESEARCH INTL-I	552883470			0	Acquired		8/9/2011	8/6/2012	17,757			0	17,200	557	0	0	0	0	557	
49	MFS RESEARCH INTL-I	552883470			0	Acquired		10/18/2011	8/6/2012	125,254			0	124,400	854	0	0	0	0	854	
50	MFS RESEARCH INTL-I	552883470			0	Acquired		2/22/2012	8/6/2012	7,162			0	7,225	-63	0	0	0	0	-63	
51	MFS RESEARCH INTL-I	552883470			0	Acquired		8/8/2011	1/27/2012	16,725			0	16,437	288	0	0	0	0	288	
52	NEUBERGER BERMAN HIGH INCOME B	64128K868			0	Acquired		8/6/2012	1/19/2012	9,025			0	9,025	0	0	0	0	0	0	
53	NEUBERGER BERMAN HIGH INCOME B	64128K868			0	Acquired		2/27/2012	8/6/2012	381,083			0	365,950	15,133	0	0	0	0	15,133	
54	PIMCO FOREIGN BD US\$ HEDGED-I	693390882			0	Acquired		2/27/2012	8/6/2012	13,292			0	12,800	492	0	0	0	0	492	
55	PIMCO FOREIGN BD US\$ HEDGED-I	693390882			0	Acquired		8/6/2012	1/19/2012	3,275			0	3,269	6	0	0	0	0	6	
56	PIMCO EMERGING LOCAL BD-I	72201F516			0	Acquired		3/28/2011	1/27/2012	450,078			0	491,178	-41,100	0	0	0	0	-41,100	
57	RS INV TR VALUE-Y	74972H614			0	Acquired		8/9/2011	1/27/2012	32,768			0	28,400	4,368	0	0	0	0	4,368	
58	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		4/27/2011	1/27/2012	42,166			0	45,310	-3,144	0	0	0	0	-3,144	
59	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		5/26/2011	1/27/2012	93,321			0	99,275	-5,954	0	0	0	0	-5,954	
60	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		7/18/2011	1/27/2012	66,087			0	70,100	-4,013	0	0	0	0	-4,013	
61	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		1/26/2011	1/27/2012	188,676			0	174,840	13,836	0	0	0	0	13,836	
62	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		1/26/2011	8/6/2012	269,326			0	274,835	-5,509	0	0	0	0	-5,509	
63	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		1/28/2011	8/6/2012	6,567			0	6,668	-105	0	0	0	0	-105	
64	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		10/18/2011	8/6/2012	96,554			0	94,725	1,829	0	0	0	0	1,829	
65	TEMPTON GLOBAL BD-ADV	860208400			0	Acquired		2/27/2012	8/6/2012	12,702			0	12,625	77	0	0	0	0	77	
66	VANGUARD BD INDEX SHORT TERM BD	921937827			0	Acquired		1/26/2011	1/27/2012	7,643			0	7,572	71	0	0	0	0	71	
67	VANGUARD BD INDEX SHORT TERM BD	921937827			0	Acquired		2/27/2012	8/6/2012	584,392			0	579,676	4,716	0	0	0	0	4,716	
68	VANGUARD BD INDEX SHORT TERM BD	921937827			0	Acquired		2/27/2012	8/6/2012	24,201			0	24,218	-17	0	0	0	0	-17	
69	VANGUARD BD INDEX TOTAL BD MKT E	921937835			0	Acquired		1/15/2010	1/27/2012	18,951			0	17,946	1,005	0	0	0	0	1,005	
70	VANGUARD BD INDEX TOTAL BD MKT E	921937835			0	Acquired		1/15/2010	8/6/2												

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers												54,118	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	54,118	0	0		
1	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D					
2	JOHN GERAGHTY		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D					
3	DAVE DIERKER		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D					
4	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D					
5														

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 302
3 Second quarter estimated tax payment	6/6/2012	3 1,477
4 Third quarter estimated tax payment	9/4/2012	4 1,178
5 Fourth quarter estimated tax payment	12/12/2012	5 10,000
6 Other payments		6
7 Total		7 12,957

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	<u>25,933</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>25,933</u>