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 4/1/2012 **, and ending** 3/31/2013

Name of foundation: TR JOE E JOHNSTON FDN U/W

A Employer identification number: 58-1364875

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

B Telephone number (see instructions): (404) 813-9304

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,966,688

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	62,157	62,157		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	188,100			
	b Gross sales price for all assets on line 6a 2,013,805				
	7 Capital gain net income (from Part IV, line 2)		188,100		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	250,257	250,257	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,687	10,843		10,844
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a 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)	7,124	458		
	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	31,311	11,301	0	13,344
	25 Contributions, gifts, grants paid	125,500			125,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	156,811	11,301	0	138,844
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	93,446			
	b **Net investment income** (if negative, enter -0-)		238,956		
	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			
2	Savings and temporary cash investments	96,918	64,004	64,004
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)	2,361,491	2,487,851	2,902,684
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)	2,458,409	2,551,855	2,966,688
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	2,458,409	2,551,855	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,458,409	2,551,855	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,458,409	2,551,855	

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	2,458,409
2	Enter amount from Part I, line 27a	2	93,446
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,551,855
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	2,551,855

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** 188,100

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	134,675	2,822,106	0.047721
2010	135,466	2,678,230	0 050580
2009	74,561	2,446,215	0 030480
2008	181,368	2,459,855	0 073731
2007	130,962	2,985,806	0 043862

2 **Total** of line 1, column (d)	2	0 246374
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 049275
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,860,068
5 Multiply line 4 by line 3	5	140,930
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,390
7 Add lines 5 and 6	7	143,320
8 Enter qualifying distributions from Part XII, line 4	8	138,844

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	4,779
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	4,779
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	4,779
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,877		
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	3,877
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	902
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

			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 ▶ (404) 813-9304

Located at ▶ P O BOX 4655 ATLANTA GA ZIP+4 ▶ 30302

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	.00	0		
	00	0		
	00	0		
	00	0		

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	2,818,377
b	Average of monthly cash balances	1b	85,245
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,903,622
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	2,903,622
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	43,554
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,860,068
6	**Minimum investment return.** Enter 5% of line 5	6	143,003

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	143,003
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,779		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,779
3	Distributable amount before adjustments Subtract line 2c from line 1			3	138,224
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	138,224
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	138,224

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	138,844
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	138,844
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	138,844

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				138,224
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			123,606	
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				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 138,844				
a	Applied to 2011, but not more than line 2a			123,606	
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				15,238
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))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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				122,986
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				
10	Analysis of line 9.				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					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

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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**	125,500
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (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	62,157	
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	188,100	
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		250,257	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 250,257

(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 | 6/27/2013 | 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		6/27/2013		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				
BOY SCOUTS OF AMERICA ATLANTA AREA COUNCIL				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSE				**Amount** 10,000
Name CAMP GLISSON				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSE				**Amount** 15,000
Name CASA FOR CHILDREN-CANTON				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSE				**Amount** 8,000
Name CHEROKEE COUNTY HISTORICAL SOCIETY				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSE				**Amount** 10,000
Name CHEROKEE OUTDOOR YMCA				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSE				**Amount** 15,000
Name FELLOWSHIP OF CHRISTIAN ATHLETES				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL OPERATING PURPOSE				**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
G CECIL PRUETT COMMUNITY CENTER FAMILY YMCA
Street

City	State	Zip Code	Foreign Country

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

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

Name
GEORGIA TRANSPLANT FOUNDATION
Street

City	State	Zip Code	Foreign Country

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

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

Name
GIRL SCHOUTS OF GREATER ATLANTA INC
Street

City	State	Zip Code	Foreign Country

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

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

Name
LEKOTEK OF GEORGIA
Street

City	State	Zip Code	Foreign Country

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

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

Name
PRESERVATION WOODSTOCK
Street

City	State	Zip Code	Foreign Country

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

Purpose of grant/contribution	Amount
GENERAL OPERATING PURPOSE	1,500

Name
PREVENT BLINDNESS GEORGIA
Street

City	State	Zip Code	Foreign Country

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

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

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

Recipient(s) paid during the year

Field	Value
Name	REINHARDT UNIVERSITY
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL OPERATING PURPOSE
Amount	5,000

Field	Value
Name	SEQUOYAH REGIONAL LIBRARY SYSTEM
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL OPERATING PURPOSE
Amount	20,000

Field	Value
Name	VISITING NURSE HEALTH SYSTEM ATLANTA
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	501(C)(3) PUBLIC CHARITY
Purpose of grant/contribution	GENERAL OPERATING PURPOSE
Amount	5,000

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

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

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

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

	Amount
Long Term CG Distributions	15,959
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,013,805	1,825,705	188,100
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	FORUM ABSOLUTE STRATEG	34984T600			9/26/2012		3/8/2013	6,356	6,430				0	-74
2	X	GOLDMAN SACHS GROWTH (	38142Y401			9/26/2012		1/9/2013	27,100	27,495				0	-395
3	X	GOLDMAN SACHS GROWTH (	38142Y401			9/26/2012		3/8/2013	8,630	8,233				0	397
4	X	T ROWE PRICE INSTL LARGE-	45775L408			2/6/2012		1/9/2013	26,600	24,362				0	2,238
5	X	T ROWE PRICE INSTL LARGE-	45775L408			2/6/2012		3/8/2013	10,546	9,191				0	1,355
6	X	ISHARES TR DOW JONES SEL	464287168			1/9/2013		3/7/2013	9,002	8,512				0	490
7	X	ISHARES TR RUSSELL 1000 V	464287598			9/25/2012		1/9/2013	89,422	86,757				0	2,665
8	X	ISHARES TR RUSSELL 1000 V	464287598			9/25/2012		3/7/2013	9,310	8,386				0	924
9	X	ISHARES TR RUSSELL 1000 G	464287614			9/25/2012		1/9/2013	43,260	43,150				0	110
10	X	ISHARES TR RUSSELL 1000 G	464287614			9/25/2012		3/7/2013	12,306	11,708				0	598
11	X	ISHARES TR RUSSELL 2000 IN	464287655			9/25/2012		3/7/2013	4,080	3,682				0	398
12	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		3/8/2013	11,502	12,344				0	-842
13	X	NEUBERGER BERMAN HIGH I	64128K868			9/26/2012		3/8/2013	4,852	4,776				0	76
14	X	OPPENHEIMER DEVELOPING	683974505			1/9/2013		3/8/2013	7,384	7,287				0	97
15	X	PIMCO TOTAL RETURN-I	693390700			9/26/2012		3/8/2013	10,174	10,538				0	-364
16	X	PIMCO EMERGING LOCAL BD	72201F516			9/26/2012		3/8/2013	3,604	3,571				0	33
17	X	VANGUARD BD INDEX TOTAL	921937835			9/25/2012		3/7/2013	22,144	22,605				0	-461
18	X	WASATCH LONG/SHORT FD	936793835			9/26/2012		3/8/2013	2,606	2,348				0	258
19	X	ABERDEEN EQUITY LONG SH	003020336			9/26/2012		3/8/2013	1,774	1,700				0	74
20	X	ABERDEEN EQUITY LONG SH	003020336			10/18/2011		3/8/2013	725	678				0	47
21	X	SEE ATTACHED							1,686,469	1,521,952					164,517

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR JOE E JOHNSTON FDN U/W
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
0075W0593	ADVISORS CAMBIAR SMALL CAP-I				1112932				
Sold		09/26/12	2704.899	48,877.52					
Acq		03/28/11	2364.512	42,726.73	44,996.66	44,996.66	-2,269.93	-2,269 93	L
Acq		10/18/11	12.384	223.78	200.00	200.00	23.78	23.78	S
Acq		07/18/11	54.696	988.36	1,025.00	1,025.00	-36.64	-36.64	L
Acq		08/08/11	273.307	4,938.66	4,075 00	4,075.00	863 66	863.66	L
		Total for 9/26/2012			50,296.66	50,296.66	-1,419.14	-1,419.14	
314172560	FEDERATED STRATEGIC VALUE-I				1112932				
Sold		09/26/12	47921 07	248,231.14					
Acq		07/18/11	42814.278	221,777 96	198,658.25	198,658.25	23,119.71	23,119.71	L
Acq		02/06/12	5106.792	26,453.18	24,410.47	24,410.47	2,042 71	2,042.71	S
		Total for 9/26/2012			223,068.72	223,068.72	25,162.42	25,162.42	
411511504	HARBOR CAP APPRECIATION-I				1112932				
Sold		09/26/12	6644.553	284,652.65					
Acq		05/28/10	5174.301	221,667.05	162,835.26	162,835.26	58,831.79	58,831.79	L
Acq		06/24/10	153.685	6,583.87	4,775.00	4,775.00	1,808.87	1,808 87	L
Acq		07/18/11	1052.369	45,083.49	41,978.99	41,978.99	3,104.50	3,104 50	L
Acq		08/08/11	264.198	11,318 24	9,025.00	9,025.00	2,293 24	2,293.24	L
		Total for 9/26/2012			218,614.25	218,614.25	66,038.40	66,038 40	
416645828	HARTFORD DIVIDEND & GROWTH-Y				1112932				
Sold		09/26/12	7480.841	158,668.64					
Acq		08/08/11	311.586	6,608.74	5,325.00	5,325.00	1,283.74	1,283.74	L
Acq		07/18/11	303.293	6,432.84	5,987.01	5,987.01	445.83	445.83	L
Acq		06/24/10	938.819	19,912 35	15,575.00	15,575.00	4,337.35	4,337 35	L
Acq		04/06/10	5927.143	125,714 70	108,940.88	108,940.88	16,773.82	16,773.82	L
		Total for 9/26/2012			135,827.89	135,827.89	22,840.75	22,840.75	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I				1112932				
Sold		09/26/12	2485.457	47,000.00					
Acq		02/06/12	2485.457	47,000.00	44,340.55	44,340 55	2,659.45	2,659.45	S
		Total for 9/26/2012			44,340.55	44,340.55	2,659.45	2,659.45	
693390304	PIMCO LOW DURATION-I				1112932				
Sold		09/26/12	10048.275	107,215.09					
Acq		02/06/12	260.636	2,780.99	2,718.43	2,718.43	62 56	62.56	S
Acq		01/26/11	9787.639	104,434.10	101,791.44	101,791.44	2,642.66	2,642.66	L
		Total for 9/26/2012			104,509.87	104,509.87	2,705.22	2,705.22	
693390882	PIMCO FOREIGN BD US HEDGED-I				1112932				
Sold		09/26/12	6086.425	68,776.60					
Acq		02/06/12	6086.425	68,776.60	64,820.42	64,820.42	3,956.18	3,956.18	S
		Total for 9/26/2012			64,820.42	64,820.42	3,956.18	3,956.18	
722005667	PIMCO COMMODITY REALRTN STRATEGY-I				1112932				
Sold		09/26/12	7500.741	52,430.18					
Acq		02/06/12	1260.807	8,813.04	8,750.00	8,750.00	63.04	63.04	S

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR JOE E JOHNSTON FDN U/W
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
722005667	PIMCO COMMODITY REALRTN STRATEGY-I				1112932				
Sold		09/26/12	7500.741	52,430.18					
Acq		10/18/11	698.198	4,880.40	5,425.00	5,425.00	-544.60	-544 60	S
Acq		07/18/11	136.194	952.00	1,247.54	1,247.54	-295.54	-295.54	L
Acq		01/15/10	4864.547	34,003.18	40,570 32	40,570.32	-6,567.14	-6,567.14	L
Acq		06/24/10	540.995	3,781.56	4,025.00	4,025.00	-243.44	-243.44	L
			Total for 9/26/2012		60,017.86	60,017.86	-7,587.68	-7,587.68	
722005816	PIMCO INVT GRADE CORP BD-I				1112932				
Sold		09/26/12	12299.006	138,732.79					
Acq		01/26/11	12024.866	135,640.49	126,261.09	126,261.09	9,379.40	9,379.40	L
Acq		02/06/12	274.14	3,092 30	2,911.37	2,911.37	180.93	180 93	S
			Total for 9/26/2012		129,172.46	129,172.46	9,560.33	9,560.33	
76628R672	RIDGEWORTH FD-LARGECAP VAL EQTY RGD4				1112932				
Sold		09/26/12	9494.015	131,776.93					
Acq		06/24/10	1351.664	18,761.10	14,625.00	14,625.00	4,136.10	4,136.10	L
Acq		08/08/11	749.547	10,403.71	8,275.00	8,275.00	2,128.71	2,128.71	L
Acq		01/15/10	7392.804	102,612.12	83,538.70	83,538.70	19,073.42	19,073.42	L
			Total for 9/26/2012		106,438 70	106,438.70	25,338.23	25,338.23	
76628T512	RIDGEWORTH FD-TOTAL RETURN BD RGCP				1112932				
Sold		09/26/12	21790.637	241,876.07					
Acq		01/15/10	20736.454	230,174 64	216,992 12	216,992.12	13,182.52	13,182.52	L
Acq		02/06/12	1054.183	11,701.43	11,448.43	11,448.43	253.00	253.00	S
			Total for 9/26/2012		228,440.55	228,440.55	13,435.52	13,435.52	
76628T678	RIDGEWORTH FD-SEIX FLT HGH INCM RGCJ				1112932				
Sold		09/26/12	4447.899	39,719.74					
Acq		02/06/12	150.568	1,344.57	1,325.00	1,325 00	19.57	19.57	S
Acq		01/26/11	4297.331	38,375.17	38,890.84	38,890.84	-515.67	-515.67	L
			Total for 9/26/2012		40,215.84	40,215.84	-496.10	-496.10	
76628T777	RIDGEWORTH FD-LTD MTG SECS RGCM				1112932				
Sold		09/26/12	4715.783	53,146.87					
Acq		01/26/11	4572.657	51,533.84	48,470.16	48,470.16	3,063.68	3,063 68	L
Acq		02/06/12	143.126	1,613.03	1,588.70	1,588.70	24.33	24.33	S
			Total for 9/26/2012		50,058 86	50,058.86	3,088.01	3,088.01	
880208400	TEMPLETON GLOBAL BD-ADV				1112932				
Sold		09/26/12	4929.471	65,364 79					
Acq		10/18/11	521.236	6,911 59	6,750.00	6,750.00	161.59	161.59	S

SunTrust

Statement of Capital Gains and Losses From Sales
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)
TR JOE E JOHNSTON FDN U/W
Trust Year 4/1/2012 - 2/28/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
880208400	TEMPLETON GLOBAL BD-ADV				1112932				
Sold		09/26/12	4929.471	65,364.79					
Acq		01/26/11	4408.235	58,453.20	59,378.93	59,378.93	-925.73	-925.73	L
			Total for 9/26/2012		66,128.93	66,128.93	-764.14	-764.14	
			Total for Account: 1112932		1,521,951.56	1,521,951.56	164,517.45	164,517.45	

Total Proceeds:		Fed	State
1,686,469.01	S/T Gain/Loss	8,902 54	8,902.54
	L/T Gain/Loss	155,614 91	155,614.91

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

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

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		7,124	458	0	0
	Description				
1	FOREIGN TAX WITHHELD	458	458		
2	PRIOR YEAR EXCISE TAX DUE	2,789			
3	ESTIMATED EXCISE PAYMENTS	3,877			

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			2,361,491	2,487,851	2,902,684
1	OTHER INVESTMENTS		2,361,491	2,487,851	2,902,684

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

	Amount
Long Term CG Distributions	15,859
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
						1,997,846	0	0	1,825,705	172,141	0	0	0	172,141
1	FORUM ABSOLUTE STRATEGIES-I	34984T600		9/26/2012	3/8/2013	6,356		0	6,430	-74	0	0	0	-74
2	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		9/26/2012	1/9/2013	27,100		0	27,495	-395	0	0	0	-395
3	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		9/26/2012	3/8/2013	8,630		0	8,233	397	0	0	0	397
4	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		2/6/2012	1/9/2013	26,600		0	24,362	2,238	0	0	0	2,238
5	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		2/6/2012	3/8/2013	10,546		0	9 191	1,355	0	0	0	1,355
6	ISHARES TR DOW JONES SEL DIVD IND	464287168		1/9/2013	3/7/2013	9,002		0	8 512	490	0	0	0	490
7	ISHARES TR RUSSELL 1000 VALUE IND	464287598		9/25/2012	1/9/2013	89 422		0	86,757	2 665	0	0	0	2,665
8	ISHARES TR RUSSELL 1000 VALUE IND	464287598		9/25/2012	3/7/2013	9 310		0	8,386	924	0	0	0	924
9	ISHARES TR RUSSELL 1000 GROWTH I	464287614		9/25/2012	1/9/2013	43 260		0	43 150	110	0	0	0	110
10	ISHARES TR RUSSELL 1000 GROWTH I	464287614		9/25/2012	3/7/2013	12,306		0	11,708	598	0	0	0	598
11	ISHARES TR RUSSELL 2000 INDEX ETF	464287655		9/25/2012	3/7/2013	4 080		0	3 682	398	0	0	0	398
12	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	3/8/2013	11 502		0	12 344	-842	0	0	0	-842
13	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/26/2012	3/8/2013	4,852		0	4,776	76	0	0	0	76
14	OPPENHEIMER DEVELOPING MKTS INS	683974505		1/9/2013	3/8/2013	7,384		0	7,287	97	0	0	0	97
15	PIMCO TOTAL RETURN-I	693390700		9/26/2012	3/8/2013	10,174		0	10,538	-364	0	0	0	-364
16	PIMCO EMERGING LOCAL BD-I	72201F516		9/26/2012	3/8/2013	3,604		0	3,571	33	0	0	0	33
17	VANGUARD BD INDEX TOTAL BD MKT E	921937835		9/25/2012	3/7/2013	22,144		0	22,605	-461	0	0	0	-461
18	WASATCH LONG/SHORT FD	936793835		9/26/2012	3/8/2013	2,606		0	2,348	258	0	0	0	258
19	ABERDEEN EQUITY LONG SHORT-I	003020336		9/26/2012	3/8/2013	1,774		0	1,700	74	0	0	0	74
20	ABERDEEN EQUITY LONG SHORT-I	003020336		10/18/2011	3/8/2013	725		0	678	47	0	0	0	47
21	SEE ATTACHED					1,686,469			1,521 952	164,517	0	0	0	164,517

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
										21,687	0	0
1	SUNTRUST BANKS, INC		P O BOX 4655	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	21,687	0	0
2	DEBBIE COUCH		PO BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D			
3	WILLIAM J JOHNSTON		P O BOX 553	WOODSTOCK	GA	30188		ADVISOR	AS REQ'D			
4	LYNN H JOHNSTON		5050 HIDDEN BRANCHES CIRCLE	DUNWOODY	GA	30338		ADVISOR	AS REQ'D			
5	G CECIL PRUETT		371 HILTON WAY	CANTON	GA	30114		ADVISOR	AS REQ'D			

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

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	8/6/2012	2	970
3	Second quarter estimated tax payment	9/4/2012	3	970
4	Third quarter estimated tax payment	12/12/2012	4	968
5	Fourth quarter estimated tax payment	3/13/2013	5	969
6	Other payments		6	
7	Total		7	3,877

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	123,606
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	123,606

Organization: TR JOE E JOHNSTON FDN U/W

TIN: 58-1364875

Form 990-PF, Part XV, Line 2a-d

a) **Recipient Name, address:**
Allen Mast, c/o SunTrust Bank P.O. Box 4655 MC 221 Atlanta, GA 30302

b) **Form in which application should be submitted and information and materials they should include:**
A 2-3 page proposal narrative/letter detailing the organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project or program

c) **Any submission deadlines:**
February 1st

d) **Restrictions or limitations on awards, such as geographical areas, charitable fields, kinds of institutions or other factors:**
Geographic restrictions – Cherokee County Georgia

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO SUMMARY

AS OF 03/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	471,604.34	15.90 %	471,604.34			
STIF & MONEY MARKET FUNDS	44,360.13	1.50 %	44,360.13	0.00	4	0.01 %
EQUITY SECURITIES	1,467,982.69	49.48 %	1,155,332.99	312,649.70	34,545	2.35 %
MUTUAL FUNDS	1,434,701.35	48.36 %	1,332,518.65	102,182.70	32,679	2.28 %
PRINCIPAL PORTFOLIO TOTAL	**3,418,648.51**	**115.23 %**	**3,003,816.11**	**414,832.40**	**67,228**	**2.28 %**
INCOME PORTFOLIO						
INCOME CASH	471,604.34-	15.90-%	471,604.34-			
STIF & MONEY MARKET FUNDS	19,643.62	0.66 %	19,643.62	0.00	2	0.01 %
INCOME PORTFOLIO TOTAL	**451,960.72-**	**15.23-%**	**451,960.72-**	**0.00**	**2**	**0.01 %**
TOTAL ASSETS	**2,966,687.79**	**100.00 %**	**2,551,855.39**	**414,832.40**	**67,230**	**2.27 %**

SUNTRUST

PORTFOLIO DETAIL

AS OF 03/31/13

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	471,604.34 15.90 %	471,604.34			
STIF & MONEY MARKET FUNDS						
44,360.13	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	44,360.13 1.000 1.50 %	44,360.13 1.00	0.00	4	0.01 % 0.00 %
EQUITY SECURITIES						
CONSUMER STAPLES						
6,446	COCA-COLA CO COM CUSIP: 191216100	260,676.24 40.440 8.79 %	5,967.58 0.93	254,708.66	7,220	2.77 % 0.00 %
MUTUAL FUNDS-EQUITY						
3,054	ISHARES TR DOW JONES SELECT DIVIDEND INDEX ETF CUSIP: 464287168	193,623.60 63.400 6.53 %	176,942.45 57.94	16,681.15	6,649	3.43 % 0.00 %
3,680	ISHARES TR RUSSELL 1000 GROWTH INDEX ETF CUSIP: 464287614	262,641.60 71.370 8.85 %	246,192.00 66.90	16,449.60	4,125	1.57 % 0.00 %
2,434	ISHARES TR RUSSELL 1000 VALUE INDEX ETF CUSIP: 464287598	197,567.78 81.170 6.66 %	175,970.41 72.30	21,597.37	4,140	2.10 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
925	ISHARES TR RUSSELL 2000 INDEX ETF CUSIP: 464287655	87,347.75 94.430 2.94 %	77,399.01 83.67	9,948.74	1,572	1.80 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		741,180.73	676,503.87	64,676.86	16,486	2.22 %
MUTUAL FUNDS-FIXED INCOME						
5,573	VANGUARD INDEX FDS TOTAL BD MARKET ETF CUSIP: 921937835	466,125.72 83.640 15.71 %	472,861.54 84.85	6,735.82-	10,839	2.33 % 0.00 %
TOTAL EQUITY SECURITIES		**1,467,982.69**	**1,155,332.99**	**312,649.70**	**34,545**	**2.35 %**
MUTUAL FUNDS						
4,398.022	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	52,732.28 11.990 1.78 %	49,125.91 11.17	3,606.37	0	0.00 % 0.00 %
11,965.361	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	134,490.66 11.240 4.53 %	132,601.74 11.08	1,888.92	0	0.00 % 0.00 %
6,767.642	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	182,726.33 27.000 6.16 %	153,267.50 22.65	29,458.83	11,157	6.11 % 0.00 %
29,669.886	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	241,512.87 8.140 8.14 %	236,832.42 7.98	4,680.45	3,590	1.49 % 0.00 %

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL

AS OF 03/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
10,641.081	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	101,941.56 9.580 3.44 %	96,530.22 9.07	5,411.34	6,208	6.09 % 0.00 %
4,396.996	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	153,631.04 34.940 5.18 %	145,568.91 33.11	8,062.13	1,096	0.71 % 0.00 %
6,921.526	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	75,029.34 10.840 2.53 %	75,029.34 10.84	0.00	3,374	4.50 % 0.00 %
19,011.032	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	213,684.00 11.240 7.20 %	215,133.73 11.32	1,449.73-	6,491	3.04 % 0.00 %
10,898.168	PRICE T ROWE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	222,976.52 20.460 7.52 %	178,377.34 16.37	44,599.18	763	0.34 % 0.00 %
3,680.26	WASATCH FDS TR LONG/SHORT FD INSTL CL CUSIP: 936793769	55,976.75 15.210 1.89 %	50,051.54 13.60	5,925.21	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		1,434,701.35	1,332,518.65	102,182.70	32,679	2.28 %
PRINCIPAL PORTFOLIO TOTAL		3,418,648.51	3,003,816.11	414,832.40	67,228	2.28 %
INCOME PORTFOLIO						
	INCOME CASH	471,604.34- 15.90-%	471,604.34-			

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL

AS OF 03/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
STIF & MONEY MARKET FUNDS						
19,643.62	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	19,643.62 1.000 0.66 %	19,643.62 1.00	0.00	2	0.01 % 0.00 %
INCOME PORTFOLIO TOTAL		451,960.72-	451,960.72-	0.00	2	0.01 %
TOTAL ASSETS		2,966,687.79	2,551,855.39	414,832.40	67,230	2.27 %