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990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation CITIZENS & SOUTHERN FOR MILLS BEE LANE  
LECTURESHIP/EMORY

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

Room/suite

P.O. BOX 40200, FL9-100-10-19

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,222,670.

(Part I, column (d) must be on cash basis.)

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

A Employer identification number

58-6065280

B Telephone number (see instructions)

877- 446-1410

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		26,633.	26,154.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		74,325.			
b Gross sales price for all assets on line 6a	1,558,634.				
7 Capital gain net income (from Part IV, line 2)			74,325.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less. Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		425.	42.		STMT 2
12 Total. Add lines 1 through 11		101,383.	100,521.		
13 Compensation of officers, directors, trustees, etc		9,884.	5,931.		3,954.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	STMT 3.	845.	NONE	NONE	845.
c Other professional fees (attach schedule)					
17 Interest MAY. 1 0.2013					
18 Taxes (attach schedule) (see instructions)	STMT 4.	264.	264.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	STMT 5.		245.		
24 Total operating and administrative expenses.					
Add lines 13 through 23		10,993.	6,440.	NONE	4,799.
25 Contributions, gifts, grants paid		51,289.			51,289.
26 Total expenses and disbursements Add lines 24 and 25		62,282.	6,440.	NONE	56,088.
27 Subtract line 26 from line 12		39,101.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			94,081.		
c Adjusted net income (if negative, enter -0-)					

POSTMARK DATE

MAY 09 2013

Revenue

Operating and Administrative Expenses

SCANNED MAY 14 2013

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
1	Cash - non-interest-bearing . . . . .	NONE		
2	Savings and temporary cash investments . . . . .	44,686.	80,800.	80,800.
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 . . . . .	NONE		
9	Prepaid expenses and deferred charges . . . . .			
10 a	Investments - U S and state government obligations (attach schedule) . . . . .	NONE		
b	Investments - corporate stock (attach schedule) . . . . .	STMT 6.	1,114,667.	1,021,566.
c	Investments - corporate bonds (attach schedule) . . . . .		NONE	
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans . . . . .		NONE	
13	Investments - other (attach schedule) . . . . .	STMT 7.		
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►) . . . . .		NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,159,353.	1,200,640.	1,222,670.
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE
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. ► <input checked="" type="checkbox"/>				
27	Capital stock, trust principal, or current funds . . . . .	1,085,172.	1,085,172.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	74,181.	115,468.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,159,353.	1,200,640.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,159,353.	1,200,640.	

**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	1,159,353.
2	Enter amount from Part I, line 27a . . . . .	2	39,101.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	2,762.
4	Add lines 1, 2, and 3 . . . . .	4	1,201,216.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 9	5	576.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,200,640.

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**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b OTHER GAINS AND LOSSES</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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 1,558,008.		1,484,309.	73,699.		
b 594.			594.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			73,699.		
b			594.		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	74,325.	
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 . . . . .	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	99,751.	1,243,326.	0.080229
2010	46,648.	1,157,800.	0.040290
2009	67,448.	1,041,628.	0.064752
2008	70,168.	1,249,606.	0.056152
2007	64,355.	1,449,031.	0.044412

2 Total of line 1, column (d) . . . . .	2	0.285835
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	0.057167
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .	4	1,192,405.
5 Multiply line 4 by line 3 . . . . .	5	68,166.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .	6	941.
7 Add lines 5 and 6 . . . . .	7	69,107.
8 Enter qualifying distributions from Part XII, line 4 . . . . .	8	56,088.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	<div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">3 Add lines 1 and 2 . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-)</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">6 Credits/Payments:</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">b Exempt foreign organizations - tax withheld at source . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">c Tax paid with application for extension of time to file (Form 8868) . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">d Backup withholding erroneously withheld . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">7 Total credits and payments. Add lines 6a through 6d . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► . . . . .</div> <div style="border: 1px solid black; padding: 5px; margin-bottom: 5px;">11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► . . . . .</div>
1		1,882.
2		
3		1,882.
4		NONE
5		1,882.
7		1,028.
8		
9		854.
10		
11	Refunded ►	

**Part VII-A Statements Regarding Activities**

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

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	SEE STATEMENT 11	Telephone no. ►
Located at ► ZIP+4 ►		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>	
16	Yes	No
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 ►		

**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.		
1a	Yes	No
(1)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4)	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	1b	X
if any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c	1c	X
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? . . . . .		
2		
2a		
At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	2b	X
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.) . . . . .		
c		
If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► . . . . .		
3a		
Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	3b	
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.) . . . . .		
4a	4a	X
Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
b	4b	X
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? . . . . .		

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .		5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>			
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		6b	X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .		7b	

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N A P O BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203	TRUSTEE 01	9,884.		- 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
-----				
-----				
-----				
-----				
-----				
-----				
-----				

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

**Total** number of others receiving over \$50,000 for professional services . . . . . ► **NONE**

## **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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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
<b>1</b>	<b>NONE</b>	
<b>2</b>		
All other program-related investments See instructions		
<b>3</b>	<b>NONE</b>	
<b>Total.</b> Add lines 1 through 3 . . . . . ►		

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Form 990-PF (2012)



**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 1,100,465.
b Average of monthly cash balances . . . . .	1b 110,098.
c Fair market value of all other assets (see instructions) . . . . .	1c NONE
d <b>Total</b> (add lines 1a, b, and c) . . . . .	1d 1,210,563.
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 NONE
3 Subtract line 2 from line 1d . . . . .	3 1,210,563.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4 18,158.
5 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5 1,192,405.
6 <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	6 59,620.

**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 59,620.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a 1,882.
b Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	2b
c Add lines 2a and 2b . . . . .	2c 1,882.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3 57,738.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4 NONE
5 Add lines 3 and 4 . . . . .	5 57,738.
6 Deduction from distributable amount (see instructions) . . . . .	6 NONE
7 <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7 57,738.

**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 56,088.
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 NONE
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required) . . . . .	3a NONE
b Cash distribution test (attach the required schedule) . . . . .	3b NONE
4 <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4 56,088.
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 N/A
6 <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	6 56,088.

**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 . . . . .				57,738.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .			11,848.	
b Total for prior years 20 10 ,20 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 56,088.			11,848.	
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2012 distributable amount . . . . .				44,240.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
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 . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .			NONE	
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				13,498.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

**Form 990-PF (2012)**

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

NOT APPLICABLE

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . **►**

**b** Check box to indicate whether the foundation is a private operating foundation described in section

Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(5) or 4942(j)(6)					
	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test - enter					
(1) Value of all assets . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i), . . . . .					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
<b>c</b> "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

## 1 Information Regarding Foundation Managers:

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

NONE

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

**NONE**

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

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

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

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

#### **6 Any submission deadlines:**

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

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

Recipient	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
<b>a Paid during the year</b>				
EMORY UNIVERSITY ATTN: NATALIA PANTELEYEVA 1599 CLIFTON RD NE FL 3 ATLANTA GA 30322-000	NONE	PC	EDUCATIONAL	51,289.
<b>Total</b>			► 3a	51,289.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	



Form 990-PF (2012)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c)	(d) Amount	
<b>1 Program service revenue:</b>					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>			14	26,633.	
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>			18	74,325.	
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a				
b SEE STATEMENT 12				425.	
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>				101,383.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>			13		101,383.

(See worksheet in line 13 instructions to verify calculations.)

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

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

NOT APPLICABLE



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INCOME INVESTMENT
ARTIO GLOBAL HIGH INCOME FUND CL I	675.	659.
BOFA GOVERNMENT RESERVES TRUST CLASS	10.	10.
AGGREGATE BOND CTF	863.	863.
SMALL CAP GROWTH LEADERS CTF (FORMERLY S	30.	30.
EATON VANCE LARGE-CAP VALUE FUND CL I	1,409.	1,409.
EMERGING MARKETS STOCK COMMON TRUST FUND	261.	261.
MID CAP VALUE CTF	730.	730.
SMALL CAP VALUE CTF	196.	196.
MID CAP GROWTH CTF	150.	150.
DIVIDEND INCOME COMMON TRUST FUND	1,097.	1,097.
ISHARES S&P MIDCAP 400 INDEX FUND	332.	332.
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	1,100.	1,100.
ISHARES TR RUSSELL 2000 INDEX FUND	312.	312.
IVY ASSET STRATEGY FUND CL I	704.	704.
METRO WEST T/R BD CL I	2,279.	2,279.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	27.	27.
PIMCO TOTAL RETURN FUND INSTL	2,260.	2,260.
PIMCO FDS PAC INV MGMT SER HIGH YLD FD	3,938.	3,938.
PERMANENT PORTFOLIO	266.	266.
PIMCO COMMODITY REALRETURN STRATEGY FUND	1,186.	1,186.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	4,511.	4,511.
PIMCO EMERGING MKT CURRENCY FUND INSTL	6.	6.
VANGUARD MSCI EAFE ETF FUND	666.	666.
VANGUARD FTSE EMERGING MKTS ETF	1,474.	1,474.
VANGUARD REIT ETF	1,484.	1,021.
HIGH QUALITY CORE COMMON TRUST FUND	412.	412.
SMALL CAP GROWTH LEADERS COMMON TRUST FU	15.	15.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	240.	240.
TOTAL	26,633.	26,154.

## FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SMALL CAP GROWTH LEADERS CTF (FORMERLY S EMERGING MARKETS STOCK COMMON TRUST FUND	33.	33.
SMALL CAP VALUE CTF	-23.	-23.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	6.	6.
EXCISE TAX REFUND	2.	2.
POWERSHARES DB COMMODITY INDEX TRACKING	407.	24.
TOTALS	425.	42.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE- BOA	845.			845.
TOTALS	845.	NONE	NONE	845.



## FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	70.	70.
FOREIGN TAXES ON QUALIFIED FOR	129.	129.
FOREIGN TAXES ON NONQUALIFIED	65.	65.
TOTALS	264.	264.



## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP EXPENSES	245.	
TOTALS		245.



DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS - SEE ATTACHED		
464287507 ISHARES CORE S&P MID	35,895.	37,527.
464287614 ISHARES RUSSELL 1000	107,781.	107,469.
464287655 ISHARES RUSSELL 2000	23,891.	24,874.
921943858 VANGUARD MSCI EAFE E	23,293.	24,872.
922042858 VANGUARD MSCI EMERG	54,626.	60,605.
922908553 VANGUARD REIT ETF	74,039.	74,091.
466001864 IVY ASSET STRATEGY F	22,818.	23,919.
693390841 PIMCO HIGH YIELD FD	23,255.	24,235.
714199106 PERMANENT PORTFOLIO	47,670.	47,976.
72200Q182 PIMCO ALL ASSET ALL	87,800.	88,358.
202671913 AGGREGATE BOND CTF	119,727.	118,874.
207543877 SMALL CAP GROWTH LEA	24,029.	24,534.
29099J109 EMERGING MARKETS STO	53,920.	60,279.
302993993 MID CAP VALUE CTF	42,368.	43,433.
303995997 SMALL CAP VALUE CTF	24,268.	25,086.
323991307 MID CAP GROWTH CTF	42,413.	42,754.
45399C107 DIVIDEND INCOME COMM	107,517.	107,417.
99Z466163 HIGH QUALITY CORE CO	47,810.	48,383.
99Z466197 INTERNATIONAL FOCUS E	58,445.	62,009.
TOTALS	1,021,565.	1,046,695.



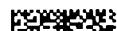
CITIZENS &amp; SOUTHERN FOR MILLS BEE LANE

FORM 990PF, PART II - OTHER INVESTMENTS

58-6065280

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	98,274.	95,174.
TOTALS		98,274.	95,174.





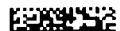
CITIZENS &amp; SOUTHERN FOR MILLS BEE LANE

58-6065280

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TAX EFFECTIVE SALES ADJUSTMENT	927.
PARTNERSHIP ADJUSTMENT	1,835.
TOTAL	2,762.

STATEMENT 8



CITIZENS &amp; SOUTHERN FOR MILLS BEE LANE

58-6065280

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TAX EFFECTIVE POSTING ADJUSTMENT	406.
CTF ADJUSTMENT	141.
SALES ADJUSTMENT	23.
ROUNDING	6.
<b>TOTAL</b>	<b>576.</b>

STATEMENT 9



CITIZENS &amp; SOUTHERN FOR MILLS BEE LANE

58-6065280

## GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	177.00
	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	177.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS  
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	2,252.00
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-1,835.00
	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	417.00
	=====

STATEMENT 10

CITIZENS &amp; SOUTHERN FOR MILLS BEE LANE

58-6065280

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: BANK OF AMERICA, NA

ADDRESS: P O BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

STATEMENT 11

DESCRIPTION	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
SMALL CAP GROWTH L	1	33.
EMERGING MARKETS S	1	-23.
SMALL CAP VALUE CT	1	6.
INTERNATIONAL FOCU	1	2.
EXCISE TAX REFUND	1	407.





CITIZENS &amp; SOUTHERN FOR MILLS BEE LANE

58-6065280

## FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

STATEMENT 13