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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.

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

GREAT OAKS FOUNDATION

58-6163005

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

Room/suite

744 SOUTH WHITE STATION ROAD

City or town, state, and ZIP code

MEMPHIS, TN 38117

B Telephone number

(901)761-0906

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name changeC If exemption application is pending, check here ► H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationD 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test, check here and attach computation ► I Fair market value of all assets at end of year J Accounting method:  Cash  Accrual  
(from Part II, col. (c), line 16)  Other (specify) \_\_\_\_\_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 ► 

► \$ 4,914,981. (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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		10,000.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		662.	662.		STATEMENT 1
4 Dividends and interest from securities		129,348.	129,348.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		264,288.			
b Gross sales price for all assets on line 6a	1,187,449.				
7 Capital gain net income (from Part IV, line 2)		264,288.			
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		17,864.	3,318.		STATEMENT 3
12 Total. Add lines 1 through 11		422,162.	397,616.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 4	2,040.	2,040.		0.
c Other professional fees					
17 Interest		1,131.	1,131.		0.
18 Taxes	STMT 5	4,045.	4,045.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	33,211.	29,297.		135.
24 Total operating and administrative expenses. Add lines 13 through 23		40,427.	36,513.		135.
25 Contributions, gifts, grants paid		690,910.			690,910.
26 Total expenses and disbursements. Add lines 24 and 25		731,337.	36,513.		691,045.
27 Subtract line 26 from line 12:		-309,175.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			361,103.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing		4,489.	47,242.	47,242.
	2 Savings and temporary cash investments				
	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				
	7 Other notes and loans receivable ►				
	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				
	b Investments - corporate stock	STMT 7	4,575,546.	4,071,977.	4,515,813.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	200,285.	351,926.	351,926.
	14 Land, buildings, and equipment: basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		4,780,320.	4,471,145.	4,914,981.
	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				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		4,780,320.	4,471,145.	
	30 Total net assets or fund balances		4,780,320.	4,471,145.	
	31 Total liabilities and net assets/fund balances		4,780,320.	4,471,145.	

## 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	4,780,320.
2 Enter amount from Part I, line 27a	2	-309,175.
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	4,471,145.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,471,145.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a HIRTLE CALLAGHAN ST - SEE ATTACHED</b>		P		<b>12/31/12</b>
<b>b HIRTLE CALLAGHAN LT - SEE ATTACHED</b>		P		<b>12/31/12</b>
<b>c HIRTLE CALLAGHAN - CAP GAIN DIST</b>		P		<b>12/31/12</b>
<b>d BOSTON VENTURES K1 - LT CAPITAL GAIN</b>		P		<b>12/31/12</b>
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a 227,027.</b>		<b>225,664.</b>	<b>1,363.</b>	
<b>b 790,863.</b>		<b>697,497.</b>	<b>93,366.</b>	
<b>c 141,990.</b>			<b>141,990.</b>	
<b>d 27,569.</b>			<b>27,569.</b>	
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				<b>1,363.</b>
<b>b</b>				<b>93,366.</b>
<b>c</b>				<b>141,990.</b>
<b>d</b>				<b>27,569.</b>
<b>e</b>				
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	<b>264,288.</b>
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). If (loss), enter -0- in Part I, line 8			3	<b>N/A</b>

**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	<b>451,037.</b>	<b>5,322,915.</b>	<b>.084735</b>
2010	<b>389,275.</b>	<b>5,117,012.</b>	<b>.076075</b>
2009	<b>929,559.</b>	<b>4,812,237.</b>	<b>.193166</b>
2008	<b>365,067.</b>	<b>6,574,459.</b>	<b>.055528</b>
2007	<b>398,708.</b>	<b>6,845,837.</b>	<b>.058241</b>

2 Total of line 1, column (d)

**.467745**

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

**.093549**

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

**5,027,527.**

5 Multiply line 4 by line 3

**470,320.**

6 Enter 1% of net investment income (1% of Part I, line 27b)

**3,611.**

7 Add lines 5 and 6

**473,931.**

8 Enter qualifying distributions from Part XII, line 4

**691,045.**If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.  
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 2,280.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c 2,241.

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 4,521.

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

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 910.

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

11 0.

## Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes

No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.*

1c X

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

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

4a 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:

6 X

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

7 X

*If "Yes," complete Part II, col. (c), and Part XV.*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b X

TN

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*

9 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*

10 X

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

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

11		X
12		X
13	X	
Website address ►	N/A	
14	The books are in care of ► <b>NITA HURDLE</b> Located at ► <b>744 WHITE STATION ROAD, MEMPHIS, TN</b>	Telephone no. ► <b>(901) 761-0906</b> ZIP+4 ► <b>38117-4577</b>
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <b>15</b>   N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	Yes No X

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	1b
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? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	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.)	N/A	3b
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))?

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

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

(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)?

(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 Yes  No Yes  No Yes  No 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)?

N/A

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?

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

N/A

7b

X

## 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.

(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
FRAN HYDE 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE 1.00	0.	0.	0.
MARTHA H. FOGLMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE/SEC. 1.00	0.	0.	0.
ROBERT F. FOGLMAN, II 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE 1.00	0.	0.	0.
CATHERINE S. FOGLMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	TRUSTEE/PRES. 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

**3 Five highest-paid independent contractors for professional services. 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**

0

**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.

1	N/A	
2		
3		
4		

## Part IX-B | Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

**Amount**

1	N/A	
2		
3		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3.		

All other program-related investments. See instructions.

3

---

Total: Add lines 1 through 3

5

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	4,696,622.
b Average of monthly cash balances	1b	36,641.
c Fair market value of all other assets	1c	370,825.
d Total (add lines 1a, b, and c)	1d	5,104,088.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,104,088.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,561.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,027,527.
6 Minimum investment return. Enter 5% of line 5	6	251,376.

**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	251,376.
2a Tax on investment income for 2012 from Part VI, line 5	2a	3,611.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,611.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	247,765.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	247,765.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	247,765.

**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	691,045.
b Program-related investments - total from Part IX-B	1b	0.
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	691,045.
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	5	3,611.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	687,434.

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				247,765.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	69,051.			
b From 2008	89,658.			
c From 2009	709,029.			
d From 2010	134,850.			
e From 2011	189,397.			
f Total of lines 3a through e	1,191,985.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 691,045.			0.	
a Applied to 2011, but not more than line 2a				
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				247,765.
e Remaining amount distributed out of corpus	443,280.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,635,265.			
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		0.		
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	69,051.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,566,214.			
10 Analysis of line 9:				
a Excess from 2008	89,658.			
b Excess from 2009	709,029.			
c Excess from 2010	134,850.			
d Excess from 2011	189,397.			
e Excess from 2012	443,280.			

**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).

**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:**

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

## Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE ATTACHED SCHEDULE	NONE	VARIOUS	VARIOUS	690,910.
VARIOUS				
VARIOUS VARIOUS				
<b>Total</b>				► 3a 690,910.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				► 3b 0.

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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				14 662.	
4 Dividends and interest from securities				14 129,348.	
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				14 17,864.	
8 Gain or (loss) from sales of assets other than inventory				18 264,288.	
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.		412,162.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	412,162.
(See worksheet after line 12 for instructions for calculating.)					

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



**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2012**

Name of the organization

**GREAT OAKS FOUNDATION**

Employer identification number

**58-6163005**

Organization type (check one):

Filers of: Section:

Form 990 or 990-EZ  501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organizationForm 990-PF  501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

► \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

GREAT OAKS FOUNDATION58-6163005**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ROBERT FOGELMAN 744 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

GREAT OAKS FOUNDATION

Employer identification number

58-6163005

## Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

223453 12-21-12

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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**Name of organization**

**Employer identification number**

## **GREAT OAKS FOUNDATION**

58-6163005

**Part III** *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively religious, charitable, etc., contributions of \$1,000 or less* for the year. (Enter this information once) ► \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

**Use duplicate copies of Part III if additional space is needed.**

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>
	<b>(e) Transfer of gift</b>		
	<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>

GREAT OAKS FOUNDATION

58-6163005

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BOSTON VENTURES K1	662.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	662.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HIRTLE/DEUTSCHE 245629	129,348.	0.	129,348.
TOTAL TO FM 990-PF, PART I, LN 4	129,348.	0.	129,348.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOSTON VENTURES K-1 - ORDINARY	3,324.	3,324.	
BOSTON VENTURES K-1 - UNREALIZED GAIN	16,797.	0.	
BVIP K-1 - UNREALIZED GAIN	-2,251.	0.	
BOSTON VENTURES K-1 - SEC 1231	-6.	-6.	
TOTAL TO FORM 990-PF, PART I, LINE 11	17,864.	3,318.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES - ACCT	2,040.	2,040.		0.
TO FORM 990-PF, PG 1, LN 16B	2,040.	2,040.		0.

FORM 990-PF

TAXES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	4,045.	4,045.		0.
TO FORM 990-PF, PG 1, LN 18	4,045.	4,045.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AGENCY/MGMT FEES - HC/DEUTSCHE	19,719.	19,719.		0.
DEDTNS RELATED TO P/F INC - PASSTHRUS	4,235.	4,235.		0.
NONDEDUCTIBLE EXPENSES - PASSTHRUS	686.	0.		0.
BANK CHARGES	814.	814.		0.
SEC 59(E)(2) EXPENSES - BOSTON VENTURES K1	3,990.	3,990.		0.
PROFESSIONAL SERVICES	674.	539.		135.
FEDERAL EXCISE TAX	3,093.	0.		0.
TO FORM 990-PF, PG 1, LN 23	33,211.	29,297.		135.

FORM 990-PF

CORPORATE STOCK

STATEMENT

7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
HIRTLE/DEUTSCH BANK	4,071,977.	4,515,813.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,071,977.	4,515,813.

GREAT OAKS FOUNDATION

58-6163005

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BOSTON VENTURES LP VII	FMV	239,834.	239,834.
BVIP FUND VIII, LP	FMV	112,092.	112,092.
TOTAL TO FORM 990-PF, PART II, LINE 13		351,926.	351,926.

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
84.051 HC CAPITAL TRUST US MORTGAB FIXED INC	02/01/2012	02/06/2012	860.68	857.67	1.01
351.821 HC CAPITAL TRUST US MORTGAB FIXED INC	12/16/2011	02/06/2012	3,602.64	3,584.02	18.62
279.531 HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO	12/16/2011	02/06/2012	2,923.90	2,873.52	50.38
62.571 HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO	02/01/2012	02/06/2012	654.49	650.28	4.21
379.855 HC CAPITAL TRUST US GOVT FIXED INC SEC	12/16/2011	02/06/2012	3,946.69	3,939.59	7.10
34.365 HC CAPITAL TRUST US GOVT FIXED INC SEC	02/01/2012	02/06/2012	357.05	357.90	-0.85
1473.137 HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO	04/27/2011	02/06/2012	17,000.00	20,181.98	-3,181.98
8107.401 HC CAPITAL TRUST INSTL VALUE EQUITY FD	12/29/2011	02/06/2012	103,450.43	93,759.87	9,690.56
43.475 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	12/29/2011	02/06/2012	608.21	548.71	59.50
2807.95 HC CAPITAL TRUST INST INTL EQUITY PORT	06/15/2011	02/06/2012	27,461.75	30,438.18	-2,976.43
710.23 HC CAPITAL TRUST INSTL GRTH EQUITY PORTFOLIO	12/29/2011	02/06/2012	10,312.54	9,346.55	965.99
1139.742 VANGUARD FIXED INCOME SEC FD INFLATION PROTECTED SEC'S	12/28/2011	02/06/2012	3,943.52	3,865.25	78.27
894.988 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	02/06/2012	06/05/2012	15,000.00	17,783.41	-2,783.41
281.401 HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	03/15/2012	06/05/2012	2,009.20	2,042.97	-33.77
1414.654 HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	12/29/2011	06/05/2012	10,100.60	9,998.12	102.48
544.494 HC CAPITAL TRUST INSTL VALUE EQUITY FD	03/15/2012	06/05/2012	6,479.48	7,067.54	-588.06
70.505 HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO	03/15/2012	06/05/2012	1,011.75	1,016.62	-64.87
17.698>VANGUARD FIXED INCOME SEC'S FD INFLATION PROTECTED SEC'S	03/30/2012	06/05/2012	513.36	494.79	18.57
199.205 HC CAPITAL TRUST INSTL GRTH EQUITY PORTFOLIO	06/15/2012	09/11/2012	3,147.44	2,930.31	217.13
301.5708 HC CAPITAL TRUST EMERGING MKTS PORTFOLIO	02/06/2012	12/05/2012	5,763.02	5,992.21	-229.19
217.69438 HC CAPITAL TRUST US MORTGAB FIXED INC	09/11/2012	12/05/2012	2,218.31	2,235.72	-17.41
244.625 HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO	12/03/2012	12/05/2012	2,661.53	2,644.55	16.98
285.171 HC CAPITAL TRUST US GOVT FIXED INC SEC	12/03/2012	12/05/2012	3,000.01	2,993.64	6.37
<b>Totals</b>					<b>227,027.00</b>
					<b>225,483.00</b>
					<b>1,363.00</b>
					<b>225,664.00</b>

## Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
<b>15% RATE CAPITAL GAINS (LOSSES)</b>					
2005.534 HC CAPITAL TRUST US MORT/AB FIXED INC	12/06/2010	02/06/2012	20,536.67	20,055.34	481.33
1091.932 HC CAPITAL TRUST US CORP FIXED INC SEC PORTFOLIO	12/06/2010	02/06/2012	11,421.61	10,919.32	502.29
3435.636 HC CAPITAL TRUST US GOVT FIXED INC SEC	12/06/2010	02/06/2012	35,696.25	34,356.36	1,339.89
6391.032 HC CAPITAL TRUST INSTL VALUE EQUITY FD	02/24/2010	02/06/2012	81,549.57	70,173.53	11,376.04
2458.312 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	03/01/2010	02/06/2012	34,391.78	27,066.02	7,325.76
3327.019 HC CAPITAL TRUST INST INTL EQUITY PORT	11/29/2009	02/06/2012	32,538.25	32,055.83	482.42
8587.291 HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO	02/25/2010	02/06/2012	124,667.46	98,667.97	26,019.49
2163.589 VANGUARD FIXED INCOME SEC'S FD INFLATION PROTECTED SEC'S	02/18/2010	02/06/2012	61,056.48	53,570.46	7,486.02
1105.068 HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	09/08/2009	06/05/2012	7,890.19	7,264.60	625.59
1042.753 HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO	04/27/2011	06/05/2012	10,000.00	14,285.71	-4,285.71
4497.523 HC CAPITAL TRUST INSTL VALUE EQUITY FD	02/24/2010	06/05/2012	53,520.52	49,382.80	4,137.72
786.782 HC CAPITAL TR INST SMALL CAP EQUITY PORTFOLIO	03/01/2010	06/05/2012	10,000.00	8,662.47	1,337.53
3941.441 HC CAPITAL TRUST INST INTL EQUITY PORT	11/20/2009	06/05/2012	35,000.00	37,975.78	-2,975.78
7595. HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO	02/25/2010	06/05/2012	108,988.25	87,266.55	21,721.70
844.076 VANGUARD FIXED INCOME SEC'S FD INFLATION PROTECTED SEC'S	02/18/2010	06/05/2012	24,486.64	20,899.32	3,587.32
2648.896 HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO	02/25/2010	09/11/2012	41,832.56	30,435.82	11,416.74
520.705 HC CAPITAL TRUST EMERGING MTS PORTFOLIO	12/10/2009	12/05/2012	9,950.67	9,810.08	140.59
1084.112 HC CAPITAL TRUST COMMODITY RELATED SEC PORTFOLIO	04/27/2011	12/05/2012	11,600.00	14,852.33	-3,252.33
7190.796 HC CAPITAL TRUST INST INTL EQUITY PORT	11/20/2009	12/05/2012	75,000.00	69,283.32	5,716.68
44.715 HC CAPITAL TRUST INSTL GRWTH EQUITY PORTFOLIO	02/25/2010	12/05/2012	696.66	513.78	182.88
<b>TOTAL 15% RATE CAPITAL GAINS (LOSSES)</b>			<b>790,864.00</b>	<b>697,497.00</b>	<b>93,366.00</b>
<b>Totals</b>			<b>790,864.00</b>	<b>697,497.00</b>	<b>93,366.00</b>

**The Great Oaks Foundation**

**2012 Contributions**

<b>Name</b>	<b>Debit</b>
Anshei Sphard Beth El Emeth	200.00
Baptist Memorial Healthcare Foundation	22,000.00
Brooks Museum of Art	10,000.00
Cape Cod Healthcare Foundation	5,100.00
Charlotte Country Dayschool	5,000.00
Chatham Cultural Council	200.00
Orpheum Theatre	10,000.00
Christian Brothers University	1,000.00
Church Health Center	1,100.00
Church of the River	3,500.00
Clean Memphis	5,000.00
Crohn's and Colitis Foundation of America	1,000.00
Delta Waterfowl	5,000.00
Facing History and Ourselves	3,000.00
First Unitarian Church of Memphis	100.00
Forever Young Foundation	100.00
Foundation for the Carolinas	10,000.00
Friends of Monomoy Theatre, Inc.	500.00
Friends of Pleasant Bay	200.00
Friends of Trees, Inc.	100.00
Herb Kosten Pancreatic Cancer Char Fund	250.00
IRIS	55,100.00
Leadership Academy	2,000.00
Mayo Clinic Foundation	10,000.00
Memphis Animal Shelter	100.00
Memphis College of Art	317,000.00
Memphis Jewish Community Center	40,000.00
Memphis Prep	4,500.00
Metropolitan Inter-Faith Association	2,100.00
Opera Memphis	10,000.00
Palliative Care Fund	100.00
Planned Parenthood of Memphis	1,000.00
Point of Impact Global Missions	360.00
Rhodes College	1,000.00
San Francisco Foundations	10,000.00
St. Jude Childrens' Research Hospital	100.00
St. Mary's School	5,500.00
Teach for America	5,000.00
University of Memphis	141,000.00
WKNO	2,000.00
Wolf River Conservancy	500.00
YMCA of Winston/Salem	200.00
	<b>690,910.00</b>