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.

1309

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning OCT 1, 2012 , and ending SEP 30, 2013

Name of foundation: THE GARRETT FAMILY FOUNDATION, INC.

A Employer identification number: 58-2326435

Number and street (or P O box number if mail is not delivered to street address): 1805 RIVER FOREST ROAD

Room/suite:

B Telephone number: 404-256-1606

City or town, state, and ZIP code: ATLANTA, GA 30327

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: [X] 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) ▶$ 947,151.

J Accounting method: [X] 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))

	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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 2
	4 Dividends and interest from securities	40,003.	40,175.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,897.			STATEMENT 1
	b Gross sales price for all assets on line 6a 101,291.				
	7 Capital gain net income (from Part IV, line 2)		11,115.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	50,904.	51,294.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	1,625.	0.		1,625.
	c Other professional fees STMT 5	3,885.	3,885.		0.
	17 Interest		112.		
	18 Taxes STMT 6	1,894.	155.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	50.	0.		50.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,454.	4,152.		1,675.
	25 Contributions, gifts, grants paid	39,295.			39,295.
	26 **Total expenses and disbursements.** Add lines 24 and 25	46,749.	4,152.		40,970.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,155.			
	b **Net investment income** (if negative, enter -0-)		47,142.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	14,108.	18,418.	18,418.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	241,337.	247,553.	277,265.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	552,569.	546,198.	651,468.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	808,014.	812,169.	947,151.
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			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	808,014.	812,169.	
	30 **Total net assets or fund balances**	808,014.	812,169.	
	31 **Total liabilities and net assets/fund balances**	808,014.	812,169.	

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	808,014.
2	Enter amount from Part I, line 27a	2	4,155.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	812,169.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	812,169.

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	ENTERPRISE PRODUCTS PARTNERS L.P.	P		
c	KINDER MORGAN ENERGY PARTNERS LP	P		
d	PLAINS ALL AMERICAN PIPELINE LP	P		
e	CAPITAL GAINS DIVIDENDS			

	(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	98,397.		90,161.	8,236.
b			12.	-12.
c	233.			233.
d			3.	-3.
e	2,661.			2,661.

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				8,236.
b				-12.
c				233.
d				-3.
e				2,661.

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** 11,115.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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	45,575.	882,234.	.051659
2010	57,147.	908,140.	.062928
2009	42,491.	876,135.	.048498
2008	29,152.	766,899.	.038013
2007	85,493.	887,012.	.096383

2	**Total** of line 1, column (d)	2	.297481
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	.059496
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	923,609.
5	Multiply line 4 by line 3	5	54,951.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	471.
7	Add lines 5 and 6	7	55,422.
8	Enter qualifying distributions from Part XII, line 4	8	40,970.

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	943.
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	943.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	943.
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,600.		
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	1,600.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	657.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 657. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Line	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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
4a	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? N/A	4b		
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	
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*	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 STMT 10	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 ▶ ROSE KELLER, CPA Telephone no. ▶404-256-1606

Located at ▶780 JOHNSON FERRY ROAD, S-325, ATLANTA, GA ZIP+4 ▶30342

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)? N/A	1b		
	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 ▶ _____, _____, _____, _____			
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.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____			
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.)* N/A	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

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)? ☐ 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)? N/A | 5b |

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 | | 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? N/A | 7b |

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.

(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
JOHN C. GARRETT 1805 RIVER FOREST ROAD ATLANTA, GA 30327	PRESIDENT 0.00	0.	0.	0.
JOY S. GARRETT 1805 RIVER FOREST ROAD ATLANTA, GA 30327	SECRETARY 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
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	925,222.
b	Average of monthly cash balances	1b	12,452.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	937,674.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	937,674.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,065.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	923,609.
6	**Minimum investment return.** Enter 5% of line 5	6	46,180.

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	46,180.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 943.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	943.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	45,237.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	45,237.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	45,237.

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	40,970.
b	Program-related investments - total from Part IX-B	1b	0.
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	40,970.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	40,970.

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				45,237.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 42,055.				
b From 2008				
c From 2009				
d From 2010 12,724.				
e From 2011 2,820.				
f **Total** of lines 3a through e	57,599.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 40,970.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				40,970.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	4,267.			4,267.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,332.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	37,788.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	15,544.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 12,724.				
d Excess from 2011 2,820.				
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					
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).)

SEE STATEMENT 11

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.

NONE

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

Check here ▶ [X] 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				
AGNES SCOTT COLLEGE 141 EAST COLLEGE AVENUE DECATUR, GA 30030	N/A	501(C)(3)	GENERAL PURPOSE	250.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET ATLANTA, GA 30303	N/A	501(C)(3)	GENERAL PURPOSE	150.
AMERICAN NATIONAL RED CROSS 2025 EAST STREET WASHINGTON, DC 20006	N/A	501(C)(3)	OKLAHOMA TORNADO RELIEF	100.
ATLANTA COMMUNITY FOOD BANK P.O. BOX 105263 ATLANTA, GA 30348	N/A	501(C)(3)	ACTION AGAINST HUNGER	100.
ATLANTA CONTEMPORARY ART CENTER 535 MEANS STREET NW ATLANTA, GA 30318	N/A	501(C)(3)	CAPITAL CAMPAIGN	250.
Total SEE CONTINUATION SHEET(S)			▶ 3a	39,295.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	4.	
4 Dividends and interest from securities			14	40,003.	
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	10,897.	
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.		50,904.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 50,904.

(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).

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
		N/A	

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
N/A		

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

Signature of officer or trustee: [signature] Date: 11/27/2013 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROSE KELLER	Rose Keller	11/26/13		P00041861
Firm's name ▶ MOORE STEPHENS TILLER LLC			Firm's EIN ▶ 58-0673524	
Firm's address ▶ 780 JOHNSON FERRY RD., STE. 325 ATLANTA, GA 30342			Phone no. 404-256-1606	

Form **990-PF** (2012)

223622
12-05-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ATLANTA SYMPHONY ORCHESTRA 1280 PEACHTREE STREET NE ATLANTA, GA 30309	N/A	501(C)(3)	EDUCATION/COMMUNITY PROGRAMS	245.
BETHANY UNITED METHODIST CHURCH 760 HURT ROAD SMYRNA, GA 30082	N/A	501(C)(3)	GENERAL PURPOSE	200.
BUCKHEAD CHRISTIAN MINISTRY 2847 PIEDMONT ROAD NE ATLANTA, GA 30305	N/A	501(C)(3)	TRINITY CHURCH FOOD DRIVE	100.
CATHEDRAL OF CHRIST THE KING 2699 PEACHTREE ROAD NE ATLANTA, GA 30305	N/A	501(C)(3)	GENERAL PURPOSE	100.
CENTRAL PRESBYTERIAN CHURCH 201 WASHINGTON STREET SW ATLANTA, GA 30303	N/A	501(C)(3)	GENERAL PURPOSE	100.
COLUMBIA UNIVERSITY P.O. BOX 1383 NEW YORK, NY 10277	N/A	501(C)(3)	ANNUAL FUND/SCHOLARSHIP FUND	1,000.
COLUMBIA UNIVERSITY P.O. BOX 1383 NEW YORK, NY 10277	N/A	501(C)(3)	SCHOOL OF INTERNATIONAL AND PUBLIC AFFAIRS - ANNUAL FUND	250.
COMMUNITY FOUNDATION OF TETON VALLEY 189 NORTH MAIN, SUITE 206 DRIGGS, ID 83422	N/A	501(C)(3)	FAMILY SAFETY NETWORK	100.
DENVER ART MUSEUM 100 WEST 14TH AVENUE PARKWAY DENVER, CO 80204	N/A	501(C)(3)	GENERAL PURPOSE	500.
DENVER DUMB FRIENDS LEAGUE 2080 SOUTH QUEBEC STREET DENVER, CO 80231	N/A	501(C)(3)	GENERAL PURPOSE	500.
Total from continuation sheets				38,445.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FAMILY SAFETY NETWORK P.O. BOX 302 DRIGGS, ID 83422	N/A	501(C)(3)	FAMILY SAFETY NETWORK	100.
FISHER ENSEMBLE 1106 18TH AVENUE SEATTLE, WA 98122	N/A	501(C)(3)	GENERAL PURPOSE	500.
INTERNATIONAL WOMEN'S HEALTH COALITION 333 SEVENTH AVENUE, 6TH FLOOR NEW YORK, NY 10001	N/A	501(C)(3)	GENERAL PURPOSE	500.
JEWISH FAMILY & CAREER SERVICES OF ATLANTA 4539 CHAMBLEE DUNWOODY ROAD ATLANTA, GA 30338	N/A	501(C)(3)	THE TASTING	100.
OAK HILL SCHOOL 86397 ELDON SCHAFER DRIVE EUGENE, OR 97405	N/A	501(C)(3)	ANNUAL FUND	5,000.
OHIO STATE UNIVERSITY P.O. BOX 710811 COLUMBUS, OH 43271	N/A	501(C)(3)	COLLEGE OF EDUCATION AND HUMAN ECOLOGY - ANNUAL FUND	100.
OPERA COLORADO 695 SOUTH COLORADO BOULEVARD, SUITE 20 DENVER, CO 80246	N/A	501(C)(3)	GENERAL PURPOSE	500.
ORTHOPAEDIC RESEARCH AND EDUCATION FOUNDATION 6300 NORTH RIVER ROAD, SUITE 700 ROSEMONT, IL 60018	N/A	501(C)(3)	GENERAL PURPOSE	100.
PLANNED PARENTHOOD HEALTH SERVICES OF SOUTHWEST OREGON 360 EAST 10TH AVENUE, SUITE 104 EUGENE, OR 97401	N/A	501(C)(3)	GENERAL PURPOSE	2,500.
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 EAST 38TH AVENUE DENVER, CO 80207	N/A	501(C)(3)	GENERAL PURPOSE	500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RADCLIFFE PRESBYTERIAN CHURCH 286 HAMILTON EAST HOLMES DRIVE NW ATLANTA, GA 30318	N/A	501(C)(3)	GENERAL PURPOSE	100.
SHRINERS INTERNATIONAL 400 PONCE DE LEON AVENUE NE ATLANTA, GA 30308	N/A	501(C)(3)	GENERAL PURPOSE	300.
SPELMAN COLLEGE 350 SPELMAN LANE SW ATLANTA, GA 30314	N/A	501(C)(3)	GENERAL PURPOSE	100.
ST. JOSEPH'S MERCY FOUNDATION 5673 PEACHTREE DUNWOODY ROAD NE ATLANTA, GA 30342	N/A	501(C)(3)	GENERAL PURPOSE	500.
THE GEORGIA CONSERVANCY 817 WEST PEACHTREE STREET ATLANTA, GA 30308	N/A	501(C)(3)	GENERAL PURPOSE	100.
THE GEORGIA TRUST 1516 PEACHTREE STREET NW ATLANTA, GA 30309	N/A	501(C)(3)	GENERAL PURPOSE	100.
THE OSSABAW ISLAND FOUNDATION 305 FAHM STREET SAVANNAH, GA 31401	N/A	501(C)(3)	GENERAL PURPOSE	200.
THE SHAKESPEARE TAVERN 499 PEACHTREE STREET ATLANTA, GA 30308	N/A	501(C)(3)	GENERAL PURPOSE	2,500.
THE USO P.O. BOX 96860 WASHINGTON, DC 20077	N/A	501(C)(3)	OPERATION ENDURING CARE	100.
THE WESTMINSTER SCHOOLS 1424 WEST PACES FERRY ROAD NW ATLANTA, GA 30327	N/A	501(C)(3)	JIMMY FUNK SCHOLARSHIP FUND	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRINITY PRESBYTERIAN CHURCH 3003 HOWELL MILL ROAD NW ATLANTA, GA 30327	N/A	501(C)(3)	ANNUAL FUND	20,100.
TRINITY PRESBYTERIAN CHURCH 3003 HOWELL MILL ROAD NW ATLANTA, GA 30327	N/A	501(C)(3)	JOY OFFERING	100.
TRINITY PRESBYTERIAN CHURCH 3003 HOWELL MILL ROAD NW ATLANTA, GA 30327	N/A	501(C)(3)	ONE GREAT HOUR OF SHARING - EASTER 2013	100.
UNIVERSITY OF DENVER 2148 SOUTH HIGH STREET DENVER, CO 80208	N/A	501(C)(3)	GENERAL PURPOSE	500.
VOLUNTEERS OF AMERICA - COLORADO BRANCH 2660 LARIMER STREET DENVER, CO 80205	N/A	501(C)(3)	GENERAL PURPOSE	500.
WORLD VISION P.O. BOX 78481 TACOMA, WA 98481	N/A	501(C)(3)	GENERAL PURPOSE	50.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES				PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98,397.	90,161.	0.	0.	8,236.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ENTERPRISE PRODUCTS PARTNERS L.P.	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KINDER MORGAN ENERGY PARTNERS LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
233.	233.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PLAINS ALL AMERICAN PIPELINE LP	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	2,661.
TOTAL TO FORM 990-PF, PART I, LINE 6A	10,897.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
SMITH BARNEY	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ENERGY TRANSFER EQUITY LP	0.	0.	0.
ENERGY TRANSFER PARTNERS, L.P.	0.	0.	0.
ENTERPRISE PRODUCTS PARTNERS L.P.	0.	0.	0.
KINDER MORGAN ENERGY PARTNERS LP	0.	0.	0.
ONEOK PARTNERS, L.P.	0.	0.	0.
SMITH BARNEY	42,664.	2,661.	40,003.
TOTAL TO FM 990-PF, PART I, LN 4	42,664.	2,661.	40,003.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,625.	0.		1,625.
TO FORM 990-PF, PG 1, LN 16B	1,625.	0.		1,625.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,885.	3,885.		0.
TO FORM 990-PF, PG 1, LN 16C	3,885.	3,885.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,757.	0.		0.
FOREIGN TAXES	137.	155.		0.
TO FORM 990-PF, PG 1, LN 18	1,894.	155.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL REGISTRATION	50.	0.		50.
TO FORM 990-PF, PG 1, LN 23	50.	0.		50.

FORM 990-PF — CORPORATE STOCK — STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ATTACHMENT #1	247,553.	277,265.
TOTAL TO FORM 990-PF, PART II, LINE 10B	247,553.	277,265.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ATTACHMENT #1	COST	546,198.	651,468.
TOTAL TO FORM 990-PF, PART II, LINE 13		546,198.	651,468.

FORM 990-PF — LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 — STATEMENT 10

NAME OF CONTRIBUTOR	ADDRESS
JOHN C. GARRETT	1805 RIVER FOREST ROAD ATLANTA, GA 30327
JOY S. GARRETT	1805 RIVER FOREST ROAD ATLANTA, GA 30327

FORM 990-PF — PART XV - LINE 1A LIST OF FOUNDATION MANAGERS — STATEMENT 11

NAME OF MANAGER
JOHN C. GARRETT
JOY S. GARRETT

THE GARRET FAMILY FOUNDATION, INC.
58-2326435

2012 FORM 990-PF
PART II - INVESTMENTS

DESCRIPTION	# OF SHARES	BOOK VALUE	FMV
AMERICAN WATER WORKS CO	204	6,924	8,421
ARES CAPITAL CORP	160	2,796	2,766
AT&T INC	225	6,858	7,610
BAXTER INTL INC	85	5,080	5,584
BCE INC (NEW)	60	2,431	2,562
BK MONTREAL	67	3,993	4,477
CA INCORPORATED	185	4,637	5,489
CISCO SYS INC	263	6,320	6,162
CME GROUP INC	80	4,685	5,910
DIGITAL REALTY TRUST INC	128	8,211	6,797
DONNELLEY R R & SONS CO	206	2,914	3,251
ELI LILLY & CO	54	2,127	2,718
ENERGY TRANSFER EQUITY LP	108	5,548	7,104
ENERGY TRANSFER PARTNERS LP	221	10,509	11,507
ENTERPRISE PRODUCTS PARTNERS LP	227	11,712	13,856
GENERAL ELECTRIC CO	537	10,876	12,829
GLAXOSMITHKLINE PLC ADS	165	7,370	8,278
GOLAR LNG LTD	80	2,807	3,014
HCP INCORPORATED	124	4,872	5,078
INTEL CORP	501	12,659	11,483
INTERNATIONAL PAPER CO	151	5,241	6,765
JOHNSON & JOHNSON	102	6,645	8,842
KINDER MORGAN ENERGY PARTNERS LP	121	10,870	9,659
LINN ENERGY LLC	36	1,318	933
MAXIM INTEGRATED PRODUCTS INC	164	4,683	4,890
MERCK & CO INC NEW COM	263	11,576	12,521
MICROCHIP TECHNOLOGY INC	121	4,335	4,875
NATL GRID TRANSCO PLC ADS	134	6,850	7,913
NISOURCE INC	331	7,864	10,225
OMEGA HEALTHCARE INV INC	109	2,518	3,256
ONEOK PARTNERS LP	120	7,082	6,361
PFIZER INC	207	4,382	5,946
PLAINS ALL AMERICAN PIPELINE LP	144	5,827	7,583
SEADRILL LTD	219	9,024	9,873
SENIOR HSG PPTY TR SBI	107	2,385	2,497
SPECTRA ENERGY CORP COM	124	3,892	4,245
STAPLES INC	394	5,364	5,772
TOTAL S A SPON ADR	106	4,675	6,140
VODAFONE GP PLC ADS NEW	337	9,294	11,856
WILLIAMS CO INC	336	10,398	12,217
INVESTMENTS - CORPORATE STOCK		*247,553*	*277,265*
AMERICAN FUNDS CAPITAL INCOME BUILDER FUND CLASS C	1,701	69,769	95,645
DELAWARE DIVERSIFIED INCOME FUND CLASS C	5,327	43,201	47,250
FRANKLIN INCOME C	71,383	134,022	167,749
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS C	9,427	94,607	114,162
PIMCO TOTAL RETURN FUND CLASS C	4,513	46,699	48,827
PIONEER STRATEGIC INCOME FUND CLASS C	10,247	93,743	109,538
TEMPLETON GLOBAL BOND FUND CLASS C	5,258	64,157	68,297
INVESTMENTS - OTHER		*546,198*	*651,468*
TOTAL INVESTMENTS		**793,751**	**928,733**

ATTACHMENT #1

Form **8582**

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.

▶ Attach to Form 1040 or Form 1041.

▶ Information about Form 8582 and its instructions is available at www.irs.gov/form8582

OMB No 1545-1008

2012

Attachment Sequence No **88**

Name(s) shown on return	Identifying number
THE GARRETT FAMILY FOUNDATION, INC.	582-32-6435

Part I **2012 Passive Activity Loss** **Caution:** *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)

1a	Activities with net income (enter the amount from Worksheet 1, column (a))	1a			
b	Activities with net loss (enter the amount from Worksheet 1, column (b))	1b			
c	Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c			
d	Combine lines 1a, 1b, and 1c			1d	

Commercial Revitalization Deductions From Rental Real Estate Activities

2a	Commercial revitalization deductions from Worksheet 2, column (a)	2a			
b	Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b			
c	Add lines 2a and 2b			2c	

All Other Passive Activities

3a	Activities with net income (enter the amount from Worksheet 3, column (a))	3a			
b	Activities with net loss (enter the amount from Worksheet 3, column (b))	3b	-5,096.		
c	Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c			
d	Combine lines 3a, 3b, and 3c			3d	-5,096.
4	Combine lines 1d, 2c, and 3d. If this line is zero or more, stop here and include this form with your return; all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c. Report the losses on the forms and schedules normally used			4	-5,096.

If line 4 is a loss and:
- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15.

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year, do not complete Part II or Part III. Instead, go to line 15.*

Part II **Special Allowance for Rental Real Estate Activities With Active Participation**

Note: *Enter all numbers in Part II as positive amounts. See instructions for an example.*

5	Enter the **smaller** of the loss on line 1d or the loss on line 4			5	
6	Enter $150,000. If married filing separately, see instructions	6			
7	Enter modified adjusted gross income, but not less than zero (see instructions) **Note:** *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8.*	7			
8	Subtract line 7 from line 6	8			
9	Multiply line 8 by 50% (.5) **Do not** enter more than $25,000. If married filing separately, see instructions			9	
10	Enter the **smaller** of line 5 or line 9			10	

If line 2c is a loss, go to Part III. Otherwise, go to line 15.

Part III **Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities**

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11	Enter $25,000 reduced by the amount, if any, on line 10 If married filing separately, see instructions	11	
12	Enter the loss from line 4	12	
13	Reduce line 12 by the amount on line 10	13	
14	Enter the **smallest** of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV **Total Losses Allowed**

15	Add the income, if any, on lines 1a and 3a and enter the total	15	
16	**Total losses allowed from all passive activities for 2012.** Add lines 10, 14, and 15. See instructions to find out how to report the losses on your tax return SEE STATEMENT 5	16	0.

LHA 219761 09-28-12 **For Paperwork Reduction Act Notice, see instructions.** Form **8582** (2012)

Caution: *The worksheets must be filed with your tax return. Keep a copy for your records.*

Worksheet 1 - For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
Total. Enter on Form 8582, lines 1a, 1b, and 1c ▶					

Worksheet 2 - For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b ▶			

Worksheet 3 - For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 3				
Total. Enter on Form 8582, lines 3a, 3b, and 3c ▶		-5,096.			

Worksheet 4 - Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total ▶					

Worksheet 5 - Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 5			
Total ▶		5,096.	1.000000000	5,096.

Worksheet 6 - Allowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
	SEE ATTACHED	STATEMENT F	OR WORKSHEET	6
Total ▶		5,096.	5,096.	

Worksheet 7 - Activities With Losses Reported on Two or More Forms or Schedules (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Total ▶					

ALTERNATIVE MINIMUM TAX

Form **8582**

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.
▶ Attach to Form 1040 or Form 1041.
▶ Information about Form 8582 and its instructions is available at www.irs.gov/form8582.

OMB No 1545-1008
2012
Attachment Sequence No 88

Name(s) shown on return	Identifying number
THE GARRETT FAMILY FOUNDATION, INC.	582-32-6435

Part I **2012 Passive Activity Loss** **Caution:** *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)

1a Activities with net income (enter the amount from Worksheet 1, column (a))	1a			
b Activities with net loss (enter the amount from Worksheet 1, column (b))	1b			
c Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c			
d Combine lines 1a, 1b, and 1c			1d	

Commercial Revitalization Deductions From Rental Real Estate Activities

2a Commercial revitalization deductions from Worksheet 2, column (a)	2a			
b Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b			
c Add lines 2a and 2b			2c	

All Other Passive Activities

3a Activities with net income (enter the amount from Worksheet 3, column (a))	3a			
b Activities with net loss (enter the amount from Worksheet 3, column (b))	3b	-4,761.		
c Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c			
d Combine lines 3a, 3b, and 3c			3d	-4,761.
4 Combine lines 1d, 2c, and 3d. If this line is zero or more, stop here and include this form with your return; all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c. Report the losses on the forms and schedules normally used			4	-4,761.

If line 4 is a loss and:
- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15.

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year, do not complete Part II or Part III. Instead, go to line 15.*

Part II **Special Allowance for Rental Real Estate Activities With Active Participation**

Note: *Enter all numbers in Part II as positive amounts. See instructions for an example.*

5 Enter the **smaller** of the loss on line 1d or the loss on line 4			5	
6 Enter $150,000. If married filing separately, see instructions	6			
7 Enter modified adjusted gross income, but not less than zero (see instructions)	7			
Note: *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8.*				
8 Subtract line 7 from line 6	8			
9 Multiply line 8 by 50% (.5). **Do not** enter more than $25,000. If married filing separately, see instructions			9	
10 Enter the **smaller** of line 5 or line 9			10	

If line 2c is a loss, go to Part III. Otherwise, go to line 15.

Part III **Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities**

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11 Enter $25,000 reduced by the amount, if any, on line 10. If married filing separately, see instructions	11	
12 Enter the loss from line 4	12	
13 Reduce line 12 by the amount on line 10	13	
14 Enter the **smallest** of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV **Total Losses Allowed**

15 Add the income, if any, on lines 1a and 3a and enter the total	15	
16 **Total losses allowed from all passive activities for 2012.** Add lines 10, 14, and 15. See instructions to find out how to report the losses on your tax return SEE STATEMENT 9	16	0.

Caution: *The worksheets must be filed with your tax return. Keep a copy for your records.*

Worksheet 1 - For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
Total. Enter on Form 8582, lines 1a, 1b, and 1c ▶					

Worksheet 2 - For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b ▶			

Worksheet 3 - For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 3				
Total. Enter on Form 8582, lines 3a, 3b, and 3c ▶		-4,761.			

Worksheet 4 - Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total ▶					

Worksheet 5 - Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 5			
Total ▶		4,761.	1.000000000	4,761.

Worksheet 6 - Allowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
	SEE ATTACHED	STATEMENT F	OR WORKSHEET	6
Total ▶		4,761.	4,761.	

Worksheet 7 - Activities With Losses Reported on Two or More Forms or Schedules (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Total ▶					

Form **8582** (2012)

SCHEDULE E INCOME OR (LOSS) FROM PARTNERSHIPS AND S CORPS STATEMENT 1

NAME / EMPLOYER ID NO.	ANY NOT AT RISK	X IF FRN	CODE	PASSIVE LOSS	PASSIVE INCOME	NONPASSIVE LOSS	SEC. 179 DEDUCTION	NONPASSIVE INCOME
ENERGY TRANSFER EQUITY LP								
30-0108820			P	0.				
ENERGY TRANSFER PARTNERS LP								
73-1493906			P	0.				
ENTERPRISE PRODUCTS PARTNERS LP								
76-0568219			P	0.				
KINDER MORGAN ENERGY PARTNERS LP								
76-0380342			P	0.				
ONEOK PARTNERS, L.P.								
93-1120873			P	0.				
PLAINS ALL AMERICAN PIPELINE LP								
76-0582150			P	0.				
TOTALS TO SCH. E, LN. 29				0.				

FORM 8582 OTHER PASSIVE ACTIVITIES - WORKSHEET 3 STATEMENT 2

NAME OF ACTIVITY	CURRENT YEAR NET INCOME	CURRENT YEAR NET LOSS	PRIOR YEAR UNALLOWED LOSS	OVERALL GAIN OR LOSS GAIN	OVERALL GAIN OR LOSS LOSS
ENERGY TRANSFER EQUITY LP	0.	-138.			-138.
ENERGY TRANSFER PARTNERS LP	0.	-1,021.			-1,021.
ENTERPRISE PRODUCTS PARTNERS LP	0.	-1,332.			-1,332.
KINDER MORGAN ENERGY PARTNERS LP	0.	-1,820.			-1,820.
ONEOK PARTNERS, L.P.	0.	-622.			-622.
PLAINS ALL AMERICAN PIPELINE LP	0.	-163.			-163.
TOTALS	0.	-5,096.			-5,096.

FORM 8582 ALLOCATION OF UNALLOWED LOSSES - WORKSHEET 5 STATEMENT 3

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	RATIO	UNALLOWED LOSS
ENERGY TRANSFER EQUITY LP	SCH E	138.	.027080063	138.
ENERGY TRANSFER PARTNERS LP	SCH E	1,021.	.200353218	1,021.
ENTERPRISE PRODUCTS PARTNERS LP	SCH E	1,332.	.261381476	1,332.
KINDER MORGAN ENERGY PARTNERS LP	SCH E	1,820.	.357142857	1,820.
ONEOK PARTNERS, L.P.	SCH E	622.	.122056515	622.
PLAINS ALL AMERICAN PIPELINE LP	SCH E	163.	.031985871	163.
TOTALS		5,096.	1.000000000	5,096.

FORM 8582 ALLOWED LOSSES - WORKSHEET 6 STATEMENT 4

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	UNALLOWED LOSS	ALLOWED LOSS
ENERGY TRANSFER EQUITY LP	SCH E	138.	138.	
ENERGY TRANSFER PARTNERS LP	SCH E	1,021.	1,021.	
ENTERPRISE PRODUCTS PARTNERS LP	SCH E	1,332.	1,332.	
KINDER MORGAN ENERGY PARTNERS LP	SCH E	1,820.	1,820.	
ONEOK PARTNERS, L.P.	SCH E	622.	622.	
PLAINS ALL AMERICAN PIPELINE LP	SCH E	163.	163.	
TOTALS		5,096.	5,096.	

FORM 8582 SUMMARY OF PASSIVE ACTIVITIES STATEMENT 5

RREA	NAME	FORM OR SCHEDULE	GAIN/LOSS	PRIOR YEAR C/O	NET GAIN/LOSS	UNALLOWED LOSS	ALLOWED LOSS
-	ENERGY TRANSFER EQUITY LP	SCH E	-138.		-138.	138.	
	ENERGY TRANSFER PARTNERS LP	SCH E	-1,021.		-1,021.	1,021.	
	ENTERPRISE PRODUCTS PARTNERS LP	SCH E	-1,332.		-1,332.	1,332.	

STATEMENT(S) 3, 4, 5

KINDER MORGAN ENERGY PARTNERS LP	SCH E	-1,820.		-1,820.	1,820.	
ONEOK PARTNERS, L.P.	SCH E	-622.		-622.	622.	
PLAINS ALL AMERICAN PIPELINE LP	SCH E	-163.		-163.	163.	
TOTALS		-5,096.		-5,096.	5,096.	

PRIOR YEAR CARRYOVERS ALLOWED DUE TO CURRENT YEAR NET ACTIVITY INCOME

TOTAL TO FORM 8582, LINE 16

FORM 8582 ALTERNATIVE MINIMUM TAX STATEMENT 6
OTHER PASSIVE ACTIVITIES - WORKSHEET 3

	CURRENT YEAR		PRIOR YEAR	OVERALL GAIN OR LOSS	
NAME OF ACTIVITY	NET INCOME	NET LOSS	UNALLOWED LOSS	GAIN	LOSS
ENERGY TRANSFER EQUITY LP	0.	-140.			-140.
ENERGY TRANSFER PARTNERS LP	0.	-985.			-985.
ENTERPRISE PRODUCTS PARTNERS LP	0.	-1,224.			-1,224.
KINDER MORGAN ENERGY PARTNERS LP	0.	-1,638.			-1,638.
ONEOK PARTNERS, L.P.	0.	-623.			-623.
PLAINS ALL AMERICAN PIPELINE LP	0.	-151.			-151.
TOTALS	0.	-4,761.			-4,761.

FORM 8582 ALTERNATIVE MINIMUM TAX STATEMENT 7
ALLOCATION OF UNALLOWED LOSSES - WORKSHEET 5

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	RATIO	UNALLOWED LOSS
ENERGY TRANSFER EQUITY LP	SCH E	140.	.029405587	140.
ENERGY TRANSFER PARTNERS LP	SCH E	985.	.206889309	985.
ENTERPRISE PRODUCTS PARTNERS LP	SCH E	1,224.	.257088847	1,224.

KINDER MORGAN ENERGY PARTNERS LP	SCH E	1,638.	.344045369	1,638.
ONEOK PARTNERS, L.P.	SCH E	623.	.130854862	623.
PLAINS ALL AMERICAN PIPELINE LP	SCH E	151.	.031716026	151.
TOTALS		4,761.	1.000000000	4,761.

FORM 8582 ALTERNATIVE MINIMUM TAX ALLOWED LOSSES - WORKSHEET 6 STATEMENT 8

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	UNALLOWED LOSS	ALLOWED LOSS
ENERGY TRANSFER EQUITY LP	SCH E	140.	140.	
ENERGY TRANSFER PARTNERS LP	SCH E	985.	985.	
ENTERPRISE PRODUCTS PARTNERS LP	SCH E	1,224.	1,224.	
KINDER MORGAN ENERGY PARTNERS LP	SCH E	1,638.	1,638.	
ONEOK PARTNERS, L.P.	SCH E	623.	623.	
PLAINS ALL AMERICAN PIPELINE LP	SCH E	151.	151.	
TOTALS		4,761.	4,761.	

FORM 8582AMT SUMMARY OF PASSIVE ACTIVITIES - AMT STATEMENT 9

RREA	NAME	FORM OR SCHEDULE	GAIN/LOSS	PRIOR YEAR C/O	NET GAIN/LOSS	UNALLOWED LOSS	ALLOWED LOSS
	ENERGY TRANSFER EQUITY LP	SCH E	-140.		-140.	140.	
	ENERGY TRANSFER PARTNERS LP	SCH E	-985.		-985.	985.	
	ENTERPRISE PRODUCTS PARTNERS LP	SCH E	-1,224.		-1,224.	1,224.	
	KINDER MORGAN ENERGY PARTNERS LP	SCH E	-1,638.		-1,638.	1,638.	
	ONEOK PARTNERS, L.P.	SCH E	-623.		-623.	623.	
	PLAINS ALL AMERICAN PIPELINE LP	SCH E	-151.		-151.	151.	
			-4,761.		-4,761.	4,761.	

TOTALS

PRIOR YEAR CARRYOVERS ALLOWED DUE TO CURRENT YEAR NET ACTIVITY INCOME

TOTAL TO FORM 8582AMT, LINE 16