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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: TR EDNA WARDLAW CHRTBLE TR U/A

A Employer identification number: 58-6278167

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 | Room/suite:

B Telephone number (see instructions): (404) 419-8338

City or town, state, and ZIP code: ORLANDO FL 32802-1908

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 16,404,303

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	344,739	345,514		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	533,373			
	b Gross sales price for all assets on line 6a 9,578,356				
	7 Capital gain net income (from Part IV, line 2)		533,373		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	878,112	878,887	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,464	24,232		24,232
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	5,630	5,630		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	10,952	6,389		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	65,046	36,251	0	24,232
	25 Contributions, gifts, grants paid	807,500			807,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	872,546	36,251	0	831,732
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	5,566			
	b **Net investment income** (if negative, enter -0-)		842,636		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,226,180	1,281,495	1,281,495
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	14,775,877	14,735,061	15,122,808
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	16,002,057	16,016,556	16,404,303
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	16,002,057	16,016,556	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	16,002,057	16,016,556	
	31 **Total liabilities and net assets/fund balances** (see instructions)	16,002,057	16,016,556	

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	16,002,057
2	Enter amount from Part I, line 27a	2	5,566
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	22,137
4	Add lines 1, 2, and 3	4	16,029,760
5	Decreases not included in line 2 (itemize) ▶	5	13,204
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	16,016,556

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	533,373
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	866,544	16,444,955	0 052694
2010	745,594	16,345,302	0 045615
2009	802,804	14,397,861	0 055759
2008	1,524,548	17,589,074	0 086676
2007	1,350,220	21,115,743	0 063944

2 **Total** of line 1, column (d)	2	0 304688
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 060938
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,989,368
5 Multiply line 4 by line 3	5	974,360
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,426
7 Add lines 5 and 6	7	982,786
8 Enter qualifying distributions from Part XII, line 4	8	831,732

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	16,853
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	16,853
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	16,853
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 12,291		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	12,291
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	4,562
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ _____ (2) On foundation managers ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 419-8338

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

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

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

			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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____, 20_____, 20_____, 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____, 20_____, 20_____, 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	48,464		

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	15,209,927
b	Average of monthly cash balances		1b	1,022,934
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	16,232,861
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	16,232,861
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	243,493
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,989,368
6	**Minimum investment return.** Enter 5% of line 5		6	799,468

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	799,468
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,853		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	16,853
3	Distributable amount before adjustments Subtract line 2c from line 1			3	782,615
4	Recoveries of amounts treated as qualifying distributions			4	5,000
5	Add lines 3 and 4			5	787,615
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	787,615

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	831,732
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	831,732
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	831,732

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					787,615
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2012					
a	From 2007	334,659				
b	From 2008	653,986				
c	From 2009	90,156				
d	From 2010					
e	From 2011	52,023				
f	**Total** of lines 3a through e		1,130,824			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 831,732					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2012 distributable amount					787,615
e	Remaining amount distributed out of corpus		44,117			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,174,941			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		334,659			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		840,282			
10	Analysis of line 9					
a	Excess from 2008	653,986				
b	Excess from 2009	90,156				
c	Excess from 2010					
d	Excess from 2011	52,023				
e	Excess from 2012	44,117				

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SUNTRUST BANK PO BOX 4655 ATLANTA, GA 30302

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

LETTER OF REQUEST AND A COPY OF THE IRS TAX EXEMPT LETTER

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	807,500
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	344,739	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	533,373	
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		878,112	0
13 Total. Add line 12, columns (b), (d), and (e)				13	878,112

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara Allred — Signature of officer or trustee | 4/29/2013 — Date | TRUSTEE — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J. ROMAN		4/29/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
ADAPTIVE DESIGN ASSOCIATION
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
AFRICARE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
AMAZON CONSERVATION TEAM
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
AMERICAN JEWISH WORLD SERVICE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	35,000

Name
CALLIOPE CREATIVE FOUNDATION
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
NORTHERN VIRGINIA FAMILY SERVICE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
COLLEGE & COMMUNITY FELLOWSHIP						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	2,500
GREEN AMERICA						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	20,000
DC SCHOOL OF LAW FOUNDATION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	20,000
DOCTORS WITHOUT BORDERS USA INC						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
ECOLOGY ACTION OF THE MID PENNISULA						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	20,000
EDUCATION FOR PEACE IN IRAQ CENTER						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
EQUAL JUSTICA USA						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
FOUR HORSE-SHOES YOUTH FOUNDATION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
GLOBAL EXCHANGE						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	30,000
GRASSROOTS RECYCLING NETWORK						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
GREATER YELLOWSTONE COALITION INC						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	7,500
GREENPEACE FUND INC						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name
GRUPO DE LA COMIDA JUSTICE AND THE ENVIRONMENT
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	7,500

Name
HEALING BRIDGE COUNSELING CENTER
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	30,000

Name
HEALTH GLOBAL ACCESS PROJECT
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	15,000

Name
HELP-IN-CRISIS
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
HIDDEN HISTROY MUSEUM
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
HOPE HOUSE DC
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
MAKE YOUR MARK MEDIA						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
MANUFACTURED HOMEOWNERS ASSOCIATION OF NJ						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
MYRTLE BEACH HAVEN						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
METRO ATLANTA TASK FORCE FOR THE HOMELESS						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	42,500
NARAL PRO-CHOICE AMERICA FOUNDATION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
NATIONAL COALITION TO ABOLISH THE DEATH PENALTY						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	7,500

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

Recipient(s) paid during the year

Name
NATIONAL FAMILY PLANNING & REPRODUCTIVE HEALTH ASSOCIATION
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	7,500

Name
KPFA RADIO PACIFICA FOUNDATION
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
PRISON WRITING PROGRAM PEN AMERICAN CENTER
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	7,500

Name
PESTICIDE ACTION NETWORK NORTH AMERICA
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
PLANNED PARENTHOOD FEDERATION OF AMERICA INC
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
PRODUCT POLICY INSTITUTE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	7,500

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
RERUN						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
SACRED BEARINGS/VIRGINIA FDN FOR THE HUMANITIES						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
SAVE THE CHILDREN						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
CORPWATCH TIDES CENTER						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	12,500
VALKYRIE THEATER OF DANCE & DRAMA						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
WE ARE FAMILY FOUNDATION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name
HUMAN RIGHTS RESEARCH FUND CALLIOPE CREATIVE FOUNDATION
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
CENTER ON CONSCIENCE AND WAR
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	7,500

Name
EDUCATION FOR PEACE IN IRAQ CENTER
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
SHAMANS VIDEO HISTORY AMAZON CONSERVATION TEAM
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
NATIONAL COALITION TO ABOLISH THE DEATH PENALTY
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
REDWOOD JUSTICE FUND
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name
VALKYRIE THEATHER OF DANCE & DRAMA
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	7,500

Name
ASSISI INTERNATIONAL ANIMAL INSTITUTE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
DUNN HOUSE PROGRAM COMMUNITY WORKS
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

Name
HOPE EQUESTRIAN CENTER
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
HEADWATERS FUND GEOS INSTITUTE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
PEACE HOUSE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	10,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
OREGON PARENT CENTER						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	20,000
WILD HOPE INC						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	20,000
AMERICAN RIVERS INC						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	15,000
CARAVAN FOR PEACE GLOBAL EXCHANGE						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
CENTER FOR RECONNECTING WITH NATURE						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
MARIN EDUCATION FUND						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name
HOMEWARD BOUND OF MARIN
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
COKER COLLEGE
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	2,000

Name
PACIFICA FOUNDATION
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
BAY AREA COALITION OF CONCERNED LEGAL PROFESSIONALS, CCLP
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	2,000

Name
ADOPT A FAMILY OF MARIN
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	5,000

Name
SAN FRANCISCO CONSERVATION CORP
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSES	3,500

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
PUBLIC CITIZEN FOUNDATION INC						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	15,000
FOUR HORSESHOES YOUTH FOUNDATION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
HABITIAT FOR HUMANITY, HORRY COUNTY						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
MYRTLE BEACH HAVEN						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
FREEDOM READERS						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
WACCAMAW YOUTH CENTER						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
DREAMRIDERS						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
HEADWATERS FUND GEOS INSTITUTE						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
HOPE EQUESTRIAN CENTER						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
GRAND STRAND HUMANE SOCIETY						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	5,000
COMMERCIAL ALERT PUBLIC CITIZEN FOUNDATION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	10,000
BAY AREA URBAN DEBATE COMMISSION						NONE	501(C)(3) PUBLIC CHARITY	GENERAL OPERATING PURPOSES	2,000

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

Recipient(s) paid during the year

Name				
COMMUNITY INITIATIVES				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				8,000

Name				
GRUPO DE LA COMIDA BETH ABRAMS CENTER FOR PEACE				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				20,000

Name				
BREAKTHHROUGH MIAMI				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution				**Amount**
GENERAL OPERATING PURPOSES				2,500

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

Name				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
Purpose of grant/contribution				**Amount**

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

	Amount
Long Term CG Distributions	94,528
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	9,578,356	9,044,983	533,373
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ASTON RIVER RD SELECT VA	00080Y884			12/9/2011		12/21/2012	256,701	276,709				0	-20,008
2	X	ASTON RIVER RD SELECT VA	00080Y884			3/30/2012		12/21/2012	713,800	666,107				0	47,693
3	X	ARTISAN INTL VALUE-INVS	04314H881			12/9/2011		3/30/2012	1,019,500	921,275				0	98,225
4	X	ARTISAN INTL VALUE-INVS	04314H881			12/9/2011		12/21/2012	80,500	67,252				0	13,248
5	X	BROWN FORMAN CORP CL B	115637209			1/24/2011		5/22/2012	7,368	5,739				0	1,629
6	X	BROWN FORMAN CORP CL B	115637209			4/13/2011		5/22/2012	7,368	5,939				0	1,429
7	X	DFA US CORE EQUITY 2-I	233203397			4/12/2011		12/21/2012	491,986	469,770				0	22,216
8	X	DFA US CORE EQUITY 2-I	233203397			6/8/2011		12/21/2012	4,038	3,696				0	342
9	X	DFA US CORE EQUITY 2-I	233203397			3/30/2012		12/21/2012	407,090	398,400				0	8,690
10	X	DFA US CORE EQUITY 2-I	233203397			12/12/2012		12/21/2012	11,005	10,906				0	99
11	X	DFA US CORE EQUITY 2-I	233203397			12/22/2010		12/21/2012	2,381	2,151				0	230
12	X	DFA TAX-MANAGED US EQUI	233203447			12/9/2011		3/30/2012	274,221	245,260				0	28,961
13	X	DFA EMERGING MKTS VALUE	233203587			12/22/2010		3/30/2012	130,400	153,430				0	-23,030
14	X	DFA LARGE CAP VALUE FD-I	233203827			12/12/2011		3/30/2012	526,562	460,650				0	65,912
15	X	DFA LARGE CAP VALUE FD-I	233203827			12/13/2011		3/30/2012	3,863	3,320				0	543
16	X	DFA LARGE CAP VALUE FD-I	233203827			3/8/2012		3/30/2012	1,703	1,672				0	31
17	X	DFA LARGE CAP INTL FD-I	233203868			4/12/2011		3/30/2012	30,700	34,082				0	-3,382
18	X	FPA CRESCENT-I	30254T759			12/9/2011		12/21/2012	427,615	396,770				0	30,845
19	X	FPA CRESCENT-I	30254T759			3/30/2012		12/21/2012	316,230	307,300				0	8,930
20	X	FPA CRESCENT-I	30254T759			12/22/2010		12/21/2012	76,154	69,262				0	6,892
21	X	IVA WORLDWIDE-I	45070A206			12/22/2010		12/21/2012	403,670	422,180				0	-18,510
22	X	IVA WORLDWIDE-I	45070A206			12/9/2011		12/21/2012	348,330	362,771				0	-14,441
23	X	ISHARES TR S&P 500 INDEX F	464287200			12/9/2011		3/30/2012	136,542	122,574				0	13,968
24	X	ISHARES BARCLAYS AGGREG	464287226			12/9/2011		3/30/2012	170,921	170,008				0	913
25	X	ISHARES CORE TOTAL US BO	464287226			12/9/2011		12/21/2012	234,443	230,834				0	3,609
26	X	ISHARES MSCI EMERGING MI	464287234			12/9/2011		3/30/2012	530,771	488,911				0	41,860
27	X	ISHARES TR MSCI EAFE INDE	464287465			12/9/2011		3/30/2012	263,091	245,235				0	17,856
28	X	ISHARES SILVER TR ETF	46428Q109			1/5/2011		8/27/2012	8,393	8,032				0	361
29	X	JP MORGAN HGHBRDG STAT	4812A2439			12/22/2010		3/30/2012	1,476	1,480				0	-4
30	X	JP MORGAN HGHBRDG STAT	4812A2439			12/9/2011		3/30/2012	150,221	146,540				0	3,681
31	X	KELLOGG CO COM	487836108			1/5/2011		2/15/2012	6,054	5,885				0	169
32	X	KELLOGG CO COM	487836108			4/13/2011		2/15/2012	8,423	8,794				0	-371
33	X	LOOMIS SAYLES BD-I	543495840			3/30/2012		12/21/2012	59,043	57,400				0	1,643
34	X	LOOMIS SAYLES BD-I	543495840			12/9/2011		12/21/2012	225,957	210,683				0	15,274
35	X	MARKET VECTORS GOLD MIN	57060U100			1/29/2010		12/21/2012	297,401	274,371				0	23,030
36	X	MARKET VECTORS GOLD MIN	57060U100			3/30/2012		12/21/2012	3,203	3,489				0	-286
37	X	NORTHRN ALTEGRIS MGD FU	66537V336			12/22/2010		3/30/2012	113,000	123,728				0	-10,728
38	X	NOVO NORDISK AS ADR	670100205			4/13/2011		2/8/2012	3,356	3,200				0	156
39	X	SPDR GOLD TR GOLD ETF	78463V107			12/9/2011		3/30/2012	42,644	44,075				0	-1,431
40	X	SCHWAB HEDGED EQUITY-SI	808509699			3/30/2012		12/21/2012	271,709	264,900				0	6,809
41	X	SCHWAB HEDGED EQUITY-SI	808509699			12/9/2011		12/21/2012	159,791	147,206				0	12,585
42	X	TFS MARKET NEUTRAL FD	872407101			12/9/2011		3/30/2012	311,297	295,940				0	15,357
43	X	TEMPLETON GLOBAL BD-ADV	880208400			3/30/2012		12/21/2012	286,000	283,190				0	2,810
44	X	UNIFIED AUER GROWTH FD	90470K248			1/29/2010		3/30/2012	183,307	169,185				0	14,122
45	X	UNIFIED IRON STRATEGIC IN	90470K446			1/29/2010		12/21/2012	66,000	67,038				0	-1,038
46	X	VANGUARD TOTAL BD MKT IN	921937504			2/10/2010		3/30/2012	172,100	164,077				0	8,023
47	X	VANGUARD TOTAL BD MKT IN	921937504			2/10/2010		12/24/2012	237,500	223,567				0	13,933

Part I, Line 16c (990-PF) - Other Professional Fees

		5,630	5,630	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	5,630	5,630		0

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

		10,952	6,389	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	6,389	6,389		
2	ESTIMATED EXCISE PAYMENTS	4,563			

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL TAX REFUND	1	17,137
2	RETURN OF PY GRANT	2	5,000
3	Total	3	22,137

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	13,204
2	Total	2	13,204

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

	Amount
Long Term CG Distributions	94,528
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						9,483,828	0	0	9,044,983	438,845	0	0	0	438,845
1	ASTON RIVER RD SELECT VALUE-I	00080Y884		12/9/2011	12/21/2012	256,701		0	276,709	-20,008	0	0	0	-20,008
2	ASTON RIVER RD SELECT VALUE-I	00080Y884		3/30/2012	12/21/2012	713,800		0	666,107	47,693	0	0	0	47,693
3	ARTISAN INTL VALUE-INVS	04314H881		12/9/2011	3/30/2012	1,019,500		0	921,275	98,225	0	0	0	98,225
4	ARTISAN INTL VALUE-INVS	04314H881		12/9/2011	12/21/2012	80,500		0	67,252	13,248	0	0	0	13,248
5	BROWN FORMAN CORP CL B COM	115637209		1/24/2011	5/22/2012	7,368		0	5,739	1,629	0	0	0	1,629
6	BROWN FORMAN CORP CL B COM	115637209		4/13/2011	5/22/2012	7,368		0	5,939	1,429	0	0	0	1,429
7	DFA US CORE EQUITY 2-I	233203397		4/12/2011	12/21/2012	491,986		0	469,770	22,216	0	0	0	22,216
8	DFA US CORE EQUITY 2-I	233203397		6/8/2011	12/21/2012	4,038		0	3,696	342	0	0	0	342
9	DFA US CORE EQUITY 2-I	233203397		3/30/2012	12/21/2012	407,090		0	398,400	8,690	0	0	0	8,690
10	DFA US CORE EQUITY 2-I	233203397		12/12/2012	12/21/2012	11,005		0	10,906	99	0	0	0	99
11	DFA US CORE EQUITY 2-I	233203397		12/22/2010	12/21/2012	2,381		0	2,151	230	0	0	0	230
12	DFA TAX-MANAGED US EQUITY FD	233203447		12/9/2011	3/30/2012	274,221		0	245,260	28,961	0	0	0	28,961
13	DFA EMERGING MKTS VALUE-I	233203587		12/22/2010	3/30/2012	130,400		0	153,430	-23,030	0	0	0	-23,030
14	DFA LARGE CAP VALUE FD-I	233203827		12/12/2011	3/30/2012	526,562		0	460,650	65,912	0	0	0	65,912
15	DFA LARGE CAP VALUE FD-I	233203827		12/13/2011	3/30/2012	3,863		0	3,320	543	0	0	0	543
16	DFA LARGE CAP VALUE FD-I	233203827		3/8/2012	3/30/2012	1,703		0	1,672	31	0	0	0	31
17	DFA LARGE CAP INTL FD I	233203868		4/12/2011	3/30/2012	30,700		0	34,082	-3,382	0	0	0	-3,382
18	FPA CRESCENT-I	30254T759		12/9/2011	12/21/2012	427,615		0	396,770	30,845	0	0	0	30,845
19	FPA CRESCENT-I	30254T759		3/30/2012	12/21/2012	316,230		0	307,300	8,930	0	0	0	8,930
20	FPA CRESCENT-I	30254T759		12/22/2010	12/21/2012	76,154		0	69,262	6,892	0	0	0	6,892
21	IVA WORLDWIDE-I	45070A206		12/22/2010	12/21/2012	403,670		0	422,180	-18,510	0	0	0	-18,510
22	IVA WORLDWIDE-I	45070A206		12/9/2011	12/21/2012	348,330		0	362,771	-14,441	0	0	0	-14,441
23	ISHARES TR S&P 500 INDEX ETF	464287200		12/9/2011	3/30/2012	136,542		0	122,574	13,968	0	0	0	13,968
24	ISHARES BARCLAYS AGGREGATE BD E	464287226		12/9/2011	3/30/2012	170,921		0	170,008	913	0	0	0	913
25	ISHARES CORE TOTAL US BOND MKT	464287226		12/9/2011	12/21/2012	234,443		0	230,834	3,609	0	0	0	3,609
26	ISHARES MSCI EMERGING MKTS INDEX	464287234		12/9/2011	3/30/2012	530,771		0	488,911	41,860	0	0	0	41,860
27	ISHARES TR MSCI EAFE INDEX ETF	464287465		12/9/2011	3/30/2012	263,091		0	245,235	17,856	0	0	0	17,856
28	ISHARES SILVER TR ETF	46428Q109		1/5/2011	8/27/2012	8,393		0	8,032	361	0	0	0	361
29	JP MORGAN HGHBRDG STATSTL MKT	4812A2439		12/22/2010	3/30/2012	1,476		0	1,480	-4	0	0	0	-4
30	JP MORGAN HGHBRDG STATSTL MKT	4812A2439		12/9/2011	3/30/2012	150,221		0	146,540	3,681	0	0	0	3,681
31	KELLOGG CO COM	487836108		1/5/2011	2/15/2012	6,054		0	5,885	169	0	0	0	169
32	KELLOGG CO COM	487836108		4/13/2011	2/15/2012	8,423		0	8,794	-371	0	0	0	-371
33	LOOMIS SAYLES BD-I	543495840		3/30/2012	12/21/2012	59,043		0	57,400	1,643	0	0	0	1,643
34	LOOMIS SAYLES BD-I	543495840		12/9/2011	12/21/2012	225,957		0	210,683	15,274	0	0	0	15,274
35	MARKET VECTORS GOLD MINERS	57060U100		1/29/2010	12/21/2012	297,401		0	274,371	23,030	0	0	0	23,030
36	MARKET VECTORS GOLD MINERS	57060U100		3/30/2012	12/21/2012	3,203		0	3,489	-286	0	0	0	-286
37	NORTHRN ALTEGRIS MGD FUTURES S	66537V336		12/22/2010	3/30/2012	113,000		0	123,728	-10,728	0	0	0	-10,728
38	NOVO NORDISK AS ADR	670100205		4/13/2011	2/8/2012	3,356		0	3,200	156	0	0	0	156
39	SPDR GOLD TR GOLD ETF	78463V107		12/9/2011	3/30/2012	42,644		0	44,075	-1,431	0	0	0	-1,431
40	SCHWAB HEDGED EQUITY-SL	808509699		3/30/2012	12/21/2012	271,709		0	264,900	6,809	0	0	0	6,809
41	SCHWAB HEDGED EQUITY-SL	808509699		12/9/2011	12/21/2012	159,791		0	147,206	12,585	0	0	0	12,585
42	TFS MARKET NEUTRAL FD	872407101		12/9/2011	3/30/2012	311,297		0	295,940	15,357	0	0	0	15,357
43	TEMPLETON GLOBAL BD-ADV	880208400		3/30/2012	12/21/2012	286,000		0	283,190	2,810	0	0	0	2,810
44	UNIFIED AUER GROWTH FD	90470K248		1/29/2010	3/30/2012	183,307		0	169,185	14,122	0	0	0	14,122
45	UNIFIED IRON STRATEGIC INCM-I	90470K448		1/29/2010	12/21/2012	66,000		0	67,038	-1,038	0	0	0	-1,038
46	VANGUARD TOTAL BD MKT INDEX-I	921937504		2/10/2010	3/30/2012	172,100		0	164,077	8,023	0	0	0	8,023
47	VANGUARD TOTAL BD MKT INDEX-I	921937504		2/10/2010	12/24/2012	237,500		0	223,567	13,933	0	0	0	13,933

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										48,464	0	0
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	48,464	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	7,728
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	6/6/2012	3	4,563
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	12,291