Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: TR HARRIET MCDANIEL MARSHALL U/W	**A Employer identification number:** 58-6089937
Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 — Room/suite:	**B** Telephone number (see instructions): (404) 588-8250
City or town, state, and ZIP code: ORLANDO FL 32802-1908	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D 1.** Foreign organizations, check here ▶ ☐ **2.** Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 7,692,293 — **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	176,963	179,065		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	126,257			
	b	Gross sales price for all assets on line 6a 4,077,793				
	7	Capital gain net income (from Part IV, line 2)		126,257		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	303,220	305,322	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	28,170	14,085		14,085
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	12,111	1,757		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	42,781	15,842	0	16,585
	25	Contributions, gifts, grants paid	160,000			160,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	202,781	15,842	0	176,585
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	100,439			
	b	**Net investment income** (if negative enter -0-)		289,480		
	c	**Adjusted net income** (if negative, enter -0-)			0	

ENVELOPE POSTMARK DATE MAY 10 2013

SCANNED MAY 16 2013

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For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	238,463	296,195	296,195
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,788,858	6,830,463	7,396,097
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶		1,000	2
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,027,321	7,127,658	7,692,294
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds		7,127,658	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,027,321		
	30	**Total net assets or fund balances** (see instructions)	7,027,321	7,127,658	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,027,321	7,127,658	

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	7,027,321
2	Enter amount from Part I, line 27a	2	100,439
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,127,760
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	102
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,127,658

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	126,257
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	197,929	7,128,543	0 027766
2010	270,586	6,612,111	0 040923
2009	378,213	5,926,430	0 063818
2008	459,632	733,956	0 626239
2007	439,174	8,824,432	0 049768

2 **Total** of line 1, column (d)	2	0 808514
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 161703
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,323,072
5 Multiply line 4 by line 3	5	1,184,163
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,895
7 Add lines 5 and 6	7	1,187,058
8 Enter qualifying distributions from Part XII, line 4	8	176,585

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,790
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	5,790
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,790
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . 6a 11,707		
b	Exempt foreign organizations—tax withheld at source 6b		
c	Tax paid with application for extension of time to file (Form 8868) . 6c		
d	Backup withholding erroneously withheld 6d		
7	Total credits and payments Add lines 6a through 6d	7	11,707
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,917
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 5,917 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
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*			
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 **(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?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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 • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304			
	Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	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.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,199,110
b	Average of monthly cash balances	1b	235,481
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,434,591
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,434,591
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	111,519
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,323,072
6	**Minimum investment return.** Enter 5% of line 5	6	366,154

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	366,154
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,790		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,790
3	Distributable amount before adjustments Subtract line 2c from line 1			3	360,364
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	360,364
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	360,364

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	176,585
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	176,585
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	176,585

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				360,364
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years. 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009 64,325				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	64,325			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 176,585				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				176,585
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	64,325			64,325
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				119,454
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9.				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e 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 under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SUNTRUST BANK GA-ATL-0041, SUITE 900, 1155 PEACHTREE ST NE ATLANTA, GA 30309

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

https //www suntrust com/Microsites/foundation/default htm

c Any submission deadlines

MARCH 31, AUGUST 31, NOVEMBER 30

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

PLEASE GO TO https //www suntrust com/Microsites/foundation/default htm FOR MORE INFO

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	160,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	176,963	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	126,257	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		303,220	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 303,220

(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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara Allred | 5/1/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/1/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
THE ELAINE CLARK CENTER
Street

City	State	Zip Code	Foreign Country

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

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

Name
GRADY HEALTH FOUNDATION
Street

City	State	Zip Code	Foreign Country

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

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

Name
SPELMAN COLLEGE
Street

City	State	Zip Code	Foreign Country

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

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

Name
100 BLACK MEN OF ALANTA INC
Street

City	State	Zip Code	Foreign Country

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

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

Name
GEORGIA CHAMBER OF COMMERCE
Street

City	State	Zip Code	Foreign Country

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

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

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	2,302		Capital Gains/Losses	4,077,793	3,951,536	126,257
Short Term CG Distributions	0		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	INVESCO SMALL CAP GROWT	00141M622			10/18/2011		2/6/2012	4,899	4,325				0	574
2	X	INVESCO SMALL CAP GROWT	00141M622			8/8/2011		2/6/2012	626	503				0	123
3	X	INVESCO SMALL CAP GROWT	00141M622			1/15/2010		8/6/2012	70,451	52,592				0	17,859
4	X	INVESCO SMALL CAP GROWT	00141M622			8/8/2011		8/6/2012	8,069	6,597				0	1,472
5	X	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		2/6/2012	8,550	8,622				0	-72
6	X	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		8/6/2012	59,554	65,433				0	-5,879
7	X	ADVISORS CAMBIAR SMALL C	0075W0593			8/8/2011		8/6/2012	6,796	5,850				0	946
8	X	ADVISORS CAMBIAR SMALL C	0075W0593			10/18/2011		8/6/2012	6,944	6,475				0	469
9	X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	5,375	5,318				0	57
10	X	EATON VANCE ATLANTA CAP	277902698			8/6/2012		11/19/2012	12,125	11,664				0	461
11	X	EATON VANCE FLTG-RT-I	277911491			5/26/2011		8/6/2012	117,793	118,480				0	-687
12	X	EATON VANCE FLTG-RT-I	277911491			2/6/2012		8/6/2012	2,970	2,950				0	20
13	X	GOLDMAN SACHS GROWTH (	38142Y401			1/15/2010		2/6/2012	8,625	7,253				0	1,372
14	X	GOLDMAN SACHS GROWTH (	38142Y401			1/15/2010		8/6/2012	298,619	249,880				0	48,739
15	X	GOLDMAN SACHS GROWTH (	38142Y401			8/8/2011		8/6/2012	22,884	19,000				0	3,884
16	X	ISHARES TR DOW JONES SEL	464287168			7/18/2011		2/6/2012	9,300	8,887				0	413
17	X	ISHARES IBOXX INVT GRADE	464287242			10/18/2011		8/6/2012	55,513	51,502				0	4,011
18	X	ISHARES IBOXX INVT GRADE	464287242			2/6/2012		8/6/2012	8,206	7,918				0	288
19	X	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		8/6/2012	190,555	175,593				0	14,962
20	X	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		11/19/2012	3,890	3,559				0	331
21	X	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		2/6/2012	39,168	34,517				0	4,651
22	X	ISHARES TR RUSSELL 1000 V	464287598			1/15/2010		8/6/2012	165,998	141,155				0	24,843
23	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		8/6/2012	94,844	91,864				0	2,980
24	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		11/19/2012	199,265	196,151				0	3,114
25	X	ISHARES BARCLAYS 3-7 YR T	464288661			8/6/2012		11/19/2012	2,473	2,468				0	5
26	X	LEGG MASON BATTERYMRC	52465U607			1/15/2010		2/6/2012	131,263	130,831				0	432
27	X	LEGG MASON BATTERYMRC	52465U607			6/24/2010		2/6/2012	51,458	48,150				0	3,308
28	X	LEGG MASON BATTERYMRC	52465U607			1/26/2011		2/6/2012	99,649	113,350				0	-13,701
29	X	LEGG MASON BATTERYMRC	52465U607			7/18/2011		2/6/2012	46,128	51,475				0	-5,347
30	X	LEGG MASON BATTERYMRC	52465U607			8/8/2011		2/6/2012	11,924	11,325				0	599
31	X	LEGG MASON BATTERYMRC	52465U607			10/18/2011		2/6/2012	70,559	64,500				0	6,059
32	X	MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	41,133	44,636				0	-3,503
33	X	MFS RESEARCH INTL-I	552983470			7/18/2011		2/6/2012	144,189	155,600				0	-11,411
34	X	MFS RESEARCH INTL-I	552983470			1/15/2010		2/6/2012	273,678	268,539				0	5,139
35	X	MFS RESEARCH INTL-I	552983470			1/15/2010		8/6/2012	81,271	81,104				0	167
36	X	MFS RESEARCH INTL-I	552983470			8/8/2011		8/6/2012	9,059	8,775				0	284
37	X	MFS RESEARCH INTL-I	552983470			10/18/2011		8/6/2012	64,087	63,650				0	437
38	X	PIMCO FOREIGN BD US$ HED	693390882			2/6/2012		8/6/2012	208,049	199,975				0	8,074
39	X	RS INVT TR VALUE-Y	74972H614			3/28/2011		2/6/2012	234,618	251,631				0	-17,013
40	X	RS INVT TR VALUE-Y	74972H614			8/8/2011		2/6/2012	17,053	14,525				0	2,528
41	X	TEMPLETON GLOBAL BD-ADV	880208400			4/27/2011		2/6/2012	22,410	23,807				0	-1,397
42	X	TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		2/6/2012	47,686	50,150				0	-2,464
43	X	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		2/6/2012	38,288	40,150				0	-1,862
44	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		2/6/2012	74,866	76,629				0	-1,763
45	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/6/2012	150,003	153,071				0	-3,068
46	X	TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/6/2012	49,411	48,475				0	936
47	X	VANGUARD BD INDEX SHORT	921937827			1/26/2011		8/6/2012	303,241	300,793				0	2,448
48	X	VANGUARD BD INDEX SHORT	921937827			2/6/2012		8/6/2012	16,648	16,667				0	-19
49	X	VANGUARD BD INDEX TOTAL	921937835			1/15/2010		8/6/2012	465,300	435,397				0	29,903
50	X	VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	20,028	19,775				0	253

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

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

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		12,111	1,757	0	0
	Description				
1	FOREIGN TAXES WITHHELD	1,757	1,757		
2	ESTIMATED EXCISE PAYMENTS	10,354			

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			6,788,858	6,830,463	7,396,097
1			6,788,858	0	
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	477,961	507,712
3	ISHARES TR DOW JONES SEL DIVD INDE		0	637,626	673,887
4	ISHARES IBOXX INVT GRADE CORP BD E		0	366,064	406,284
5	ISHARES TR RUSSELL 1000 VALUE INDEX		0	489,014	603,168
6	ISHARES TR RUSSELL 1000 GROWTH IND		0	1,389,267	1,699,269
7	MANNING & NAPIER WORLD OPPTYS-A		0	801,900	782,093
8	ISHARES BARCLAYS MBS BD ETF		0	567,542	569,755
9	OPPENHEIMER DEVELOPING MKTS INSTI		0	485,400	518,935
10	DOUBLELINE TOTAL RETURN BD-I		0	484,307	486,885
11	PIMCO EMERGING LOCAL BD-I		0	164,000	166,578
12	NEUBERGER BERMAN HIGH INCOME BD-		0	398,050	412,994
13	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	569,332	568,537

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
		0	0	0	0	1,000	2
	Asset Description						
1					0	0	
2					0	550	1
3	JEWELRY				0	450	1
4					0	0	0

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

	Amount
Long Term CG Distributions	2,302
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						4,075,491	0	0	3,951,536	123,955	0	0	0	123,955
1	INVESCO SMALL CAP GROWTH-I	00141M622		10/18/2011	2/6/2012	4,899		0	4,325	574	0	0	0	574
2	INVESCO SMALL CAP GROWTH-I	00141M622		8/8/2011	2/6/2012	626		0	503	123	0	0	0	123
3	INVESCO SMALL CAP GROWTH-I	00141M622		1/15/2010	8/6/2012	70,451		0	52 592	17,859	0	0	0	17 859
4	INVESCO SMALL CAP GROWTH-I	00141M622		8/8/2011	8/6/2012	8,069		0	6,597	1,472	0	0	0	1 472
5	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	2/6/2012	8,550		0	8,622	-72	0	0	0	-72
6	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	8/6/2012	59,554		0	65,433	-5,879	0	0	0	-5,879
7	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		8/8/2011	8/6/2012	6,796		0	5,850	946	0	0	0	946
8	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		10/18/2011	8/6/2012	6,944		0	6,475	469	0	0	0	469
9	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	11/19/2012	5 375		0	5,318	57	0	0	0	57
10	EATON VANCE ATLANTA CAP SMID-CA	277902698		8/6/2012	11/19/2012	12,125		0	11,664	461	0	0	0	461
11	EATON VANCE FLTG-RT-I	277911491		5/26/2011	8/6/2012	117,793		0	118,480	-687	0	0	0	-687
12	EATON VANCE FLTG-RT-I	277911491		2/6/2012	8/6/2012	2,970		0	2,950	20	0	0	0	20
13	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		1/15/2010	2/6/2012	8 625		0	7,253	1,372	0	0	0	1 372
14	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		1/15/2010	8/6/2012	298,619		0	249,880	48 739	0	0	0	48 739
15	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		8/8/2011	8/6/2012	22,884		0	19 000	3,884	0	0	0	3 884
16	ISHARES TR DOW JONES SEL DIVD INC	464287168		7/18/2011	2/6/2012	9,300		0	8 887	413	0	0	0	413
17	ISHARES IBOXX INVT GRADE CORP BD	464287242		10/18/2011	8/6/2012	55,513		0	51,502	4,011	0	0	0	4,011
18	ISHARES IBOXX INVT GRADE CORP BD	464287242		2/6/2012	8/6/2012	8 206		0	7,918	288	0	0	0	288
19	ISHARES IBOXX INVT GRADE CORP BD	464287242		5/26/2011	8/6/2012	190,555		0	175,593	14 962	0	0	0	14,962
20	ISHARES IBOXX INVT GRADE CORP BD	464287242		5/26/2011	11/19/2012	3,890		0	3 559	331	0	0	0	331
21	ISHARES TR RUSSELL 1000 VALUE IND	464287598		1/15/2010	2/6/2012	39 168		0	34,517	4,651	0	0	0	4,651
22	ISHARES TR RUSSELL 1000 VALUE IND	464287598		1/15/2010	8/6/2012	165,998		0	141 155	24,843	0	0	0	24 843
23	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	8/6/2012	94 844		0	91,864	2,980	0	0	0	2,980
24	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	11/19/2012	199,265		0	196,151	3,114	0	0	0	3,114
25	ISHARES BARCLAYS 3-7 YR TREAS BD	464288661		8/6/2012	11/19/2012	2,473		0	2 468	5	0	0	0	5
26	LEGG MASON BATTERYMRC EMRG MK	52465U607		1/15/2010	2/6/2012	131,263		0	130,831	432	0	0	0	432
27	LEGG MASON BATTERYMRC EMRG MK	52465U607		6/24/2010	2/6/2012	51,458		0	48,150	3 308	0	0	0	3,308
28	LEGG MASON BATTERYMRC EMRG MK	52465U607		1/26/2011	2/6/2012	99 649		0	113,350	-13,701	0	0	0	-13,701
29	LEGG MASON BATTERYMRC EMRG MK	52465U607		7/18/2011	2/6/2012	46,128		0	51,475	-5,347	0	0	0	-5,347
30	LEGG MASON BATTERYMRC EMRG MK	52465U607		8/8/2011	2/6/2012	11,924		0	11 325	599	0	0	0	599
31	LEGG MASON BATTERYMRC EMRG MK	52465U607		10/18/2011	2/6/2012	70,559		0	64,500	6,059	0	0	0	6 059
32	MFS RESEARCH INTL-I	552983470		1/26/2011	2/6/2012	41,133		0	44,636	-3,503	0	0	0	-3 503
33	MFS RESEARCH INTL-I	552983470		7/18/2011	2/6/2012	144,189		0	155 600	-11 411	0	0	0	-11,411
34	MFS RESEARCH INTL-I	552983470		1/15/2010	2/6/2012	273,678		0	268 539	5,139	0	0	0	5,139
35	MFS RESEARCH INTL-I	552983470		1/15/2010	8/6/2012	81 271		0	81 104	167	0	0	0	167
36	MFS RESEARCH INTL-I	552983470		8/8/2011	8/6/2012	9,059		0	8 775	284	0	0	0	284
37	MFS RESEARCH INTL-I	552983470		10/18/2011	8/6/2012	64,087		0	63 650	437	0	0	0	437
38	PIMCO FOREIGN BD US$ HEDGED-I	693390882		2/6/2012	8/6/2012	208,049		0	199 975	8 074	0	0	0	8,074
39	RS INVT TR VALUE-Y	74972H614		3/28/2011	2/6/2012	234 618		0	251 631	-17 013	0	0	0	-17,013
40	RS INVT TR VALUE-Y	74972H614		8/8/2011	2/6/2012	17,053		0	14 525	2,528	0	0	0	2 528
41	TEMPLETON GLOBAL BD-ADV	880208400		4/27/2011	2/6/2012	22,410		0	23 807	-1,397	0	0	0	-1,397
42	TEMPLETON GLOBAL BD-ADV	880208400		5/26/2011	2/6/2012	47,686		0	50,150	-2,464	0	0	0	-2 464
43	TEMPLETON GLOBAL BD-ADV	880208400		7/18/2011	2/6/2012	38,288		0	40 150	-1,862	0	0	0	-1,862
44	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	2/6/2012	74 866		0	76,629	-1,763	0	0	0	-1,763
45	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	8/6/2012	150 003		0	153 071	-3,068	0	0	0	-3 068
46	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011	8/6/2012	49,411		0	48,475	936	0	0	0	936
47	VANGUARD BD INDEX SHORT TERM BD	921937827		1/26/2011	8/6/2012	303,241		0	300,793	2,448	0	0	0	2,448
48	VANGUARD BD INDEX SHORT TERM BD	921937827		2/6/2012	8/6/2012	16 648		0	16,667	-19	0	0	0	-19
49	VANGUARD BD INDEX TOTAL BD MKT E	921937835		1/15/2010	8/6/2012	465 300		0	435 397	29,903	0	0	0	29 903
50	VANGUARD BD INDEX TOTAL BD MKT E	921937835		2/6/2012	8/6/2012	20,028		0	19,775	253	0	0	0	253

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										28,170	0	0
1	SUNTRUST BANKS, INC	X	P O BOX 4655	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	28,170	NONE	NONE
2	JENNER WOOD		P O BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D	0	NONE	NONE
3	JOHN GERAGHTY		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D	0	NONE	NONE
4	DAVE DIERKER		P O BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D	0	NONE	NONE
5	KIRBY THOMPSON		P O BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D	0	NONE	NONE

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

		Date		Amount
1	Credit from prior year return	12/31/2012	1	1,353
2	First quarter estimated tax payment	12/31/2012	2	1,574
3	Second quarter estimated tax payment	12/31/2012	3	2,927
4	Third quarter estimated tax payment	12/31/2012	4	2,927
5	Fourth quarter estimated tax payment	12/31/2012	5	2,926
6	Other payments		6	
7	Total		7	11,707