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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

06/01, 2012, and ending

05/31, 2013

Name of foundation

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

A Employer identification number

58-6222004

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

800- 352-3705

525 W W.T. HARRIS BLVD. D1114-044

City or town, state, and ZIP code

CHARLOTTE, NC 28288

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

C If exemption application is pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify)

16) \$ 48,680,409. (Part I, column (d) must be on cash basis.)

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	916,458.	908,739.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	15,985.			
b Gross sales price for all assets on line 6a	14,278,628.			
7 Capital gain net income (from Part IV, line 2)		15,985.		
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)	839.	209,789.		STMT 1
12 Total Add lines 1 through 11	933,282.	1,134,513.		
13 Compensation of officers, directors, trustees, etc.	335,157.	250,918.		84,239.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	54,251.	54,251.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	25,336.	25,336.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	6,670.	52,517.		
24 Total operating and administrative expenses. Add lines 13 through 23	421,414.	383,022.	NONE	84,239.
25 Contributions, gifts, grants paid	2,080,500.			2,080,500.
26 Total expenses and disbursements Add lines 24 and 25	2,501,914.	383,022.	NONE	2,164,739.
27 Subtract line 26 from line 12	-1,568,632.			
a Excess of revenue over expenses and disbursements		751,491.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				
Operating and Administrative Expenses				

JSA For Paperwork Reduction Act Notice, see instructions.

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P 2A

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		1,204.	775.	775.
	2	Savings and temporary cash investments		2,447,109.	1,668,405.	1,668,405.
	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 ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 5	928,546.	303,389.	310,996.
	b	Investments - corporate stock (attach schedule)	STMT 7	22,742,764.	24,840,160.	29,952,865.
	c	Investments - corporate bonds (attach schedule)	STMT 28	1,903,981.	3,816,449.	3,896,954.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 34	17,179,690.	13,007,109.	12,850,414.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ 43812BAH6 HONDA AUTO RECEIVABLE)		50,904.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		45,254,198.	43,636,287.	48,680,409.	
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)			NONE		
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		45,254,198.	43,636,287.	
	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)		45,254,198.	43,636,287.		
31	Total liabilities and net assets/fund balances (see instructions)		45,254,198.	43,636,287.		

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	45,254,198.
2	Enter amount from Part I, line 27a	2	-1,568,632.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 42	3	20,707.
4	Add lines 1, 2, and 3	4	43,706,273.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 43	5	69,986.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,636,287.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(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 14,278,628.		14,262,643.	15,985.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			15,985.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	15,985.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	2,324,107.	44,282,089.	0.052484
2010	2,106,700.	44,651,987.	0.047180
2009	2,087,000.	41,462,499.	0.050335
2008	2,842,630.	41,726,582.	0.068125
2007	2,437,976.	57,511,428.	0.042391
2 Total of line 1, column (d)			2 0.260515
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 0.052103
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 46,072,410.
5 Multiply line 4 by line 3			5 2,400,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,515.
7 Add lines 5 and 6			7 2,408,026.
8 Enter qualifying distributions from Part XII, line 4			8 2,164,739.

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)

1a 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)		1	15,030.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2.		3	15,030.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,030.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012.	6a	6,140.	
b Exempt foreign organizations - tax withheld at source.	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868).	6c	NONE	
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	6,140.	
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	8,890.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax.	11	NONE	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a 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 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a 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.	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SEE STATEMENT 44</u> Telephone no <u></u>			
Located at <u></u> ZIP+4 <u></u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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 <u></u>	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?	☐ 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 <u></u>		
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? If "Yes," list the years <u></u>	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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	
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

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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)?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).

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
WELLS FARGO BANK NA 1525 W WT HARRIS BLVD D1114-044, CHARLOTTE, NC 28288	TRUSTEE 40	334,557.	-0-	-0-
Mr Benjamin White 1201 W Peachtree Street, ATLANTA, GA 30305	COMMITTEE MEMBER 40	200.		
HORACE H. SIBLEY 191 PEACHTREE ST NE 46TH FLOOR, ATLANTA, GA 30303	COMMITTEE MEMBER 40	200.		
CRAWFORD BARNETT JR 3193 HOWELL MILL RD, ATLANTA, GA 30303	COMMITTEE MEMBER 40	200.		

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		NONE	NONE	NONE

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

NONE

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	41,493,937.
b	Average of monthly cash balances	1b	5,280,083.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	46,774,020.
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	NONE
3	Subtract line 2 from line 1d	3	46,774,020.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	701,610.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,072,410.
6	Minimum investment return. Enter 5% of line 5	6	2,303,621.

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	2,303,621.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,030.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,288,591.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,288,591.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,288,591.

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	2,164,739.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,164,739.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,164,739.

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				2,288,591.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,034,600.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>2,164,739.</u>				
a Applied to 2011, but not more than line 2a			2,034,600.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				130,139.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,158,452.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a 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)

2a 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	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 45

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
VARIOUS CHARITIES ATLANTA GA 30303	NONE	PUBLIC CHA	CHARITABLE CONTRIBUTIONS	2,080,500.
Total			3a	2,080,500.
b Approved for future payment				
Total			3b	

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	916,458.	
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	15,985.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue: a					
b	EXCISE TAX REFUND			01	839.	
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				933,282.	
13	Total Add line 12, columns (b), (d), and (e)					933,282.

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

[illegible]

Grant Summary

David, Helen and Marian Woodward Fund - Atlanta
Account 3013000340

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
7 Stages 1105 Euclid Ave. Atlanta, GA 30307	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 581372363 Legal Name: Seven Stages Inc 501(c)(3) 2/1/1980 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 2/1/1980	\$20,000.00 Fixed Asset Restoration Campaign	
Agape Community Center, Inc. 2353 Bolton Road Atlanta, Georgia 30318	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 5/23/2013 Tax ID: 582372950 Legal Name: Agape Community Center Inc 501(c)(3) 12/1/1998 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 12/1/1998	\$20,000.00 Purchase School Bus	
Agnes Scott College 141 E. College Avenue Decatur, GA 30030	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 2; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 5/23/2013 Tax ID: 58-0566116 Legal Name: Agnes Scott College 501(c)(3) 2/1/1934 GuideStar Charity Check 2/1/1934	\$30,000.00 Campbell Hall Renovation	
Atlanta Neighborhood Development Partnership, Inc. 235 Peachtree Street NE Suite 2000 Atlanta, GA 30303	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 1/25/2013 Tax ID: 581946632 Legal Name: Atlanta Neighborhood Development Partnership Inc 501(c)(3) 10/1/1991 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 10/1/1991	\$50,000.00 One Home Makes A Difference	
Big Brothers Big Sisters of Metro Atlanta, Inc. 1382 Peachtree Street, NE Atlanta, GA 30309	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 580861895 Legal Name: Big Brothers Big Sisters Of Metro Atlanta Inc 501(c)(3) 1/1/1962 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 1/1/1962	\$100,000.00 The Big Future Campaign	

Organization	Tax Status Verified by IRS BMF via GFTS	Tax Notes	Grant Amount & Purpose	Comments
Boys & Girls Clubs of Metro Atlanta 1275 Peachtree Street Suite 500 Atlanta, GA 30309	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/20/2013 Tax ID: 580566123 Legal Name: Boys & Girls Clubs Of Metro Atlanta Inc 501(c)(3) 2/1/1960 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 2/1/1960	\$25,000.00 BGCMA's Academic Success Model	
Center for Puppetry Arts 1404 Spring Street NW Atlanta, GA 30309	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/28/2013 Tax ID: 581275610 Legal Name: Center For Puppetry Arts Inc 501(c)(3) 5/1/1977 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 5/1/1977	\$100,000.00 Believe in Make Believe: A Campaign for Transformation	
Chastain Horse Park, LTD. 4371 Powers Ferry Road Atlanta, Georgia 30327	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 1/3/2013 Tax ID: 582276314 Legal Name: Chastain Horse Park Ltd 501(c)(3) 1/1/1998 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 1/1/1998	\$50,000.00 New arena dedicated to Therapeutic Riding Program	
Communities In Schools of Atlanta, Inc. 600 West Peachtree St. Suite 1250 Atlanta, GA 30308	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 10/1/2013 Tax ID: 581152807 Legal Name: Communities In Schools Of Atlanta Inc 501(c)(3) 12/1/1974 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 12/1/1974	\$10,000.00 Technology/Infrastructure Capacity Building	
Consumer Credit Counseling Service of Greater Atlanta, Inc. 270 Peachtree St., NW Suite 1800 Atlanta, GA 30303	Public Charity - (Foundation Code: 16) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 580942924 Legal Name: Consumer Credit Counseling Service Of Greater Atlanta Inc 501(c)(3) 7/1/1968 FC16-509(a)(2) under 170(b)(1)(A)(vii) 7/1/1968	\$50,000.00 Document Management System	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
Eagle Ranch, Inc. P.O. Box 7200 Chestnut Mountain, GA 30502	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 9/13/2013 Tax ID: 581497408 Legal Name: Eagle Ranch Inc 501(c)(3) 2/1/1983 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 2/1/1983	\$25,000.00 Interior Road Improvements	
Families First, Inc. 1105 West Peachtree Street, NE Atlanta, GA 30309	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Deanna Williams on 2/22/2013 Tax ID: 581054331 Legal Name: Families First Inc 501(c)(3) 9/1/1942 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 9/1/1942	\$25,000.00 Family Sustainability and Empowerment	
Fernbank, Inc. 767 Clifton Road, NE Atlanta, GA 30307	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 586028607 Legal Name: Fernbank Inc 501(c)(3) 11/1/1942 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 11/1/1942	\$125,000.00 Adapting for Success in the 21st Century	
Friends Of The Strand Inc Post Office Box 4186 Marietta, Georgia 30061	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 5/13/2013 Tax ID: 200210688 Legal Name: Friends Of The Strand Inc 501(c)(3) 10/1/2003 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 10/1/2003	\$50,000.00 Capital Campaign for The Strand Theatre	
Georgia Council on Economic Education P. O. Box 1619 Atlanta, GA 30301-1619	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 1/3/2013 Tax ID: 581137332 Legal Name: Georgia Council On Economic Education 501(c)(3) 12/1/1972 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 12/1/1972	\$25,000.00 Developing a New Web Site	
Georgia Court Appointed Special Advocates, Inc. 1776 Peachtree Rd., NW Suite 219, South Tower Atlanta, GA 30309	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 1/23/2013 Tax ID: 581793382 Legal Name: Georgia Court Appointed Special Advocates Inc 501(c)(3) 9/1/1988 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 9/1/1988	\$20,000.00 Program Support Services Provided by Georgia CASA	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
Georgia State University Foundation Inc Andrew Young School of Policy Studies PO Box 3992 Atlanta, GA 30302-3992	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date:	Verified by Debbie Flynt on 2/22/2013 Tax ID: 58-6033185 Legal Name: Georgia State University Foundation Inc 501(c)(3) 5/1/1961 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 5/1/1961	\$25,000.00 Nonprofit Policy Forum	
Girl Scouts of Greater Atlanta Inc. 5601 N. Allen Rd Mableton, GA 30126	Public Charity - (Foundation Code: 16) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 580566190 Legal Name: Girl Scouts Of Greater Atlanta Inc 501(c)(3) 7/1/1961 FC16-509(a)(2) under 170(b)(1)(A)(vii) 7/1/1961	\$30,000.00 Coming Home Capital Campaign	
Good Samantan Health Center 1015 Donald Lee Hollowell Pkwy. Atlanta, GA 30318	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/28/2013 Tax ID: 582373395 Legal Name: Good Samantan Health Center Inc 501(c)(3) 3/1/1998 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 3/1/1998	\$30,000.00 Teaching Kitchen/Nutrition Education Center and IT Expansion Capital Campaign	
Historic Oakland Foundation, Inc 248 Oakland Avenue SE Atlanta, Georgia 30312	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 2; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/26/2013 Tax ID: 581276032 Legal Name: Historic Oakland Foundation Inc 501(c)(3) 8/1/1977 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 8/1/1977	\$35,000.00 Restoration of Phase 3 (the Original Six Acres) of Oakland Cemetery	
Marist School Inc 3790 Ashford Dunwoody Road, NE Atlanta, GA 30319-1899	Public Charity - (Foundation Code: 10) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 1/3/2013 Tax ID: 580566204 Legal Name: Marist School Inc 501(c)(3) 8/1/1958 FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church 8/1/1958	\$100,000.00 The Way. The Hope. The Promise. The Campaign for Marist School.	
MedShare International 3240 Clifton Springs Road Decatur, GA 30034	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 10/1/2013 Tax ID: 582433968 Legal Name: Medshare International 501(c)(3) 5/1/1999 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 5/1/1999	\$20,000.00 MedShare Infrastructure Build-Out	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
Metropolitan Atlanta Arts Fund 50 Hurt Plaza, Suite 449 Atlanta, GA 30303	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 1/3/2013 Tax ID: 581344646 Legal Name: The Community Foundation For Greater Atlanta Inc 501(c)(3) 10/1/1977 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 10/1/1977	\$50,000.00 Operating & Capitalization Grantmaking	
North Fulton Child Development Association, Inc. 89 Grove Way Roswell, GA 30075	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/29/2013 Tax ID: 581085443 Legal Name: North Fulton Child Development Association Inc 501(c)(3) 11/1/1969 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 11/1/1969	\$10,000.00 Keep Kids Safe	
Oglethorpe University 4484 Peachtree Road, NE Atlanta, Georgia 30319	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 9/25/2012 Tax ID: 580568698 Legal Name: Oglethorpe University Inc 501(c)(3) 1/1/1936 FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School 1/1/1936	\$30,000.00 The Oglethorpe Idea in the 21st Century: Redefining Undergraduate Education through Exceptional Engagement	
Pace Academy 966 W. Paces Ferry Road N.W. Atlanta, GA 30327-2699	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 2/7/2013 Tax ID: 580706812 Legal Name: Pace Academy Inc 501(c)(3) 7/1/1960 FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School 7/1/1960	\$50,000.00 AimHigh, The Capital Campaign for a new Upper School	
Partnership Against Domestic Violence P.O. Box 170225 Atlanta, GA 30317	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 581314556 Legal Name: Partnership Against Domestic Violence 501(c)(3) 1/1/1978 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 1/1/1978	\$20,000.00 PADV's Atlanta Domestic Violence Shelter Capital Purchases	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
PATH Foundation P. O. Box 14327 Atlanta, Georgia 30324	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 2/7/2013 Tax ID: 581949696 Legal Name: Path Foundation Inc 501(c)(3) 11/1/1991 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 11/1/1991	\$50,000.00 Make the Connection Campaign	
Piedmont Park Conservancy PO Box 7795 Atlanta, Georgia 30357	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 11/6/2012 Tax ID: 581551369 Legal Name: Piedmont Park Conservancy Inc 501(c)(3) 4/1/1984 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 4/1/1984	\$150,000.00 Piedmont Commons - Phase 1 Construction	
The Salvation Army, a Georgia Corporation P.O. Box 930188 Norcross, GA 30003	Public Charity - (Foundation Code: 10) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 5/23/2013 Tax ID: 580660607 Legal Name: The Salvation Army 501(c)(3) 10/1/1955 FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church 10/1/1955	\$25,000.00 Assistance with renovating the library educational center, replacing all the carpet, and repainting all the walls at the Bellwood, Fuqua and Peachcrest locations of The Salvation Army Boys & Girls Clubs of Greater Atlanta.	
Senior Citizen Services of Metropolitan Atlanta, Inc. 1705 Commerce Drive NW Atlanta, GA 30318	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/26/2013 Tax ID: 580960309 Legal Name: Senior Citizens Services Of Metropolitan Atlanta Inc 501(c)(3) 3/1/1966 FC16-509(a)(2) under 170(b)(1)(A)(vii) 3/1/1966	\$25,000.00 Meals On Wheels Atlanta	
Senior Connections 5238 Peachtree Road Atlanta, Georgia 30341	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/20/2013 Tax ID: 581187876 Legal Name: Senior Connections Inc 501(c)(3) 9/1/1973 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 9/1/1973	\$20,000.00 Meal Distribution Site Equipment Replacement Project	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
Street GRACE 5995 Financial Drive, Suite 180 Norcross, GA 30071	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/19/2013 Tax ID: 264335907 Legal Name: Street Grace 501(c)(3) 7/1/2009 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 7/1/2009	\$10,000.00 Web-Based CSEC Training Portal for Georgia Educators and Administrators	
Study Hall at Emmaus House P.O. Box 6717 Atlanta, GA 30315	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 8/26/2013 Tax ID: 581830316 Legal Name: The Study Hall Inc 501(c)(3) 7/1/1989 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 7/1/1989	\$40,000.00 New Carpenter Bus for School Transportation.	
Teach For America - Atlanta 10 Peachtree Place, 7th floor Atlanta, GA 30309	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 133541913 Legal Name: Teach For America Inc 501(c)(3) 6/1/1993 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 6/1/1993	\$100,000.00 ongoing program support	
Teach For America - Atlanta 10 Peachtree Place, 7th floor Atlanta, GA 30309	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 133541913 Legal Name: Teach For America Inc 501(c)(3) 6/1/1993 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 6/1/1993	\$50,000.00 Accelerating Teach For America's Impact in Metro Atlanta	
Trees Atlanta, Inc. 225 Chester Avenue Atlanta, Georgia 30316	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 9/25/2012 Tax ID: 581584758 Legal Name: Trees Atlanta Inc 501(c)(3) 11/1/1984 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 11/1/1984	\$25,000.00 Plant 2012 Initiative- A Partnership with the City of Atlanta to plant 10,000 trees	
Trinity Community Ministries 21 Bell Street Atlanta, GA 30303	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 7/3/2013 Tax ID: 581804368 Legal Name: Trinity Community Ministries Inc 501(c)(3) 8/1/1989 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 8/1/1989	\$18,000.00 Energy Efficiency Improvements to the Trinity Community Ministries Facility	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
Truancy Intervention Project Georgia, Inc. ADVANCED RULING EXPIRATION DATE: ; Judge Romae T. Powell Juvenile Justice CLASSIFICATION CODES: 1; DEDUCTIBILITY Center CODES: 1 Suite 4122 395 Pryor Street, SW Atlanta, Georgia 30312		Verified by Clarence Newell on 8/8/2013 Tax ID: 582096728 Legal Name: Truancy Intervention Project Georgia Inc 501(c)(3) 7/1/1994 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 7/1/1994	\$50,000.00 Technology Upgrade	The original minutes stated that a grant of \$30,000 was recommended by the advisory committee for this organization. The \$30,000 grant was approved by the CTAC committee on 1/10/2013. However, it has come to our attention that the advisory committee actually recommended a grant of \$50,000 to the organization but it was mistakenly listed as \$30,000 on the meeting minutes. We are seeking approval of a \$20,000 grant, which is the difference of the \$50,000 that was recommended by the advisory committee and the \$30,000 that was approved at the CTAC meeting on 1/10/2013.
Trust for Public Land Suite 1840 600 West Peachtree Street Atlanta, GA 30308 Atlanta, GA 30308	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 237222333 Legal Name: Trust For Public Land 501(c)(3) 2/1/1978 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 2/1/1978	\$50,000.00 Anderson Property - Chattahoochee River	
United Way of Metropolitan Atlanta, Inc. 100 Edgewood Ave, N.E. Atlanta, GA 30303	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 8/19/2013 Tax ID: 580566194 Legal Name: United Way Of Metropolitan Atlanta Inc 501(c)(3) 8/1/1972 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 8/1/1972	\$80,000.00 10-year plan to end homelessness	

Organization	Tax Status Verified by IRS BMF via GIFTS	Tax Notes	Grant Amount & Purpose	Comments
Wesleyan School 5405 Spalding Drive Peachtree Corners, GA 30092	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 1/3/2013 Tax ID: 582147411 Legal Name: Wesleyan School Inc 501(c)(3) 10/1/1995 FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School 10/1/1995	\$50,000.00 Shared Blessings Capital Campaign: Building Renovation and Construction	
Robert W Woodruff Arts Center Inc. 1280 Peachtree Street NE Atlanta, GA 30309	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 9/19/2013 Tax ID: 580633971 Legal Name: Robert W Woodruff Arts Center Inc 501(c)(3) 7/1/1926 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 7/1/1926	\$25,000.00 Atlanta Artists Lab: Pilot	
Robert W Woodruff Arts Center Inc. 1280 Peachtree Street NE Atlanta, GA 30309	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 1; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 9/19/2013 Tax ID: 580633971 Legal Name: Robert W Woodruff Arts Center Inc 501(c)(3) 7/1/1926 FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported 7/1/1926	\$130,000.00 2012-2013 Woodruff Arts Center Annual Corporate Campaign	
Year Up, Inc. 730 Peachtree Street, NE, Suite 900 Atlanta, GA 30308	ADVANCED RULING EXPIRATION DATE: ; CLASSIFICATION CODES: 2; DEDUCTIBILITY CODES: 1	Verified by Clarence Newell on 9/1/2013 Tax ID: 043534407 Legal Name: Year Up Inc 501(c)(3) 3/1/2001 FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School 3/1/2001	\$50,000.00 Year Up Atlanta Capital Campaign For Program Expansion	
Young Life 1270 Caroline Street Suite D120-318 Atlanta, GA 30307	Public Charity - (Foundation Code: 10) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 7 Advanced Ruling Expiration Date:	Verified by Clarence Newell on 6/27/2012 Tax ID: 840385934 Legal Name: Young Life 501(c)(3) 11/1/2004 FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church 11/1/2004	\$7,500.00 Young Life Metro Atlanta Urban: Life Coaches Mentoring Program	
Grand Totals (46 items)			\$2,080,500.00	

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXCISE TAX REFUND	839.	
PARTNERSHIP INTEREST INCOME		1,230.
PARTNERSHIP ORDINARY DIVIDENDS		12,640.
PARTNERSHIP NET ST GAIN		12,862.
PARTNERSHIP NET LT GAIN		109,700.
PARTNERSHIP OTHER INCOME		72,704.
PARTNERSHIP ORDINARY BUSINESS INCOME		653.
	-----	-----
TOTALS	839.	209,789.
	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MGMT FEES-SUBJECT T	54,251.	54,251.
	-----	-----
TOTALS	54,251.	54,251.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	17,709.	17,709.
FOREIGN TAXES ON QUALIFIED FOR	7,117.	7,117.
FOREIGN TAXES ON NONQUALIFIED	510.	510.
	-----	-----
TOTALS	25,336.	25,336.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR FEES	6,670.	6,670.
PARTNERSHIP OTHER DEDUCITONS		45,847.
TOTALS	----- 6,670. =====	----- 52,517. =====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
31331XLG5 FED FARM CR BK		
3133XLJP9 FED HOME LN BK	28,425.	26,593.
3133XHZK1 FED HOME LN BK	22,168.	22,852.
3134A4UK8 FED HOME LNMTG		
3137EACA5 FED HOME LN MTG CORP	25,546.	28,260.
3128PGRY1 FFLMC POOL #J05003	11,967.	12,162.
31398AKY7 FED NATL MTG ASSN		
31398AU34 FED NATL MTG ASSN	30,202.	31,272.
31398AX31 FED NATL MTG ASSN	30,187.	30,072.
912828CA6 U S TREASURY NOTE	27,121.	25,678.
912828GH7 US TREASURY NOTES		
912828HR4 US TREASURY NOTE	31,213.	33,504.
912828MN7 US TREASURY NOTE		
912828MP2 US TREASURY NOTE		
912828KS8 US TREASURY NOTE	25,729.	26,469.
912828QN3 US TREASURY NOTE	35,050.	38,547.
912828LM US TREASURY NOTE		
912828NZ9 US TREASURY NOTE		
912828PC8 US TREASURY NOTE		
912828PV6 US TREASURY NOTE		
31331GL80 FED FARM CREDIT BK		
3133XXYX9 FED HOME LN BK		
31398AMW9 FED NATL MTG ASSN		
31398AU34 FED NATL ASSN		
31359MZC0 FED NATL MTG ASSN		
31398AHZ8 FED NATL MTG ASSN		
912828MG2 US TREASURY NOTE		
912828NF3 US TREASURY NOTE		
912828KX7 US TREASURY NOTE		

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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
912828HE3 US TREASURY NOTE		
912828JT8 US TREASURY NOTE		
3135G0BA0 FED NATL MTG ASSN		
3137EACW7 FED HOME LN MTG CORP		
912828KF6 US TREASURY NOTE		
912828KW9 US TREASURY NOTE		
912828MS6 US TREASURY NOTE		
3135G0GY3 FED NATL MTG ASSN	35,781.	35,587.
	-----	-----
	303,389.	310,996.
	=====	=====

TOTALS

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
075896100 BED BATH & BEYOND IN	92,834.	139,571.
412822108 HARLEY DAVIDSON INC	10,790.	25,143.
191216100 COCA COLA CO	149,873.	224,384.
22160K105 COSTCO WHOLESALE COR	81,768.	156,992.
126650100 CVS/CAREMARK CORPORA	91,238.	178,153.
50075N104 KRAFT FOODS INC		
718172109 PHILIP MORRIS INTERN	127,644.	250,730.
742718109 PROCTER & GAMBLE CO	74,565.	113,605.
25179M103 DEVON ENERGY CORPORA	27,499.	31,438.
26875P101 EOG RESOURCES, INC	54,602.	98,503.
674599105 OCCIDENTAL PETE CORP	89,681.	145,010.
025816109 AMERICAN EXPRESS CO	125,950.	234,322.
03076C106 AMERIPRISE FINL INC	21,191.	46,222.
064058100 BANK NEW YORK MELLON	152,681.	180,180.
084670702 BERKSHIRE HATHAWAY I	112,701.	168,481.
540424108 LOEWS CORP	104,314.	116,108.
743315103 PROGRESSIVE CORP OHI	68,728.	91,433.
893521104 TRANSATLANTIC HLDGS		
071813109 BAXTER INTL INC		
075887109 BECTON DICKINSON & C		
302182100 EXPRESS SCRIPTS INC		
478160104 JOHNSON & JOHNSON	80,946.	120,377.
58933Y105 MERCK & CO INC NEW	29,057.	41,423.
717081103 PFIZER INC		
462846106 IRON MOUNTAIN INC	31,397.	45,302.
539830109 LOCKHEED MARTIN CORP		
00846101 AGILENT TECHNOLOGIES		
38259P508 GOOGLE INC	118,389.	174,244.
4282396103 HEWLETT PACKARD CO		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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594918104 MICROSOFT CORP	27,478.	33,504.
882508104 TEXAS INSTRUMENTS IN	97,189.	126,403.
61166W101 MONSANTO CO NEW	59,155.	67,731.
81211K100 SEALED AIR CORP COM		
580135101 MCDONALDS CORP	56,391.	107,482.
580645109 MCGRAW-HILL COMPANIE		
65248E104 NEWS CORP	39,413.	55,004.
87612E106 TARGET CORP	50,144.	85,624.
254687106 WALT DISNEY CO	80,090.	130,197.
02209S103 ALTRIA GROUP INC	47,859.	84,943.
191216100 COCA COLA CO		
518439104 ESTEE LAUDER COMPANI	24,078.	66,221.
50075N104 KRAFT FOODS INC		
713448108 PEPSICO INC	60,906.	87,232.
718172109 PHILIP MORRIS INTERN		
742718109 PROCTER & GAMBLE CO		
931142103 WAL MART STORES INC	56,616.	82,773.
931422109 WALGREEN CO	46,201.	49,002.
025816109 AMERICAN EXPRESS		
354613101 FRANKLIN RESOURCES I	30,597.	45,359.
46625H100 JPMORGAN CHASE & CO	114,358.	149,631.
744320102 PRUDENTIAL FINL INC		
674599105 OCCIDENTAL PETE		
166764100 CHEVRON CORP	99,349.	147,055.
20825C104 CONOCOPHILLIPS	32,044.	82,809.
30231G102 EXXON MOBIL CORPORAT	99,348.	211,157.
002824100 ABBOTT LABS	32,070.	43,307.
075887109 BECTON DICKINSON & C		
46120E602 INTUITIVE SURGICAL I	15,771.	41,793.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
478160104 JOHNSON & JOHNSON		
585055106 MEDTRONIC INC		
58933Y105 MERCK & CO INC		
149123101 CATERPILLAR INC	34,714.	52,681.
369550108 GENERAL DYNAMICS COR		
369604103 GENERAL ELECTRIC CO	10,026.	61,518.
913017109 UNITED TECHNOLOGIES	38,066.	75,161.
037833100 APPLE INC	64,096.	151,111.
053015103 AUTOMATIC DATA PROCE	29,010.	43,706.
458140100 INTEL CORP	46,189.	61,356.
459200101 INTERNATIONAL BUSINE	81,321.	110,667.
595017104 MICROCHIP TECHNOLOGY		
747525103 QUALCOMM INC	31,297.	43,611.
882508104 TEXAS INSTRUMENTS IN		
009158106 AIR PRODS & CHEMS IN	101,060.	108,383.
35671D857 FREEPOR-MCMORAN COP	61,465.	44,495.
74005P104 PRAXAIR INC COM	14,485.	53,964.
086516101 BEST BUY INC		
146229109 CARTER HOLDINGS		
36467W109 GAMESTOP CORP NEW		
372460105 GENUINE PARTS CO	9,515.	12,361.
401617105 GUESS INC		
855030102 STAPLES INC		
054303102 AVON PRODS INC		
501044101 KROGER CO		
60871R209 MOLSON COORS BREWING		
786514208 SAFEWAY INC NEW		
12802T101 CAL DIVE INTERNATIONAL		
13342B105 CAMERON INTL CORP		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
261608103 DRESSER-RAND GROUP I		
651290108 NEWFIELD EXPL CO COM		
723787107 PIONEER NAT RES		
845467109 SOUTHWESTERN ENERGY		
91913Y100 VALERO ENERGY CORP		
524901105 LEGG MASON INC COM	16,965.	21,211.
571748102 MARSH & MCLENNAN COS	7,293.	11,107.
665859104 NORTHERN TRUST CORP	7,154.	8,981.
712704105 PEOPLE'S UNITED FINA		
693366205 PICO HOLDINGS INC		
743315103 PROGRESSIVE CORP OHI		
00817Y108 AETNA INC-NEW		
09062X103 BIOGEN IDEC INC		
101137107 BOSTON SCIENTIFIC CO		
436440101 HOLOGIC INC		
50540R409 LABORATORY CRP OF AM	42,732.	42,880.
74834L100 QUEST DIAGNOSTICS IN		
018804104 ALLIANT TECHSYSTEMS		
205944101 CON-WAY INC		
302130109 EXPEDITORS INTL WASH		
450911102 ITT CORP		
760759100 REPUBLIC SERVICES IN		
774341101 ROCKWELL COLLINS	3,527.	4,535.
12673P105 CA INC		
346375108 FORMFACTOR INC		
535678106 LINEAR TECHNOLOGY CO		
871503108 SYMANTEC CORP		
959802109 WESTERN UNION CO/THE		
459506101 INTERNATIONAL FLAVOR		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
826552101 SIGMA ALDRICH CORP		
620097105 MOTOROLA MOBILITY	10,751.	13,643.
620076307 MOTOROLA SOLUTIONS		
281020107 EDISON INTL COM		
902681105 UGI CORP NEW COM		
976657106 WISCONSIN ENERGY COR	11,167.	11,264.
099724106 BORG WARNER INC		
124857202 CBS CORP NEW	6,439.	10,395.
189754104 COASH INC		
253393102 DICKS SPORTING GOODS		
25470F302 DISCOVERY COMMUNICAT		
460690100 INTERPUBLIC GROUP		
64110L106 NETFLIX.COM		
741503403 PRICELINE COM		
88023U101 TEMPUR-PEDIC INTL		
87264S106 TRW AUTOMOTIVE HLDGS	51,616.	72,282.
92927K102 WABCO HOLDINGS		
969904101 WILLIAMS SONOMA INC	9,988.	15,648.
13342B105 CAMERON INTL CORP		
20453E109 COMPLETE PRODTN SVCS		
20605P101 CONCHO RESOURCES INC		
651290108 NEWFIELD EXPL		
678026105 OIL STATES INTER		
723787107 PIONEER NAT RES CO		
80007P307 SANDRIDGE ENERGY INC		
254709108 DISCOVER FINANCIAL		
74144T108 T ROWE PRICE GROUP I		
87236Y108 TD AMERITRADE HLDG C	11,355.	14,043.
01449J105 ALERE, INC		

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
015351109 ALEXION PHARMAC		
03073E105 AMERISOURCEBERGEN CO	46,626.	65,437.
156782104 CERNER CORP COM		
444859102 HUMANA INC	9,185.	10,178.
50540R409 LABORATORY CRP		
82966C103 SIRONA DENTAL		
92532F100 VERTEX PHARMACEUTI		
773903109 ROCKWELL AUTO		
893641100 TRANSDIGM GROUP		
95082P105 WESCO INTL INC	53,829.	66,388.
004764106 ACME PACKET INC		
00846U101 AGILENT TECHNOLOGIES	4,729.	14,635.
049513104 ATMEL CORP		
052769106 AUTODESK INC		
171779309 CIENA CORP		
177376100 CITRIX SYS INC		
192446102 COGNIZANT TECH		
29444U502 EQUINIX INC		
31787A507 FINISAR CORP		
366651107 GARTNER INC		
595112103 MICRON TECHNOLOGY		
64118B100 NETLOGIC MICROSYSTEM		
7566577102 RED HAT INC		
79466L302 SALESFORCE COM	41,154.	37,966.
88076W103 TERADATA CORP		
88632Q103 TIBCO SOFTWARE		
009363102 AIRGAS INC COM	11,985.	14,610.
228368106 CROWN HLDGS		
029912201 AMERICAN TOWER SYSTE		

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TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
56418H100 MANPOWER INC		
485170302 KANSAS CITY SOUTHERN		
42805T105 HERTZ GLOBAL		
001084102 AGCO CORP COM	45,714.	59,464.
231021106 CUMMINS INC		
00814X105 AOL INC		
126804301 CABELAS INC	45,508.	136,534.
139594105 CAPELLA EDUCATION		
418056107 HASBRO INC		
817565104 SERVICE CORP INTL		
864159108 STURM RUGER & CO INC	48,836.	104,734.
21036P108 CONSTELLATION BRAND	10,094.	32,984.
29266R108 ENERGIZER HOLDINGS I	45,036.	57,905.
67018T105 NU SKIN ENTERPRISES	30,413.	50,098.
741511109 PRICESMART INC	41,414.	92,366.
050095108 ATWOOD OCEANICS INC	67,491.	94,676.
49455U100 KINDER MORGAN MGMT L		
017175100 ALLEGHANY CORP DEL N	97,836.	115,050.
278265103 EATON VANCE CORP COM	65,239.	110,458.
55262C100 MBIA INC	48,792.	73,858.
879080109 TEJON RANCH CO	32,910.	36,071.
690732102 OWENS & MINOR INC CO		
88033G100 TENET HEALTHCARE COR		
014482103 ALEXANDER & BALDWIN		
22025Y407 CORRECTIONS CORP OF	105,592.	128,825.
498904200 KNOLL INC		
679580100 OLD DOMINION FREIGHT	116,124.	176,417.
894650100 TREDEGAR CORPORATION	28,670.	37,290.
007974108 ADVENT SOFTWARE INC	51,596.	61,449.

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TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
594793101 MICREL INC COM	49,244.	42,228.
92046N102 VALUECLICK INC	56,345.	94,474.
012653101 ALBEMARLE CORP COM	80,115.	107,808.
573284106 MARTIN MARIETTA MATL	32,685.	39,142.
651587107 NEWMARKET CORP	51,793.	111,341.
571903202 MARRIOTT INTERNATIONAL	14,596.	17,224.
85590A401 STARWOOD HOTELS & RE		
12497T101 CB RICHARD ELLIS	11,503.	12,673.
48020Q107 JONES LANG LASALLE I		
22025Y407 CORRECTIONS CORP	9,853.	11,170.
26613Q106 DUPONT FABROS TECHNO	127,251.	157,865.
001317205 AIA GROUP LTD-SP ADR	1,550,000.	1,627,491.
003021714 ABERDEEN EMERG MARKE	45,296.	68,251.
00687A107 ADIDAS-AG ADR		
008474108 AGNICO EAGLE MINES L	107,517.	119,919.
009126202 AIR LIQUIDE - ADR	84,317.	107,084.
018805101 ALLIANZ SE ADR		
02364W105 AMERICA MOVIL S.A.B.	21,635.	38,808.
024013104 AMERICAN ASSETS TRUS	9,594.	17,605.
02553E106 AMERICAN EAGLE OUTFI	58,265.	71,973.
032095101 AMPHENOL CORP CL A		
03524A108 ANHEUSER-BUSCH INBEV	33,235.	38,460.
035710409 ANNALY CAPITAL MANAG	77,144.	163,716.
037411105 APACHE CORP	44,147.	64,847.
03748R101 APARTMENT INVT & MGM	54,709.	58,400.
042068106 ARM HOLDINGS PLC - A	16,780.	19,899.
045387107 ASSA ABLOY AB-UNSP A		
049255706 ATLAS COPCO AB ADR		
053484101 AVALONBAY CMNTYS INC		

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
055434203 BG GROUP PLC - ADR	63,262.	55,419.
05564E106 BRE PPTYS INC CL A 1		
056752108 BAIDU INC ADR	39,232.	32,084.
089302103 BIG LOTS INC		
09247X101 BLACKROCK INC	29,871.	48,581.
101121101 BOSTON PROPERTIES IN	53,660.	64,907.
12504L109 CBRE GROUP INC		
126132109 CNOOC - CHINA NATION	38,286.	29,553.
12626K203 CRH PLC - ADR		
12637N105 CSL LIMITED - ADR	40,395.	62,316.
12673A108 CYS INVESTMENTS INC		
133131102 CAMDEN PPTY TR SH BE	29,426.	33,656.
136375102 CANADIAN NATL RR CO	86,103.	126,486.
136385101 CANADIAN NAT RES LTD	89,879.	86,839.
138006309 CANON INC - ADR		
143658300 CARNIVAL CORP	76,471.	58,719.
17306X102 CITI TRENDS INC		
191459205 COCHLEAR LTD-UNSPON	52,175.	38,434.
195872106 COLONIAL PPTYS TR CO	15,634.	18,462.
225401108 CREDIT SUISSE GROUP		
229663109 CUBESMART	12,908.	16,839.
23304Y100 DBS GROUP HOLDINGS L	50,265.	57,703.
23317H102 DDR CORP	25,486.	30,660.
237545108 DASSAULT SYSTEMES S.	110,896.	180,988.
25243Q205 DIAGEO PLC - ADR	69,632.	109,272.
253868103 DIGITAL RLTY TR INC		
25659T107 DOLBY LABORATORIES I		
25960P109 DOUGLAS EMMETT INC		
26138E109 DR PEPPER SNAPPLE GR	9,126.	10,300.

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
28140H104 EDUCATION RLTY TR IN		
29082A107 EMBRAER SA ADR	42,015.	56,073.
29380T105 ENTERTAINMENT PPTYS		
29472R108 EQUITY LIFESTYLE PPT		
294752100 EQUITY ONE INC	10,379.	13,415.
29476L107 EQUITY RESIDENTIAL P	32,695.	35,683.
296036304 ERSTE GROUP BANK AG-		
297178105 ESSEX PPTY TR COM	19,257.	23,571.
30219G108 EXPRESS SCRIPTS HOLD	53,620.	74,047.
30225T102 EXTRA SPACE STORAGE	14,966.	26,474.
307305102 FANUC CORPORATION AD	132,036.	127,874.
313747206 FEDERAL RLTY INVT TR	26,947.	33,295.
32054K103 FIRST INDL RLTY TR I	50,538.	84,720.
343793105 FLSMIDTH & CO A/S AD		
358029106 FRESENIUS MEDICAL CA	147,795.	162,023.
368287207 OA0 GAZPROM LEVEL 1	45,929.	29,447.
370023103 GENERAL GROWTH PROPE	40,937.	47,876.
379302102 GLIMCHER RLTY TR COM		
40414L109 HCP INC	31,232.	39,089.
404280406 HSBC - ADR	151,396.	162,111.
41043M104 HANG LUNG PPTYS LTD	44,760.	35,436.
41902R103 HATTERAS FINANCIAL C	43,772.	38,033.
42217K106 HEALTH CARE REIT INC	24,106.	32,995.
425883105 HENNES & MAURITZ AB	62,924.	64,041.
427825104 HERSHA HOSPITALITY T		
428236103 HEWLETT PACKARD CO	17,910.	14,042.
431284108 HIGHWOODS PPTYS INC		
43858F109 HONG KONG EXCH & CLE	50,189.	36,959.
44107P104 HOST HOTELS & RESORT	48,683.	51,858.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
443251103 HOYA CORP ADR		
45104G104 ICICI BANK LTD. - AD	82,011.	76,899.
453038408 IMPERIAL OIL LTD COM	49,231.	46,105.
455807107 INDUST AND COMM BK O	57,476.	52,625.
464287499 ISHARES TR RUSSELL M	111,172.	145,716.
464287598 ISHARES RUSSELL 1000		
464287614 ISHARES RUSSELL 1000	521,080.	588,748.
465562106 ITAU UNIBANCO BANCO	173,814.	142,910.
466140100 JGC CORP-UNSPONSORED	78,727.	88,924.
483548103 KAMAN CORPCOMMON	41,721.	43,201.
48667L106 KDDI CORP-UNSPONSORE		
487836108 KELLOGG CO		
495724403 KINGFISHER PLC - ADR	64,814.	80,823.
500458401 KOMATSU LIMITED - AD	53,979.	50,554.
501897102 LI & FUNG LTD ADR		
502117203 L'OREAL - ADR	64,183.	95,157.
502441306 LVMH MOET HENNESSY U	123,427.	134,652.
517834107 LAS VEGAS SANDS CORP	35,843.	49,099.
517942108 LASALLE HOTEL PROPER		
52106N889 LAZARD EMERGING MKTS		
54338V101 LONZA GROUP AG ADR	1,151,404.	917,548.
58733R102 MERCADOLIBRE INC	59,838.	61,207.
591708102 METROPICS COMMUNICATI	20,598.	37,710.
59410T106 MICHELIN (CGDE) ADR		
606822104 MITSUBISHI UFJ FINL	33,750.	41,118.
61744J317 MORGAN STANLEY INS I	62,922.	67,211.
62474M108 MTN GROUP LTD ADR		
641069406 NESTLE S.A. REGISTER	34,512.	31,508.
65528V107 NOKIAN TYRES OYJ-UNS	234,278.	291,211.
	50,045.	50,151.

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FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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66987V109 NOVARTIS AG - ADR	60,276.	73,052.
670100205 NOVO NORDISK A/S - A	85,829.	150,145.
68389X105 ORACLE CORPORATION	55,815.	66,986.
683974505 OPPENHEIMER DEVELOPI	1,240,000.	1,461,575.
69360J107 PS BUSINESS PARKS IN		
705015105 PEARSON PLC - ADR	40,628.	40,021.
71654V101 PETROLEO BRASILEIRO		
718546104 PHILLIPS 66	9,523.	44,935.
724479100 PITNEY BOWES INC		
73755L107 POTASH CORP SASK	152,288.	137,658.
74340W103 PROLOGIS INC	66,382.	79,754.
74460D109 PUBLIC STORAGE INC C	38,690.	53,889.
74463M106 PUBLICIS GROUPE S.A.	52,880.	72,017.
751452202 RAMCO-GERSHENSON PPT	2,345.	3,575.
756255105 RECKITT BENCKISER GR		
760975102 RESEARCH IN MOTION	5,401.	9,110.
76131V202 RETAIL PROPERTIES OF	57,810.	39,431.
767204100 RIO TINTO PLC - ADR	115,605.	178,729.
771195104 ROCHE HOLDINGS LTD -		
779919109 T ROWE PRICE REAL ES	74,209.	79,445.
780259206 ROYAL DUTCH SHELL PL	39,755.	48,361.
78440X101 SL GREEN REALTY CORP	1,696,395.	1,949,082.
78462F103 SPDR S & P 500 ETF T		
784635104 SPX CORP		
78572M105 SABMILLER PLC - ADR	43,238.	58,236.
803054204 SAP AG - ADR	143,752.	199,022.
803866300 SASOL LIMITED - ADR	37,388.	32,486.
804395101 SAUL CTRS INC COM	12,435.	13,527.
80585Y308 SBERBANK-SPONSORED A		

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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806857108 SCHLUMBERGER LTD	135,371.	125,027.
80687P106 SCHNEIDER ELECTRIC S	76,912.	80,274.
808513105 SCHWAB CHARLES CORP	7,692.	13,763.
810186106 THE SCOTTS MIRACLE-G		
826197501 SIEMENS AG - ADR	45,078.	43,827.
828806109 SIMON PROPERTY GROUP	105,896.	176,593.
83569C102 SONOVA HOLDIN-UNSPON	29,644.	34,497.
84265V105 SOUTHERN COPPER CORP	27,028.	25,200.
86272T106 STRATEGIC HOTELS & R	15,004.	18,211.
870123106 SWATCH GROUP AG/THE-	63,000.	87,379.
87160A100 SYNGENTA AG - ADR	37,927.	41,333.
87184P109 SYSMEX CORP-UNSPON A	47,351.	77,299.
874039100 TAIWAN SEMICONDUCTOR	88,928.	120,282.
875465106 TANGER FACTORY OUTLE		
876664103 TAUBMAN CTRS INC COM	25,417.	26,027.
879664100 TELLABS OPERATIONS,		
88019R641 TEMPLETON FRONTIER M	962,500.	1,124,972.
88032Q109 TENCENT HOLDINGS LTD	43,243.	77,578.
880779103 TEREX CORP NEW		
881575302 TESCO PLC - ADR	51,162.	42,084.
881624209 TEVA PHARMACEUTICAL	58,878.	43,739.
88732J207 TIME WARNER CABLE IN	14,059.	20,821.
89151E109 TOTAL S.A. - ADR	95,371.	77,567.
892331307 TOYOTA MOTOR CORPORA	52,987.	78,759.
900148701 TURKIYE GARANTI BANK	74,621.	80,578.
902653104 UDR INC		
90460M105 UNICHARM CORP-UNSP A		
904767704 UNILEVER PLC - ADR	28,569.	38,691.
918194101 VCA ANTECH INC		

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
92276F100 VENTAS INC COM	28,890.	39,753.
92857W209 VODAFONE GROUP PLC N		
92933H101 WPP GRP PLC AMER DEP		
93114W107 WAL-MART DE MEXICO-S	31,813.	32,910.
936793884 WASATCH EMERGING MKT	862,500.	1,057,488.
981475106 WORLD FUEL SERVICES	62,163.	56,818.
983919101 XILINX INC	26,235.	32,195.
98419M100 XYLEM INC/NY		
988498101 YUM BRANDS INC	57,400.	58,672.
G0457F107 ARCOS DORADOS HOLDIN	18,078.	11,506.
G16962105 BUNGE LIMITED	66,217.	66,120.
G47791101 INGERSOLL-RAND PLC		
G62185106 MONTPELIER RE HOLDIN	35,804.	45,932.
G9618E107 WHITE MTNS INS GROUP	32,547.	57,343.
H27013103 WEATHERFORD INTL LTD		
H27178104 FOSTER WHEELER AG		
H2906T109 GARMIN LTD		
H8817H100 TRANSOCEAN LTD.	32,427.	25,818.
M22465104 CHECK POINT SOFTWARE		
N72482107 QIAGEN N.V.		
N97284108 YANDEX NV-A	44,563.	44,352.
O4351G101 ASCENA RETAIL GROUP		
118440106 BUCKLE INC COM		
19259P300 COINSTAR INC COM	61,538.	59,812.
30212P303 EXPEDIA INC	37,246.	61,881.
364730101 GANNETT INC	35,934.	52,116.
731068102 POLARIS INDS INC COM	51,531.	71,919.
778296103 ROSS STORES INC	50,100.	61,938.
835898107 SOTHEBYS	53,986.	53,156.

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
87264S106 TRW AUTOMOTIVE HLDGS	62,038.	76,803.
171340102 CHURCH & DWIGHT INC		
219023108 CORN PRODS INTL INC	51,015.	48,297.
247916208 DENBURY RESOURCES		
30249U101 FMC TECHNOLOGIES INC	54,306.	47,641.
749660106 RPC INC		
591708102 METROPCS COMMUNICAT		
45865V100 INTERCONTINENT ALEXC		
891027104 TORCHMARK CORP	44,140.	58,253.
981419104 WORLD ACCEP CORP		
98233Q105 WRIGHT EXPRESS CORP		
03073E105 AMERISOURCEBERGEN CO		
16359R103 CHEMED CORP NEW	29,176.	33,049.
29264F205 ENDO HEALTH SOLUTION		
74835Y101 QUESTCOR PHARMACEUTI	26,697.	26,140.
94946T106 WELLCARE HEALTH PLAN	59,446.	48,334.
00508X203 ACTUANT CORP CL A		
229669106 CUBIC CORP		
515098101 LANDSTAR SYS INC COM	49,696.	64,893.
920253101 VALMONT INDS INC		
95082P105 WESCO INTL INC	42,924.	33,783.
315616102 F5 NETWORKS INC		
37940X102 GLOBAL PMTS INC		
512807108 LAM RESEARCH CORP CO	46,653.	56,093.
592688105 METTLER-TOLEDO INTL		
62886E108 NCR CORPORATION COM		
87162W100 SYNnex CORP		
87162H103 SYNTel INC	52,687.	63,654.
88076W103 TERADATA CORP		

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
058498106 BALL CORP	19,432.	20,544.
278865100 ECOLAB INC	76,208.	87,595.
759509102 RELIANCE STL & ALUM	38,452.	46,105.
00184X105 AOL INC	56,668.	51,227.
00287Y109 ABBVIE INC	34,777.	50,417.
014491104 ALEXANDER & BALDWIN	31,489.	52,829.
025932104 AMERICAN FINL GROUP	54,814.	55,844.
031100100 AMETEK INC COM	10,149.	13,290.
032654105 ANALOG DEVICES INC	15,573.	19,107.
042735100 ARROW ELECTRS INC	12,585.	14,990.
049560105 ATMOS ENERGY CORP	42,477.	40,785.
053332102 AUTOZONE INC	18,381.	19,624.
05946K101 BANCO BILBAO VIZCAYA	40,846.	38,505.
072743206 BAYERISCHE MOTOREN W	39,322.	38,908.
073730103 BEAM INC	13,793.	14,589.
084423102 BERKLEY W R CORP	11,340.	11,922.
112463104 BROOKDALE SR LIVING	6,575.	6,350.
112585104 BROOKFIELD ASSET MAN	48,875.	45,075.
112900105 BROOKFIELD OFFICE PR	7,930.	7,898.
115637209 BROWN FORMAN CORP CL	6,183.	6,676.
12082W204 BURBERRY GROUP PLC-S	29,932.	33,545.
125509109 CIGNA CORP	11,475.	18,333.
125896100 CMS ENERGY CORP	12,382.	13,852.
12686C109 CABLEVISION SYSTEMS-	2,628.	3,100.
13466Y105 CAMPUS CREST COMMUNI	10,391.	10,904.
13645T100 CANADIAN PAC RY LTD	12,744.	14,123.
14057J101 CAPITOL FEDERAL FINA	3,216.	3,202.
14170T101 CAREFUSION CORP	34,011.	42,851.
142339100 CARLISLE COS INC	10,042.	12,362.

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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143130102 CARMAX INC	33,637.	32,833.
15189T107 CENTERPOINT ENERGY I	10,763.	12,077.
171232101 CHUBB CORP	9,538.	11,759.
178566105 CITY NATL CORP COM	6,419.	8,284.
18451C109 CLEAR CHANNEL OUTDOO	2,218.	3,514.
198516106 COLUMBIA SPORTSWEAR	37,150.	45,587.
20030N101 COMCAST CORP CLASS A	27,877.	26,951.
20449X203 COMPASS GROUP PLC -	36,937.	40,910.
21988R102 CORPORATE EXECUTIVE	44,794.	55,805.
229899109 CULLEN FROST BANKERS	6,175.	7,014.
233326107 DST SYS INC COM	64,430.	64,157.
237194105 DARDEN RESTAURANTS I	7,535.	7,874.
25470M109 DISH NETWORK CORP	10,179.	14,067.
264411505 DUKE REALTY CORPORAT	20,411.	19,354.
26852M105 EII INTERNATIONAL PR	641,931.	636,326.
26884L109 EQT CORPORATION	9,156.	13,739.
26884U109 EPR PROPERTIES	26,664.	30,875.
28617Y101 ELEKTA AB-B SHS-UNSP	48,018.	47,552.
29265N108 ENERGEN CORP	16,843.	20,050.
294429105 EQUIFAX INC	11,457.	13,763.
307000109 FAMILY DLR STORES IN	17,185.	16,021.
316773100 FIFTH THIRD BANCORP	14,233.	18,964.
33616C100 FIRST REPUBLIC BANK/	4,889.	5,277.
34964C106 FORTUNE BRANDS HOME	6,876.	13,318.
364760108 GAP INC	12,605.	17,437.
38143H381 GOLDMAN SACHS COMM S	650,000.	655,331.
416515104 HARTFORD FINANCIAL S	5,463.	9,189.
426281101 HENRY JACK & ASSOC I	12,020.	16,191.
427866108 THE HERSHEY COMPANY	10,439.	12,921.

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
428291108 HEXCEL CORP NEW COM	40,206.	41,863.
440543106 HORNBECK OFFSHORE SV	54,237.	64,349.
443510201 HUBBELL INC CL B	4,038.	4,218.
443683107 HUDSON CITY BANCORP	3,298.	3,230.
446150104 HUNTINGTON BANCSHARE	4,417.	5,425.
44980X109 IPG PHOTONICS CORP	44,083.	46,373.
45167R104 IDEX CORP	10,886.	13,818.
457187102 INGREDION INC	56,112.	67,575.
471109108 JARDEN CORP	3,028.	4,937.
500255104 KOHLS CORP	17,467.	19,022.
50076Q106 KRAFT FOODS GROUP IN	10,195.	16,318.
50077C106 KRATON PERFORMANCE P	28,574.	31,089.
501173207 KUBOTA LIMITED - ADR	30,182.	31,753.
550021109 LULULEMON ATHLETICA	48,923.	56,023.
55261F104 M & T BANK CORPORATI	13,139.	16,364.
553530106 MSC INDL DIRECT INC	12,306.	14,881.
55354G100 MSCI INC	26,831.	28,051.
56585A102 MARATHON PETROLEUM C	8,728.	15,758.
57686G105 MATSON INC.	44,569.	56,607.
58463J304 MEDICAL PTYS TR INC	12,813.	11,546.
608190104 MOHAWK INDS INC COM	8,813.	14,119.
609207105 MONDELEZ INTERNATION	18,884.	26,203.
62855J104 MYRIAD GENETICS INC	44,812.	46,738.
64126X201 NEUSTAR INC	48,441.	57,134.
65473P105 NISOURCE INC	13,659.	15,026.
67073Y106 NV ENERGY INC	11,224.	14,814.
680223104 OLD REP INTL CORP	4,910.	8,071.
690768403 OWENS ILL INC COM NE	42,893.	43,481.
69318G106 PBF ENERGY INC	4,644.	4,755.

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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693656100 PVH CORP	8,283.	12,671.
69367U105 BANK MANDIRI TBK UNS	11,664.	12,489.
693718108 PACCAR INC	36,270.	38,860.
69480U206 PACIFIC RUBIALES ENE	15,975.	16,387.
70509V100 PEBBLEBROOK HOTEL TR	19,033.	20,441.
709102107 PENNSYLVANIA REAL ES	16,062.	18,617.
71654V408 PETROLEO BRASILEIRO	39,786.	30,724.
716768106 PETSMART INC COM	10,658.	10,800.
74733V100 QUESTAR MARKET RESOU	7,594.	7,402.
748356102 QUESTAR CORP	2,836.	3,525.
756255204 RECKITT BENCKIS/S AD	55,810.	72,842.
758750103 REGAL BELOIT CORP	10,878.	11,477.
758849103 REGENCY CENTERS CORP	9,731.	10,578.
76169B102 REXNORD CORP	6,642.	6,939.
767744105 RITCHIE BROS AUCTION	37,877.	39,516.
772739207 ROCK-TENN CO CL A	6,995.	12,150.
780097689 ROYAL BANK OF SCOTLA	34,780.	36,797.
783764103 RYLAND GROUP INC	43,948.	58,909.
806407102 SCHEIN HENRY INC	7,617.	9,340.
816851109 SEMPRA ENERGY COM	11,382.	13,496.
81721M109 SENIOR HOUSING PROP	16,865.	19,853.
824348106 SHERWIN WILLIAMS CO	5,699.	8,295.
827048109 SILGAN HLDGS INC COM	11,823.	12,815.
832696405 JM SMUCKER CO	3,532.	4,745.
833034101 SNAP ON INC	10,020.	14,301.
86562X106 SUMITOMO MITSUI TR-S	30,771.	22,358.
867892101 SUNSTONE HOTEL INVS	9,620.	10,806.
867914103 SUNTRUST BANKS INC	9,616.	12,900.
86959C103 SVENSKA HANDELSB-A-U	28,674.	36,873.

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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871607107 SYNOPSIS INC COM	9,340.	11,479.
872540109 TJX COS INC NEW	12,879.	14,677.
876568502 TATA MTRS LTD ADR	29,771.	33,218.
879433829 TELEPHONE AND DATA S	4,144.	4,325.
88033G407 TENET HEALTHCARE COR	57,175.	104,403.
886547108 TIFFANY & CO NEW	6,077.	9,256.
896945201 TRIPADVISOR INC	6,282.	8,771.
899415202 TULLOW OIL PLC ADR	37,233.	31,306.
90384S303 ULTA SALON COSMETICS	46,587.	48,194.
90460M204 UNI CHARM CORPORATIO	59,761.	82,224.
91307C102 UNITED THERAPEUTICS	43,003.	47,673.
91324P102 UNITEDHEALTH GROUP I	58,563.	61,002.
91529Y106 UNUM GROUP	6,913.	10,281.
918204108 V F CORP	9,198.	10,848.
92826C839 VISA INC-CLASS A SHR	33,860.	35,628.
929042109 VORNADO REALTY TRUST	65,223.	63,800.
92937A102 WPP PLC NEW	69,653.	97,320.
95709T100 WESTAR ENERGY INC	12,133.	12,561.
969457100 WILLIAMS COS INC	9,349.	10,730.
98389B100 XCEL ENERGY INC	11,339.	11,316.
98418R100 XINYI GLASS HOLDI-UN	23,841.	37,540.
989701107 ZIONS BANCORP	5,327.	8,000.
D18190898 DEUTSCHE BANK AG REG	43,750.	44,699.
G1151C101 ACCENTURE PLC	45,796.	59,940.
G491BT108 INVESCO LIMITED	11,600.	16,904.
G67742109 ONEBEACON INSURANCE	3,530.	3,811.
G81477104 SINA CORPORATION	15,949.	15,464.
G98290102 XL GROUP PLC	8,043.	12,446.
H0023R105 ACE LIMITED	33,544.	32,913.

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
N07059210 ASML HOLDING NV-NY R	34,429.	46,812.
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	24,840,160.	29,952,865.
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TOTALS

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FORM.990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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002824AW0 ABBOTT LABORAT		
03523TAN8 ANHEUSER-BUSCH INBEV	21,706.	23,671.
00206RAJ1 AT&T INC	22,170.	23,411.
06051GDX4 BANK OF AMERICA NA	20,856.	22,905.
084670AV0 BERKSHIRE HATHAWAY		
09247XAE1 BLACKROCK INC	21,071.	23,426.
11102AAB7 BRITISH TELECOM PLC		
808513AC9 CHARLES SCHWAB CORP		
166751AH0 CHEVRON CORP		
17275RAC6 CISCO SYSTEMS		
172967EM9 CITIGROUP INC	22,022.	23,396.
20030NBA8 COMCAST CORP		
126650BH2 CVS CAREMARK CORP		
25156PAF0 DEUTSCHE TELEKOM		
25470DAB5 DISCOVERY COMMUNICAT	15,533.	15,820.
26138EAM1 DR PEPPER SNAPPLE GR	14,983.	15,706.
29379VAS2 ENTERPRISE PRODUCTS	14,996.	15,827.
369550AK4 GENERAL DYNAMICS COR		
377372AC1 GLAXOSMITHKLINE CAPI		
38141GFM1 GOLDMAN SACHS GROUP	27,530.	29,063.
437076AP7 HOME DEPOT INC	22,404.	22,471.
46625HGY0 JP MORGAN CHASE & CO	22,386.	23,338.
501044CM1 KROGER CO/THE	15,738.	15,971.
585055AR7 MEDTRONIC INC	20,632.	20,847.
59156RAN8 METLIFE INC		
61746SBR9 MORGAN STANLEY	26,474.	27,220.
74005PAX2 PRAXAIR INC		
88732JAH1 TIME WARNER CABLE IN	16,836.	17,271.
89417EAF6 TRAVELERS COS INC	22,548.	24,503.

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FORM 990PF, PART II - CORPORATE BONDS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
904764AJ6 UNILEVER CAPITAL COR		
913017BR9 UNITED TECHNOLOGIES	26,064.	28,336.
92343VAJ3 VERIZON COMMUNICATIO		
92553PAG7 VIACOM INC	19,828.	21,261.
00130HBH7 AES CORP		
018804AP9 ALLIANT TECHSYSTEMS		
02005NAE0 ALLY FINANCIAL INC	9,850.	10,850.
02635PTC7 AMERICAN GEN FIN COR	5,675.	5,950.
05329WAJ1 AUTONATION INC	9,089.	10,339.
058498AL0 BALL CORP		
058498AQ9 BALL CORP	4,925.	5,313.
090613AC4 BIOMET INC		
14743RAB9 CASE CORP	5,249.	5,538.
1248EPAQ6 CCO HLDGS LLC/CAP CO	9,788.	10,675.
165167CC9 CHESAPEAKE ENERGY CO	5,175.	5,763.
171798AA9 CIMAREX ENERGY CO		
172441AS6 CINEMARK USA INC	5,195.	5,610.
125581FX1 CIT GROUP		
125581FV5 CIT GROUP		
12543DAF7 COMMUNITY HEALTH SYS		
21036PAG3 CONSTELLATION BRANDS		
22025YAK6 CORRECTIONS CORP OF		
228227A7 CROWN CASTLE INTL		
126304AK0 CSC HOLDINGS INC	5,224.	5,875.
26816LAW2 DYNEGY HOLDINGS		
27876GBE7 ECHOSTAR DBS CORP	14,115.	15,330.
281023AN1 EDISON MISSION ENERG		
28336LBQ1 EL PASO CORPORATION	9,563.	10,251.
29269QAA5 ENERGY FUTURE/EFIH	4,825.	5,694.

TW MARIAN W OTTLEY-ATLANTA 501-3013000340
 FORM 990PF, PART II - CORPORATE BONDS
 =====

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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29273VAC4 ENERGY TRANSFER EQUI	9,157.	10,328.
319963AP9 FIRST DATA CORPORATI		
345397TZ6 FORD MOTOR CREDIT CO		
35687MAP2 FREESCALE SEMICONDU		
35906AAA6 FRONTIER COMMUNICATI		
37247DAP1 GENWORTH FINANCIAL	5,030.	6,146.
373298CF3 GEORGIA PAC		
36186CBY8 GMAC LLC	6,860.	10,320.
413627BL3 HARRAHS OPERATING	5,200.	5,225.
404119AX7 HCA INC		
421933AH5 HEALTH MANAGEMENT PL	5,087.	5,475.
44108EAY4 HOST MARRIOTT L PSER		
451102AH0 ICAHN ENTERPRISES/FI	10,005.	10,600.
45974VA81 INTL LEASING FINANCE		
46284PAM6 IRON MOUNTAIN INC	5,149.	5,431.
49455WAD8 KINDER MORGAN FIN CO		
527288BC7 LEUCADIA NATIONAL		
527288BD5 LEUCADIA NATIONAL CO	10,805.	11,350.
527298AL7 LEVEL 3 FINANCING IN		
570506AM7 MARKWEST ENERGY PART	5,087.	5,450.
58446VAE1 MEDIACOM BROADBAND		
59832WAF6 MIDWEST GENERATION		
651290AK4 NEWFIELD EXPLORATION	5,260.	5,150.
695459AD9 PAETEC HOLDING CORP		
707569AN9 PENN NATIONAL GAMING	9,668.	10,013.
723787AE7 PIONEER NAT RES CO		
74819RAG1 QUEBECOR MEDIA		
75281AAL3 RANGE RESOURCES CORP	10,535.	10,825.
7591EPAG5 REGIONS FINANCIAL CO		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340
FORM 990PF, PART II - CORPORATE BONDS
=====

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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
832248AQ1 SMITHFIELD FOODS INC	5,100.	5,813.
85060AG7 SPRINTA CAP CORP		
88033GBC3 TENET HEALTHCARE 9.	5,123.	5,613.
880779AW3 TEREX CORP		
911365AU8 UNITED RENTALS NORTH	10,480.	11,263.
97381WAD6 WINDSTREAM CORP		
98310AP0 WYNN LAS VEGAS		
0258M0CZ0 AMER EXPRESS CREDIT		
031162AJ9 AMGEN INC		
060505AU8 BANK OF AMERICA CORP		
20030NAE1 COMCAST CORP		
20825CAT1 CONOCOPHILLIPS		
260543BZ5 DOW CHEMICAL CO/THE		
264399EQ5 DUKE ENERGY CORP		
36962GY4 GENERAL ELEC CAP		
38141GEA8 GOLDMAN SACHS GROUP		
437076AR3 HOME DEPOT INC		
459200GR6 IBM CORP		
478160AP9 JOHNSON & JOHNSON		
46625HHR4 JPMORGAN CHASE & CO		
59156RAN8 METLIFE INC		
594918AB0 MICROSOFT CORP		
61747YCF0 MORGAN STANLEY		
68389XAD7 ORACLE CORP		
786514BF5 SAFEWAY INC		
00206RAW2 AT&T INC		
00828DAN1 AFFINION GROUP INC		
1248EPAU7 CCO HLDGS LLC/CAP CO	4,931.	5,375.
125581GM4 CIT GROUP INC	15,136.	15,975.

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
228227AZ7 CROWN CASTLE INTL CO		
25459HAY1 DIRECTV HLDG/FIN INC	15,904.	15,894.
260543CA9 DOW CHEMICAL CO/THE		
36962GU69 GENERAL ELEC CAP COR		
37244DAF6 GENON ENERGY INC		
404119BJ7 HCA INC	4,933.	5,650.
446413AB2 HUNTINGTON INGALLS	15,648.	16,350.
45824TAE5 INTELSAT JACKSON HLD	10,463.	10,900.
459745GF6 INTL LEASE FINANCE	10,513.	10,775.
536022AF3 LINN ENERGY, LLC/LIN	9,788.	10,913.
552953BB6 MGM MIRAGE INC	5,113.	5,300.
574599BH8 MASCO CORP	5,013.	5,706.
629377BG6 NRG ENERGY INC	9,968.	11,037.
767754BL7 RITE AID CORP	9,950.	10,925.
80007PAN9 SANDRIDGE ENERGY INC	9,963.	10,300.
81211KAP5 SEALED AIR CORPORATI		
812350AE6 SEARS HOLDING CORP	8,883.	10,739.
852060AG7 SPRINT CAP CORP	8,563.	10,825.
92839UAF4 VISTEON CORP	4,950.	5,338.
983130AP0 WYNN LAS VEGAS LLC/C	5,237.	5,613.
00928QAF8 AIRCASTLE LTD	5,060.	5,500.
03070QAN1 AMERISTAR CASINOS IN	5,475.	5,450.
053773AN7 AVIS BUDGET CAR RENT	5,575.	5,444.
12505BAA8 CBRE SERVICES INC	8,124.	7,980.
12513GAW9 CDW LLC/CDW FINANCE	5,575.	5,506.
12543DAQ3 CHS/COMMUNITY HEALTH	5,106.	5,488.
18451QAH1 CLEAR CHANNEL WORLDW	9,955.	10,625.
22818VAB3 CROWN AMER/CAP CORP	6,658.	6,555.
245217AS3 DEL MONTE CORP	5,194.	5,181.

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
247126AH8 DELPHI CORP	5,400.	5,306.
261980494 DREYFUS EMG MKT DEBT	743,000.	726,662.
277911491 EATON VANCE FLOATING	670,000.	671,230.
29977HAB6 EP ENERGY/EP FINANCE	5,656.	5,669.
428040CJ6 HERTZ CORP	10,975.	10,863.
46284PAP9 IRON MOUNTAIN INC	6,153.	6,075.
49461BAB0 KINETICS CONCEPT/KC	3,270.	3,248.
527298AU7 LEVEL 3 FINANCING IN	10,708.	10,825.
678026AD7 OIL STATES INTL INC	5,358.	5,388.
693391559 PIMCO EMERG MKTS BD-	726,847.	770,807.
704549AH7 PEABODY ENERGY CORP	5,005.	5,388.
72201F516 PIMCO EMERGING LOCAL	418,000.	405,734.
72201P522 PIMCO EM MKTS CORP B	343,000.	354,280.
726505AK6 PLAINS EXPLORATION	5,275.	5,525.
737446AB0 POST HOLDINGS INC	8,770.	8,910.
742718DY2 PROCTER & GAMBLE CO/	25,048.	24,574.
79546VAJ5 SALLY HOLDINGS/SALLY	9,615.	9,473.
81760NAN9 SERVICEMASTER COMPAN	5,433.	5,144.
883556AZ5 THERMO FISHER SCIENT	20,693.	20,326.
989194AG0 ZAYO GROUP LLC/ZAYO	5,569.	5,550.
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TOTALS	3,816,449.	3,896,954.
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TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	----	-----	----
261980494 DREYFUS EMG MKT DEBT	C		
693390841 PIMCO HIGH YIELD FD-	C		
693390304 PIMCO LOW DURATION	C		
693390593 PIMCO MODERATE DURAT	C		
94985D582 WELLS FARGO ADV. INT	C		
693391559 PIMCO EMERG MKTS BD-	C		
693390882 PIMCO FOREIGN BD	C		
ASGI AGILITY INCOME	C		
78462F103 SPDR S& P 500	C		
78467Y107 SPDR S&P 400 ETF	C		
464288885 ISHARES MSCI GROWTH	C		
464288877 ISHARES MSCI VALUE	C		
464287234 ISHARES TR MSCI EMER	C		
52106N889 LAZARD EMERGING MKTS	C		
ADGI AURO OPPORTUNITIES FD MAR	C		
ASGI MULTI-STRATEGY	C		
ALPHAMETRIX MANAGED	C		
AURORA GLOBAL OPPORTU	C		
GRAHAM ALTERNATIVE	C		
GRE II ASP FUND	C		
PARTNERS GROUP PRIVATE	C		
PINEHURST INSTITUTIONAL TRANSI	C		
SELECTIVEST INSTITUTION	C		
GRESHAM COMMODITIES II	C		
MORGN STANLEY INSTITUTIONAL	C		
722005667 PIMCO COMMODITY REAL	C		
RICI LINKED PAM TOTAL INDEX	C		
779919109 T ROWE PRICE RE	C		
136385101 CANADIAN NAT RES	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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25243Q205 DIAGEO PLC - ADR	C		
40049J206 GRUPO TELEVISA S.A.	C		
H8817H100 TRANSOCEAN LTD	C		
G0457F107 ARCOS DORADOS HOLDIN	C		
404280406 HSBC - ADR	C		
641069406 NESTLE S.A. REGISTER	C		
670100205 NOVO NORDISK A/S	C		
767204100 RIO TINTO PLC	C		
771195104 ROCHE HOLDINGS LTD	C		
780259206 ROYAL DUTCH SHELL	C		
89151E109 TOTAL S.A. - ADR	C		
43812BAH6 HONDA AUTO RECEIVABL	C		
12626K203 CRH PLC - ADR	C		
H27178104 FOSTER WHEELER AG	C		
83172R108 SMART TECHNOLOGIES	C		
881624209 TEVA PHARMACEUTICAL	C		
H89128104 TYCO INTERNATIONAL L	C		
H27013103 WEATHERFORD INTNTL	C		
042068106 ARM HOLDINGS PLC	C		
Y0486S104 AVAGO TECHNOLOGIES	C		
G24140108 COOPER INDUSTRIES PL	C		
29082A107 EMBRAER SA	C		
G62185106 MONTPELIER RE HOLDIN	C		
746927102 QLT INC	C		
G9618E107 WHITE MOUNTAINS INSU	C		
32054K103 FIRST INDL RLTY TR	C		
41902R103 HATTERAS FINANCIAL	C		
902653104 UDR INC	C		
465562106 ITAU UNIBANCO BANCO	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
009126202 AIR LIQUIDE - ADR	C		
018805101 ALLIANZ SE	C		
007192107 AMDIRAL GROUP	C		
02364W105 AMERICA MOVIL SAB	C		
042068106 ARM HOLDINGS	C		
049255706 ATLAS COPCO AB	C		
055434203 BG GROUP PLC	C		
G16962105 BUNGE LIMITED	C		
136375102 CANADIAN NATL RR	C		
138006309 CANON INC	C		
143658300 CARNIVAL CORP	C		
16940R109 CHINA RESOURCES ENT	C		
191459205 COCHLEAR LIMITED	C		
12637N105 CSL LIMITED	C		
237545108 DASSAULT SYSTEMES	C		
23304Y100 DBS GROUP HOLDINGS	C		
292505104 ENCANA CORP	C		
29036304 ERSTE GROUP BANK	C		
307305102 FANCU LTD	C		
358029106 FRESENIUS MEDICAL	C		
443251103 HOYA CORP	C		
404280406 HSBC - ADR	C		
45104G104 ICIC BANK LTD	C		
453038408 IMPERIAL OIL LTD	C		
466140100 JGC CORP	C		
48206M102 JUPITER TELECOM	C		
502117203 L'OREAL - ADR	C		
501897102 LI & FUNG LTD	C		
H50430232 LOGITECH INTERNATIONAL	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
54338V101 LONZA GROUP AG	C		
502441306 LVMH MOET HENNESSY	C		
62474M108 MTN GROUP	C		
641069406 NESTLE SA	C		
66987V109 NOVARTIS AG - ADR	C		
670100205 NOVO NORDISK A/S	C		
71654V101 PETROLEO BRASILEIRO	C		
N72482107 QIAGEN N.V.	C		
771195104 ROCHE HOLDINGS	C		
803054204 SAP AG - ADR	C		
803866300 SASOL LIMITED - ADR	C		
806857108 SCHLUMBERGER LTD	C		
80687P106 SCHNEIDER ELECTRIC	C		
83569C102 SONOVA HOLDING	C		
870123106 SWATCH GROUP	C		
874039100 TAIWAN SEMICONDUCTOR	C		
881575302 TESCO PLC	C		
881624209 TEVA PHARMACEUTICAL	C		
900148701 TURKIYE GARANTI	C		
90460M105 UNICHARM CORP	C		
904767704 UNILEVER PLC	C		
93114W107 WAL-MART DE MEXICO	C		
92933H101 WPP GROUP PLC	C		
368287207 OAO GAZPROM	C		
465562106 ITAU UNIBANCO BANCO	C		
928662402 VOLKSWAGEN AG PFD	C		
00687A107 ADIDAS - AG	C		
02364W105 AMERICA MOVIL SAB	C		
03938L104 ARCELORMITTAL - NY	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
042068106 ARM HOLDINGS PLC	C		
045387107 ASSA ABLOY AB	C		
055434203 BG GROUP PLC - ADR	C		
05565A202 BNP PARIBAS - ADR	C		
136385101 CANADIAN NAT RES	C		
136375102 CANADIAN NATL RR CO	C		
138006309 CANON INC - ADR	C		
143658300 CARNIVAL CORP	C		
1694EN103 CHINA MERCHANTS	C		
126132109 CNOOC - CHINA	C		
225401108 CREDIT SUISSE GROUP	C		
237545108 DASSAULT SYSTEMES	C		
29082A107 EMBRAER SA	C		
307305102 FANUC LTD	C		
343793105 FLSMIDTH & CO	C		
358029106 FRESENIUS MEDICAL CA	C		
41043M104 HANG LUNG PPTYS	C		
425883105 HENNES & MAURITZ AB	C		
43858F109 HONG KONG EXCHANGES	C		
455807107 INDUSTRIAL AND COMME	C		
48667L106 KDDI CORP	C		
495724403 KINGFISHER PLC	C		
500458401 KOMATSU LIMITED	C		
H50430232 LOGITECH INTERNAT	C		
502441306 LVMH MOET HENNESSY	C		
56164U107 MAN GROUP PLC	C		
606822104 MITSUBISHI UFJ	C		
641069406 NESTLE S.A. REGISTER	C		
647581107 NEW ORIENTAL ED & TE	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	----	-----	----
66987V107 NOVARTIS AG - ADR	C		
670100205 NOVO NORDISK A/S	C		
73755L107 POTASH CORP	C		
74463M106 PUBLICIS GROUPE S.A.	C		
756255105 RECKITT BENCKISE	C		
78572M105 SABMILLER PLC	C		
803054204 SAP AG - ADR	C		
806857108 SCHLUMBERGER LTD	C		
826197501 SIEMENS AG - ADR	C		
879382208 TELEFONICA SA	C		
88032Q109 TENCENT HOLDINGS LIM	C		
881575302 TESCO PLC - ADR	C		
881624209 TEVA PHARMACEUTICAL	C		
892331307 TOYOTA MOTOR CORP	C		
900148701 TURKIYE GARANTI	C		
93114W107 WAL-MART DE MEXICO	C		
98742U100 YOUKU.COM	C		
368287207 OAO GAZPROM LEVEL 1	C		
015271109 ALEXANDER RE	C		
00163T109 AMB PPTY CORP	C		
024013104 AMERICAN ASSETS TRUS	C		
024835100 AMERICAN CAMPUS	C		
03748R101 APARTMENT INVT	C		
053484101 AVALONBAY CMNTY	C		
101121101 BOSTON PROPERTIES	C		
05564E106 BRE PPTYS INC	C		
195872106 COLONIAL PPTYS TR CO	C		
253868103 DIGITAL RLTY TR	C		
25960P109 DOUGLAS EMMETT IN	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340
FORM 990PF, PART II - OTHER INVESTMENTS
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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	----	-----	----
28140H104 EDUCATION RLTY	C		
29380T105 ENTERTAINMENT PPTY	C		
29472R108 EQUITY LIFESTYLE	C		
294752100 EQUITY ONE INC	C		
29476L107 EQUITY RESIDENTIAL	C		
297178105 ESSEX PPTY TR COM	C		
313747206 FEDERAL RLTY	C		
370023103 GENERAL GROWTH PROPE	C		
379302102 GLIMCHER RLTY	C		
40414L109 HCP INC	C		
42217K106 HEALTH CARE REIT	C		
427825104 HERSHA HOSPITALITY T	C		
431284108 HIGHWOODS PTYS	C		
437306103 HOME PROPERTIES	C		
44107P104 HOST HOTELS & RESORT	C		
49446R109 KIMCO RLTY CORP	C		
517942108 LASALLE HOTEL	C		
554382101 MACERICH CO	C		
59522J103 MID AMERICA APARTMEN	C		
743410102 PROLOGIS SHS OF BENE	C		
69360J107 PS BUSINESS PARKS IN	C		
74460D109 PUBLIC STORAGE INC	C		
751452202 RAMCO-GERSHENSON PPT	C		
828806109 SIMON PROPERTY	C		
78440X101 SL GREEN REALTY	C		
875465106 TANGER FACTORY OUTLE	C		
876664103 TAUBMAN CTRS INC	C		
92276F100 VENTAS INC COM	C		
929042109 VORNADO REALTY	C		

TW MARIAN W OTTLEY-ATLANTA 501-3013000340

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FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
70299RF16 PARTNERS GROUP PRIV	C	2,350,000.	2,655,897.
AG0992220 AURORA GLOBAL OPP II	C	1,500,000.	1,618,979.
AMX994405 ALPHAMETRIX MGD FUT	C	850,000.	892,421.
GRA994205 GRAHAM ALT INV FD II	C	850,000.	828,935.
GRE992304 GRE II ASP (TAXABLE)	C	2,000,000.	1,598,060.
GSH996227 GRESHAM COMMODITIES	C	2,000,000.	1,686,502.
GTA991033 ASGI AURORA OPP FUND	C	1,594,748.	1,710,532.
GTY995004 ASGI AGILITY INCOME	C	33,900.	29,017.
IMS992225 ASGI MULT-STR II ASP	C	550,000.	532,084.
RCI991006 RICI LINKED PAM TOTA	C	958,871.	972,343.
RTO992224 PINEHURST INST TRANS	C	219,590.	224,649.
SLI994108 SELECTINVEST INST AR	C		
4812C0803 JPMORGAN HIGH YIELD	C		
61744J747 MORGAN STANLEY INS E	C		
72201P522 PIMCO EM MKTS CORP B	C		
GTA994003 ASGI AURORA OPPORTUN	C		
		100,000.	100,995.
		13,007,109.	12,850,414.
TOTALS		=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	9,052.
SALES WITH LOSS POSTING AFTER TYE	4,144.
SALES WITH GAIN EFFECTIVE DATE PRIOR TAX YEAR	6,578.
PURCHASE ACCURED INT POSTING PRIOR TAX YEAR	929.
ROUNDING	4.

TOTAL	20,707.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROC BASIS ADJUSTMENTS	8,809.
MUTUAL FUND POSTING DATE AFTER TYE	8,749.
DISALLOWED WASH SALES	1,684.
PURCHASE ACCRUED INT POSTING AFTER TYE	534.
SALES WITH GAIN POSTING AFTER TYE	38,872.
SALES WITH LOSS EFFECTIVE DATE PRIOR TAX YEAR	11,338.

TOTAL	69,986.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: WELLS FARGO BANK NA

ADDRESS: ONE WEST 4TH STREET D4000-062
WINSTON SALEM, NC 27101-4000

TELEPHONE NUMBER: (800)352-3705

TW MARIAN W OTTLEY-ATLANTA' 501-3013000340
FORM 990PF, PART XV - LINES 2a - 2d
=====

58-6222004

RECIPIENT NAME:

PHYLLIS SILVERSTEIN

ADDRESS:

3280 PEACHTREE RD NE SUITE 300

ATLANTA, GA 30305

RECIPIENT'S PHONE NUMBER: 404-238-0444

E-MAIL ADDRESS: phyllis.silverstein@wellsfargo.com

FORM, INFORMATION AND MATERIALS:

CONTACT ADMINISTRATOR FOR FORMS

SUBMISSION DEADLINES:

CONTACT ADMINISTRATOR FOR DEADLINES

RESTRICTIONS OR LIMITATIONS ON AWARDS:

CONTACT ADMINISTRATOR FOR RESTRICTIONS

STATEMENT 45