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Form 990-PF

## **Return of Private Foundation**

### or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

	For	cale	ndar year 2012 or tax year beginning	, aı	nd ending					
	Nar	ne of f	pundation			A E	mployer identification nu	mber		
	FLC	DREN	ICE C & HARRY ENGLISH MEM FD				58-6045	781		
			nd street (or P O box number if mail is not delivered to street a	address)	Room/suite	ВТ	elephone number (see inst	ructions)		
(F)	PC	). BO	X 1908				(404) 813-	9304		
0			n, state, and ZIP code			C If	exemption application is pe			
	OR	LANE	00	FL	32802-1908	"				
C				al return of a former public charity			Foreign organizations, che	eck here		
	_			ended return	· · · · · · · · · · · · · · · · · · ·		-			
MAY					e change			eting the 85% test, nputation		
$\mathbf{x}$	<u> </u>	Chec	k type of organization X Section 501(c)(3) ex	<u>`</u>				_		
ATTE	$\ddot{\Box}$		ion 4947(a)(1) nonexempt charitable trust	•			private foundation status w ider section 507(b)(1)(A), o			
S S	ᆜ		<del></del>	· · · · · · · · · · · · · · · · · · ·	·			<del></del>		
			market value of all assets at end   <b>J</b> Accounting ar (from Part II, col. (c),   \[ \] Other (s		Accrual	1	the foundation is in a 60-m nder section 507(b)(1)(B), c	_		
			(a) (10) 14,503,156 (Part I, column					THECK HEIO		
ಪ್ರಕ್ಷ		rt I	Analysis of Revenue and Expenses (The total of					(d) Disbursements		
			amounts in columns (b), (c), and (d) may not necessarily equa	(a) Nevende and	(b) Net investri	ent	(c) Adjusted net	for chantable		
			the amounts in column (a) (see instructions) )	books	income		ıncome	purposes		
		1	Contributions, gifts, grants, etc , received (attach schedule)	<del> </del>	."} 4 (2) (4)	(4)		(cash basis only)		
		2	Check X if the foundation is not required to attach Sch E	irinidddi.	3.7.5					
		3	Interest on savings and temporary cash investments	and the state of t	, , , , , , , , , , , , , , , , , , , ,	79 W - 40-7	* ***	A-366 1		
D		4	Dividends and interest from securities	338,597	34:	2,315				
		5 a	Gross rents							
	d)	b	Net rental income or (loss)	\$12 S. 12 S \$7 S S		341	NAMES OF STREET			
2	Ž	6 a	Net gain or (loss) from sale of assets not on line 10	220,337	1 ( 7) X ( 8)		( A 1	(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)		
	Revenue	b	Gross sales price for all assets on line 6a 8,254,57	0	*		表表 11 的 化酸 放弃器	(Kiskeron		
鬘	Re	7	Capital gain net income (from Part IV, line 2)		22	<mark>0,337</mark>		West of the same		
	_	8	Net short-term capital gain		1 1					
9		9	Income modifications		770. 3 3000	<del>اچار</del>	EMER			
CAMMED		10 a	Gross sales less returns and allowances	<u> </u>	/60/	24 i ÷				
2	,		Less Cost of goods sold		<del> </del>	٠.				
Q.	<b>,</b>	l	Gross profit or (loss) (attach schedule)			ai Cl	<u> </u>			
Ŭ	Ď	11	Other income (attach schedule)		(30	-	4			
	_	12	Total. Add lines 1 through 11	558,934		2,652				
	es	13	Compensation of officers, directors, trustees, etc	54,118	2	7;059		27,059		
	Expenses	14	Other employee salaries and wages							
	pe	15	Pension plans, employee benefits							
	Ж	16 a	Legal fees (attach schedule)	2.500	<u></u>			0.500		
	Š	ŀ	Accounting fees (attach schedule)	2,500				2,500		
	ati	17	Other professional fees (attach schedule)							
	str	18	Taxes (attach schedule) (see instructions)	33,404		3,330				
	Administrativ	19	Depreciation (attach schedule) and depletion	55,707	i - · · · · · · · · · · · · · · · · · ·	0,000	<del></del>	1 M 4 V 1 1 X X X X X X X X X X X X X X X X X		
	Ę	20	Occupancy					12 1960° 10 2-15 2-1 (10		
		21	Travel, conferences, and meetings	· · · · · ·	<del></del>					
	and	22	Printing and publications							
	<u> </u>	22	Other expenses (attach schedule)				~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~			
	Operating	24	Total operating and administrative expenses.					~~~		
	rat		Add lines 13 through 23	90,022		0,389	0	29,559		
	be	25	Contributions, gifts, grants paid	627,500				627,500		
	0	26	Total expenses and disbursements Add lines 24 and 25	717,522	3	0,389	0	657,059		
		27	Subtract line 26 from line 12	Million Charle		-22:	40:234774			
		a	Excess of revenue over expenses and disbursements	-158,588	122 4.					
			Net investment income (if negative, enter -0-)		53	2,263	1 1	7. T. 18		
			Adjusted net income (if negative, enter_0_)	1 3 En	1 70 8 100	3 44.15	1			

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

Form	990-P	F (2012) FLORENCE C & HARRY ENGLISH MEM FD		58-6045781 Page <b>2</b>						
Da	rt II	Balance Sheets Attached schedules and amounts in the description column	Beginning of year	En	d of year					
ra		should be for end-of-year amounts only (See instructions )	(a) Book Value	(b) Book Value	(c) Fair Market Value					
	1	Cash—non-interest-bearing								
	2	Savings and temporary cash investments	295,479	492,6	10 492,610					
	3	Accounts receivable								
		Less allowance for doubtful accounts								
	4	Pledges receivable	748 n 5.81							
		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)		<u> </u>						
		Less allowance for doubtful accounts								
ţ	8	Inventories for sale or use								
Assets	9	Prepaid expenses and deferred charges								
As	10 a	Investments—U.S. and state government obligations (attach schedule)								
	t	Investments—corporate stock (attach schedule)								
	•	Investments—corporate bonds (attach schedule)								
	11	Investments—land, buildings, and equipment basis			5 m. 12 M. 13					
		Less accumulated depreciation (attach schedule)								
	12	Investments—mortgage loans								
	13	Investments—other (attach schedule)	13,242,603	12,886,69	95 14,010,545					
	14	Land, buildings, and equipment basis ▶								
	1	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	13,379,30	05 14,503,155					
	17	Accounts payable and accrued expenses								
S	18	Grants payable								
Liabilities	19	Deferred revenue								
Ħ	20	Loans from officers, directors, trustees, and other disqualified persons								
Ē	21	Mortgages and other notes payable (attach schedule)								
	22	Other liabilities (describe  )								
	23_	Total liabilities (add lines 17 through 22)	0		0					
		Foundations that follow SFAS 117, check here								
Balances		and complete lines 24 through 26 and lines 30 and 31.								
Ĕ	24	Unrestricted								
ह	25	Temporarily restricted								
_	26	Permanently restricted								
Ĕ		Foundations that do not follow SFAS 117, check here								
重		and complete lines 27 through 31.								
ŏ	27	Capital stock, trust principal, or current funds	13,538,082	13,379,3	05					
şţ	28	Paid-in or capital surplus, or land, bldg , and equipment fund								
ŠŠ	29	Retained earnings, accumulated income, endowment, or other funds								
Ä	30	Total net assets or fund balances (see instructions)	13,538,082	13,379,3	05					
Net Assets or Fund	31	Total liabilities and net assets/fund balances (see								
	<u> </u>	instructions)	13,538,082	13,379,3	05					
Pa	rt 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-c	of-year figure reported on prior year's return)			13,538,082					
2	Enter	r amount from Part I, line 27a		-158,588						
3	Othe	r increases not included in line 2 (itemize)			3					
4		lines 1, 2, and 3			13,379,494					
5		eases not included in line 2 (itemize) ► EATON VANCE BASIS ADJ			5 189					
6	Total	net assets or fund balances at end of year (line 4 minus line 5)—Part II, o	column (b), line 30	(	13,379,305					

Form 990-PF (2012) FLORENCE	E C & HARRY ENGLISH ME	M FD				58-	6045781	Page 3
Part IV Capital Gains and	Losses for Tax on Inve	stmen	t Incon	ne				
	kind(s) of property sold (e.g., real est			(b) How acquired PPurchase		te acquired , day, yr)	(d) Date s (mo , day,	
	, of common stock, 200 sha Wico Or	<del>, ,</del>	·	D—Donation	(1110	, day, yi /	(mo , day	<b>)</b> , ,
1a See Attached Statement								
b See Attached Statement								
c See Attached Statement								
d See Attached Statement	···					-		
e See Attached Statement			4 3 0 4 .	the set of the second			(1 )	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	,		r other basis inse of sale		` '	or (loss) ) minus (g)	
a								0
b								0
c								0
d								0
e								0
Complete only for assets shown	ng gain in column (h) and owned	by the	foundation	on on 12/31/69		(I) Gains (Col	(h) gain minus	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		(k) Exces	ss of col (i)		col (k), but not	less than -0-) or om col (h))	г
а								0
b								0
С								0
d			······································					0
e			•			,		0
	∫ If gain, a	Iso ent	er in Pa	rt I, line 7 )				
2 Capital gain net income or (r	net capital loss) { If (loss),	enter -(	0- in Pai	rt I, line 7	2		2	220,337
3 Net short-term capital gain of	r (loss) as defined in section	s 1222	(5) and (	(6)				
If gain, also enter in Part I, Ii	ne 8, column (c) (see instruc	tions). I	lf (loss),	enter -0-	1			
ın Part I, line 8				J	3			. 0
Part V Qualification Und	er Section 4940(e) for Re	duced	d Tax o	n Net Investm	ent Inc	ome		
(For optional use by domestic pr								
, , ,	-					,		
If section 4940(d)(2) applies, lea	ive this part blank							
Was the foundation liable for the	e section 4942 tax on the dis	ributab	le amou	ınt of any year ın	the bas	e period?	☐ Yes 🗓	No
If "Yes," the foundation does no	t qualify under section 4940(	e) Dor	not com	plete this part.				
	unt in each column for each				making	anv entries		
(a)		T					(d)	
Base period years	(b) Adjusted qualifying distribution	ns I	Net value	(с) of nonchaпtable-use a	assets		nbution ratio	
Calendar year (or tax year beginning in	2.					(col (b) c	divided by col (c	
2011		2,147	·	13,943				044620
2010		3,441		12,997				040271
2009		1,265		11,642				061349
2008		2,895		13,968		<del></del>		062491
2007		0,662		16,670	0,834			046828
					İ	.		00000
2 Total of line 1, column (d)					_	2		255559
3 Average distribution ratio for					у			054446
the number of years the fou	ndation has been in existenc	e it iess	s than 5	years .	<b>—</b>	3		051112
4 Enter the net value of nonch	nantable-use assets for 2012	from P	art X, lır	ne 5	-	4	14,0	068,569
5 Multiply line 4 by line 3		•	•		.  -	5		719,073
6 Enter 1% of net investment	income (1% of Part I, line 27	b)				6		5,323
7 Add lines 5 and 6						7		724,396
· · · · · · · · · · · · · · · · · · ·	s from Part XII, line 4 er than line 7, check the box i	n Part \	VI, line 1	lb, and complete	that pa	8 rt using a 19		657,059 ee
the Part VI instructions								

Fo	m	990-PF (2012) FLORENCE C & HARRY ENGLISH MEM FD 58-6045	5781	Pa	ge 4					
Ρ	ar	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instruc	tions	)						
1	a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 ☐	<i>:</i>	. (2	5. (X)					
•		Date of ruling or determination letter(attach copy of letter if necessary—see instructions)	- £ 35	13						
		Domestic foundations that meet the section 4940(e) requirements in Part V, check	10	,645	- 142-24-44-4					
		here  and enter 1% of Part I, line 27b	,70 J. 18	200						
	С	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4%	làil!							
		of Part I, line 12, col (b)								
2										
3		Add lines 1 and 2								
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)								
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	10	,645						
6		Credits/Payments	PW	Q.,3						
	а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 12,957								
	þ	Exempt foreign organizations—tax withheld at source  6b								
	С	Tax paid with application for extension of time to file (Form 8868)								
	d	Backup withholding erroneously withheld  6d  6d								
7		Total credits and payments Add lines 6a through 6d	12	<u>,957</u>						
8		Enter any penalty for underpayment of estimated tax. Check here								
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		0						
10	_	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	2	,312						
1		Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2,312 Refunded ► 11		0						
P	ar	t VII-A Statements Regarding Activities								
1	а	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it	331	Yes	No					
		participate or intervene in any political campaign?	1a		Х					
	b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see								
		Instructions for the definition)?	1b		X					
		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		Ji.						
	C	Did the foundation file Form 1120-POL for this year?	1c		X					
	d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year	816		Mars					
		(1) On the foundation ▶ \$ (2) On foundation managers ▶ \$	233	ئى * ئ						
	е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed	87							
		on foundation managers   \$		iáí						
2	?	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	4.46.4	X					
		If "Yes," attach a detailed description of the activities	. 112							
3	}	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles	.112	Z.						
		of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X					
4		Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	1111	X					
	_	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	N/A	<del></del>					
5	)	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	<u>5</u>	28	X					
•		If "Yes," attach the statement required by General Instruction T								
6	,	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			ŏ., ;;					
		<ul> <li>By language in the governing instrument, or</li> <li>By state legislation that effectively amends the governing instrument so that no mandatory directions</li> </ul>			3					
		that conflict with the state law remain in the governing instrument?	6	X	#					
7	,	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	<del> </del>					
		Enter the states to which the foundation reports or with which it is registered (see instructions)	. *-	£ 22-3	7 (E)					
١	, a	GA	~ 1 %							
	h	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney	4 4 7	25.44						
	J	General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	نتأسكسا					
ç	,	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3)	, , ,		45					
•	•	or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes,"	الخطمنىم		14544000					
		complete Part XIV	9		х					
1	0	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing	_		<del>  ^</del>					
•	-	their names and addresses	10		x					
_					_^_					

				age 🤤
Part	t 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		х
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		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
14	The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9			
	Located at PO BOX 1908 ORLANDO FL ZIP+4 ► 32802-1908	<u> </u>		<u></u>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here		Þ	▶ ∟
	and enter the amount of tax-exempt interest received or accrued during the year  15 N/A			NI -
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority	امدا	Yes	No
	over a bank, securities, or other financial account in a foreign country?	16	y (#\$)	X Jeda :
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country.	>		
Da	rt VII-B Statements Regarding Activities for Which Form 4720 May Be Required	1::::	3 (300000)	PR 2 2 2 3
га		·*	V	N.
4_	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 X No	385		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes X No  (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	140		
		```,		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1.5		3g 2 € } 8- + + +
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	3		
	(5) Transfer any income or assets to a disqualified person (or make any of either available			S
	for the benefit or use of a disqualified person)?  Yes X 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	13.		
	after termination of government service, if terminating within 90 days )  Yes X No	713		
ь	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations	21		
_	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	Mei, Miss	X
	Organizations relying on a current notice regarding disaster assistance check here	314	1.636	3 T&
С	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))	***************************************		
а	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d	100		100
	and 6e, Part XIII) for tax year(s) beginning before 2012?	1.00		
	If "Yes," list the years 20 , 20 , 20 , 20 , 20	3 %		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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)			î.Î.
	to all years listed, answer "No" and attach statement—see instructions)	2b	N/A	9000 N 1
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	(3)		-11
2-	20 20 20 20 20	- 1 3 4 - 1 3 5	3	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes X No			
h	<del></del>	,	1000 c	, .
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			2 4
	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			18 U.	
	purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	***********************	X

	990-PF (2012) FLORENCE C & HARRY EN									3045781	Page 6
Pa	t VII-B Statements Regarding Activit	ies f	or Which Forn	<u>1 4720 May E</u>	<u> 3e Re</u>	equirec	(conti	nued)	)		
5a	During the year did the foundation pay or incur ar	y amo	unt to								
	(1) Carry on propaganda, or otherwise attempt	to influ	ience legislation (	section 4945(e)	)?		L.,	Yes	X N	0	
	(2) Influence the outcome of any specific public		•	955), or to carry				-			
	on, directly or indirectly, any voter registrati	on driv	e?					Yes	X N	0	
	(3) Provide a grant to an individual for travel, st	udv. o	r other similar pur	poses?			Γ	Yes	$\square$	اه	
	(4) Provide a grant to an organization other tha	•	•		oed						(V.)
	in section 509(a)(1), (2), or (3), or section 4							Yes	$\square$ N	0	
	(5) Provide for any purpose other than religious						_	1 .00	۰۰ تک		
	• • • • • • • • • • • • • • • • • • • •	or the prevention of cruelty to children or animals?					Yes	XN			
h		of the transactions fail to qualify under the exceptions described in					] 163	١٠			
~	Regulations section 53 4945 or in a current notice		•	-	•		ibea iii			5b	N/A
	Organizations relying on a current notice regarding	-	-	•	ucuo	13).		_		130	<del></del>
c	If the answer is "Yes" to question 5a(4), does the										
·	tax because it maintained expenditure responsible		•		I/A			Yes	$\square$ N		
	If "Yes," attach the statement required by Regula	-	-		W/C	•	<b>!</b> _	] 162		•   •	
6-2	· · · · ·			•							
va	Did the foundation, during the year, receive any fi premiums on a personal benefit contract?	unus, c	irectly or mairect	у, то рау				1	Ѿ.	. 1	
_	,		-Al					Yes	X N	1	المعتقب المنط
D	Did the foundation, during the year, pay premium If "Yes" to 6b, file Form 8870	s, aire	ctly or indirectly, o	n a personal be	enent c	ontract				6b	X
<b>-</b> -	·							1.,	гот		
	At any time during the tax year, was the foundation		•				、┕	Yes	XN		
	If "Yes," did the foundation receive any proceeds									7b	N/A
P	Information About Officers	i, Dir	ectors, I ruste	es, Founda	tion	Manag	ers, H	ighly	Paid I	Employ	/ees,
_	and Contractors	1 - 4"		1.41	4.			. 4.	<del> </del>		_ · · · · · · · · · · · · · · · · · · ·
	List all officers, directors, trustees, found		Title, and average	(c) Compensati			Contribut		<del>3).</del>		
	(a) Name and address		hours per week (If not		not paid, enter employed				s		nse account,
_	A(1, 1, 10, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1,		evoted to position		-0-) and		erred cor	npensat	ion	Other a	llowances
Se	Attached Statement		TRUSTEE AS REQ'D								
		AS	KEQID		0						
			00		٦						
		+	00		0					-	
			00		_						
		+	.00	· · · · · · · · · · · · · · · · · · ·	- 0				-+		<del></del>
			00		۸						
	Companyation of five highest paid omple			oo ingludad	U	- 1 -					<del> </del>
4	Compensation of five highest-paid emploenter "NONE."	yees	toniei man mo	ose included	UII IIF	i <del>e</del> 1\$(	ee insti	uctio	115). II	попе,	
	enter HONL.			1		1 .	(d) Contri	hutione	to I		<del></del>
10	Name and address of each employee hald more than \$5	0.000	(b) Title, and avera	- 1	oncotio		employe			(e) Expe	nse account,
\a	Name and address of each employee paid more than \$5	0,000	hours per week devoted to position		ensaud	"   :	plans and	l deferre		other a	llowances
NC	ME		<del></del>	<del></del> -		-	compe	nsation	-+		
136	<u> </u>								- 1		
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		•				- 1					
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				-		1					
To	al number of other employees paid over \$50	.000		<u> </u>				<del></del>	ightharpoonup		
<u> </u>		,000	<u> </u>			<u> </u>	•	<u>.                                    </u>			

Form **990-PF** (2012)

Form 990-PF (2012) FLORENCE C & HARRY ENGLISH MEM FD		58-6045781 Page 7
Part VIII Information About Officers, Directors, Trustees,	Foundation Managers, Highly Paid	l Employees,
and Contractors (continued)	<del></del>	·
3 Five highest-paid independent contractors for professional services (see		
(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 the number of organizations and other beneficianes served, conferences convened, research		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 ye		Amount
1 NONE		
2		
All other program-related investments See instructions		
3 NONE		
Total. Add lines 1 through 3	<b>&gt;</b>	0

Form **990-PF** (2012)

Form 9	990-PF (2012) FLORENCE C & HARRY ENGLISH MEM FD		045781 Page <b>8</b>
Par	t X Minimum Investment Return (All domestic foundations must complete this part. Foreign	founda	itions,
	see instructions.)		<del> </del>
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc.,		
	purposes	12	
а	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
е	Reduction claimed for blockage or other factors reported on lines 1a and	1	
	1c (attach detailed explanation)	,ka	
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 ½ % 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
Par	<b>Distributable Amount</b> (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	11 . Kin	700,420
b	Income tax for 2012 (This does not include the tax from Part VI)		
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	002,100
5	Add lines 3 and 4	5	692,783
6	Deduction from distributable amount (see instructions)	6	002,700
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII,		
•	line 1	7	692,783
		سلستسلم	002,100
	t XII Qualifying Distributions (see instructions)	ा ∼ःक्रा	
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	<u> </u>	
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	<del></del>
b	Cash distribution test (attach the required schedule)	3b	057.050
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	1 _ 1	
_	income Enter 1% of Part I, line 27b (see instructions)	5	057.050
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 four	aation	

Form 9	90-PF (2012) FLORENCE C & HARRY ENGLISH	MEM FD		58-6	6045781 Page <b>9</b>
Part	XIII Undistributed Income (see instructions	)			
1	Distributable amount for 2012 from Part XI,	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
	line 7	<u> </u>		# 1, is \$ 1 E.	692,783
2 a	Undistributed income, if any, as of the end of 2012 Enter amount for 2011 only			25,933	
b	Total for prior years 20, 20, 20	and in the		4:45 AM 3:4 M	
3	Excess distributions carryover, if any, to 2012		5点的数据 建水体		
а	From 2007				
b	From 2008				
C	From 2009				
d	From 2010				
е	From 2011				
f	Total of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part			Marka a 1880 /	
	XII, line 4 ► \$ 657,059				
а	Applied to 2011, but not more than line 2a	A . A . A . A . A . A . A . A . A . A .		25,933	
b	Applied to undistributed income of prior years				
	(Election required—see instructions)	14 4 CO 148 3		- 1:20 全包 (A-1)	
С	Treated as distributions out of corpus (Election			kuyyay.	
	required—see instructions)			114 H & FH 150 H	X 3 (2) (3) (4) (4) (4) (4) (4) (4) (4) (4) (4) (4
d	Applied to 2012 distributable amount	4.612.52			631,126
	Remaining amount distributed out of corpus		12.24		
5	Excess distributions carryover applied to 2012	<b>*</b> - 2 / 3 / 3 /			The No. 30 Tenn war a second while
	(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:				
	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1		
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	Contraction of the contraction o			
	been issued, or on which the section 4942(a)	-			
	tax has been previously assessed				
a	Subtract line 6c from line 6b Taxable				
_	amount—see instructions Undistributed income for 2011 Subtract line			* ' * .	\$ 50 G
е		` ,	,,		
	4a from line 2a Taxable amount—see instructions	,	-	,	
f	Undistributed income for 2012 Subtract			.; (* )	
•	lines 4d and 5 from line 1. This amount must		. , .		
	be distributed in 2013	-	* *	Ers	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		* ~		1. 注: 14. 聚份
	not applied on line 5 or line 7 (see instructions)		,		
9	Excess distributions carryover to 2013.				12 3 2 2 3 4 4 4
	Subtract lines 7 and 8 from line 6a	1	<b>l</b> , `		
10	Analysis of line 9	·			
а	Excess from 2008		, ,		
b	Excess from 2009				
С	Excess from 2010	] .	, <b>.</b>		
đ	Excess from 2011	<u> </u>			
_	Evenes from 2012		4 75 1 44		Dasa tessa "Heb

Form	990-PF (2012) FLORENCE C & HARRY EN	IGLISH MEM FD			58-604	
Pa	t XIV Private Operating Foundations (s	ee instructions	and Part VII-A,	question 9)		N/A
1 a	If the foundation has received a ruling or determination, and the ruling is effective for 2012, ent					
h	Check box to indicate whether the foundation is a		-	In section	4942(j)(3) or	4942(1)(5)
	Enter the lesser of the adjusted net	· · · · · · · · · · · · · · · · · · ·	T Testing	<del></del> _		
	income from Part I or the minimum	Tax year	/h) 2011	Prior 3 years	(d) 2009	(e) Total
	investment return from Part X for each	(a) 2012	(b) 2011	(c) 2010	(d) 2009	0
<b>.</b>	year listed 85% of line 2a		<del> </del>		<del></del>	<u>0</u> 0
	Qualifying distributions from Part XII,			<del>                                     </del>		
_	line 4 for each year listed					0
d	Amounts included in line 2c not used directly			1		
	for active conduct of exempt activities					0
е	Qualifying distributions made directly					
	for active conduct of exempt activities Subtract line 2d from line 2c					0
3	Complete 3a, b, or c for the					
	alternative test relied upon					
a	"Assets" alternative test—enter (1) Value of all assets					0
	(2) Value of assets qualifying		†	<del>                                     </del>		
	under section 4942(j)(3)(B)(i)				i	0
t	"Endowment" alternative test—enter 2/3			1		
	of minimum investment return shown in Part X, line 6 for each year listed					0
,	"Support" alternative test—enter		<del> </del>	+		0
•	(1) Total support other than gross					
	investment income (interest,			1		
	dividends, rents, payments on secunties loans (section					
	512(a)(5)), or royalties)					0
	(2) Support from general public and 5 or more exempt					
	organizations as provided in		-			
	section 4942(j)(3)(B)(iii)		<u> </u>			. 0
	(3) Largest amount of support from an exempt organization					0
	(4) Gross investment income		<del>                                     </del>	<del> </del>		0 0
Pa	art XV Supplementary Information (Co	mplete this pa	rt only if the for	Indation had \$5.	000 or more in	<u>-</u>
	assets at any time during the ye	•	_			
1	Information Regarding Foundation Manag		<u> </u>	<del></del>	:	
ä	List any managers of the foundation who have cor			•	the foundation	
	before the close of any tax year (but only if they ha	ave contributed mo	re than \$5,000) (Se	e section 507(d)(2))		
<u>N//</u>	A  List any managers of the foundation who own 10%	6 or more of the sto	ock of a corporation	or an equally large of	ortion of the	<del></del>
•	ownership of a partnership or other entity) of which		•		or the	
N/.	A					
2	Information Regarding Contribution, Gran	nt, Gift, Loan, Sc	holarship, etc., F	Programs:		
	Check here ▶ ☐ If the foundation only makes					
	unsolicited requests for funds. If the foundation many other conditions, complete items 2a, b, c, and d	akes gifts, grants, e	etc (see instructions	) to individuals or orga	anizations under	
_	The name, address, and telephone number or e-n	nail of the person to	whom applications	should be addressed	<del> </del>	·
	, ., .,	F				
	RBY THOMPSON PO BOX 4418, MAIL CODE					
l	The form in which applications should be submitted	and information	and materials they s	nould include		
htt	ps://www.suntrust.com/Microsites/foundation/fu	unds htm				
	Any submission deadlines		· · · · · · · · · · · · · · · · · · ·	- · · · · · · · · · · · · · · · · · · ·	· · · ·	
	ADOLLAR ALIGNET 24 NOVEMBER 22					
	ARCH 31, AUGUST 31 NOVEMBER 30  Any restrictions or limitations on awards, such as	by geographical are	eas, chantable fields	kinds of institutions	or other	
,	factors	_, gg.apou/ un		.,,		
C/	DITAL IMPROVEMENT CRANTS AS MELL	AS SECIAL CO	MMINITY DDA I	CTC IN METROD	~. ITAN ATI ANTA	ADEA

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Form 990-PF (2012) FLORENCE C & HARRY ENGLISH MEM FD 58-6045781 Page 11 Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Recipient Purpose of grant or show any relationship to status of Amount any foundation manager contribution recipient Name and address (home or business) or substantial contributor Paid during the year See Attached Statement **■** 3a 627,500 Approved for future payment NONE

0

3b

FLORENCE C & HARRY ENGLISH MEM FD

Form 990-PF (2012)

Enter gross amounts unless otherwise indicated		Unrelated but	siness income	Excluded by section	on 512, 513, or 514	(e)		
<b>1</b> Progra	m service revenue	(a) Business code	(b) Amount	(c) Exclusion code	( <b>d)</b> Amount	Related or exempt function income (See instructions)		
						-		
d								
е								
f		. <u>  </u>						
g Fee	es and contracts from government agencies							
2 Member	ership dues and assessments							
3 Interes	t on savings and temporary cash investments							
4 Divide	nds and interest from securities			14	338,597			
5 Net rea	ntal income or (loss) from real estate							
<b>a</b> De	bt-financed property			<u> </u>				
<b>b</b> No	t debt-financed property							
6 Net rea	ntal income or (loss) from personal property							
7 Other	investment income							
8 Gain o	r (loss) from sales of assets other than inventory			18	220,337			
9 Net inc	come or (loss) from special events							
10 Gross	profit or (loss) from sales of inventory							
11 Other	revenue a							
b								
c								
_								
d			<del></del>	<del></del>				
e		V. 1007		*****				
e	tal Add columns (b), (d), and (e)		0		<u> </u>			
e	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e)		0		558,934 <b>13</b>			
e 12 Subtot 13 Total. (See work	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations)				<u> </u>			
e 12 Subtot 13 Total. (See work Part XV	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations)  Relationship of Activities to the Activities	complishmen	of Exempt P	urposes	13			
e 12 Subtor 13 Total. (See work Part XV Line No.	tal Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations)  Relationship of Activities to the Activities to the Activity for which income	complishment	t of Exempt P	urposes VI-A contributed (	13	558,934		
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e 12 Subtor 13 Total. (See work Part XV Line No.	Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations )  Relationship of Activities to the Activities to the Activities to the Activity for which income	complishment	t of Exempt P	urposes VI-A contributed (	13	558,934		
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e 12 Subtor 13 Total. (See work Part XV Line No.	Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations )  Relationship of Activities to the Activities to the Activities to the Activity for which income	complishment	t of Exempt P	urposes VI-A contributed (	13	558,934		
e 12 Subtot 13 Total. (See work Part XV Line No.	Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e) sheet in line 13 instructions to verify calculations )  Relationship of Activities to the Activities to the Activities to the Activity for which income	complishment	t of Exempt P	urposes VI-A contributed (	13	558,934		

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Form 990-PF (2012)

orm 990	PF (201	2) FLORENCE	C & HARRY	ENGLISH MEM FD	•			58-6045	5781	Pag	e 13
art X	VII Ir	formation Rega	arding Trans	sfers To and Tra	nsactions a	nd Rel	ationships Wi	th Noncharit	able		
	E	xempt Organiza	ations								
ın s		501(c) of the Code		ngage in any of the ection 501(c)(3) org						Yes	No
a Tra	nsfers	from the reporting t	foundation to	a noncharitable exe	empt organiza	tion of:				18	
	Cash	•							1a(1)		X
(2)	Other	assets					•		1a(2)		Х
<b>b</b> Oth	er tran	sactions:							7.7		
(1)	Sales	of assets to a none	charitable exe	mpt organization					1b(1)		X
				ıble exempt organız	ation				1b(2)		X
		l of facilities, equip		assets .				•	1b(3)		Х
		ursement arrange		•					1b(4)	_	X
		or loan guarantee		6		-	•		1b(5)		X
				ip or fundraising so is, other assets, or j					1b(6) 1c	-	X
	_		· -	•			a. <b>(b)</b> abauld alw	ana ahan tha fa	$\overline{}$		
vali	ue of th	e goods, other ass	sets, or service	complete the follow es given by the repo ement, show in colu	orting foundat	ion. If th	e foundation rec	eived less than	fair ma	rket	
(a) Line	no (	(b) Amount involved	(c) Name o	of nonchantable exempt of	organization	(d) De:	scription of transfers,	transactions, and s	haring алта	angem	ents
			Not Applicabl	е							
					<u> </u>	ļ					
					·····	ļ					
			<del> </del>			<u> </u>		<del>.</del>	<del></del>		
	$\dashv$						<del></del>				
			<del> </del>			1					
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						1					
	-							<del>- · · · · · · · · · · · · · · · · · · ·</del>			
	+		<del> </del>	<del></del>		<b></b>	<del></del>		<del></del>	-	
	+					<u> </u>					
des	scribed		of the Code (o	ated with, or related ther than section 50					Yes 🔀	No	
		a) Name of organization		(b) Type o	f organization		(c)	Description of relation	onship		
							<u> </u>				
					<del></del>						
	Undos	nonalton of popular Lidacians	that I have every	this return including accompai	nuna echadulas and	etatomente	and to the best of my line	wlades and helief dis-	110		
				taxpayer) is based on all infor				wiedge and belier, it is tr	ue,		
Sign	]					·	•	May the IRS			
Here	6	anona anouna	هـ	4/29/2013	TRUST	FF		with the prepared instructions)?	_		w (see No
		nature of officer or truste		Date	Title			in sauctions)	(A) 16		, ,,,,
		Print/Type preparer's n	ame	Preparer's signature			Date		PTIN		
Paid		50000 5 5555		DONAL .			4/00/22/2	Check X If			
Prepa		DONALD J ROM		IOUEFOCOPES			4/29/2013	self-employed	P0036		
Use (	Only			<u>IOUSECOOPERS,</u> REET, PITTSBURG			·		3-40083		
		i iiii addiess - 60	M GRANI OL	NEE1, FILLODUKU	3H FA 13219			Phone no 412	-355-60	UU	

412-355-6000

FLORENCE C & HARRY ENGLISH				58-604		1 of 3
Continuation of Part XV, Lir	<u>ıe 3a (990-PF) -</u>	Grant	ts and Con	tributions Paid	l During th	<u>e Year</u>
Recipient(s) paid during the year						
Name						
GRADY HEALTH FOUNDATION						
Street						
City		State	Zip Code	Foreign Coun	trv	
<u></u>					,	
Relationship	Foundation Status				•	
NONE	501(C)(3) PUBLIC C	HARIT	Υ		A	
Purpose of grant/contribution GENERAL OPERATING PURPOSES					Amount	40,000
· · · · · · · · · · · · · · · · · · ·	<del> </del>		<del> </del>			10,000
Name OGLETHORPE UNIVERSITY						
Street				<del></del>	<del></del>	····
			<del></del>	<u> </u>		
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status			L	<del></del>	
NONE	501(C)(3) PUBLIC C	HARIT	Y			
Purpose of grant/contribution					Amount	
GENERAL OPERATING PURPOSES						50,000
Name						
RIVERSIDE MILITARY ACADEMY Street						
Street						
City		State	Zip Code	Foreign Coun	try	
			<u> </u>			
Relationship	Foundation Status		V			
NONE Purpose of grant/contribution	501(C)(3) PUBLIC C	HARII	Υ		Amount	
GENERAL OPERATING PURPOSES						20,000
Name						
SPELMAN COLLEGE						
Street						
City	<del></del>	Ctoto	Zip Code	Foreign Coun		
City		State	Zip Code	Foreign Coun	rtry	
Relationship	Foundation Status		·!	<del></del>		
NONE	501(C)(3) PUBLIC (	CHARIT	Υ		T.	
Purpose of grant/contribution					Amount	20,000
GENERAL OPERATING PURPOSES			· · · · · · · · · · · · · · · · · · ·			20,000
Name WOODRUFF ARTS CENTER						
Street		-				
	· · · · · · · · · · · · · · · · · · ·					
City		State	Zip Code	Foreign Coun	itry	
Relationship	Foundation Status	L	<u> </u>	<u> </u>		
NONE	501(C)(3) PUBLIC (		Υ			
Purpose of grant/contribution					Amount	
GENERAL OPERATING PURPOSES						130,000
Name						
ATLANTA BOTANCIAL GARDEN						
Street						
City		State	Zip Code	Foreign Cour	itry	
			<u> </u>			
Relationship	Foundation Status		~			
NONE Purpose of grant/contribution	[501(C)(3) PUBLIC (	<u>ONAKI I</u>	ī		Amount	
GENERAL OPERATING PURPOSES						65.000

FLORENCE C & HARRY ENGLISH	I MEM FD			58-604	<u>5/81 Page</u> _	2 of 3
Continuation of Part XV, Lir	ne 3a (990-PF) -	Gran	ts and Con	tributions Paid	During th	e Year
Recipient(s) paid during the year						
Name ATLANTA HISTORY CENTER						
Street						
City	~	State	Zip Code	Foreign Coun	try	
	Translation Otation		·			<del></del>
Relationship NONE	Foundation Status 501(C)(3) PUBLIC C	HARIT	Y			
Purpose of grant/contribution					Amount	400.000
GENERAL OPERATING PURPOSES				<del></del>		100,000
Name AGNES SCOTT COLLEGE						
Street						
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status				<u> </u>	····
NONE	501(C)(3) PUBLIC C		Υ			
Purpose of grant/contribution GENERAL OPERATING PURPOSES					Amount	50,000
Name				<del> </del>		30,000
THE BELTLINE PARTNERSHIP						
Street						
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status	<u> </u>				
NONE	501(C)(3) PUBLIC (	CHARIT	Y			
Purpose of grant/contribution GENERAL OPERATING PURPOSES					Amount	10,000
Name						<u>,                                      </u>
BUCKHEAD CHRISTIAN MINISTRY Street						<del></del>
				·····		
City		State	Zip Code	Foreign Coun	try	
Relationship	Foundation Status		<u> </u>			
NONE Purpose of grant/contribution	501(C)(3) PUBLIC (	CHARIT	Υ		Amount	
GENERAL OPERATING PURPOSES	<del>-</del>					7,500
Name						
GEORGIA 4-H CLUB FOUNDATION Street					<del></del>	
	·		Ta. A 1.			
City		State	Zip Code	Foreign Coun	itry	
Relationship	Foundation Status		······································			
NONE Purpose of grant/contribution	501(C)(3) PUBLIC (	<u>JHARII</u>	Υ	<del></del>	Amount	
GENERAL OPERATING PURPOSES				<del></del>		50,000
Name	CTION					
PARTNERSHIP FOR COMMUNITY A	CTION					
City		Stata	7in Code	Facian Cour	. A co	
City		l	Zip Code	Foreign Coun	y	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC		v			
Purpose of grant/contribution	יייייייייייייייייייייייייייייייייייייי	<u>OLIZIŽI I</u>		<del></del>	Amount	<del></del>
GENERAL OPERATING PURPOSES					1	10.000

FLORENCE C & HARRY ENG				58-604	
Continuation of Part XV		Grant	ts and Con	tributions Paid	During the Year
Recipient(s) paid during the yea	ır				
Name PATH FOUNDATION					
Street					
City		State	Zip Code	Foreign Coun	try
	Foundation Status		L		
Relationship NONE	Foundation Status 501(C)(3) PUBLIC C	CHARIT	Y		
Purpose of grant/contribution GENERAL OPERATING PURPOSE					Amount 75,000
Name		•			
Street					
City		State	Zip Code	Foreign Coun	try
Relationship	Foundation Status	L	L	I	
Purpose of grant/contribution					Amount
Name					
Street	<del> </del>				
City		State	Zip Code	Foreign Coun	try
Relationship	Foundation Status				
Purpose of grant/contribution					Amount
Name					
Street					
City		State	Zip Code	Foreign Coun	try
Relationship	Foundation Status	<u>,                                     </u>	• • • • • • • • • • • • • • • • • • • •		
Purpose of grant/contribution					Amount
Name					
Street				·	
City		State	Zip Code	Foreign Cour	try
Relationship	Foundation Status	3			
Purpose of grant/contribution					Amount
Name			<del>.</del>		
Street					
City		State	Zip Code	Foreign Cour	itry
Relationship	Foundation Status	3	*		
Purpose of grant/contribution					Amount

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

	Long Term CG Distributions	Amoun					ပိ	Capital Gains/Losses		8,254,570 0		8,034,233		220,337
	Short Term CG Distributions	4,364						Other sales						
Check "X" to include		ļ.	200	Check "X" if Purchaser Is a	Date	Acquisition	Date	Gross Sales	Cost or Other Basis	Valuation	Expense of Sale and Cost of Improve-	Depreciation	Adjustments	Net Gaun or Loss
n Part IV	INVESCO SMALL CAP GROWI	CUSIP# 00141M622	Purchaser	DUSINESS	10/18/2011	+;	1/27/2012	9,228	Ι,	1			0	804
1	INVESCO SMALL CAP GROWT	- 1	***************************************	-	8/8/2011		1/27/2012 8/6/2012	137 503					0	34,856
× ×	INVESCO SMALL CAP GROWT				8/8/2011		8/6/2012	13,064					0	2,383
×	INVESCO SMALL CAP GROWT	١,			2/2/2012	1	8/6/2012	2,326	ı				9	•
× ×	ADVISORS CAMBIAR SMALL O	0075W0593	1		3/28/2011	!	21021/211 8/6/2012	113,524	!		-	1 1	0	-11,208
	ADVISORS CAMBIAR SMALL O	1			8/8/2011		8/6/2012	13,272					0	1,847
×	ADVISORS CAMBIAR SMALL O	Ш			10/18/2011		8/6/2012	13,620	12,700					920
10 ×	ADVISORS CAMBIAR SMALL (				2/2/2012	-	8/6/2012	1,394	1,500			-		246
×'×	DOUBLELINE TOTAL RETURN		1		8/6/2012		1/19/2012	36,300	34,919				0	1,381
12 ×	EATON VANCE BITG. BT.	277911491		111111111111111111111111111111111111111	5/26/2011		1/27/2012	8,325	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				0	-133
×	EATON VANCE FLTG-RT-I	1 1			5/26/2011		8/6/2012	221,518					0	-1,292 68
×	EATON VANCE FLTG-RT-I	. 1			2/2/2012	1	8/6/2012	8,718						4.510
× >	GOLDMAN SACHS GROWTH (	381427401	•	•	1/15/2010	+-	2102/12/1	564,768				-	0	92,179
×	GOLDMAN SACHS GROWTH O	1			8/8/2011		8/6/2012	44,623					0	7,573
×	GOLDMAN SACHS GROWTH (				272/2012		8/6/2012	15,848	15,475					373
×	ISHARES TR DOW JONES SEI	. 1			7/18/2011		1/27/2012	60,263	58,342					1
×	ISHARES IBOXX INVT GRADE			!	10/18/2011		1/27/2012	57,473	55,420	,				3 532
× 22	ISHARES IBOXX INVT GRADE	- 1			10/18/2011	1	8/6/2012	40,070	43 109	-			0	1,543
<u> </u>	ISHARES IBOXX INVI GRADE	1			5/26/2011	-	8/6/2012	384,730	354,522				0	30,208
× ×	ISHARES IBOXX INVT GRADE				5/26/2011		11/19/2012	2,188					0	186
×	ISHARES IBOXX INVT GRADE	1 1			4/27/2011	1	11/19/2012	16,166					0	1,560
×	ISHARES TR RUSSELL 1000 V	!			1/15/2010		1/27/2012	133,316				-		13,548
×	ISHARES TR RUSSELL 1000 V	- i			2/2/2012		8/6/2012	50,023						41 980
× ×	ISHARES TR RUSSELL 1000 V	46428/598			1/15/2010		11/19/2012	8 942	7,604				0	1,338
×	ISHARES TR RUSSELL 1000 G	464287614			2/2/2012		8/6/2012	121,276					0	5,249
¦×	ISHARES TR RUSSELL 1000 G	464287614			1/27/2012		8/6/2012	87,524		1			0	4,612
'	ISHARES TR RUSSELL 1000 G	- 1			1/27/2012		11/19/2012	426,768	410,876					15,892
×	ISHARES BARCLAYS MBS BD	464288588			5/26/2011		1/27/2012	13,759						4
×;	ISHARES BARCLAYS MBS BD	1			8/6/2012	-	11/19/2012	20 153						40
	FGG MASON BATTERYMRC	1	1		1/15/2010		1/27/2012	246,315	250,322				0	4,007
(×	LEGG MASON BATTERYMRC	52465U607			6/24/2010		1/27/2012	103,714		.			0	4,764
×	LEGG MASON BATTERYMRC				1/26/2011		1/27/2012	188,678	2.				0	-30,152
×	LEGG MASON BATTERYMRC				1/28/2011	1	1/27/2012	8,662	9,781				0	-11 224
× ,	LEGG MASON BATTERYMBC	5246511607			8/8/2011		1/27/2012	22,872						722
× ×	FGG MASON BATTERYMRC			<u> </u>	10/18/2011		1/27/2012	135,158	125,975				0	9,183
  × 	MFS RESEARCH INTL-I				1/26/2011		1/27/2012	78,858						-8,176
×	MFS RESEARCH INTL-I	1			1/28/2011		1/27/2012	9,205	-					37/-
×;	MFS RESEARCH INTL-I	552983470			1/18/2011		2102//2/1	533,005						1,090
× ×	MES RESEARCH INT.	552983470			1/15/2010		8/6/2012	151,365	151,055				0	310
×	MFS RESEARCH INTL-I	552983470			8/8/2011		8/6/2012	17,757					0	257
×	MFS RESEARCH INTL-I	552983470			10/18/2011		8/6/2012	125,254	-					455 63
×;	MFS RESEARCH INTL-I	552983470			2/2/2012		1070012	701/	18 437					288
× × ×	NEUBERGER BERMAN HIGH I	641288868			8/6/2012		11/19/2012	9 025						0
×	PIMCO FOREIGN BD US\$ HED	-			1/27/2012		8/6/2012	381,083	365,950				0	15,133
×	PIMCO FOREIGN BD US\$ HED	1	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		2/2/2012		8/6/2012	13,292	-					492
×	PIMCO EMERGING LOCAL BD				8/6/2012		11/19/2012	3,275						44 400
×	RS INVT TR VALUE-Y	- 1			3/28/2011		1/27/2012	450,078						4 368
× >	TEMPLETON GLOBAL BD.AD	A80208400			4/27/2011		1/27/2012	42 166	-				0	-3,144
<   >	TEMPLETON GLOBAL BD-ADV			-	5/26/2011	-	1/27/2012	93,321					0	-5,954
×	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		1/27/2012	66,087	70,100				0	4,013
×	TEMPLETON GLOBAL BD-ADV	1			1/26/2011		1/27/2012	168,676						-5,964
×	TEMPLETON GLOBAL BD-ADV				1/26/2011		8/6/2012	269 326						-3,309
× >	TEMPLETON GLOBAL BD-ADV	1		1	10/18/2011		8/6/2012	96.554						1,829
1	TEMPLETON GLOBAL BD-ADV	880208400			2/2/2012		8/6/2012	12,702	12,625				0	<u> </u>
×	VANGUARD BD INDEX SHORT				1/26/2011		1/27/2012	7,643						71
×	VANGUARD BD INDEX SHORT				1/26/2011	-	8/6/2012	584,392					)	4,7 10

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

_	_	٠,			_		_	_	-		==		_
	Net Gain	or Loss	220,337				•	Net Gain	or Loss	-17	1,005	57,129	
	Net	o							Adjustments	0	0	0	0
	Other	Expenses	8,034,233	0					Depreciation				
	Cost, Other	Basis and Expenses			Expense	of Sale and	Cost of	Improve-	ments				
			8.254.570	0				Valuation	Method				
	Gross	Sales						Cost or	Other Basis	24,218	17,946	831,804	35,360
	Totals		Canital Gains/Losses	Other sales				Gross Sales	Price	24,201	18,951	888,933	35,727
			ؾ	i				Date	Sold	8/6/2012	1/27/2012	8/6/2012	8/6/2012
	•							Acquisition	Method				
								Date	Acquired	2/2/2012	1/15/2010	1/15/2010	2/2/2012
						Check "X" if	Purchaser	5	Business				
									Purchaser				
		*******	Arrichan						CUSIP#	ľ	921937835	921937835	921937835
				Charg Term CG Distributions	100000000000000000000000000000000000000				Description	X SHORT	VANGITARD RD INDEX TOTAL	VANCIARD RD INDEX TOTAL	VANGUARD BD INDEX TOTAL
							Check "X"	opiliza et	N Part IV	7-	Š	, <u>, , , , , , , , , , , , , , , , , , </u>	× ×
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Part I, Line 16b (990-PF) - Accounting Fees

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

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

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

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

			13,242,603	12,886,695	14,010,545
		Basis of	Book Value	Book Value	FMV
	Asset Description	Valuation	Beg of Year	End of Year	End of Year
-	PRIOR YEAR		13,242,603	0	
7	EATON VANCE ATLANTA CAP SMID-CAP-		0	905,581	961,950
~	ISHARES TR DOW JONES SEL DIVD INDE		0	1,208,294	1,276,566
4	ISHARES IBOXX INVT GRADE CORP BD E		0	692,926	769,617
က	ISHARES TR RUSSELL 1000 VALUE INDEX		0	924,208	1,142,473
ဖ	ISHARES TR RUSSELL 1000 GROWTH IND		0	2,604,381	3,218,834
^	MANNING & NAPIER WORLD OPPTYS-A		0	1,518,850	1,481,773
∞	ISHARES BARCLAYS MBS BD ETF		0	1,075,089	1,079,360
တ	OPPENHEIMER DEVELOPING MKTS INST		0	897,125	983,040
9	10 DOUBLELINE TOTAL RETURN BD-I		0	917,421	922,305
7	PIMCO EMERGING LOCAL BD-I		0	310,706	315,592
12	12 NEUBERGER BERMAN HIGH INCOME BD-		0	753,913	782,339
13	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	1,078,201	1,076,696

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| Excess<br>Adjusted                       | osses •                      | 929                     | 34,856                 | 2,383                                    | 100                     | 11 208                    | 1,847                                                                                                                                         | 920                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 976                                                                                                                                                                                                                                                           | 1 381                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | -133                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | -1,292                                                                                                                                                                                                                                                                                                                                                                                                        | 88                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 4,510                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2,1/8                                                                                                                                                                                                                                                                                                                                       
                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 373                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1,921                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2,053                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 3,532                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 20.00         
                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 186                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               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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	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

Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	25,933
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