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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn 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 <b>TR MARGARET PITTS UA W PITTS C/O SUNTRUST</b>		<b>A</b> Employer identification number <b>58-6374907</b>		
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>		<b>B</b> Telephone number (see instructions) <b>(404) 813-9304</b>		
City or town, state, and ZIP code <b>ORLANDO FL 32802-1908</b>		<b>C</b> If exemption application is pending, check here ► <input type="checkbox"/>		
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>32,714,345</b>		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
<b>Part I Analysis of Revenue and Expenses</b> (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)		
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	642,627	590,324	
	5 a Gross rents			
	b Net rental income or (loss)			
	6 a Net gain or (loss) from sale of assets not on line 10	880,106		
	b Gross sales price for all assets on line 6a	8,353,943		
	7 Capital gain net income (from Part IV, line 2)		RECEIVED	880,106
	8 Net short-term capital gain		IRS LOSS	
	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	1,522,733	1,470,430	0	
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc	122,966	61,483	61,483
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16 a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	2,500		2,500
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	19,284	5,128	
	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.	144,750	66,611	0
Add lines 13 through 23			63,983	
25 Contributions, gifts, grants paid	1,576,472			
26 Total expenses and disbursements. Add lines 24 and 25	1,721,222	66,611	0	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-198,489			
b Net investment income (if negative, enter -0-)		1,403,819		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	<b>Beginning of year</b>	<b>End of year</b>	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing	6,072		
	2	Savings and temporary cash investments	378,451	449,204	449,204
	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)			
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	28,148,094	27,868,279	32,265,142
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	28,532,617	28,317,483	32,714,346
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<b>Net Assets or Fund Balances</b>	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	28,532,617	28,317,483	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	28,532,617	28,317,483	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	28,532,617	28,317,483	

**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	28,532,617
2	Enter amount from Part I, line 27a	2	-198,489
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	28,334,128
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	16,645
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,317,483

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a See Attached Statement</b>					
<b>b See Attached Statement</b>					
<b>c See Attached Statement</b>					
<b>d See Attached Statement</b>					
<b>e See Attached Statement</b>					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
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	880,106	
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	1,546,177	32,394,209	0.047730
2010	1,801,955	30,527,584	0.059027
2009	2,036,368	27,746,848	0.073391
2008	2,281,930	37,805,406	0.060360
2007			0.000000

2 Total of line 1, column (d)

2 0.240508

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 0.060127

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

4 31,884,699

5 Multiply line 4 by line 3

5 1,917,131

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

6 14,038

7 Add lines 5 and 6

7 1,931,169

8 Enter qualifying distributions from Part XII, line 4

8 1,640,455

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

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

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

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

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

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

d Backup withholding erroneously withheld

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

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

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

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► Refunded ► 11 0

	1	28,076
	2	0
	3	28,076
	4	
	5	28,076
	6a	20,224
6b		
6c		
6d		
	7	20,224
8		
9	7,852	
10	0	
11	0	

**Part VII-A Statements Regarding Activities**

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?

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

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*

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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  
 b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?  
*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?

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*

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*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

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

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
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? Website address ► N/A	13	X
14	The books are in care of ► SUNTRUST BANK Located at ► P.O. BOX 1908 ORLANDO FL	Telephone no ► (404) 813-9304 ZIP+4 ► 32802-1908	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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))	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	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)**

<b>5a</b> During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?							
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?							
(3) Provide a grant to an individual for travel, study, or other similar purposes?							
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)							
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?							
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>							
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870							
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?							

**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 BANK P.O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	122,966		
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**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				
-----				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				►

**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		

## 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		
3	All other program-related investments See instructions	
3	NONE	
<b>Total. Add lines 1 through 3</b>		►

**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	32,137,672
b	Average of monthly cash balances	1b	232,581
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	32,370,253
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	32,370,253
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	485,554
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	31,884,699
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	1,594,235

**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	1,594,235
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,076
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	28,076
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,566,159
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,566,159
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,566,159

**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	1,640,455
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	1,640,455
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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)	6	1,640,455
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4		

**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 Distrbutable amount for 2012 from Part XI, line 7				1,566,159
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				0
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	467,927			
c From 2009	658,620			
d From 2010	298,986			
e From 2011				
f Total of lines 3a through e	1,425,533			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,640,455				1,566,159
a Applied to 2011, but not more than line 2a				
b Applied to undistrbutable 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				
e Remaining amount distrbutable out of corpus	74,296			
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	1,499,829			
b Prior years' undistrbutable income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistrbutable 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 Undistrbutable income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistrbutable 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)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,499,829			
10 Analysis of line 9				
a Excess from 2008	467,927			
b Excess from 2009	658,620			
c Excess from 2010	298,986			
d Excess from 2011				
e Excess from 2012	74,296			

**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				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)																																																			
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				<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> <tr><td></td><td></td><td></td><td></td><td>0</td></tr> </tbody> </table>			Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009					0					0					0					0					0					0					0					0
Tax year	Prior 3 years			(e) Total																																																				
	(a) 2012	(b) 2011	(c) 2010					(d) 2009																																																
				0																																																				
				0																																																				
				0																																																				
				0																																																				
				0																																																				
				0																																																				
				0																																																				
				0																																																				
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))

**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

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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b> See Attached Statement				
<b>Total</b>			► 3a	1,576,472
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue</b>	a				
b					
c					
d					
e					
<b>12 Subtotal Add columns (b), (d), and (e)</b>		0		1,522,733	0
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>		13		1,522,733	

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



TR MARGARET PITTS UA W PITTS C/O SUNTRUST

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

Recipient(s) paid during the year

Name

YOUNG HARRIS 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 788,236

Name

METHODIST HOME OF THE SOUTH GEORGIA CONFERENCE 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 788,236

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
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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## Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

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	Totals		Net Gain or Loss	
														Capital Gains/Losses	Other sales		
	Long Term CG Distributions	173,707													8,353,913	7,473,807	0
	Short Term CG Distributions	0															880,060
1 X	INVESSO SMALL CAP GROWTH	001414MG622			10/15/2009		6/21/2012	18,181	13,932						0	0	4,249
2 X	INVESSO SMALL CAP GROWTH	001414MG622			10/15/2009		9/25/2012	18,225	12,830						0	0	5,395
3 X	ADVISORS CAMBIAR SMALL C	0075W0593			4/25/2012		6/21/2012	10,333	11,943						0	0	-1,610
4 X	ADVISORS CAMBIAR SMALL C	0075W0593			4/25/2012		9/25/2012	10,595	10,939						0	0	-344
5 X	ARTISAN INT'L VALUE-INS.	093,4H881			8/22/2012		9/25/2012	12,050	11,861						0	0	189
6 X	FEDERATED STRATEGIC VAL	314172560			9/22/2011		6/21/2012	28,922	21,977						0	0	845
7 X	FEDERATED STRATEGIC VAL	314172560			9/22/2011		9/25/2012	28,295	23,988						0	0	4,977
8 X	FEDERATED STRATEGIC VAL	314172560			9/22/2011		12/17/2012	246,754	213,370						0	0	33,884
9 X	HARBOR CAP APPRECIATION	411511504			8/11/2011		6/21/2012	64,309	75,561						0	0	8,442
10 X	HARBOR CAP APPRECIATION	411511504			8/11/2011		9/25/2012	62,768	69,227						0	0	13,539
11 X	HARBOR CAP APPRECIATION	411511504			8/11/2011		12/17/2012	1,500,447	1,278,710						0	0	221,737
12 X	HARTFORD DIVIDEND & GROWTH	416645828			3/10/2011		6/21/2012	37,052	37,257						0	0	-205
13 X	HARTFORD DIVIDEND & GROWTH	416645828			3/10/2011		9/25/2012	36,732	34,255						0	0	2,982
14 X	ISHARES TR RUSSELL MIDCA	464287499			3/10/2011		12/17/2012	142,108	134,180						0	0	7,928
15 X	ISHARES TR RUSSELL MIDCA	464287499			7/23/2008		6/21/2012	27,843	25,059						0	0	2,784
16 X	JANUS PERKINS SMALL CAP	47103C1B3			9/9/2009		9/25/2012	27,688	23,357						0	0	4,311
17 X	MFS RESEARCH INT'L	512983470			6/30/2009		4/25/2012	772,281	689,206						0	0	83,775
18 X	MFS RESEARCH INT'L	512983470			6/30/2009		6/21/2012	50,256	44,152						0	0	6,104
19 X	MFS RESEARCH INT'L	512983470			6/30/2009		8/22/2012	808,209	654,368						0	0	153,841
20 X	OPPENHEIMER DEVELOPING	6133974505			6/23/2009		9/25/2012	38,977	30,754						0	0	9,223
21 X	OPPENHEIMER DEVELOPING	6133974505			12/16/2011		6/21/2012	13,352	12,844						0	0	808
22 X	PIMCO TOTAL RETURN-I	6933390700			10/18/2010		9/25/2012	13,511	11,306						0	0	2,005
23 X	PIMCO TOTAL RETURN-I	6933390700			10/18/2010		6/21/2012	44,344	45,915						0	0	-1,571
24 X	PIMCO COMMODITY-REALITI	722005667			6/23/2008		9/25/2012	42,379	42,745						0	0	-366
25 X	PIMCO COMMODITY-REALITI	722005667			6/23/2008		6/21/2012	10,544	35,077						0	0	-24,533
26 X	PIMCO COMMODITY REALITI	722005667			6/23/2008		9/25/2012	10,984	31,410						0	0	-20,526
27 X	PIMCO COMMODITY REALITI	722005667			6/23/2008		12/17/2012	150,530	450,919						0	0	-300,389
28 X	SPDR S&P 500 ETF	78462F103			9/28/2011		6/21/2012	59,890	51,500						0	0	8,342
29 X	SPDR S&P 500 ETF	78462F103			9/28/2011		6/22/2012	3,774,913	3,301,064						0	0	473,949
30 X	SPDR DOW JONES REIT ETF	78464A807			12/16/2011		6/21/2012	8,820	7,690						0	0	1,130
31 X	SPDR DOW JONES REIT ETF	78464A807			12/16/2011		9/25/2012	8,318	7,132						0	0	1,246
32 X	VANGUARD INSTL INDEX-I	922040100			6/26/2012		9/25/2012	60,604	55,471						0	0	5,133

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEE	2,500			2,500

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

		19,284	5,128	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	5,128	5,128		
2	ESTIMATED EXCISE PAYMENTS	14,156			

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

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR		28,148,094	0	1,287,422
2	ARTISAN INTL VALUE-INV-S		28,148,094	0	3,954,243
3	HARBOR CAP APPRECIATION-I		0	3,105,835	2,935,737
4	ISHARES TR RUSSELL MIDCAP INDEX ET		0	2,084,832	6,388,602
5	LHP DIVERSIFIED LTD OFFSHR		0	5,207,118	
6	PIMCO TOTAL RETURN-I		0	3,033,922	3,174,729
7	PIMCO COMMODITY REALRTN STRATEG		0	1,162,113	557,319
8	VANGUARD INSTL INDEX-I		0	3,719,529	3,996,978
9	SPDR DOW JONES REIT ETF		0	484,402	569,969
10	FEDERATED STRATEGIC VALUE-I		0	1,410,374	1,595,865
11	MFS RESEARCH INTL-I		0	2,072,280	2,701,856
12	INVEESCO SMALL CAP GROWTH-I		0	855,503	1,155,147
13	OPPENHEIMER DEVELOPING MKTS INST		0	772,000	948,146
14	HARTFORD DIVIDEND & GROWTH-Y		0	2,005,514	2,268,458
15	ADVISORS CAMBIAR SMALL CAP-I		0	729,118	730,671

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

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

<b>1</b>	<b>PY RETURN OF CAPITAL ADJUSTMENT</b>	<b>1</b>	<b>5,834</b>
<b>2</b>	<b>COST BASIS ADJUSTMENT</b>	<b>2</b>	<b>10,811</b>
<b>3</b>	<b>Total</b>	<b>3</b>	<b>16,645</b>

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

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