Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
TERWILLIGER FAMILY FOUNDATION
CHARITABLE TRUST

A Employer identification number
58-6218070

Number and street (or P O box number if mail is not delivered to street address) Room/suite
6020 WINTERTHUR DRIVE

B Telephone number
(404) 264-1400

City or town, state, and ZIP code
ATLANTA, GA 30328

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 10,646,657.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	304,076.	304,076.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	73,046.			
	b Gross sales price for all assets on line 6a 1,773,678.				
	7 Capital gain net income (from Part IV, line 2)		73,046.		
	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	5,742.	5,742.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	382,864.	382,864.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	296.	0.		296.
	b Accounting fees STMT 4	12,300.	9,225.		3,075.
	c Other professional fees STMT 5	35,554.	35,554.		0.
	17 Interest				
	18 Taxes STMT 6	27,915.	2,003.		0.
	19 Depreciation and depletion	1,317.	1,317.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	29,838.	26,418.		3,122.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	107,220.	74,517.		6,493.
	25 Contributions, gifts, grants paid	304,610.			304,610.
	26 **Total expenses and disbursements.** Add lines 24 and 25	411,830.	74,517.		311,103.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-28,966.			
	b **Net investment income** (if negative, enter -0-)		308,347.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	482,506.	1,363,727.	1,363,727.
	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 8	9,848,170.	8,938,026.	9,282,930.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	43.	0.	0.
	16 **Total assets** (to be completed by all filers)	10,330,719.	10,301,753.	10,646,657.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	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	10,330,719.	10,301,753.	
	30 **Total net assets or fund balances**	10,330,719.	10,301,753.	
	31 **Total liabilities and net assets/fund balances**	10,330,719.	10,301,753.	

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	10,330,719.
2	Enter amount from Part I, line 27a	2	-28,966.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,301,753.
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	10,301,753.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
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				
b				
c				
d				
e	1,773,678.		1,654,337.	73,046.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				73,046.

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	73,046.
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	N/A

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	408,385.	10,923,968.	.037384
2010	544,177.	10,609,655.	.051291
2009	447,117.	9,781,696.	.045710
2008	433,616.	11,631,063.	.037281
2007	642,111.	12,959,374.	.049548

2 **Total** of line 1, column (d)	2	.221214
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	.044243
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,753,792.
5 Multiply line 4 by line 3	5	475,780.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,083.
7 Add lines 5 and 6	7	478,863.
8 Enter qualifying distributions from Part XII, line 4	8	311,103.

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			1	6,167.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	6,167.
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	6,167.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,500.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	20,500.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	27.
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	14,306.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 6,200. **Refunded** ▶			11	8,106.

Part VII-A Statements Regarding Activities

		Yes	No
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?	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.			
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. ▶ $ 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? N/A	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?	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) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HOMRICH BERG, INC Telephone no. ▶ 404-264-1400

Located at ▶ 3060 PEACHTREE RD, SUITE 830, ATLANTA, GA ZIP+4 ▶ 30305

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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? ☐ 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.)* 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))? ☐ 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)? ☐ 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)? 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
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
PATRICIA B. TERWILLIGER 6020 WINTERTHUR DRIVE ATLANTA, GA 30328	TRUSTEE 1.00	0.	0.	0.
BONNIE T. LEADBETTER 216 PINELAND ROAD, NW ATLANTA, GA 30342	TRUSTEE 0.20	0.	0.	0.
TRACY T. DEAN 2859 HOWELL MILL ROAD ATLANTA, GA 30327	TRUSTEE 0.20	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

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.	Expenses
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,361,949.
b	Average of monthly cash balances	1b	555,604.
c	Fair market value of all other assets	1c	2.
d	**Total** (add lines 1a, b, and c)	1d	10,917,555.
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	10,917,555.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,763.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,753,792.
6	**Minimum investment return.** Enter 5% of line 5	6	537,690.

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	537,690.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 6,167.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	6,167.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	531,523.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	531,523.
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	531,523.

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	311,103.
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	311,103.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	311,103.

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				531,523.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			83,672.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 311,103.				
a Applied to 2011, but not more than line 2a			83,672.	
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				227,431.
e Remaining amount distributed out of corpus	0.			
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:				
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				304,092.
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	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(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 ▶ [X] 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				
ART SANDY SPRINGS (ARTSS) 6300 POWERS FERRY RD, SUITE 600, BOX 224 ATLANTA, GA 30339	NONE	PUBLIC	EDUCATION	200.
BUCKHEAD CHRISTIAN MINISTRY 2847 PIEDMONT ROAD, NE ATLANTA, GA 30305	NONE	PUBLIC	GENERAL FUND	3,000.
CANINE ASSISTANTS 3160 FRANCIS ROAD MILTON, GA 30004	NONE	PUBLIC	GENERAL FUND	30,000.
CHILDREN'S HEALTHCARE OF ATLANTA FOUNDATION, INC 1687 TULLIE CIRCLE ATLANTA, GA 30329	NONE	PUBLIC	MEDICAL	75,000.
EPILEPSY FOUNDATION OF GEORGIA 6065 ROSWELL ROAD #515 ATLANTA, GA 30328	NONE	PUBLIC	MEDICAL	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	304,610.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

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
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	304,076.	
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	5,742.	
8 Gain or (loss) from sales of assets other than inventory			18	73,046.	
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.		382,864.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 382,864.

(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).

223621 12-05-12

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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: 11/7/13 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT A. HABIF	ROBERT A. HABIF	11/07/13		P00131413

Firm's name ▶ AARONS GRANT & HABIF, LLC — Firm's EIN ▶ 58-2588678

Firm's address ▶ 3500 PIEDMONT RD SUITE 500 ATLANTA, GA 30305 — Phone no. 4042335486

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PASSTHROUGH ABS 3(C)(1) LP	P		
b	PASSTHROUGH ABS 3(C)(1) LP	P		
c	PASSTHROUGH CALEDONIA VIII	P		
d	PASSTHROUGH TIMBERVEST PARTNERS, LP	P		
e	PASSTHROUGH MORTGAGE OPPORTUNITIES FUND I	P		
f	PASSTHROUGH MORTGAGE OPPORTUNITIES FUND I	P		
g	SEE STATEMENT D-4328	P		
h	SEE STATEMENT D-4328	P		
i	SEE STATEMENT D-1437	P		
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(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				-344.
b				-38,327.
c				-24,625.
d				13,154.
e				-6,306.
f				10,153.
g	210,093.		206,303.	3,790.
h	769,113.		722,736.	46,377.
i	755,018.		725,298.	29,720.
j	39,454.			39,454.
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-344.
b				-38,327.
c				-24,625.
d				13,154.
e				-6,306.
f				10,153.
g				3,790.
h				46,377.
i				29,720.
j				39,454.
k				
l				
m				
n				
o				

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	73,046.
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	N/A

223591
05-01-12

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EPILEPSY FOUNDATION OF GEORGIA 6065 ROSWELL ROAD #515 ATLANTA, GA 30328	NONE	PUBLIC	MEDICAL	16,500.
EPILEPSY FOUNDATION OF GEORGIA 6065 ROSWELL ROAD #515 ATLANTA, GA 30328	NONE	PUBLIC	MEDICAL	1,385.
EPILEPSY FOUNDATION OF GEORGIA 6065 ROSWELL ROAD #515 ATLANTA, GA 30328	NONE	PUBLIC	MEDICAL - ANNUAL FUND	15,500.
FOUNDATION OF MITOCHONDRIAL MED./HOPE FLIES 5424 GLENRIDGE DRIVE NE ATLANTA, GA 30342	NONE	PUBLIC	MEDICAL	1,500.
HOLY INNOCENTS EPISCOPAL SCHOOL 805 MT. VERNON HWY, NW ATLANTA, GA 30327	NONE	PUBLIC	EDUCATION - STARFISH DONATION	100.
HOLY INNOCENTS EPISCOPAL SCHOOL 805 MT. VERNON HWY, NW ATLANTA, GA 30327	NONE	PUBLIC	EDUCATION - CAPITAL CAMPAIGN	10,000.
LIVESTRONG 2201 E SIXTH ST AUSTIN, TX 78702	NONE	PUBLIC	MEDICAL	250.
NATIONAL BLACK ARTS FESTIVAL 730 PEACHTREE STREET ATLANTA, GA 30308	NONE	PUBLIC	ARTS	2,500.
NORTHPOINT MINISTRIES 4400 NORTHPOINT PARKWAY, SUITE 100 ALPHARETTA, GA 30022	NONE	PUBLIC	GENERAL FUND	5,000.
NSORO FOUNDATION 2859 PACES FERRY ROAD, SUITE 600 ATLANTA, GA 30339	NONE	PUBLIC	GENERAL FUND	30,000.
Total from continuation sheets				171,410.

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RHODES COLLEGE 2000 N PARKWAY MEMPHIS, TN 38112	NONE	PUBLIC	EDUCATION	2,500.
SANDY SPRINGS SOCIETY- ELEGANT ELF P.O. BOX 720074 ATLANTA, GA 30358	NONE	PUBLIC	FUND RAISING SUPPORT	1,000.
SANDY SPRINGS SOCIETY P.O. BOX 720074 ATLANTA, GA 30358	NONE	PUBLIC	FUNDRAISING SUPPORT	2,475.
SENIOR CITIZENS SERVICES 1650 NEW TOWN CIRCLE, SE ATLANTA, GA 30315	NONE	PUBLIC	MEDICAL	3,000.
THE LINK COUNSELING CENTER 348 MT. VERNON HIGHWAY, NE SANDY SPRINGS, GA 30328	NONE	PUBLIC	GENERAL FUND	1,000.
THE LOVETT SCHOOL 4075 PACES FERRY ROAD, NW ATLANTA, GA 30327	NONE	PUBLIC	CAPITAL/ENDOWMENT	21,000.
THE LOVETT SCHOOL 4075 PACES FERRY ROAD, NW ATLANTA, GA 30327	NONE	PUBLIC	EDUCATION - ANNUAL CAMPAIGN	5,000.
THE SCHNECK SCHOOL 282 MT PARAN ROAD NW ATLANTA, GA 30327	NONE	PUBLIC	EDUCATION	19,200.
THE SCHNECK SCHOOL 282 MT PARAN ROAD NW ATLANTA, GA 30327	NONE	PUBLIC	EDUCATION - ANNUAL CAMPAIGN	5,000.
TRINITY SCHOOL 4301 NORTHSIDE PKWY, NW ATLANTA, GA 30327	NONE	PUBLIC	EDUCATION	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VANDERBILT UNIVERSITY 2201 WEST END AVENUE NASHVILLE, TN 37235	NONE	PUBLIC	EDUCATION	10,000.
YOUNG LIFE PO BOX 520 COLORADO SPRINGS, CO 80901	NONE	PUBLIC	GENERAL FUND	500.
SCHWAB DONOR ADVISED FUND 3060 PEACHTREE ROAD, NW SUITE 830 ATLANTA, GA 30305	DONOR ADVISED FUND	PUBLIC	GENERAL FUND	5,000.
BERT'S BIG ADVENTURE P.O. BOX 420917 ATLANTA, GA 30342	NONE	PUBLIC	GENERAL FUND	5,000.
CROHN'S AND COLITIS FOUNDATION OF AMERICA 733 THIRD AVE, SUITE 510 NEW YORK, NY 10017	NONE	PUBLIC	MEDICAL	1,000.
JDRF GEORGIA CHAPTER 3525 PIEDMONT ROAD NE BLDG 6 STE 300 ATLANTA, GA 30305	NONE	PUBLIC	GENERAL FUND	1,000.
BRAIN TUMOR FOUNDATION FOR CHILDREN 6065 ROSWELL ROAD ATLANTA, GA 30328	NONE	PUBLIC	MEDICAL	1,000.
Total from continuation sheets				

Homrich Berg
REALIZED GAINS AND LOSSES
Terwilliger Family Foundation
8757-4328
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
6/1/2011	3/29/2012	2894	Litman Gregory Masters International Fund	46,206		41,047	(5,159)	
7/1/2011	2/13/2012	4	FPA Crescent Fund	108		108	-	
7/1/2011	2/13/2012	20	FPA Crescent Fund	566		568	2	
12/20/2011	2/13/2012	10	FPA Crescent Fund	272		287	15	
12/20/2011	2/13/2012	48	FPA Crescent Fund	1,278		1,350	72	
3/28/2011	2/13/2012	899	FPA Crescent Fund	25,000		25,243	243	
2/13/2012	9/7/2012	49	iShares High Dividend Equity	2,720		2,980	260	
3/4/2011	2/13/2012	1797	FPA Crescent Fund	50,000		50,452	452	
2/13/2012	9/7/2012	96	iShares High Dividend Equity	5,329		5,838	509	
2/13/2012	9/7/2012	100	iShares High Dividend Equity	5,552		6,081	529	
2/13/2012	9/7/2012	100	iShares High Dividend Equity	5,552		6,081	529	
2/13/2012	9/7/2012	155	iShares High Dividend Equity	8,605		9,426	821	
12/16/2011	9/7/2012	146	iShares High Dividend Equity	7,865		8,879	1,014	
2/13/2012	9/7/2012	200	iShares High Dividend Equity	11,103		12,163	1,060	
2/13/2012	9/7/2012	254	iShares High Dividend Equity	14,104		15,447	1,343	
2/13/2012	9/7/2012	397	iShares High Dividend Equity	22,043		24,143	2,100	
				206,303		210,093	3,790	
3/23/2010	3/15/2012	7821	JPMorgan Strategic Income Opportunity	91,200		90,556		(644)
3/16/2010	3/15/2012	4290	JPMorgan Strategic Income Opportunity	50,000		49,675		(325)
1/29/2010	3/15/2012	51	JPMorgan Strategic Income Opportunity	588		585		(3)
12/11/2009	3/15/2012	4401	JPMorgan Strategic Income Opportunity	51,147		50,956		(191)
12/31/2009	3/15/2012	67	JPMorgan Strategic Income Opportunity	781		781		-
12/15/2009	3/15/2012	96	JPMorgan Strategic Income Opportunity	1,106		1,106		-
12/15/2009	3/15/2012	9	JPMorgan Strategic Income Opportunity	108		108		-
2/26/2010	3/15/2012	55	JPMorgan Strategic Income Opportunity	633		633		-
11/23/2009	3/15/2012	501	JPMorgan Strategic Income Opportunity	5,801		5,805		4
12/29/2010	3/29/2012	107	Litman Gregory Masters International Fund	1,612		1,523		(89)
11/23/2009	3/29/2012	171	Litman Gregory Masters International Fund	2,243		2,430		187
11/23/2009	9/7/2012	5557	Litman Gregory Masters International Fund	72,757		76,894		4,137
12/30/2009	9/7/2012	124	Litman Gregory Masters International Fund	1,614		1,711		97
12/31/2009	9/7/2012	4437	Litman Gregory Masters International Fund	57,904		61,395		3,491
1/6/2009	9/10/2012	621	iShares S&P 500 Growth	29,181		48,267		19,086
1/6/2009	9/10/2012	500	iShares S&P 500 Growth	23,495		38,863		15,368
1/6/2009	9/10/2012	165	iShares S&P 500 Growth	7,753		12,825		5,072
1/13/2011	9/10/2012	1030	Matthews Asia Dividend Fund	15,000		14,142		(858)
4/27/2011	9/10/2012	1726	Matthews Asia Dividend Fund	25,000		23,698		(1,302)
4/25/2011	9/10/2012	1738	Matthews Asia Dividend Fund	25,000		23,863		(1,137)
6/1/2011	9/10/2012	2086	Matthews Asia Dividend Fund	30,000		28,639		(1,361)
12/28/2010	9/10/2012	704	Matthews Asia Dividend Fund	9,956		9,658		(298)
5/23/2011	9/10/2012	1217	Tweedy Browne Global Value	30,000		29,996		(4)
12/30/2010	9/10/2012	19	Tweedy Browne Global Value	460		476		16
12/30/2010	9/10/2012	89	Tweedy Browne Global Value	2,124		2,198		74
3/31/2010	9/10/2012	1717	Tweedy Browne Global Value	38,006		42,330		4,324
4/25/2011	9/12/2012	1047	First Eagle Overseas Institutional	25,000		23,658		(1,342)
5/23/2011	9/12/2012	3425	First Eagle Overseas Institutional	80,000		77,401		(2,599)
12/16/2010	9/12/2012	328	First Eagle Overseas Institutional	7,377		7,405		28
12/16/2010	9/12/2012	185	First Eagle Overseas Institutional	4,164		4,181		17
12/16/2009	9/12/2012	453	First Eagle Overseas Institutional	9,052		10,247		1,195
7/1/2010	9/12/2012	1200	First Eagle Overseas Institutional	23,674		27,108		3,434
				722,736		769,113		46,377

Stmt D-4328

Schwab One® Trust Account of
P TERWILLIGER & B LEADBETTER T
TERWILLIGER FAMILY FOUNDTN CHA
5/16/88: MGR: ASSET PRESERVATI

Account Number
1546-1437

TAX YEAR 2012
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab. It is provided to you as additional tax reporting information you may need to complete your tax return.

REALIZED GAIN OR (LOSS)

The information in the following sections include all your realized gain or (loss) transactions during the tax year. They may be helpful for, but not limited to, Schedule D. Please consult with your tax advisor or financial advisor regarding specific questions

Long-Term Realized Gain or (Loss)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis *Adjusted*	Wash Sale Loss Disallowed	Realized Gain or (Loss) *Adjusted*
DELTA-EATON SCH 3.15%17	247627FR8	100,000.00	09/29/10	10/01/12	$ 106,514.00	$ 100,015.00	$ 0.00	$ 6,499.00
						$ 100,017 23		*$ 6,496 77[b]*
Security Subtotal					**$ 106,514.00**	**$ 100,015.00**	**$ 0.00**	**$ 6,499.00**
						$ 100,017.23		***$ 6,496.77[b]***
HUNTSVILLE ALA 2 414%16G	447025JF5	100,000 00	10/28/10	10/01/12	$ 105,088 00	$ 101,260 00	$ 0 00	$ 3,828 00
						$ 100,862 69		*$ 4,225 31[b]*
Security Subtotal					**$ 105,088.00**	**$ 101,260.00**	**$ 0.00**	**$ 3,828.00**
						$ 100,862.69		***$ 4,225.31[b]***
INDIANA BD BK RE 5 68%14R	454624RD1	100,000 00	09/13/10	10/01/12	$ 108,624 00	$ 113,635.00	$ 0 00	$ (5,011.00)
						$ 106,462 12		*$ 2,161 88[b]*
Security Subtotal					**$ 108,624.00**	**$ 113,635.00**	**$ 0.00**	**$ (5,011.00)**
						$ 106,462.12		***$ 2,161.88[b]***
MORRIS CNTY N J 4 78%13G	618023S63	100,000 00	09/29/10	10/01/12	$ 103,827 00	$ 109,822 00	$ 0 00	$ (5,995.00)
						$ 103,302 03		*$ 524 97[b]*
Security Subtotal					**$ 103,827.00**	**$ 109,822.00**	**$ 0.00**	**$ (5,995.00)**
						$ 103,302.03		***$ 524.97[b]***

Please see the "Endnotes for Your Realized Gain or (Loss)" for an explanation of the codes and symbols in this Realized Gain or (Loss) section.

Stmt D-437.1

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab It is provided to you as additional tax reporting information you may need to complete your tax return

Long-Term Realized Gain or (Loss) (continued)

This section is for noncovered securities and corresponds to transactions reported on your 1099-B as **"cost basis is available but not reported to the IRS."** Report on Form 8949, Part II, with Box B checked

Description	CUSIP Number	Quantity/Par	Date of Acquisition	Date of Sale	Total Proceeds	Cost Basis *Adjusted*	Wash Sale Loss Disallowed	Realized Gain or (Loss) *Adjusted*
NEW BRITAIN CON 2.885%15	6427132U4	100,000 00	10/29/10	10/01/12	$ 104,985 00	$ 100,015 00	$ 0 00	$ 4,970 00
						$ *100,018 37*		$ *4,966 63*[b]
Security Subtotal					**$ 104,985.00**	**$ 100,015.00**	**$ 0.00**	**$ 4,970.00**
						$ *100,018.37*		**$ *4,966.63*[b]**
NEW YORK ST HSG 5 27%16	649870JS2	100,000 00	09/21/10	10/05/12	$ 114,795 00	$ 114,167.00	$ 0 00	$ 628.00
						$ *109,565 72*		$ *5,229 28*[b]
Security Subtotal					**$ 114,795.00**	**$ 114,167.00**	**$ 0.00**	**$ 628.00**
						$ *109,565.72*		**$ *5,229.28*[b]**
WISCONSIN ST TR 4 153%17	977123YQ5	100,000 00	09/27/10	10/01/12	$ 111,185 00	$ 107,011 00	$ 0 00	$ 4,174 00
						$ *105,070 23*		$ *6,114 77*[b]
Security Subtotal					**$ 111,185.00**	**$ 107,011.00**	**$ 0.00**	**$ 4,174.00**
						$ *105,070.23*		**$ *6,114.77*[b]**
Total Long-Term *(Cost basis is available but not reported to the IRS)*					**$ 755,018.00**	**$ 745,925.00**	**$ 0.00**	**$ 9,093.00**
						$ *725,298.39*		**$ *29,719.61*[b]**
Total Long-Term					**$ 755,018.00**	**$ 745,925.00**	**$ 0.00**	**$ 9,093.00**
						$ *725,298.39*		**$ *29,719.61*[b]**

Stmt D-1437.2

charles SCHWAB

Schwab One® Trust Account of
P TERWILLIGER & B LEADBETTER T
TERWILLIGER FAMILY FOUNDTN CHA
5/16/88: MGR: ASSET PRESERVATI

Account Number
1546-1437

TAX YEAR 2012
YEAR-END SUMMARY

YEAR-END SUMMARY INFORMATION IS NOT PROVIDED TO THE IRS.

Date Prepared: February 8, 2013

The information in this and all subsequent sections is not provided to the IRS by Charles Schwab It is provided to you as additional tax reporting information you may need to complete your tax return.

Realized Gain or (Loss) Summary

Total Realized Gain or (Loss)

Description	Total Proceeds	Cost Basis *Adjusted*	Wash Sale Loss Disallowed	Realized Gain or (Loss) *Adjusted*
Total Long-Term Realized Gain or (Loss) *(Cost basis is available but not reported to the IRS Report on Form 8949, Part II, with Box B checked)*	$ 755,018.00	$ 745,925.00 *$ 725,298.39*	$ 0.00	$ 9,093.00 *$ 29,719.61*[b]
Total Long-Term Realized Gain or (Loss)	$ 755,018.00	$ 745,925.00 *$ 725,298.39*	$ 0.00	$ 9,093.00 *$ 29,719.61*[b]
TOTAL REALIZED GAIN OR (LOSS)	$ 755,018.00	$ 745,925.00 *$ 725,298.39*	$ 0.00	$ 9,093.00 *$ 29,719.61*[b]

Stmt D-1437.3

SIPC

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB, NOMINEE - 1437	32,012.	0.	32,012.
CHARLES SCHWAB, NOMINEE - 4328	295,021.	39,454.	255,567.
MORTGAGE OPPORTUNITIES FUND 1, LP	12,983.	0.	12,983.
PASSTHROUGH FROM ABS 3(C)(1) LP	67.	0.	67.
PASSTHROUGH FROM CALEDONIAN VI	6.	0.	6.
PASSTHROUGH FROM CALEDONIAN VIII	1.	0.	1.
PASSTHROUGH FROM GOLUB CAPITAL PARTNERS INT'L VII, LP	22,266.	0.	22,266.
PASSTHROUGH FROM TIMBERVEST	1,801.	0.	1,801.
SCHWAB 1437 - LESS BOND AMORTIZATION	-20,627.	0.	-20,627.
TOTAL TO FM 990-PF, PART I, LN 4	343,530.	39,454.	304,076.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH FROM CALEDONIAN ENERGY AUCTION PARTNERS VI LLC	9,869.	9,869.	
PASSTHROUGH FROM CALEDONIAN ENERGY AUCTION PARTNERS VIII LLC-NET ROYALTIES	1,854.	1,854.	
PASSTHROUGH FROM TIMBERVEST PARTNERS, LP - ORD INCOME	-6,848.	-6,848.	
PASSTHROUGH FROM TIMBERVEST PARTNERS, LP - OTHER RENTAL INCOME	947.	947.	
PASSTHROUGH FROM TIMBERVEST PARTNERS, LP - OTHER INCOME	-80.	-80.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,742.	5,742.	

FORM 990-PF — LEGAL FEES — STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	296.	0.		296.
TO FM 990-PF, PG 1, LN 16A	296.	0.		296.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,300.	9,225.		3,075.
TO FORM 990-PF, PG 1, LN 16B	12,300.	9,225.		3,075.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES - 4328	34,358.	34,358.		0.
MANAGEMENT FEES - 1437	1,196.	1,196.		0.
TO FORM 990-PF, PG 1, LN 16C	35,554.	35,554.		0.

FORM 990-PF — TAXES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - SCHWAB 4328	2,003.	2,003.		0.
FEDERAL TAXES PAID	25,912.	0.		0.
TO FORM 990-PF, PG 1, LN 18	27,915.	2,003.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	3,122.	0.		3,122.
PORTFOLIO EXPENSE - MORTGAGE OPPORTUNITIES FUND I, LP	2,424.	2,424.		0.
TIMBERVEST PARTNERS, LP - NDE	4.	0.		0.
PORTFOLIO EXPENSE - ABS 3(C)(1) LP	23,994.	23,994.		0.
INTEREST AND PENALTIES ON FEDERAL TAXES	294.	0.		0.
TO FORM 990-PF, PG 1, LN 23	29,838.	26,418.		3,122.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB, NOMINEE - 4328	6,673,029.	6,893,172.
CALEDONIAN ENERGY AUCTION PTRS VI LLC	55,396.	53,373.
TIMBERVEST PARTNERS, LP	194,041.	180,185.
CALEDONIAN ENERGY AUCTION PTRS VIII LLC	55,125.	52,371.
MORTGAGE OPPORTUNITIES FUND I, LP	240,206.	255,875.
ABS 3(C)(1) LP	1,393,025.	1,519,864.
GOLUB CAPITAL PARTNERS VII, LP	202,204.	200,000.
GOLUB CAPITAL PARTNERS VIII, LP	125,000.	128,090.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,938,026.	9,282,930.

Form **8868** (Rev. January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. TERWILLIGER FAMILY FOUNDATION CHARITABLE TRUST	Employer identification number (EIN) or 58-6218070
	Number, street, and room or suite no. If a P.O. box, see instructions. 6020 WINTERTHUR DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ATLANTA, GA 30328	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ HOMRICH BERG, INC 3060 PEACHTREE RD, SUITE 830 - ATLANTA, GA 30305

  Telephone No. ▶ 404-264-1400 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or

▶ [ ] tax year beginning ________, and ending ________.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 20,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 10,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 10,500.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions TERWILLIGER FAMILY FOUNDATION CHARITABLE TRUST	Enter filer's identifying number, see instructions Employer identification number (EIN) or 58-6218070
	Number, street, and room or suite no If a P.O. box, see instructions. 6020 WINTERTHUR DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ATLANTA, GA 30328	

Enter the Return code for the return that this application is for (file a separate application for each return) ... 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ HOMRICH BERG, INC 3060 PEACHTREE RD, SUITE 830 - ATLANTA, GA 30305

Telephone No. ▶ 404-264-1400 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization s four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ALL INFORMATION NECESSARY TO PREPARE THE 2012 FORM 990-PF IS NOT AVAILABLE. ACCORDINGLY, AN EXTENSION OF TIME TO FILE THE RETURN UNTIL 11/15/13 IS REQUESTED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 10,184.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 20,500.
c	Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Nancy W Ross Title ▶ CPA Date ▶ 8/12/13

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