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 8/1/2012 **, and ending** 7/31/2013

Name of foundation: THE E POE & H S MCBURNEY MEM FD

A Employer identification number: 58-6029260

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

B Telephone number (see instructions): (404) 588-7227

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 7,562,221

J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line		(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	166,101	164,246		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	286,747			
	b	Gross sales price for all assets on line 6a 3,988,987				
	7	Capital gain net income (from Part IV, line 2)		286,747		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	452,848	450,993	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	40,522	20,261		20,261
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	5,000			5,000
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	4,045	1,655		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,567	21,916	0	25,261
	25	Contributions, gifts, grants paid	280,037			280,037
	26	**Total expenses and disbursements.** Add lines 24 and 25	329,604	21,916	0	305,298
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	123,244			
	b	**Net investment income** (if negative, enter -0-)		429,077		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	267,932	274,912	274,912
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	6,212,263	6,328,534	7,287,309
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,480,195	6,603,446	7,562,221
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,480,195	6,603,446	
	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)	6,480,195	6,603,446	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,480,195	6,603,446	

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	6,480,195
2	Enter amount from Part I, line 27a	2	123,244
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	7
4	Add lines 1, 2, and 3	4	6,603,446
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,603,446

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	286,747
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	289,591	6,714,786	0.043127
2010	279,467	6,861,845	0 040728
2009	292,967	6,225,702	0 047058
2008	429,746	5,792,931	0.074185
2007			0 000000

2 **Total** of line 1, column (d)	2	0 205098
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 051275
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,164,606
5 Multiply line 4 by line 3	5	367,365
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,291
7 Add lines 5 and 6	7	371,656
8 Enter qualifying distributions from Part XII, line 4	8	305,298

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,582
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	8,582
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,582
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 3,182		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	3,182
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	5,400
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 588-7227

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC. P O BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE AS REQ'D	40,522		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	7,018,086
b	Average of monthly cash balances	1b	255,626
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,273,712
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,273,712
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	109,106
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,164,606
6	**Minimum investment return.** Enter 5% of line 5	6	358,230

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	358,230
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,582		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,582
3	Distributable amount before adjustments Subtract line 2c from line 1			3	349,648
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	349,648
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	349,648

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	305,298
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	305,298
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	305,298

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				349,648
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008 27,859				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	27,859			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 305,298				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				305,298
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*	27,859			27,859
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				16,491
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	280,037
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	166,101	
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	286,747	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 *Subtotal Add columns (b), (d), and (e)*		0		452,848	0

13 Total. Add line 12, columns (b), (d), and (e) 13 452,848

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Barbara Allred | 12/9/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	DONALD J ROMAN		12/9/2013		P00364310
	Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
ROBERT W WOODRUFF ARTS CENTER, INC

Street
1280 PEACHTREE NE

City	State	Zip Code	Foreign Country
ATLANTA	GA	30309	

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

Purpose of grant/contribution	Amount
GENERAL CHRITABLE PURPOSES	280,037

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount
Long Term CG Distributions	2,222
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,988,987	3,702,240	286,747
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	INVESCO SMALL CAP GROWT	00141M622			8/3/2010		8/6/2012	67,435	52,205				0	15,230
2	X	INVESCO SMALL CAP GROWT	00141M622			8/8/2011		8/6/2012	6,378	5,215				0	1,163
3	X	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		8/6/2012	54,842	60,257				0	-5,415
4	X	ADVISORS CAMBIAR SMALL C	0075W0593			8/8/2011		8/6/2012	6,505	5,600				0	905
5	X	ADVISORS CAMBIAR SMALL C	0075W0593			10/18/2011		8/6/2012	6,649	6,200				0	449
6	X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	5,300	5,244				0	56
7	X	DOUBLELINE TOTAL RETURN	258620103			2/1/2013		3/11/2013	12,977	13,000				0	-23
8	X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		3/11/2013	57,224	56,971				0	253
9	X	EATON VANCE ATLANTA CAP	277902698			8/6/2012		11/19/2012	11,675	11,231				0	444
10	X	EATON VANCE ATLANTA CAP	277902698			8/6/2012		2/1/2013	38,500	33,510				0	4,990
11	X	EATON VANCE ATLANTA CAP	277902698			8/6/2012		3/11/2013	172,725	145,190				0	27,535
12	X	EATON VANCE FLTG-RT-I	277911491			5/26/2011		8/6/2012	107,871	108,500				0	-629
13	X	EATON VANCE FLTG-RT-I	277911491			2/6/2012		8/6/2012	4,480	4,450				0	30
14	X	GOLDMAN SACHS GROWTH C	38142Y401			8/3/2010		8/6/2012	277,104	239,752				0	37,352
15	X	GOLDMAN SACHS GROWTH C	38142Y401			8/8/2011		8/6/2012	21,890	18,175				0	3,715
16	X	ISHARES TR DOW JONES SEL	464287168			8/6/2012		2/1/2013	35,360	33,681				0	1,679
17	X	ISHARES TR DOW JONES SEL	464287168			8/6/2012		3/11/2013	206,471	191,995				0	14,476
18	X	ISHARES TR DOW JONES SEL	464287168			11/19/2012		3/11/2013	24,499	22,113				0	2,386
19	X	ISHARES TR DOW JONES SEL	464287168			7/18/2011		3/11/2013	18,793	15,840				0	2,953
20	X	ISHARES IBOXX INVT GRADE	464287242			10/18/2011		8/6/2012	45,617	42,321				0	3,296
21	X	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		8/6/2012	188,503	173,702				0	14,801
22	X	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		11/19/2012	3,768	3,447				0	321
23	X	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		3/11/2013	3,207	3,003				0	204
24	X	ISHARES IBOXX INVT GRADE	464287242			2/1/2013		3/11/2013	17,222	17,245				0	-23
25	X	ISHARES IBOXX INVT GRADE	464287242			4/27/2011		3/11/2013	50,833	47,002				0	3,831
26	X	ISHARES TR RUSSELL 1000 V	464287598			8/3/2010		8/6/2012	150,977	126,694				0	24,283
27	X	ISHARES TR RUSSELL 1000 V	464287598			11/19/2012		2/1/2013	3,125	2,796				0	329
28	X	ISHARES TR RUSSELL 1000 V	464287598			8/3/2010		2/1/2013	48,043	36,056				0	11,987
29	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		8/6/2012	65,821	63,752				0	2,069
30	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		11/19/2012	188,556	185,609				0	2,947
31	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		2/1/2013	89,620	81,573				0	8,047
32	X	ISHARES TR RUSSELL 1000 G	464287614			7/18/2011		3/11/2013	187,125	161,502				0	25,623
33	X	ISHARES TR RUSSELL 1000 G	464287614			8/8/2011		3/11/2013	50,700	39,038				0	11,662
34	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		3/11/2013	120,748	107,300				0	13,448
35	X	ISHARES TR RUSSELL 1000 G	464287614			8/3/2010		3/11/2013	71,319	50,310				0	21,009
36	X	ISHARES BARCLAYS 3-7 YR T	464288661			8/6/2012		11/19/2012	2,473	2,468				0	5
37	X	MFS RESEARCH INTL-I	552983470			8/3/2010		8/6/2012	147,281	142,459				0	4,822
38	X	MANNING & NAPIER WORLD C	563821545			7/18/2011		2/1/2013	63,000	67,369				0	-4,369
39	X	NEUBERGER BERMAN HIGH I	64128K868			11/19/2012		3/11/2013	714	700				0	14
40	X	NEUBERGER BERMAN HIGH I	64128K868			8/6/2012		3/11/2013	191,268	187,474				0	3,794
41	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		2/1/2013	28,500	26,018				0	2,482
42	X	PIMCO FOREIGN BD US$ HED	693390882			2/6/2012		8/6/2012	194,094	186,561				0	7,533
43	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/6/2012	139,740	142,598				0	-2,858
44	X	TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/6/2012	47,219	46,325				0	894
45	X	VANGUARD BD INDEX SHORT	921937827			1/26/2011		8/6/2012	290,166	287,824				0	2,342
46	X	VANGUARD BD INDEX SHORT	921937827			2/6/2012		8/6/2012	7,877	7,886				0	-9
47	X	VANGUARD BD INDEX TOTAL	921937835			8/3/2010		8/6/2012	282,422	272,131				0	10,291
48	X	VANGUARD BD INDEX TOTAL	921937835			4/27/2011		8/6/2012	162,596	154,490				0	8,106
49	X	VANGUARD BD INDEX TOTAL	921937835			2/6/2012		8/6/2012	7,553	7,458				0	95

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		5,000	0	0	5,000
	Description				
1	TAX PREP FEES	5,000			5,000

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		4,045	1,655	0	0
	Description				
1	FOREIGN TAX WITHHELD	1,655	1,655		
2	ESTIMATED EXCISE PAYMENTS	2,390			

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

			6,212,263	6,328,534	7,287,309
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS		6,212,263	6,328,534	7,287,309

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

	Amount
Long Term CG Distributions	2,222
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,986,765	0	0	3,702,240	284,525	0	0	0	284,525
1	INVESCO SMALL CAP GROWTH-I	00141M622		8/3/2010	8/6/2012	67,435		0	52,205	15,230	0	0	0	15,230
2	INVESCO SMALL CAP GROWTH-I	00141M622		8/8/2011	8/6/2012	6,378		0	5,215	1,163	0	0	0	1,163
3	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	8/6/2012	54,842		0	60,257	-5,415	0	0	0	-5,415
4	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		8/8/2011	8/6/2012	6,505		0	5,600	905	0	0	0	905
5	ADVISORS CAMBIAR SMALL CAP I	0075W0593		10/18/2011	8/6/2012	6,649		0	6,200	449	0	0	0	449
6	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	11/19/2012	5,300		0	5,244	56	0	0	0	56
7	DOUBLELINE TOTAL RETURN BD-I	258620103		2/1/2013	3/11/2013	12,977		0	13,000	-23	0	0	0	-23
8	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	3/11/2013	57,224		0	56,971	253	0	0	0	253
9	EATON VANCE ATLANTA CAP SMID-CA	277902698		8/6/2012	11/19/2012	11,675		0	11,231	444	0	0	0	444
10	EATON VANCE ATLANTA CAP SMID-CA	277902698		8/6/2012	2/1/2013	38,500		0	33,510	4,990	0	0	0	4,990
11	EATON VANCE ATLANTA CAP SMID-CA	277902698		8/6/2012	3/11/2013	172,725		0	145,190	27,535	0	0	0	27,535
12	EATON VANCE FLTG-RT-I	277911491		5/26/2011	8/6/2012	107,871		0	108,500	-629	0	0	0	-629
13	EATON VANCE FLTG-RT-I	277911491		2/6/2012	8/6/2012	4,480		0	4,450	30	0	0	0	30
14	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		8/3/2010	8/6/2012	277,104		0	239,752	37,352	0	0	0	37,352
15	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		8/8/2011	8/6/2012	21,890		0	18,175	3,715	0	0	0	3,715
16	ISHARES TR DOW JONES SEL DIVD IND	464287168		8/6/2012	2/1/2013	35,360		0	33,681	1,679	0	0	0	1,679
17	ISHARES TR DOW JONES SEL DIVD IND	464287168		8/6/2012	3/11/2013	206,471		0	191,995	14,476	0	0	0	14,476
18	ISHARES TR DOW JONES SEL DIVD IND	464287168		11/19/2012	3/11/2013	24,499		0	22,113	2,386	0	0	0	2,386
19	ISHARES TR DOW JONES SEL DIVD IND	464287168		7/18/2011	3/11/2013	18,793		0	15,840	2,953	0	0	0	2,953
20	ISHARES IBOXX INVT GRADE CORP BD	464287242		10/18/2011	8/6/2012	45,617		0	42,321	3,296	0	0	0	3,296
21	ISHARES IBOXX INVT GRADE CORP BD	464287242		5/26/2011	8/6/2012	188,503		0	173,702	14,801	0	0	0	14,801
22	ISHARES IBOXX INVT GRADE CORP BD	464287242		5/26/2011	11/19/2012	3,768		0	3,447	321	0	0	0	321
23	ISHARES IBOXX INVT GRADE CORP BD	464287242		5/26/2011	3/11/2013	3,207		0	3,003	204	0	0	0	204
24	ISHARES IBOXX INVT GRADE CORP BD	464287242		2/1/2013	3/11/2013	17,222		0	17,245	-23	0	0	0	-23
25	ISHARES IBOXX INVT GRADE CORP BD	464287242		4/27/2011	3/11/2013	50,833		0	47,002	3,831	0	0	0	3,831
26	ISHARES TR RUSSELL 1000 VALUE IND	464287598		8/3/2010	8/6/2012	150,977		0	126,694	24,283	0	0	0	24,283
27	ISHARES TR RUSSELL 1000 VALUE IND	464287598		11/19/2012	2/1/2013	3,125		0	2,796	329	0	0	0	329
28	ISHARES TR RUSSELL 1000 VALUE IND	464287598		8/3/2010	2/1/2013	48,043		0	36,056	11,987	0	0	0	11,987
29	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	8/6/2012	65,821		0	63,752	2,069	0	0	0	2,069
30	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	11/19/2012	188,556		0	185,609	2,947	0	0	0	2,947
31	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	2/1/2013	89,620		0	81,573	8,047	0	0	0	8,047
32	ISHARES TR RUSSELL 1000 GROWTH I	464287614		7/18/2011	3/11/2013	187,125		0	161,502	25,623	0	0	0	25,623
33	ISHARES TR RUSSELL 1000 GROWTH I	464287614		8/8/2011	3/11/2013	50,700		0	39,038	11,662	0	0	0	11,662
34	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	3/11/2013	120,748		0	107,300	13,448	0	0	0	13,448
35	ISHARES TR RUSSELL 1000 GROWTH I	464287614		8/3/2010	3/11/2013	71,319		0	50,310	21,009	0	0	0	21,009
36	ISHARES BARCLAYS 3-7 YR TREAS BD	464288661		8/6/2012	11/19/2012	2,473		0	2,468	5	0	0	0	5
37	MFS RESEARCH INTL-I	552983470		8/3/2010	8/6/2012	147,281		0	142,459	4,822	0	0	0	4,822
38	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	2/1/2013	63,000		0	67,369	-4,369	0	0	0	-4,369
39	NEUBERGER BERMAN HIGH INCOME B	64128K868		11/19/2012	3/11/2013	714		0	700	14	0	0	0	14
40	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/6/2012	3/11/2013	191,268		0	187,474	3,794	0	0	0	3,794
41	OPPENHEIMER DEVELOPING MKTS INS	683974505		11/19/2012	2/1/2013	28,500		0	26,018	2,482	0	0	0	2,482
42	PIMCO FOREIGN BD US$ HEDGED-I	693390882		2/6/2012	8/6/2012	194,094		0	186,561	7,533	0	0	0	7,533
43	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	8/6/2012	139,740		0	142,598	-2,858	0	0	0	-2,858
44	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011	8/6/2012	47,219		0	46,325	894	0	0	0	894
45	VANGUARD BD INDEX SHORT TERM BD	921937827		1/26/2011	8/6/2012	290,166		0	287,824	2,342	0	0	0	2,342
46	VANGUARD BD INDEX SHORT TERM BD	921937827		2/6/2012	8/6/2012	7,877		0	7,886	-9	0	0	0	-9
47	VANGUARD BD INDEX TOTAL BD MKT E	921937835		8/3/2010	8/6/2012	282,422		0	272,131	10,291	0	0	0	10,291
48	VANGUARD BD INDEX TOTAL BD MKT E	921937835		4/27/2011	8/6/2012	162,596		0	154,490	8,106	0	0	0	8,106
49	VANGUARD BD INDEX TOTAL BD MKT E	921937835		2/6/2012	8/6/2012	7,553		0	7,458	95	0	0	0	95

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

										40,522	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	40,522	0	0
2												

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

		Date		Amount
1	Credit from prior year return	11/28/2012	1	792
2	First quarter estimated tax payment	12/12/2012	2	4
3	Second quarter estimated tax payment	1/11/2013	3	795
4	Third quarter estimated tax payment	4/11/2013	4	796
5	Fourth quarter estimated tax payment	7/10/2013	5	795
6	Other payments		6	
7	Total		7	3,182

SUNTRUST

WOODRUFF ARTS E MCBURNEY TR U/W
ACCOUNT NO. 1101987

PORTFOLIO SUMMARY

AS OF 07/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	858,531 78	11.35 %	858,531.78			
STIF & MONEY MARKET FUNDS	274,911.93	3.64 %	274,911.93	0.00	27	0.01 %
EQUITY SECURITIES	4,466,779.88	59.07 %	3,658,125.61	808,654.27	83,613	1.87 %
MUTUAL FUNDS	2,820,529.15	37.30 %	2,670,408.17	150,120.98	70,326	2.49 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	**8,420,752.74**	**111.35 %**	**7,461,977.49**	**958,775.25**	**153,967**	**2.04 %**
INCOME PORTFOLIO						
INCOME CASH	858,531.78-	11.35-%	858,531.78-			
TOTAL ASSETS	**7,562,220.96**	**100.00 %**	**6,603,445.71**	**958,775.25**	**153,967**	**2.04 %**

SUNTRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	858,531.78 11.35 %	858,531.78			
STIF & MONEY MARKET FUNDS						
274,911.93	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	274,911.93 1.000 3.64 %	274,911.93 1.00	0.00	27	0.01 % 0 00 %
EQUITY SECURITIES						
MUTUAL FUNDS-EQUITY						
6,474	ISHARES DJ SELECT DIVIDEND ETF CUSIP: 464287168	437,253.96 67.540 5.78 %	337,112.17 52.07	100,141.79	14,107	3.23 % 0.00 %
17,043	ISHARES RUSSELL 1000 GROWTH ETF CUSIP: 464287614	1,303,278.21 76.470 17.23 %	848,944.22 49.81	454,333.99	20,298	1.56 % 0.00 %
14,945	ISHARES RUSSELL 1000 VALUE ETF CUSIP: 464287598	1,312,619.35 87.830 17.36 %	1,049,787.64 70.24	262,831.71	26,826	2.04 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		3,053,151.52	2,235,844.03	817,307.49	61,231	2.01 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS-FIXED INCOME						
5,230	ISHARES BARCLAYS MBS BOND ETF CUSIP: 464288588	549,359.20 105 040 7.26 %	562,569 71 107.57	13,210.51-	6,752	1.23 % 0.00 %
4,581	ISHARES BARCLAYS 3-7 YEAR ETF CUSIP· 464288661	554,209.38 120.980 7.33 %	565,095.46 123.36	10,886.08-	3,559	0.64 % 0.00 %
2,707	ISHARES IBOXX INV GRD CORP BOND ETF CUSIP· 464287242	310,059.78 114.540 4.10 %	294,616.41 108 84	15,443.37	12,071	3.89 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		1,413,628.36	1,422,281 58	8,653.22-	22,382	1.58 %
TOTAL EQUITY SECURITIES		**4,466,779.88**	**3,658,125.61**	**808,654.27**	**83,613**	**1.87** %
MUTUAL FUNDS						
3,877.955	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	87,680.56 22.610 1.16 %	80,390.00 20.73	7,290.56	0	0.00 % 0.00 %
35,406.802	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	388,058.55 10.960 5.13 %	399,034.66 11.27	10,976.11-	20,961	5.40 % 0 00 %
15,783.554	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP· 277902698	352,288.93 22.320 4.66 %	271,319.29 17.19	80,969.64	0	0.00 % 0.00 %

SUNTRUST

WOODRUFF ARTS E MCBURNEY TR U/W
ACCOUNT NO. 1101987

PORTFOLIO DETAIL

AS OF 07/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
21,916.685	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	201,195.17 9.180 2.66 %	200,976.00 9.17	219.17	8,569	4.26 % 0.00 %
16,339.533	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	144,114.68 8.820 1.91 %	160,781.00 9.84	16,666.32-	7,631	5.30 % 0.00 %
88,249.675	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	747,474.75 8.470 9.88 %	692,494.40 7.85	54,980.35	10,678	1.43 % 0.00 %
20,978.744	NEUBERGER BERMAN HIGH INCOME BOND FUND CUSIP: 64128K868	198,878.49 9.480 2.63 %	186,641.15 8.90	12,237.34	11,979	6.02 % 0.00 %
13,457.324	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	467,238.29 34.720 6.18 %	439,456.67 32.66	27,781.62	3,351	0.72 % 0.00 %
14,696.642	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP· 72201F516	143,439.23 9 760 1.90 %	158,925 00 10.81	15,485.77-	7,157	4.99 % 0 00 %
4,122.565	T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	90,160.50 21 870 1.19 %	80,390.00 19.50	9,770.50	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		2,820,529.15	2,670,408.17	150,120.98	70,326	2.49 %

SUNTRUST

WOODRUFF ARTS E MCBURNEY TR U/W
ACCOUNT NO. 1101987

PORTFOLIO DETAIL

AS OF 07/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP: 997000ZM9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0 00 %
1	CLASS ACTION PENDING CATALINA MARKETING CORP ON RCPT OF FINAL PMT CUSIP: 997000RM8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP: 997000ND2	0.00 0.000 0.00 %	0 00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP· 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0 00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP. 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING HALLIBURTON ON RCPT OF FINAL PMT CUSIP: 997000BE3	0.00 0.000 0.00 %	0 00 0.00	0 00	0	0.00 % 0 00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING INTERNATIONAL GAME TECHNOLOGY ON RCPT OF FINAL PMT CUSIP: 997001QP0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0 00 % 0.00 %
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	0.00 0.000 0.00 %	0.00 0 00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING SLM CORPORATION ON RCPT OF FINAL PMT CUSIP. 997001QY1	0.00 0.000 0.00 %	0.00 0 00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP. 997001AH5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %

SUNTRUST

WOODRUFF ARTS E MCBURNEY TR U/W
ACCOUNT NO. 1101987

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP: 997000TT1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		8,420,752.74	7,461,977.49	958,775.25	153,967	2.04 %
INCOME PORTFOLIO						
	INCOME CASH	858,531.78- 11.35-%	858,531.78-			
TOTAL ASSETS		7,562,220.96	6,603,445.71	958,775.25	153,967	2.04 %