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Form **990-PF**

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

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

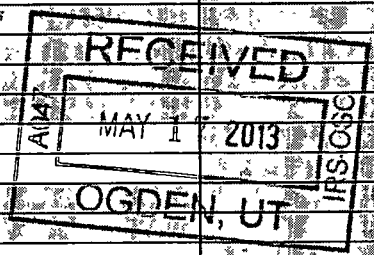
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2012** or tax year beginning , and ending

Name of foundation <b>B ANTON MEMORIAL FOUNDATION</b>		<b>A Employer identification number</b> 65-6473083
Number and street (or P O box number if mail is not delivered to street address) <b>P O. BOX 1908</b>	Room/suite	<b>B Telephone number (see instructions)</b> (407) 237-4500
City or town, state, and ZIP code <b>ORLANDO FL 32802-1908</b>		<b>C If exemption application is pending, check here</b> <input type="checkbox"/>
<b>G Check all that apply:</b> <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 1. Foreign organizations, check here</b> <input type="checkbox"/> <b>2. Foreign organizations meeting the 85% test, check here and attach computation</b> <input type="checkbox"/>
<b>H Check type of organization</b> <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 If private foundation status was terminated under section 507(b)(1)(A), check here</b> <input type="checkbox"/>
<b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$</b> 3,883,640	<b>J Accounting method</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here</b> <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>1</b> Contributions, gifts, grants, etc., received (attach schedule)	1,125,573			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	86,677	88,412		
<b>5 a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6 a</b> Net gain or (loss) from sale of assets not on line 10	-49,120			
<b>b</b> Gross sales price for all assets on line 6a	1,809,951			
<b>7</b> Capital gain net income (from Part IV, line 2)				
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10 a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12 Total.</b> Add lines 1 through 11	1,163,130	88,412	0	
<b>13</b> Compensation of officers, directors, trustees, etc	21,977	10,989		10,989
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16 a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)	2,500			2,500
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions)	19,004	888		
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)				
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	43,481	11,877	0	13,489
<b>25</b> Contributions, gifts, grants paid	166,675			166,675
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	210,156	11,877	0	180,164
<b>27 Subtract line 26 from line 12</b>				
<b>a Excess of revenue over expenses and disbursements</b>	952,974			
<b>b Net investment income</b> (if negative, enter -0-)		76,535		
<b>c Adjusted net income</b> (if negative, enter -0-)			0	

SCANNED MAY 20 2013 Revenue Operating and Administrative Expenses



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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)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	77,118	144,624	144,624
	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)	2,680,363	3,565,831	3,739,015	
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)	2,757,481	3,710,455	3,883,639	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	2,757,481	3,710,455	
	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)	2,757,481	3,710,455		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions)	2,757,481	3,710,455		

<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>			
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	2,757,481
2	Enter amount from Part I, line 27a	2	952,974
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	3,710,455
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	3,710,455

**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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	-49,120
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	104,569	2,654,041	0.039400
2010	144,582	2,522,021	0.057328
2009	95,000	1,827,914	0.051972
2008			0.000000
2007			0.000000
2 Total of line 1, column (d)			2 0.148700
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 0.049567
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,708,322
5 Multiply line 4 by line 3			5 183,810
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 765
7 Add lines 5 and 6			7 184,575
8 Enter qualifying distributions from Part XII, line 4 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			8 180,164

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

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	1,531	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	1,531	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	1,531	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	9,466	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	9,466	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	7,935	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <b>Refunded</b>	<b>11</b>	6,404	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <b>\$</b> _____ (2) On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <b>\$</b> _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <b>FL</b>		
<b>b</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? <i>If "No," attach explanation</i>		X
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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 Telephone no ▶ (407) 237-4500 Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	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))		
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)**

**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)?  Yes  No  
 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?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

**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?  Yes  No  
 If "Yes" to 6b, file Form 8870

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	21,977		

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,498,457
<b>b</b>	Average of monthly cash balances	<b>1b</b>	266,337
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,764,794
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,764,794
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	56,472
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,708,322
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	185,416

**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 )

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	185,416
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,531	
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI )	<b>2b</b>		
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,531	
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	183,885	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	183,885	
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>		
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	183,885	

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	180,164
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	180,164
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	180,164

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				183,885
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007				
<b>b</b> From 2008				
<b>c</b> From 2009				
<b>d</b> From 2010	5,567			
<b>e</b> From 2011				
<b>f</b> Total of lines 3a through e	5,567			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 180,164				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				180,164
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )	3,721			3,721
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,846			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,846			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009				
<b>c</b> Excess from 2010	1,846			
<b>d</b> Excess from 2011				
<b>e</b> 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)

**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

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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.

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

- c** Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	166,675
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





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

**Schedule of Contributors**

OMB No 1545-0047

**2012**

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

<b>Name of the organization</b>  B ANTON MEMORIAL FOUNDATION	<b>Employer identification number</b>  65-6473083
--	---

**Organization type** (check one)

- |                    |   |  |
|--------------------|---|--|
| <b>Filers of:</b>  | <b>Section:</b>   |  |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization  |  |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |  |
|                    | <input type="checkbox"/> 527 political organization   |  |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |  |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |  |
|                    | <input type="checkbox"/> 501(c)(3) taxable private foundation   |  |

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

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

<b>Name of organization</b> B ANTON MEMORIAL FOUNDATION	<b>Employer identification number</b> 65-6473083
--	---

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANTON MEMORIAL TRUST ----- ----- Foreign State or Province. ----- Foreign Country -----	\$ 1,125,573	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- Foreign State or Province ----- Foreign Country -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- Foreign State or Province ----- Foreign Country -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- Foreign State or Province ----- Foreign Country -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- Foreign State or Province ----- Foreign Country -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- Foreign State or Province ----- Foreign Country -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- Foreign State or Province ----- Foreign Country -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )

Name of organization <b>B ANTON MEMORIAL FOUNDATION</b>	Employer identification number <b>65-6473083</b>
--	---

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

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

<b>Name of organization</b> B ANTON MEMORIAL FOUNDATION	<b>Employer identification number</b> 65-6473083
--	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
 For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions ) ▶ \$ ..... 0  
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For Prov                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For Prov                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For Prov                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For Prov                      Country	

B. ANTON MEMORIAL FOUNDATION

65-6473083 Page 1 of 1

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

Recipient(s) paid during the year

**Name**

CHRISTIAN CHILDREN'S FUND

**Street**

2821 EMERYWOOD PARKWAY

**City**

RICHMOND

**State**

VA

**Zip Code**

23294

**Foreign Country****Relationship**

NONE

**Foundation Status**

501(c)(3) PUBLIC CHARITY

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSE

**Amount**

166,675

**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**

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	Net Gain or Loss	Totals		
															Capital Gains/Losses	Other Sales	
														1,809,951	0	1,859,071	0
														1,159	0		
														Long Term CG Distributions	Short Term CG Distributions		
1	X	GOLDMAN SACHS GROWTH (			6/22/2011		8/6/2012	374	375								
2	X	GOLDMAN SACHS GROWTH (			8/6/2012		8/6/2012	8,369	6,950								
3	X	GOLDMAN SACHS GROWTH (			12/17/2011		8/6/2012	7,508	6,844								
4	X	GOLDMAN SACHS GROWTH (			2/1/2012		8/6/2012	35,369	34,450								
5	X	SHARES TR DOW JONES SEI			2/1/2012		8/6/2012	13,546	13,323								
6	X	SHARES IBOXX INVT GRADE			2/1/2012		8/6/2012	14,033	14,060								
7	X	SHARES IBOXX INVT GRADE			10/18/2011		8/6/2012	20,274	18,809								
8	X	SHARES IBOXX INVT GRADE			4/6/2012		8/6/2012	73,374	70,650								
9	X	SHARES IBOXX INVT GRADE			5/26/2011		8/6/2012	13,034	12,010								
10	X	SHARES IBOXX INVT GRADE			5/26/2011		11/19/2012	2,309	2,113								
11	X	SHARES TR RUSSELL 1000			2/2/2011		8/6/2012	15,790	16,088								
12	X	SHARES TR RUSSELL 1000			2/2/2011		8/6/2012	69,096	66,573								
13	X	SHARES TR RUSSELL 1000			2/1/2012		8/6/2012	55,250	55,029								
14	X	INVESCO SMALL CAP GROWT			4/27/2011		8/6/2012	1,300	1,446								
15	X	INVESCO SMALL CAP GROWT			01/14/1M622		8/6/2012	24,500	26,228								
16	X	INVESCO SMALL CAP GROWT			01/14/1M622		8/6/2012	3,180	2,600								
17	X	INVESCO SMALL CAP GROWT			10/18/2011		8/6/2012	1,752	1,575								
18	X	INVESCO SMALL CAP GROWT			12/9/2011		8/6/2012	544	500								
19	X	INVESCO SMALL CAP GROWT			01/14/1M622		8/6/2012	8,957	8,950								
20	X	ADVISORS CAMBIAR SMALL C			4/27/2011		8/6/2012	24,715	28,099								
21	X	ADVISORS CAMBIAR SMALL C			8/6/2011		8/6/2012	2,496	2,150								
22	X	ADVISORS CAMBIAR SMALL C			10/18/2011		8/6/2012	2,546	2,375								
23	X	ADVISORS CAMBIAR SMALL C			12/15/2011		8/6/2012	1,015	943								
24	X	ADVISORS CAMBIAR SMALL C			2/1/2012		8/6/2012	6,617	7,125								
25	X	ADVISORS CAMBIAR SMALL C			07/5W0593		8/6/2012	1,127	1,100								
26	X	DOUBLELINE TOTAL RETURN			8/6/2012		11/19/2012	3,150	3,117								
27	X	EATON VANCE ATLANTA CAP			8/6/2012		11/19/2012	6,550	6,301								
28	X	EATON VANCE FTG-RT-I			5/25/2011		8/6/2012	2,650	2,695								
29	X	EATON VANCE FTG-RT-I			2/7/2012		8/6/2012	40,524	40,760								
30	X	EATON VANCE FTG-RT-I			5/25/2011		8/6/2012	16,597	16,450								
31	X	GOLDMAN SACHS GROWTH (			4/27/2011		8/6/2012	10,350	11,461								
32	X	GOLDMAN SACHS GROWTH (			4/27/2011		8/6/2012	101,760	109,982								
33	X	SHARES TR RUSSELL 1000 G			8/6/2012		11/19/2012	7,522	7,649								
34	X	SHARES TR RUSSELL 1000 G			2/1/2012		11/19/2012	94,724	92,088								
35	X	SHARES BARCLAYS MBS BD			2/1/2012		8/6/2012	8,976	8,975								
36	X	SHARES BARCLAYS 3-7 YR T			8/6/2012		11/19/2012	1,731	1,727								
37	X	LEGG MASON BATTERYMRC			4/27/2011		2/1/2012	106,950	129,050								
38	X	LEGG MASON BATTERYMRC			5/24/5U607		2/1/2012	1,463	1,650								
39	X	LEGG MASON BATTERYMRC			7/19/2011		2/1/2012	10,869	12,250								
40	X	MFS RESEARCH INTL-I			4/27/2011		8/6/2012	141,150	163,512								
41	X	MFS RESEARCH INTL-I			4/27/2011		8/6/2012	625	786								
42	X	MFS RESEARCH INTL-I			4/27/2011		8/6/2012	3,356	3,917								
43	X	MFS RESEARCH INTL-I			7/18/2011		8/6/2012	51,274	56,275								
44	X	MFS RESEARCH INTL-I			8/6/2011		8/6/2012	3,329	3,225								
45	X	MFS RESEARCH INTL-I			10/18/2011		8/6/2012	23,435	23,275								
46	X	NEUBERGER BERMAN HIGH			2/1/2012		8/6/2012	3,175	3,214								
47	X	LEGG MASON BATTERYMRC			8/6/2011		2/1/2012	4,378	4,200								
48	X	LEGG MASON BATTERYMRC			10/18/2011		2/1/2012	25,563	23,600								
49	X	PIMCO FOREIGN BD US\$ HED			2/1/2012		8/6/2012	6,229	6,150								
50	X	PIMCO FOREIGN BD US\$ HED			2/1/2012		8/6/2012	95,224	92,750								
51	X	RS INVT TR VALUE-Y			4/27/2011		2/1/2012	84,923	95,194								
52	X	RS INVT TR VALUE-Y			8/6/2011		2/1/2012	6,201	5,350								
53	X	TEMPLETON GLOBAL BD-ADV			4/27/2011		2/1/2012	40,100	42,958								
54	X	TEMPLETON GLOBAL BD-ADV			4/27/2011		8/6/2012	850	950								
55	X	TEMPLETON GLOBAL BD-ADV			4/27/2011		8/6/2012	47,364	50,163								
56	X	TEMPLETON GLOBAL BD-ADV			5/26/2011		8/6/2012	18,360	19,250								
57	X	TEMPLETON GLOBAL BD-ADV			7/18/2011		8/6/2012	15,280	15,975								
58	X	TEMPLETON GLOBAL BD-ADV			10/18/2011		8/6/2012	18,093	17,750								
59	X	TEMPLETON GLOBAL BD-ADV			8/6/2012		8/6/2012	6,906	841								
60	X	VANGUARD BD INDEX SHORT			2/1/2012		8/6/2012	6,970	6,989								
61	X	VANGUARD BD INDEX SHORT			2/2/2011		8/6/2012	111,259	110,165								
62	X	VANGUARD BD INDEX SHORT			2/1/2012		8/6/2012	39,712	39,741								
63	X	VANGUARD BD INDEX TOTAL			2/1/2012		8/6/2012	11,264	11,229								
64	X	VANGUARD BD INDEX TOTAL			2/2/2011		8/6/2012	170,743	160,697								
65	X	VANGUARD BD INDEX TOTAL			2/1/2012		8/6/2012	57,112	56,395								

**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 FEE	2,500			2,500

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

		19,004	888	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	FOREIGN TAX WITHHELD	888	888		
<b>2</b>	PY EXCISE TAX DUE	8,650			
<b>3</b>	ESTIMATED EXCISE PAYMENTS	9,466			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			2,680,363	3,565,831	3,739,015
2	EATON VANCE ATLANTA CAP SMID-CAP-		0	242,207	257,241
3	ISHARES TR DOW JONES SEL DIVD INDE		0	325,105	340,406
4	ISHARES IBOXX INVT GRADE CORP BD E		0	184,636	205,320
5	ISHARES TR RUSSELL 1000 VALUE INDEX		0	279,426	304,606
6	ISHARES TR RUSSELL 1000 GROWTH IND		0	792,309	858,246
7	MANNING & NAPIER WORLD OPPTY.S-A		0	393,508	395,015
8	ISHARES BARCLAYS MBS BD ETF		0	287,355	287,793
9	OPPENHEIMER DEVELOPING MKTS INST		0	241,950	262,109
10	DOUBLELINE TOTAL RETURN BD-I		0	244,608	245,910
11	PIMCO EMERGING LOCAL BD-I		0	82,850	84,153
12	NEUBERGER BERMAN HIGH INCOME BD-		0	204,250	210,990
13	ISHARES BARCLAYS 3-7 YR TREAS BD E		0	287,627	287,226

4/29/2013 3:45:26 PM - EF - B. ANTON MEMORIAL FOUNDATION

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
1	GOLDMAN SACHS GROWTH OPPRTYS-I	3814247401	5/22/2011	8/6/2012	374			375	-1				-1
2	GOLDMAN SACHS GROWTH OPPRTYS-I	3814247401	8/6/2012	8/6/2012	6,369			6,950	1,419				1,419
3	GOLDMAN SACHS GROWTH OPPRTYS-I	3814247401	12/17/2011	8/6/2012	7,508			6,844	664				664
4	GOLDMAN SACHS GROWTH OPPRTYS-I	3814247401	2/1/2012	8/6/2012	35,359			34,450	919				919
5	ISHARES TR DOW JONES SEL DIVD INC	464287742	2/1/2012	6/17/2012	13,546			14,060	-27				-27
6	ISHARES IBOXX INVNT GRADE CORP BD	464287742	10/18/2011	8/6/2012	20,274			20,274	0				0
7	ISHARES IBOXX INVNT GRADE CORP BD	464287742	2/1/2012	8/6/2012	73,374			70,650	2,724				2,724
8	ISHARES IBOXX INVNT GRADE CORP BD	464287742	5/26/2011	8/6/2012	19,034			12,010	7,024				7,024
9	ISHARES TR RUSSELL 1000 VALUE IND	464287742	2/2/2011	11/19/2012	2,309			2,113	196				196
10	ISHARES TR RUSSELL 1000 VALUE IND	464287742	2/2/2011	8/6/2012	15,790			16,088	-298				-298
11	ISHARES TR RUSSELL 1000 VALUE IND	464287742	2/2/2011	8/6/2012	69,096			66,573	2,523				2,523
12	ISHARES TR RUSSELL 1000 GROWTH I	464287742	2/1/2012	8/6/2012	55,250			55,029	221				221
13	INVESCO SMALL CAP GROWTH-I	00141M622	4/27/2011	8/6/2012	1,300			1,446	-146				-146
14	INVESCO SMALL CAP GROWTH-I	00141M622	4/27/2011	8/6/2012	24,500			25,228	-728				-728
15	INVESCO SMALL CAP GROWTH-I	00141M622	6/6/2011	8/6/2012	3,180			2,600	580				580
16	INVESCO SMALL CAP GROWTH-I	00141M622	10/18/2011	8/6/2012	1,575			1,575	0				0
17	INVESCO SMALL CAP GROWTH-I	00141M622	12/8/2011	8/6/2012	544			500	44				44
18	INVESCO SMALL CAP GROWTH-I	00141M622	2/1/2012	8/6/2012	8,950			8,950	0				0
19	INVESCO SMALL CAP GROWTH-I	00141M622	2/1/2012	8/6/2012	24,715			28,099	-3,384				-3,384
20	ADVISORS CAMBIAR SMALL CAP-I	0075W0593	8/6/2012	8/6/2012	2,496			2,150	346				346
21	ADVISORS CAMBIAR SMALL CAP-I	0075W0593	8/6/2012	8/6/2012	2,546			2,375	171				171
22	ADVISORS CAMBIAR SMALL CAP-I	0075W0593	10/18/2011	8/6/2012	1,015			943	72				72
23	ADVISORS CAMBIAR SMALL CAP-I	0075W0593	12/15/2011	8/6/2012	1,015			843	172				172
24	ADVISORS CAMBIAR SMALL CAP-I	0075W0593	2/1/2012	8/6/2012	6,617			7,125	-508				-508
25	ADVISORS CAMBIAR SMALL CAP-I	0075W0593	6/17/2012	8/6/2012	1,127			1,100	27				27
26	DOUBLINE TOTAL RETURN BD-I	258620103	8/6/2012	11/19/2012	3,150			3,117	33				33
27	EATON VANCE ATLANTA CAP SMID-CA	277902688	8/6/2012	11/19/2012	6,550			6,301	249				249
28	EATON VANCE FLTC-RF-I	277911481	5/26/2011	8/6/2012	2,650			2,695	-45				-45
29	EATON VANCE FLTC-RF-I	277911481	5/26/2011	8/6/2012	40,526			40,780	-254				-254
30	EATON VANCE FLTC-RF-I	277911481	2/1/2012	8/6/2012	16,587			16,450	137				137
31	EATON VANCE FLTC-RF-I	277911481	4/27/2011	8/6/2012	10,350			11,461	-1,111				-1,111
32	GOLDMAN SACHS GROWTH OPPRTYS-I	3814247401	4/27/2011	8/6/2012	101,760			109,982	-8,222				-8,222
33	GOLDMAN SACHS GROWTH OPPRTYS-I	3814247401	4/27/2011	8/6/2012	7,522			7,649	-127				-127
34	SHARES TR RUSSELL 1000 GROWTH I	464287614	2/1/2012	11/19/2012	94,724			92,088	2,636				2,636
35	SHARES TR RUSSELL 1000 GROWTH I	464287614	2/1/2012	11/19/2012	8,976			8,975	1				1
36	SHARES BARCLAYS MBS BD ETC	464286868	4/27/2011	8/6/2012	1,731			1,727	4				4
37	LEGG MASON BATTERY/MRC EMRG MK	452465067	4/27/2011	2/1/2012	108,950			128,050	-22,100				-22,100
38	LEGG MASON BATTERY/MRC EMRG MK	452465067	6/22/2011	2/1/2012	1,483			1,550	-167				-167
39	LEGG MASON BATTERY/MRC EMRG MK	452465067	7/16/2011	2/1/2012	10,868			12,250	-1,381				-1,381
40	MFS RESEARCH INTL-I	552983470	4/27/2011	8/6/2012	141,150			163,570	-22,362				-22,362
41	MFS RESEARCH INTL-I	552983470	4/27/2011	8/6/2012	823			796	27				27
42	MFS RESEARCH INTL-I	552983470	8/6/2012	8/6/2012	3,396			3,071	325				325
43	MFS RESEARCH INTL-I	552983470	7/16/2011	8/6/2012	51,274			50,001	1,273				1,273
44	MFS RESEARCH INTL-I	552983470	8/6/2012	8/6/2012	3,329			3,225	104				104
45	MFS RESEARCH INTL-I	552983470	10/18/2011	8/6/2012	4,378			4,200	178				178
46	NEUBERGER BERMAN HIGH INCOME	654128K688	2/1/2012	8/6/2012	23,435			23,275	160				160
47	LEGG MASON BATTERY/MRC EMRG MK	452465067	8/6/2012	2/1/2012	3,175			3,214	-39				-39
48	LEGG MASON BATTERY/MRC EMRG MK	452465067	10/18/2011	2/1/2012	25,563			23,500	2,063				2,063
49	PIMCO FOREIGN BD US\$ HEDGED-I	693390882	2/1/2012	8/6/2012	6,225			6,150	75				75
50	PIMCO FOREIGN BD US\$ HEDGED-I	693390882	2/1/2012	8/6/2012	96,224			92,750	3,474				3,474
51	RS INVNT TR VALUE-Y	74972H614	8/6/2012	2/1/2012	84,923			95,194	-10,271				-10,271
52	RS INVNT TR VALUE-Y	74972H614	4/27/2011	2/1/2012	6,201			6,511	-310				-310
53	TEMPLETON GLOBAL BD-ADV	880208400	4/27/2011	2/1/2012	40,100			42,958	-2,858				-2,858
54	TEMPLETON GLOBAL BD-ADV	880208400	4/27/2011	8/6/2012	850			950	-100				-100
55	TEMPLETON GLOBAL BD-ADV	880208400	4/27/2011	8/6/2012	47,364			50,163	-2,799				-2,799
56	TEMPLETON GLOBAL BD-ADV	880208400	5/26/2011	8/6/2012	19,360			19,250	110				110
57	TEMPLETON GLOBAL BD-ADV	880208400	7/18/2011	8/6/2012	15,280			15,975	-695				-695
58	TEMPLETON GLOBAL BD-ADV	880208400	10/18/2011	8/6/2012	18,093			17,750	343				343
59	TEMPLETON GLOBAL BD-ADV	880208400	12/15/2011	8/6/2012	906			841	65				65
60	VANGUARD BD INDEX SHORT TERM BI	921937827	11/1/2012	8/6/2012	6,970			6,989	-19				-19
61	VANGUARD BD INDEX SHORT TERM BI	921937827	2/2/2011	8/6/2012	111,259			110,165	1,094				1,094
62	VANGUARD BD INDEX SHORT TERM BI	921937827	2/1/2012	8/6/2012	39,712			39,741	-29				-29
63	VANGUARD BD INDEX TOTAL BD MKT E	921937835	2/1/2012	8/6/2012	11,264			11,229	35				35
64	VANGUARD BD INDEX TOTAL BD MKT E	921937835	2/2/2011	8/6/2012	170,743			180,697	-10,954				-10,954
65	VANGUARD BD INDEX TOTAL BD MKT E	921937835	2/1/2012	8/6/2012	57,112			56,395	717				717

**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

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

	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQD	Compensation	Benefits	Expense Account
1		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		21,977	0	0
2											
									21,977	0	0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1
2 First quarter estimated tax payment	5/9/2012	2 2,367
3 Second quarter estimated tax payment	6/6/2012	3 2,367
4 Third quarter estimated tax payment	9/4/2012	4 2,367
5 Fourth quarter estimated tax payment	12/12/2012	5 2,365
6 Other payments		6
7 Total		7 9,466