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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: HOFFA MEMORIAL FOUNDATION TTEE

A Employer identification number: 65-6468546

Number and street (or P O box number if mail is not delivered to street address): 200 S ORANGE AVE SOAB-10

Room/suite:

B Telephone number (see instructions): (407) 237-5986

City or town, state, and ZIP code: ORLANDO FL 32801

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) ▶ $ 2,643,719

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	57,699	59,952		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	86,471			
	b Gross sales price for all assets on line 6a 1,458,711				
	7 Capital gain net income (from Part IV, line 2)		86,471		
	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	144,170	146,423	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	23,848	11,924		11,924
	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)	3,727	620		
	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	30,075	12,544	0	14,424
	25 Contributions, gifts, grants paid	109,900			109,900
	26 **Total expenses and disbursements** Add lines 24 and 25	139,975	12,544	0	124,324
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	4,195			
	b **Net investment income** (if negative, enter -0-)		133,879		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	672	662	662
	2	Savings and temporary cash investments	65,516	77,537	77,537
	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)	2,434,371	2,426,555	2,565,521
	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)	2,500,559	2,504,754	2,643,720
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	2,499,887	2,504,092	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	672	662	
	30	**Total net assets or fund balances** (see instructions)	2,500,559	2,504,754	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,500,559	2,504,754	

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	2,500,559
2	Enter amount from Part I, line 27a	2	4,195
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,504,754
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,504,754

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	86,471
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	120,510	2,613,997	0 046102
2010	129,843	2,506,676	0 051799
2009	117,230	2,253,840	0.052013
2008	120,829	2,409,735	0.050142
2007		2,330,526	0.000000

2	**Total** of line 1, column (d)	2	0 200056
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	0.040011
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,616,832
5	Multiply line 4 by line 3	5	104,702
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,339
7	Add lines 5 and 6	7	106,041
8	Enter qualifying distributions from Part XII, line 4	8	124,324

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	1,339
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	1,339
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	1,339
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,076		
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	2,076
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	737
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 737 **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) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (407) 237-5986

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 |

			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		X
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 *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870*		**6b**	X (No)
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 BANK P O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	23,848		

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	2,578,682
b	Average of monthly cash balances		1b	78,000
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,656,682
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	2,656,682
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	39,850
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,616,832
6	**Minimum investment return.** Enter 5% of line 5		6	130,842

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	130,842
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,339		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,339
3	Distributable amount before adjustments Subtract line 2c from line 1			3	129,503
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	129,503
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	129,503

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	124,324
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	124,324
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,339
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	122,985

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					129,503
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					
c From 2009	379				
d From 2010	6,599				
e From 2011					
f **Total** of lines 3a through e		6,978			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 124,324					
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					124,324
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		5,179			5,179
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,799			
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)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,799			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	379				
c Excess from 2010	1,799				
d Excess from 2011					
e Excess from 2012					

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

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

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

	Tax year (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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

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**	109,900
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	57,699	
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	86,471	
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		144,170	0

13 Total. Add line 12, columns (b), (d), and (e) 13 144,170

(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 | 4/30/2013 | TRUSTEE

Signature of officer or trustee | Date | 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		4/30/2013		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				
CAMP BOGGY CREEK				
Street 30500 BRANTLEY BRANCH RD				
City EUSTIS	**State** FL	**Zip Code** 32736	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 5,000

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

Name				
CHILD PROTECTION CENTER INC.				
Street 720 SOUTH ORANGE AVE.				
City SARASOTA	**State** FL	**Zip Code** 34236	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 15,000

Name				
CORNERSTONE HOSPICE FOUNDATION				
Street 2445 LAND PARK ROAD				
City TAVARES	**State** FL	**Zip Code** 32778	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 10,000

Name				
DAVID LAWRENCE CENTER				
Street 6075 BATHEY LN				
City NAPLES	**State** FL	**Zip Code** 34116	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 10,000

Name				
DEVEREUX FLORIDA				
Street 5850 T G. LEE BLVD , SUITE 400				
City ORLANDO	**State** FL	**Zip Code** 32822	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSES				**Amount** 5,000

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

Recipient(s) paid during the year

Name: EASTER SEALS SOUTHWEST FLORIDA
Street: 350 BRADEN AVE
City: SARASOTA | **State:** FL | **Zip Code:** 34243 | **Foreign Country:**
Relationship: NONE | **Foundation Status:** 501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL OPERATING PURPOSES | **Amount:** 10,000

Name: HENDERSON BEHAVIORAL HEALTH INC
Street: 330 SW 27TH AVENUE
City: FORT LAUDERDALE | **State:** FL | **Zip Code:** 33312 | **Foreign Country:**
Relationship: NONE | **Foundation Status:** 501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL OPERATING PURPOSES | **Amount:** 7,500

Name: PINES OF SARASOTA FOUNDATION INC
Street: 1501 N ORANGE AVE
City: SARASOTA | **State:** FL | **Zip Code:** 34236 | **Foreign Country:**
Relationship: NONE | **Foundation Status:** 501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL OPERATING PURPOSES | **Amount:** 10,000

Name: THE HEALTH SUPPORT NETWORK
Street:
City: | **State:** | **Zip Code:** | **Foreign Country:**
Relationship: NONE | **Foundation Status:** 501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL OPERATING PURPOSES | **Amount:** 12,500

Name: TIDEWELL HOSPICE & PALLIATIVE CARE
Street: 1144 VERONICA ST.
City: PORT CHARLOTTE | **State:** FL | **Zip Code:** 33952 | **Foreign Country:**
Relationship: NONE | **Foundation Status:** 501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL OPERATING PURPOSES | **Amount:** 6,900

Name: VIM JAX INC
Street: 41 E DUVAL ST
City: JACKSONVILLE | **State:** FL | **Zip Code:** 32202 | **Foreign Country:**
Relationship: NONE | **Foundation Status:** 501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution: GENERAL OPERATING PURPOSES | **Amount:** 2,500

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

Recipient(s) paid during the year

Name COMMUNITY HAVEN			
Street 4405 DESOTO ROAD			
City SARASOTA	**State** FL	**Zip Code** 34235	**Foreign Country**
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			**Amount** 7,500
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**
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**

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

	Amount
Long Term CG Distributions	12,191
Short Term CG Distributions	0

Totals	Gross Sales	Cost Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,458,711	1,372,240	86,471
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	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		2/6/2012	4,225	3,325				0	900
2	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		8/6/2012	24,825	19,443				0	5,382
3	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		2/6/2012	5,500	4,625				0	875
4	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		11/19/2012	48,739	40,491				0	8,248
5	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		12/10/2012	14,500	11,806				0	2,694
6	X	HARTFORD DIVIDEND & GRO	416645828			4/6/2010		2/6/2012	1,850	1,670				0	180
7	X	T ROWE PRICE INSTL LARGE	45775L408			10/18/2011		11/19/2012	49,959	46,354				0	3,605
8	X	T ROWE PRICE INSTL LARGE	45775L408			10/18/2011		12/10/2012	15,500	14,072				0	1,428
9	X	LEGG MASON BATTERYMRC	52465U607			9/29/2009		2/6/2012	46,219	46,105				0	114
10	X	LEGG MASON BATTERYMRC	52465U607			6/24/2010		2/6/2012	12,397	12,366				0	31
11	X	LEGG MASON BATTERYMRC	52465U607			1/26/2011		2/6/2012	46,967	46,851				0	116
12	X	LEGG MASON BATTERYMRC	52465U607			7/18/2011		2/6/2012	10,552	10,526				0	26
13	X	LEGG MASON BATTERYMRC	52465U607			8/8/2011		2/6/2012	4,685	4,674				0	11
14	X	LEGG MASON BATTERYMRC	52465U607			10/18/2011		2/6/2012	14,248	14,213				0	35
15	X	MFS RESEARCH INTL-I	552983470			9/29/2009		2/6/2012	117,373	114,580				0	2,793
16	X	MFS RESEARCH INTL-I	552983470			12/29/2009		2/6/2012	4,782	4,668				0	114
17	X	MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	27,000	26,358				0	642
18	X	MFS RESEARCH INTL-I	552983470			8/8/2011		2/6/2012	3,439	3,275				0	164
19	X	MFS RESEARCH INTL-I	552983470			10/18/2011		2/6/2012	4,557	4,450				0	107
20	X	MFS RESEARCH INTL-I	552983470			12/12/2011		2/6/2012	1,996	1,825				0	171
21	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		12/10/2012	16,000	16,365				0	-365
22	X	NEUBERGER BERMAN HIGH I	64128K868			8/8/2011		11/19/2012	267	258				0	9
23	X	NEUBERGER BERMAN HIGH I	64128K868			8/8/2011		12/10/2012	3,500	3,313				0	187
24	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		12/10/2012	8,000	7,715				0	285
25	X	PIMCO LOW DURATION-I	693390304			1/26/2011		11/19/2012	1,239	1,212				0	27
26	X	PIMCO LOW DURATION-I	693390304			1/26/2011		12/10/2012	97,340	95,008				0	2,332
27	X	PIMCO LOW DURATION-I	693390304			7/18/2011		12/10/2012	4,166	4,067				0	99
28	X	PIMCO LOW DURATION-I	693390304			12/7/2011		12/10/2012	1	1				0	0
29	X	PIMCO LOW DURATION-I	693390304			2/6/2012		12/10/2012	4,548	4,439				0	109
30	X	PIMCO LOW DURATION-I	693390304			8/6/2012		12/10/2012	277	271				0	6
31	X	PIMCO TOTAL RETURN-I	693390700			9/7/2010		8/6/2012	1,150	1,097				0	53
32	X	RIDGEWORTH FD-LARGECAF	76628R672			9/29/2009		8/6/2012	24,550	22,266				0	2,284
33	X	RIDGEWORTH FD-LARGECAF	76628R672			9/29/2009		11/19/2012	23,054	20,347				0	2,707
34	X	RIDGEWORTH FD-LARGECAF	76628R672			6/24/2010		11/19/2012	21,810	19,249				0	2,561
35	X	RIDGEWORTH FD-LARGECAF	76628R672			7/18/2011		11/19/2012	54,634	48,219				0	6,415
36	X	RIDGEWORTH FD-LARGECAF	76628R672			8/8/2011		11/19/2012	10,407	9,185				0	1,222
37	X	RIDGEWORTH FD-TOTAL RET	76628T512			6/16/2008		8/6/2012	350	322				0	28
38	X	RIDGEWORTH FD-TOTAL RET	76628T512			6/16/2008		11/19/2012	2,491	2,283				0	208
39	X	RIDGEWORTH FD-TOTAL RET	76628T512			6/16/2008		12/10/2012	114,692	105,025				0	9,667
40	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/11/2009		12/10/2012	10,295	9,428				0	867
41	X	RIDGEWORTH FD-TOTAL RET	76628T512			9/7/2010		12/10/2012	81,951	75,043				0	6,908
42	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/13/2010		12/10/2012	16,319	14,943				0	1,376
43	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/15/2011		12/10/2012	5,294	4,848				0	446
44	X	RIDGEWORTH FD-TOTAL RET	76628T512			2/6/2012		12/10/2012	10,247	9,383				0	864
45	X	RIDGEWORTH FD-SEIX FLT H	76628T678			1/26/2011		8/6/2012	37,224	38,100				0	-876
46	X	RIDGEWORTH FD-SEIX FLT H	76628T678			7/18/2011		8/6/2012	991	1,014				0	-23
47	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/6/2012		8/6/2012	1,306	1,300				0	6
48	X	RIDGEWORTH FD-LTD MTG S	76628T777			1/26/2011		8/6/2012	50,568	47,773				0	2,795
49	X	RIDGEWORTH FD-LTD MTG S	76628T777			2/6/2012		8/6/2012	2,527	2,500				0	27
50	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		2/6/2012	63,925	65,659				0	-1,734
51	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/6/2012	24,559	25,149				0	-590
52	X	TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		8/6/2012	18,241	18,679				0	-438
53	X	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		8/6/2012	14,443	14,790				0	-347
54	X	TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/6/2012	7,288	7,463				0	-175
55	X	TEMPLETON GLOBAL BD-ADV	880208400			12/15/2011		8/6/2012	829	849				0	-20
56	X	VANGUARD MTG-BACKED SE	92206C755			8/6/2012		11/19/2012	157	157				0	0
57	X	ABERDEEN EQUITY LONG SH	003020336			10/18/2011		11/19/2012	577	562				0	15
58	X	ADVISORS CAMBIAR SMALL (	0075W0593			3/28/2011		2/6/2012	3,325	3,272				0	53
59	X	ADVISORS CAMBIAR SMALL (	0075W0593			3/28/2011		11/19/2012	952	983				0	-31
60	X	ADVISORS CAMBIAR SMALL (	0075W0593			3/28/2011		12/10/2012	4,000	3,935				0	65
61	X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	1,252	1,239				0	13
62	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		8/6/2012	14,275	12,944				0	1,331
63	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		12/10/2012	63,500	58,666				0	4,834
64	X	FORUM ABSOLUTE STRATEG	34984T600			10/18/2011		11/19/2012	343	340				0	3
65	X	PIMCO TOTAL RETURN-I	693390700			9/7/2010		11/19/2012	1,453	1,369				0	84
66	X	PIMCO FOREIGN BD US$ HED	693390882			2/6/2012		8/6/2012	68,197	65,550				0	2,647
67	X	PIMCO COMMODITY REALRT(	722005667			10/18/2011		8/6/2012	44,384	50,391				0	-6,007
68	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		11/19/2012	1,354	1,034				0	320

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

	Amount
Long Term CG Distributions	12,191
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,458,711	1,372,240	86,471
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
69	X	GOLDMAN SACHS GROWTH C	38142Y401			11/3/2009		12/10/2012	30,500	24,617				0	5,883
70	X	PIMCO COMMODITY REALRTI	722005667			12/7/2011		8/6/2012	1,078	1,224				0	-146
71	X	PIMCO COMMODITY REALRTI	722005667			2/6/2012		8/6/2012	6,431	6,525				0	-94
72	X	PIMCO INVT GRADE CORP BD	722005816			1/26/2011		8/6/2012	3,950	3,752				0	198
73	X	PIMCO INVT GRADE CORP BD	722005816			1/26/2011		11/19/2012	3,796	3,529				0	267
74	X	RIDGEWORTH FD-LARGECAP	76628R672			9/29/2009		2/6/2012	3,200	2,911				0	289

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

		2,500	0	0	2,500
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,727	620	0	0
1	FOREIGN TAX WITHHELD	620	620		
2	PY EXCISE TAX DUE	1,031			
3	ESTIMATED EXCISE PAYMENTS	2,076			

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

			2,434,371	2,426,555	2,565,521
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	BEGINNING BOOK VALUE		2,434,371	0	
2	T ROWE PRICE INSTL LARGE-CAP GRWT		0	213,526	238,992
3	VANGUARD BD INDEX SHORT TERM BD E		0	52,458	52,239
4	FORUM ABSOLUTE STRATEGIES-I		0	131,212	131,129
5	VANGUARD BD INDEX TOTAL BD MKT ET		0	104,814	103,777
6	MANNING & NAPIER WORLD OPPTYS-A		0	268,814	264,868
7	FEDERATED STRATEGIC VALUE-I		0	170,512	182,010
8	PIMCO INVT GRADE CORP BD-I		0	125,899	132,516
9	ABERDEEN EQUITY LONG SHORT-I		0	52,610	53,929
10	OPPENHEIMER DEVELOPING MKTS INST		0	176,961	188,474
11	HARTFORD DIVIDEND & GROWTH-Y		0	242,384	262,646
12	DOUBLELINE TOTAL RETURN BD-I		0	130,261	130,454
13	PIMCO EMERGING LOCAL BD-I		0	53,325	54,164
14	ADVISORS CAMBIAR SMALL CAP-I		0	52,986	54,091
15	NEUBERGER BERMAN HIGH INCOME BD-		0	100,819	105,226
16	WASATCH 1ST SOURCE LONG/SHORT		0	53,719	55,964
17	VANGUARD MTG BACKED SECS INDEX-S		0	184,560	183,672
18	GOLDMAN SACHS GROWTH OPPTYS-I		0	42,805	53,974
19	HARBOR CAP APPRECIATION-I		0	192,035	238,445
20	PIMCO TOTAL RETURN-I		0	76,855	78,951

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

	Amount
Long Term CG Distributions	12,191
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
						1,446,520	0	0	1,372,240	74,280	0	0	0	74,280
1	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	2/6/2012	4,225		0	3,325	900	0	0	0	900
2	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	8/6/2012	24,825		0	19,443	5,382	0	0	0	5,382
3	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	2/6/2012	5,500		0	4,625	875	0	0	0	875
4	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	11/19/2012	48,739		0	40,491	8,248	0	0	0	8,248
5	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	12/10/2012	14,500		0	11,806	2,694	0	0	0	2,694
6	HARTFORD DIVIDEND & GROWTH-Y	416645828		4/6/2010	2/6/2012	1,850		0	1,670	180	0	0	0	180
7	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		10/18/2011	11/19/2012	49,959		0	46,354	3,605	0	0	0	3,605
8	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		10/18/2011	12/10/2012	15,500		0	14,072	1,428	0	0	0	1,428
9	LEGG MASON BATTERYMRC EMRG MK	52465U607		9/29/2009	2/6/2012	46,219		0	46,105	114	0	0	0	114
10	LEGG MASON BATTERYMRC EMRG MK	52465U607		6/24/2010	2/6/2012	12,397		0	12,366	31	0	0	0	31
11	LEGG MASON BATTERYMRC EMRG MK	52465U607		1/26/2011	2/6/2012	46,967		0	46,851	116	0	0	0	116
12	LEGG MASON BATTERYMRC EMRG MK	52465U607		7/18/2011	2/6/2012	10,552		0	10,526	26	0	0	0	26
13	LEGG MASON BATTERYMRC EMRG MK	52465U607		8/8/2011	2/6/2012	4,685		0	4,674	11	0	0	0	11
14	LEGG MASON BATTERYMRC EMRG MK	52465U607		10/18/2011	2/6/2012	14,248		0	14,213	35	0	0	0	35
15	MFS RESEARCH INTL-I	552983470		9/29/2009	2/6/2012	117,373		0	114,580	2,793	0	0	0	2,793
16	MFS RESEARCH INTL-I	552983470		12/29/2009	2/6/2012	4,782		0	4,668	114	0	0	0	114
17	MFS RESEARCH INTL-I	552983470		1/26/2011	2/6/2012	27,000		0	26,358	642	0	0	0	642
18	MFS RESEARCH INTL-I	552983470		8/8/2011	2/6/2012	3,439		0	3,275	164	0	0	0	164
19	MFS RESEARCH INTL-I	552983470		10/18/2011	2/6/2012	4,557		0	4,450	107	0	0	0	107
20	MFS RESEARCH INTL-I	552983470		12/12/2011	2/6/2012	1,996		0	1,825	171	0	0	0	171
21	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	12/10/2012	16,000		0	16,365	-365	0	0	0	-365
22	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/8/2011	11/19/2012	267		0	258	9	0	0	0	9
23	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/8/2011	12/10/2012	3,500		0	3,313	187	0	0	0	187
24	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/6/2012	12/10/2012	8,000		0	7,715	285	0	0	0	285
25	PIMCO LOW DURATION-I	693390304		1/26/2011	11/19/2012	1,239		0	1,212	27	0	0	0	27
26	PIMCO LOW DURATION-I	693390304		1/26/2011	12/10/2012	97,340		0	95,008	2,332	0	0	0	2,332
27	PIMCO LOW DURATION-I	693390304		7/18/2011	12/10/2012	4,166		0	4,067	99	0	0	0	99
28	PIMCO LOW DURATION-I	693390304		12/7/2011	12/10/2012	1		0	1	0	0	0	0	0
29	PIMCO LOW DURATION-I	693390304		2/6/2012	12/10/2012	4,548		0	4,439	109	0	0	0	109
30	PIMCO LOW DURATION-I	693390304		8/6/2012	12/10/2012	277		0	271	6	0	0	0	6
31	PIMCO TOTAL RETURN-I	693390700		9/7/2010	8/6/2012	1,150		0	1,097	53	0	0	0	53
32	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		9/29/2009	8/6/2012	24,550		0	22,266	2,284	0	0	0	2,284
33	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		9/29/2009	11/19/2012	23,054		0	20,347	2,707	0	0	0	2,707
34	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		6/24/2010	11/19/2012	21,810		0	19,249	2,561	0	0	0	2,561
35	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		7/18/2011	11/19/2012	54,634		0	48,219	6,415	0	0	0	6,415
36	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		8/8/2011	11/19/2012	10,407		0	9,185	1,222	0	0	0	1,222
37	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		6/16/2008	8/6/2012	350		0	322	28	0	0	0	28
38	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		6/16/2008	11/19/2012	2,491		0	2,283	208	0	0	0	208
39	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		6/16/2008	12/10/2012	114,692		0	105,025	9,667	0	0	0	9,667
40	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/11/2009	12/10/2012	10,295		0	9,428	867	0	0	0	867
41	RIDGEWORTH FD TOTAL RETURN BD	76628T512		9/7/2010	12/10/2012	81,951		0	75,043	6,908	0	0	0	6,908
42	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/13/2010	12/10/2012	16,319		0	14,943	1,376	0	0	0	1,376
43	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/15/2011	12/10/2012	5,294		0	4,848	446	0	0	0	446
44	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		2/6/2012	12/10/2012	10,247		0	9,383	864	0	0	0	864
45	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		1/26/2011	8/6/2012	37,224		0	38,100	-876	0	0	0	-876
46	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		7/18/2011	8/6/2012	991		0	1,014	-23	0	0	0	-23
47	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/6/2012	8/6/2012	1,306		0	1,300	6	0	0	0	6
48	RIDGEWORTH FD-LTD MTG SECS RGC	76628T777		1/26/2011	8/6/2012	50,568		0	47,773	2,795	0	0	0	2,795
49	RIDGEWORTH FD LTD MTG SECS RGC	76628T777		2/6/2012	8/6/2012	2,527		0	2,500	27	0	0	0	27
50	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	2/6/2012	63,925		0	65,659	-1,734	0	0	0	-1,734
51	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	8/6/2012	24,559		0	25,149	-590	0	0	0	-590
52	TEMPLETON GLOBAL BD-ADV	880208400		5/26/2011	8/6/2012	18,241		0	18,679	-438	0	0	0	-438
53	TEMPLETON GLOBAL BD-ADV	880208400		7/18/2011	8/6/2012	14,443		0	14,790	-347	0	0	0	-347
54	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011	8/6/2012	7,288		0	7,463	-175	0	0	0	-175
55	TEMPLETON GLOBAL BD-ADV	880208400		12/15/2011	8/6/2012	829		0	849	-20	0	0	0	-20
56	VANGUARD MTG-BACKED SECS INDEX	92206C755		8/6/2012	11/19/2012	157		0	157	0	0	0	0	0
57	ABERDEEN EQUITY LONG SHORT-I	003020336		10/18/2011	11/19/2012	577		0	562	15	0	0	0	15
58	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	2/6/2012	3,325		0	3,272	53	0	0	0	53
59	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	11/19/2012	952		0	983	-31	0	0	0	-31
60	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	12/10/2012	4,000		0	3,935	65	0	0	0	65
61	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	11/19/2012	1,252		0	1,239	13	0	0	0	13
62	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	8/6/2012	14,275		0	12,944	1,331	0	0	0	1,331
63	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	12/10/2012	63,500		0	58,666	4,834	0	0	0	4,834
64	FORUM ABSOLUTE STRATEGIES-I	34984T600		10/18/2011	11/19/2012	343		0	340	3	0	0	0	3
65	PIMCO TOTAL RETURN-I	693390700		9/7/2010	11/19/2012	1,453		0	1,369	84	0	0	0	84
66	PIMCO FOREIGN BD US$ HEDGED-I	693390882		2/6/2012	8/6/2012	68,197		0	65,550	2,647	0	0	0	2,647
67	PIMCO COMMODITY REALRTN STRATE	722005667		10/18/2011	8/6/2012	44,384		0	50,391	-6,007	0	0	0	-6,007
68	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	11/19/2012	1,354		0	1,034	320	0	0	0	320
69	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	12/10/2012	30,500		0	24,617	5,883	0	0	0	5,883
70	PIMCO COMMODITY REALRTN STRATE	722005667		12/7/2011	8/6/2012	1,078		0	1,224	-146	0	0	0	-146
71	PIMCO COMMODITY REALRTN STRATE	722005667		2/6/2012	8/6/2012	6,431		0	6,525	-94	0	0	0	-94
72	PIMCO INVT GRADE CORP BD-I	722005816		1/26/2011	8/6/2012	3,950		0	3,752	198	0	0	0	198
73	PIMCO INVT GRADE CORP BD-I	722005816		1/26/2011	11/19/2012	3,796		0	3,529	267	0	0	0	267
74	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		9/29/2009	2/6/2012	3,200		0	2,911	289	0	0	0	289

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

FLORIDA ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990-PF TO THEIR OFFICE

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
										23,848	0	0
1	SUNTRUST BANK		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	23,848	0	0
2												

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	5/9/2012	2	519
3	Second quarter estimated tax payment	6/6/2012	3	519
4	Third quarter estimated tax payment	9/4/2012	4	519
5	Fourth quarter estimated tax payment	12/12/2012	5	519
6	Other payments		6	
7	Total		7	2,076