Form **990-PF**

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

OMB No 1545 0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation: GORDON LEE ORPHANAGE FUND

Number and street (or P O box number if mail is not delivered to street address): 102 SADDLE TRAIL | Room/suite:

City or town: ROME | State: GA | ZIP code: 30161

A Employer identification number: 58-6092862

B Telephone number (see the instructions): (706) 232-3526

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 ► ☐

G 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, column (c), line 16)* ► $ 1,144,523.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	29,143.	29,143.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	140,587.	L-6a Stmt		
	b Gross sales price for all assets on line 6a 464,558.				
	7 Capital gain net income (from Part IV, line 2)		140,587.		
	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/(loss) (att sch)				
	11 Other income (attach schedule) Royalties	155.	155.		
	12 **Total.** Add lines 1 through 11	169,885.	169,885.		
ADMINISTRATIVE OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	775.			
	c Other prof fees (attach sch) L-16c Stmt	11,537.	11,537.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	453.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) Hugoton Royalty Trust expense				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,765.	11,537.		
	25 Contributions, gifts, grants paid	81,000.			81,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	93,765.	11,537.		81,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	76,120.			
	b **Net investment income** (if negative, enter -0-)		158,348.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	171,712.	262,569.	262,569.
	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 sch) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S. and state government obligations (attach schedule) L-10a Stmt	49,999.	49,999.	57,161.
	b	Investments — corporate stock (attach schedule) L-10b Stmt	318,910.	253,137.	268,964.
	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) L-13 Stmt	495,000.	547,172.	555,829.
	14	Land, buildings, and equipment· basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers — see the instructions Also, see page 1, item I)	1,035,621.	1,112,877.	1,144,523.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)			
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 ► X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,035,621.	1,112,877.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,035,621.	1,112,877.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,035,621.	1,112,877.	

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	1,035,621.
2	Enter amount from Part I, line 27a	2	76,120.
3	Other increases not included in line 2 (itemize) ► Mutual Fund timing difference	3	1,139.
4	Add lines 1, 2, and 3	4	1,112,880.
5	Decreases not included in line 2 (itemize) ► Cents omitted	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,112,877.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	Short-Term - see schedule attached	P	various	various
b	Long-Term - see schedule attached	P	various	various
c	Short-Term capital gain allocation - see schedule attached	P	various	various
d	Long-Term capital gain allocation - see schedule attached	P	various	various
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	41,667.		42,681.	-1,014.
b	422,815.		281,290.	141,525.
c	1.		0.	1.
d	75.		0.	75.
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-1,014.
b	0.	0.	0.	141,525.
c	0.	0.	0.	1.
d	0.	0.	0.	75.
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** 140,587.

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 (column (b) divided by column (c))
2011	48,000.	1,088,573.	0.044094
2010	42,000.	1,080,019.	0.038888
2009	80,745.	1,056,672.	0.076414
2008	65,637.	1,237,846.	0.053025
2007	67,912.	1,427,760.	0.047565

2	**Total** of line 1, column (d)	2	0.259986
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	0.051997
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,098,716.
5	Multiply line 4 by line 3	5	57,130.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,583.
7	Add lines 5 and 6	7	58,713.
8	Enter qualifying distributions from Part XII, line 4	8	81,000.

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 instrs)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b	1	1,583.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,583.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,583.
6	Credits/Payments		
a	2012 estimated tax pmts and 2011 overpayment credited to 2012 — 6a		
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	
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	1,583.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	0.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► **Refunded** ►	11	

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 the instructions for 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		
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, column (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 - Georgia			
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 ► GORDON LEE HIGHT, II Telephone no ► (706) 232-3526
Located at ► 102 SADDLE TRAIL, ROME, GA ZIP + 4 ► 30161-6841

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 |

			Yes	No
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
1 a	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)?	1 b		
	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?	1 c		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)	2 b		
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__			
3 a	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)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a During the year did the foundation pay or incur any amount to·			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)			
6 a 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	X
If 'Yes' to 6b, file Form 8870			
7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gordon Lee Hight, II 102 Saddle Trail Rome GA 30161	Chairman 1.00	0.	0.	0.
Charles A. Hight, Jr. 144 Featherston Rd. SW Rome GA 30161	Trustee- 0.00	0.	0.	0.
Wright Smith 19 Riverview Rd Rome GA 30161	Trustee- 0.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	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 ► None

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 ►		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
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	1,046,163.
b	Average of monthly cash balances	1b	106,188.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,152,351.
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	1,152,351.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	53,635.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,098,716.
6	**Minimum investment return.** Enter 5% of line 5	6	54,936.

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	54,936.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,583.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,583.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	53,353.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	53,353.
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	53,353.

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	81,000.
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	81,000.
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	1,583.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	79,417.

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				53,353.
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 — 0.				
b From 2008 — 0.				
c From 2009 — 26,907.				
d From 2010 — 0.				
e From 2011 — 0.				
f **Total** of lines 3a through e	26,907.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $ 81,000.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				53,353.
e Remaining amount distributed out of corpus	27,647.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	54,554.			
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		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
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)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	54,554.			
10 Analysis of line 9				
a Excess from 2008 — 0.				
b Excess from 2009 — 26,907.				
c Excess from 2010 — 0.				
d Excess from 2011 — 0.				
e Excess from 2012 — 27,647.				

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			
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(e) Total**
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** 'Assets' alternative test — enter: **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test — enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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

c 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 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*				
United Methodist Children's Home 500 S Columbia Drive Decatur GA 30030		Nonprofit	Usual and ordinary expenses of	27,000.
Georgia Baptist Children's Home 505 Water Works Road Palmetto GA 30268		Nonprofit	maintenance and educating children who	27,000.
Thornwell Home and School for Children P. O. Box 60 Clinton, SC 29325		Nonprofit	may be residents of orphanages or institutions fostered by the Methodist, Baptist, and Presbyterian denominations.	27,000.
Total			► **3a**	81,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) 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	29,143.	
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	140,587.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a Royalties			14	155.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				169,885.	
13 Total. Add line 12, columns (b), (d), and (e)				13	169,885.

(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)
	NA

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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

2 a 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

Signature of officer or trustee: [signature] Date: May 7, 2013 Title: Chairman

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
Jennifer M. Brynteson	Jennifer M. Brynteson	MAY 06 2013		P00925868

Firm's name ► READ MARTIN & SLICKMAN, CPAs, LLP — Firm's EIN ► 58-0606712

Firm's address ► PO BOX 1614, ROME GA 30162-1614 — Phone no (706) 291-7390

Form 990-PF Part I, Line 6a	Net Gain or Loss From Sale of Assets	2012

Name	Employer Identification Number
GORDON LEE ORPHANAGE FUND	58-6092862

Asset Information:

Description of Property: See Part IV
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: 464,558. Cost or other basis (do not reduce by depreciation): 323,971.
Sales Expense: Valuation Method:
Total Gain (Loss): 140,587. Accumulation Depreciation:

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method:
Total Gain (Loss) Accumulation Depreciation:

Description of Property
Date Acquired How Acquired
Date Sold Name of Buyer:
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method
Total Gain (Loss): Accumulation Depreciation

Description of Property
Date Acquired: How Acquired:
Date Sold Name of Buyer
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method
Total Gain (Loss) Accumulation Depreciation:

Description of Property
Date Acquired: How Acquired
Date Sold: Name of Buyer:
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method:
Total Gain (Loss) Accumulation Depreciation:

Description of Property:
Date Acquired How Acquired
Date Sold Name of Buyer
Sales Price: Cost or other basis (do not reduce by depreciation)
Sales Expense: Valuation Method
Total Gain (Loss): Accumulation Depreciation

Description of Property:
Date Acquired: How Acquired:
Date Sold: Name of Buyer:
Sales Price. Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method
Total Gain (Loss) Accumulation Depreciation:

Description of Property
Date Acquired How Acquired
Date Sold Name of Buyer
Sales Price Cost or other basis (do not reduce by depreciation)
Sales Expense Valuation Method:
Total Gain (Loss) Accumulation Depreciation

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Excise tax paid	435.			
Foreign tax withheld	18.			
Total	453.			

Form 990-PF, Page 6, Part VIII, Line 1
Information about Officers, Directors, Trustees, Etc.

(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
Person [X] Business [ ] Anita Lowden Angeo Road SW Rome GA 30161	Trustee- 0.00	0.	0.	0.
Person [X] Business [ ] Gordon Lee Hight, III c/o 102 Saddle Trail Rome GA 30161	Trustee- 0.00	0.	0.	0.
Total		0.	0.	0.

Explanation Statement

Form/Line. Form 990-PF, Page 8, Part X Line 4
Explanation of. Minimum Investment Return - Cash Deemed Held for Charity

The Foundation's Trust Agreement requires that 80% of net income be distributed each year. Over the past five years, the net income of the trust has averaged $54,638. The Foundation also incurs investment expenses each year which have averaged $9,925 for the past five years.

Therefore, the cash held for charitable purposes is 80% of $54,638, plus $9,925, or $53,635.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Pead, Martin & Slick	990-PF preparation	775.			
Total		775.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Provident Trust Co	fiduciary fees	11,537.	11,537.		
Total		11,537.	11,537.		

Form 990-PF, Page 2, Part II, Line 10a
L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
Baltimore CO MD BABS 4.15%	49,999.	57,161.		
Total	49,999.	57,161.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Abbott Labs - 150 sh	8,626.	9,825.
Altria Group Inc - 300 sh	5,752.	9,432.
American Eagle Outfitters - 200 sh	2,378.	4,102.
Chesapeake Energy Corp - 300 sh	7,319.	4,986.
Cisco Systems, Inc. - 1200 sh	23,374.	23,579.
Covidien PLC - 250 sh	13,000.	14,435.
Devon Energy Corp New - 200 sh	10,391.	10,408.
Eldorado Gold Corp New - 1200 sh	13,845.	15,456.
Ensco PLC - 200 sh	10,654.	11,856.
Exelon Corporation - 100 sh	4,072.	2,974.
Express Scripts Holding Co - 200 sh	10,935.	10,800.
Intel Corp - 500 sh	10,245.	10,310.
Marathon Oil Corp - 200 sh	6,722.	6,132.
Microsoft Corp - 800 sh	18,696.	21,368.
Newmont Mining Corp - 250 sh	12,177.	11,610.
NVidia Corp - 800 sh	10,080.	9,808.
Oracle Corp - 800 sh	23,736.	26,656.
3M Company - 150 sh	12,539.	13,928.
Vodafone Group PLC New - 400 sh	10,888.	10,076.
Wellpoint Inc - 150 sh	9,898.	9,138.
Western Union Co - 700 sh	9,226.	9,527.
Xerox Corp - 1000 sh	8,320.	6,820.
Agnico Eagle Mines Ltd - 300 sh	10,264.	15,738.
Total	253,137.	268,964.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Fidelity Intermediate Term Bond - 12,858.875 sh	137,172.	143,248.
Pimco Funds Ser for Future Issues All Asset All Auth - 4608.295 sh	50,000.	51,014.
Pimco Funds Unconstrained Bd Fund - 5235.602 sh	60,000.	60,105.
SIT US Government Secu Fund - 26,537.112 sh	300,000.	301,462.
Total	547,172.	555,829.

PROVIDENT TRUST COMPANY AS INVESTMENT MANAGEMENT AGENT FOR GORDON LEE ORPHANAGE TRUST UNDER AGREEMENT DATED JANUARY 1, 2009

Account #: 78 | Tax Worksheet:From 1/1/2012 to 12/31/2012

Trust Category: Personal Agency
Dates Open: 1/27/2009 to Present
Trust Year End: December
Date Printed: 02/20/2013

Admin Officer: MARC ALBERTSON
Invest Officer: BILL MILLER
Tax State: Georgia
Tax ID: 58-6092862

Capital Gains and Losses

Individual Transactions

Short-Term

	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
ANNALY CAP MGMT INC COM	035710409	300 000000	05/16/2011	03/02/2012	291	0 00	4,940 91	-5,348 79	0 00	-407 88	Sold 300@ 16 50 On 03/02/2012
CLOUD PEAK ENERGY INC	18911Q102	200 000000	05/16/2011	03/02/2012	291	0 00	3,380 50	-4,012.24	0 00	-631 74	Sold 200@ 16 9528 On 03/02/2012
RAYTHEON CO COM NEW	755111507	100 000000	05/16/2011	03/02/2012	291	0 00	5,115 96	-4,921 80	0 00	194 16	Sold 100@ 51 2105 On 03/02/2012
WILLIS GROUP HOLDINGS PLC	G96666105	200 000000	05/16/2011	03/02/2012	291	0 00	7,038 03	-8,103 72	0 00	-1,065 69	Sold 200@ 35 2308 On 03/02/2012
AMERICAN EAGLE OUTFITTERS NECOM	02553E106	100 000000	10/05/2011	05/08/2012	216	0 00	1,967 42	-1,188 99	0 00	778 43	Sold 100@ 19 7046 On 05/08/2012
BECTON DICKINSON & CO COM	075887109	100 000000	10/05/2011	08/13/2012	313	0 00	7,606 84	-7,215 00	0 00	391 84	Sold 100 shares @ $76 0901
KRAFT FOODS GROUP	50076Q106	50 000000	10/02/2012	12/14/2012	73	0 00	2,323 45	-2,599 39	0 00	-275 94	Sold 50 shares @ $46 4901
KRAFT FOODS GROUP	50076Q106	50 000000	10/02/2012	12/14/2012	73	0 00	2,323 45	-2,585 04	0 00	-261 59	Sold 50 shares @ $46 4901
KRAFT FOODS GROUP	50076Q106	150 000000	10/02/2012	12/14/2012	73	0 00	6,970 36	-6,706 09	0 00	264 27	Sold 150 shares @ $46 4901
				Short-Term Total		0 00	41,666 92	-42,681.06	0.00	-1,014 14	

Long-Term

	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
GALLAGHER ARTHUR J & CO	363576109	200 000000	12/02/2009	03/02/2012	821	0 00	6,838 98	-4,521 98	0 00	2,317 00	Sold 200@ 34 2255 On 03/02/2012
HUGOTON ROYALTY TRUST	444717102	600 000000	12/02/2009	03/02/2012	821	0 00	8,772 14	-9,803 94	0 00	-1,031 80	Sold 600@ 14.6705 On 03/02/2012
INTEL CORP COM	458140100	300 000000	04/18/2007	03/02/2012	1,780	0 00	8,052 30	-6,372 00	0 00	1,680 30	Sold 300@ 26 8915 On 03/02/2012
MCDONALDS CORP COM	580135101	165 000000	04/18/2007	03/02/2012	1,780	0 00	16,412 27	-8,043 75	0 00	8,368 52	Sold 165@ 99 5201 On 03/02/2012
TELUS CORP NON-VTG SHS	87971M202	250 000000	12/02/2009	03/02/2012	821	0 00	14,274 87	-7,865 80	0 00	6,409 07	Sold 250@ 57 1505 On 03/02/2012
GALLAGHER ARTHUR J & CO	363576109	100 000000	12/02/2009	04/17/2012	867	0 00	3,564 06	-2,260 99	0 00	1,303 07	Sold 100@ 35 7415 On 04/17/2012
PHILIP MORRIS INTL INC COM	718172109	100 000000	03/13/2009	04/17/2012	1,131	0 00	8,742 81	-3,567 78	0 00	5,175 03	Sold 100@ 87 48 On 04/17/2012
PHILIP MORRIS INTL INC COM	718172109	50 000000	03/26/2009	04/17/2012	1,118	0 00	4,371 40	-1,903 39	0 00	2,468 01	Sold 50@ 87 48 On 04/17/2012
BAXTER INTL INC COM	071813109	150 000000	02/25/2011	08/13/2012	535	0 00	8,795 82	-7,827 60	0 00	968 22	Sold 150 shares @ $58 6601
FIDELITY INTERMEDIATE TERM BOND FUND	315912105	5,429 864000	09/10/2010	08/21/2012	711	0 00	60,000 00	-57,828 05	0 00	2,171 95	Sold $60,000 00 @ $11 0500

Trust Category: Personal Agency
Dates Open. 1/27/2009 to Present
Trust Year End: December
Date Printed: 02/20/2013

Admin Officer: MARC ALBERTSON
Invest Officer: BILL MILLER
Tax State: Georgia
Tax ID: 58-6092862

Capital Gains and Losses

Individual Transactions

Long-Term

	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
COMCAST CORP NEW CL A	20030N101	100 000000	09/10/2010	08/21/2012	711	0 00	3,394 93	-1,833 90	0 00	1,561.03	Sold 100 shares @ $34.0001
GILEAD SCIENCES INC COM	375558103	100 000000	05/16/2011	10/24/2012	527	0 00	6,889 00	-4,064 82	0 00	2,824 18	Sold 100 shares @ $68 9115
GILEAD SCIENCES INC COM	375558103	200 000000	02/25/2011	10/24/2012	607	0 00	13,777 99	-7,771 98	0 00	6,006 01	Sold 200 shares @ $68 9115
ABBOTT LABS COM	002824100	100 000000	02/28/2008	12/14/2012	1,751	0 00	6,528 85	-5,434 00	0 00	1,094 85	Sold 100 shares @ $65 3100
ABBOTT LABS COM	002824100	200 000000	03/13/2009	12/14/2012	1,372	0 00	13,057.71	-9,381 56	0 00	3,676 15	Sold 200 shares @ $65 3100
ALTRIA GROUP INC COM	02209S103	175 000000	03/26/2009	12/14/2012	1,359	0 00	5,804 62	-2,987 25	0 00	2,817.37	Sold 175 shares @ $33 1900
ALTRIA GROUP INC COM	02209S103	625 000000	03/13/2009	12/14/2012	1,372	0 00	20,730 78	-10,437 50	0 00	10,293.28	Sold 625 shares @ $33 1900
AT&T INC COM	00206R102	265 000000	05/26/2006	12/14/2012	2,394	0 00	9,025.69	-6,865 79	0.00	2,159 90	Sold 265 shares @ $34 0800
AUTOMATIC DATA PROCESSING INCOM	053015103	300 000000	03/13/2009	12/14/2012	1,372	0 00	17,216 61	-10,547 19	0 00	6,669 42	Sold 300 shares @ $57 4100
BERKSHIRE HATHAWAY INC	084670702	100 000000	03/26/2009	12/14/2012	1,359	0 00	8,913 80	-5,858 11	0 00	3,055 69	Sold 100 shares @ $89 1900
CHEVRON CORP NEW COM	166764100	125 000000	11/15/2004	12/14/2012	2,951	0 00	13,458 44	-6,681.25	0 00	6,777.19	Sold 125 shares @ $107 7100
COMCAST CORP NEW CL A	20030N101	400 000000	09/10/2010	12/14/2012	826	0 00	14,615 67	-7,335 60	0 00	7,280 07	Sold 400 shares @ $36 5600
DISNEY WALT CO COM DISNEY	254687106	166.000000	03/26/2009	12/14/2012	1,359	0 00	8,078 21	-3,155 47	0 00	4,922 74	Sold 166 shares @ $48 6900
DISNEY WALT CO COM DISNEY	254687106	34 000000	05/26/2006	12/14/2012	2,394	0 00	1,654 57	-1,018 20	0 00	636 37	Sold 34 shares @ $48 6900
EXXON MOBIL CORP COM	30231G102	185 000000	10/28/2003	12/14/2012	3,335	0 00	16,291 28	-7,033 70	0 00	9,257 58	Sold 185 shares @ $88 0900
JOHNSON & JOHNSON COM	478160104	115 000000	01/14/2005	12/14/2012	2,891	0 00	8,121 12	-7,220 85	0 00	900 27	Sold 115 shares @ $70 6400
JOHNSON & JOHNSON COM	478160104	285 000000	03/13/2009	12/14/2012	1,372	0 00	20,126 24	-14,377 62	0 00	5,748 62	Sold 285 shares @ $70 6400
MONDELEZ INTERNATIONAL INC	609207105	150 000000	12/02/2009	12/14/2012	1,108	0 00	3,902 92	-1,405 21	0 00	2,497.71	Sold 150 shares @ $26 0401
MONDELEZ INTERNATIONAL INC	609207105	150 000000	10/16/2008	12/14/2012	1,520	0 00	3,902 93	-1,397 46	0 00	2,505 47	Sold 150 shares @ $26 0401
MONDELEZ INTERNATIONAL INC	609207105	450 000000	03/26/2009	12/14/2012	1,359	0 00	11,708 79	-3,625 28	0 00	8,083 51	Sold 450 shares @ $26 0401
PEPSICO INC COM	713448108	204 000000	07/28/2006	12/14/2012	2,331	0 00	14,330 67	-12,878 58	0 00	1,452 09	Sold 204 shares @ $70 2700

...ST COMPANY AS INVESTMENT MANAGEMENT AGENT FOR
...E ORPHANAGE TRUST UNDER AGREEMENT DATED JANUARY 1,

Account #: 78 | Tax Worksheet:From 1/1/2012 to 12/31/2012

Trust Category: Personal Agency
Dates Open: 1/27/2009 to Present
Trust Year End: December
Date Printed: 02/20/2013

Admin Officer. MARC ALBERTSON
Invest Officer: BILL MILLER
Tax State: Georgia
Tax ID. 58-6092862

Capital Gains and Losses

Individual Transactions

Long-Term

	Cusip	Shares/Par	Acquired	Date Sold	Days Held	Income	Principal	Cost Basis	Wash Sale Cost Adjustment	Gain/Loss	Description of Transaction
PEPSICO INC COM	713448108	96.000000	03/13/2009	12/14/2012	1,372	0 00	6,743 85	-4,644 48	0 00	2,099 37	Sold 96 shares @ $70 2700
PHILIP MORRIS INTL INC COM	718172109	150 000000	03/26/2009	12/14/2012	1,359	0 00	13,170 70	-5,710 17	0.00	7,460 53	Sold 150 shares @ $87.8400
PROCTER & GAMBLE CO COM	742718109	100 000000	03/26/2009	12/14/2012	1,359	0 00	6,999 84	-4,822 78	0 00	2,177 06	Sold 100 shares @ $70 0200
PROCTER & GAMBLE CO COM	742718109	200 000000	04/24/2003	12/14/2012	3,522	0 00	13,999 68	-8,927 00	0 00	5,072 68	Sold 200 shares @ $70 0200
NOVARTIS AG-ADR	66987V109	325 000000	07/30/2010	12/14/2012	868	0 00	20,546 03	-15,878 55	0 00	4,667 48	Sold 325 shares @ $63 2400
					Long-Term Total	0.00	422,815 57	-281,289 58	0 00	141,525.99	
					Individual Transactions Total	0.00	464,482 49	-323,970.64	0.00	140,511.85	

Short Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction	Qualified Amount
FIFTH THIRD US TREASURY MONEY MARKET FUND	99FSQTRN5	09/06/2012	0 00	0 81	0 81	Short Term Capital Gain Allocation on 33,599 67 shares	0 00
Short Term Capital Gain Allocation Total			0 00	0.81	0.81		0.00

Long Term Capital Gain Allocation

Description of Security	Cusip	Trade Date	Income	Principal	Gain/Loss	Description of Transaction
ANNALY CAP MGMT INC COM	035710409	01/26/2012	3 00	0 00	3 00	Dividend On 300 Shares @ 0 57
PIMCO FUNDS UNCONSTRAINED BD FUND CLASS A	72201M479	12/17/2012	0 00	71 67	71.67	Long Term Capital Gain Allocation on 5,235 602 shares
Long Term Capital Gain Allocation Total			3.00	71 67	74 67	