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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	36,575	62,527	62,527
	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)	304,266	201,395	272,121
	c	Investments—corporate bonds (attach schedule)		34,656	35,496
	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,653,717	1,642,130	1,940,909
	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)	1,994,558	1,940,708	2,311,053
	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	
		Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	1,994,558	1,940,708	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,994,558	1,940,708	
	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)	1,994,558	1,940,708	
	31	Total liabilities and net assets/fund balances (see instructions)	1,994,558	1,940,708	

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	1,994,558
2	Enter amount from Part I, line 27a	2	-55,023
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	1,173
4	Add lines 1, 2, and 3	4	1,940,708
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	1,940,708

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			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	13,521
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	100,791	2,044,517	0 049298
2010	105,161	2,128,945	0 049396
2009	87,308	1,992,572	0 043817
2008	81,744	1,718,991	0 047553
2007	139,688	2,307,694	0 060531

2 Total of line 1, column (d) 2 0 250595
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 050119
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 2,159,885
5 Multiply line 4 by line 3 5 108,251
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 383
7 Add lines 5 and 6 7 108,634
8 Enter qualifying distributions from Part XII, line 4 8 93,363

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 9 010 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 2,13811 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 767 Refunded ► 11 1,371

1		767
2		0
3		767
4		
5		767
6a	2,905	
6b		
6c		
6d		
7	2,905	
8		
9	0	
10	2,138	
11	1,371	

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

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*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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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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*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*10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 X

14 The books are in care of ► WELLS FARGO BANK N.A. Telephone no ► 888-730-4933
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818

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

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►

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.

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)? Organizations relying on a current notice regarding disaster assistance check here ► 1b X

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b	N/A
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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	N/A	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4 00	31,051	

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				► 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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions	
3 NONE	

Total. Add lines 1 through 3 ►

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.	
a	Average monthly fair market value of securities	1a 2,126,203
b	Average of monthly cash balances	1b 66,574
c	Fair market value of all other assets (see instructions)	1c
d	Total (add lines 1a, b, and c)	1d 2,192,777
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2
3	Subtract line 2 from line 1d	3 2,192,777
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4 32,892
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 2,159,885
6	Minimum investment return. Enter 5% of line 5	6 107,994

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	1 107,994
2a	Tax on investment income for 2012 from Part VI, line 5	2a 767
b	Income tax for 2012 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 767
3	Distributable amount before adjustments Subtract line 2c from line 1	3 107,227
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 107,227
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	7 107,227

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 93,363
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 93,363
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 93,363

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				107,227
2 Undistributed income, if any, as of the end of 2012				0
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	11,274			
b From 2008				
c From 2009				
d From 2010				
e From 2011	1,470			
f Total of lines 3a through e	12,744			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 93,363				93,363
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				
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))	12,744			12,744
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				1,120
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	►		
1 b	Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)		
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year		
		(a) 2012	(b) 2011	Pn or 3 years
		(c) 2010	(d) 2009	(e) Total
2 b	85% of line 2a	0	0	0
2 c	Qualifying distributions from Part XII, line 4 for each year listed	0	0	0
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities	0	0	0
2 e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0
3	Complete 3a, b, or c for the alternative test relied upon	0	0	0
a	"Assets" alternative test—enter	0	0	0
(1)	Value of all assets	0	0	0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)	0	0	0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0
c	"Support" alternative test—enter	0	0	0
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	0	0	0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	0	0	0
(3)	Largest amount of support from an exempt organization	0	0	0
(4)	Gross investment income	0	0	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))

NONE

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 ► 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

CORDELIA LEE BEATTIE FOUNDATION 1819 MAIN ST SUITE 203 SARASOTA, FL 34236 (888) 730-4933

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

SEE GENERAL EXPLANATION

c Any submission deadlines

JANUARY 15TH

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

ORGANIZATIONS MAY NOT APPLY TO BOTH THIS FOUNDATION AND THE SARASOTA COUNTY FOUNDATION IN THE SAME YEAR

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	85,000
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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities				
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				
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		63,208
13 Total. Add line 12, columns (b), (d), and (e)		13		63,208
(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	

CORDELIA LEE BEATTIE FOUNDATION

59-6540711 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

ASOLO THEATRE INC.

Street

5555 N TAMiami TRAIL

City

SARASOTA

State

FL

Zip Code

34243

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

FLORIDA STUDIO THEATRE, INC

Street

1241 N PALM AVE

City

SARASOTA

State

FL

Zip Code

34236

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

FLORIDA WEST COAST SYMPHONY

Street

709 N TAMiami TRAIL

City

SARASOTA

State

FL

Zip Code

34236

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

25,000

Name

SARASOTA OPERA ASSOCIATION, INC

Street

61 N PINEAPPLE AVE

City

SARASOTA

State

FL

Zip Code

34236

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

Name

VAN WEZEL FOUNDATION, INC

Street

777 N TAMiami TRAIL, 3RD FL

City

SARASOTA

State

FL

Zip Code

34236

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

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

General Explanation (990-PF)

Explanation
1 FORM REQUIREMENTS - BACKGROUND INFORMATION ON THE ORGANIZATION, INCLUDING BRIEF HISTORY, THE ORGANIZATION'S CURRENT ADDRESS AND PHONE NUMBER AND THE NAME AND TITLE OF THE PRIMARY CONTACT. THE GOALS, OBJECTIVES AND BUDGET OF THE PROJECT OR WHICH FUNDS ARE BEING REQUESTED. THE AMOUNT OF FUNDS REQUESTED. SUMMARY OF HOW THE FUNDS WILL BE USED. SUPPORTING FINANCIAL INFORMATION ON THE ORGANIZATION, INCLUDING ITS CURRENT FINANCIAL STATUS AND A COMPLETE LIST OF BOARD MEMBERS. COPY OF ORGANIZATION'S TAX EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE.

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

* Long Term CG Distributions	Amount	Capital Gains/Losses Other sales	Total		Gross Sales		Cost Basis and Expenses		Net Gain or Loss		
			12,888		317,886		304,165		13,521		
			0		0		0		0		
Check "X" to include in Part IV			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	
1 X COMCAST CORP CLASS A	20303N101			1/25/2012		2/1/2013	6,802	4,567		0	2,235
2 X COMCAST CORP CLASS A	20303N101			3/29/2012		2/1/2013	1,307	1,008		0	299
3 X GENERAL ELECTRIC COM 5.0%	369004A9Y			11/12/2003		2/1/2013	25,000	25,053		0	53
4 X HALLIBURTON CO	406216101			6/12/2002		8/28/2013	638	364		0	274
5 X IBM CORPORATION 4.750%	4592008A8			1/7/2003		11/29/2012	50,000	49,941		0	59
6 X ISHARES S&P LATIN AMERICA	484287390			3/27/2012		7/1/2013	18,329	25,029		0	-6,700
7 X KIMBERLY CLARK CORP COM	494388103			1/25/2012		11/28/2012	5,413	4,510		0	903
8 X KIMBERLY CLARK CORP COM	494388103			3/29/2012		11/28/2012	1,804	1,540		0	264
9 X PIMCO MODERATE DURATION	693380593			9/7/2012		2/8/2013	20,000	20,479		0	-479
10 X ROYCE SPECIAL EQUITY FD-1	780905782			9/6/2012		7/1/2013	67,278	60,000		0	7,278
11 X SAFEWAY INC NEW	788514208			1/25/2012		3/12/2013	2,434	2,322		0	112
12 X SAFEWAY INC NEW	788514208			1/25/2012		4/5/2013	2,392	2,185		0	207
13 X SAFEWAY INC NEW	788514208			3/29/2012		4/5/2013	224	182		0	42
14 X SAFEWAY INC NEW	788514208			3/29/2012		6/19/2013	2,342	1,985		0	357
15 X VANGUARD INFLAT-PROT 5%	922031737			3/27/2012		2/8/2013	40,000	39,580		0	410
16 X VANGUARD INFLAT-PROT 5%	922031737			3/27/2012		7/10/2013	60,855	65,410		0	-4,555

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

	600	0	0	600
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1 TAX PREPARATION FEES	600			600

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

		593	593	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES WITHHELD	593	593		

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	INVESTMENT FEES	987	987			0

Part III (990-PF) - Changes in Net Assets or Fund Balances**Line 3 - Other increases not included in Part III, Line 2**

1 COST BASIS ADJUSTMENT	1	56
2 FEDERAL EXCISE TAX REFUND	2	1,117
3 Total	3	1,173

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

	Long Term CG Distributions	Amount	12,868												
	Short Term CG Distributions	Amount	0												
				304,818		0		0	304,185		853		0		0
	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Deprecation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F MV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adjusted Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	
1	CORPORATION CLASS A	20030N101	7/2/2012	2/1/2013		6,802	0	0	4,567	2,235	0	0	0	2,235	
2	CONGATEC CORP CLASS A	20030N101	7/2/2012	2/1/2013		1,307	0	0	1,006	299	0	0	0	299	
3	GENERAL ELECTRIC COMM 5.000% 2/01	398604AV9	7/11/2012	7/28/2013		25,000	0	0	25,025	25	0	0	0	25	
4	HALLIBURTON CO	458216101	6/1/2012	8/28/2013		638	0	0	638	0	0	0	0	0	0
5	IBM CORPORATION 4.750% 11/29/11	459200BA8	1/7/2003	11/28/2012		50,000	0	0	48,941	1,059	0	0	0	1,059	
6	ISHARES S&P LATIN AMERICA 4D	464287390	3/21/2012	7/12/2013		18,329	0	0	25,929	-7,790	0	0	0	-7,790	
7	KIMBERLY CLARK CORP COM	494368103	1/25/2012	11/28/2012		5,413	0	0	4,510	903	0	0	0	903	
8	KIMBERLY CLARK CORP COM	494368103	3/29/2012	11/28/2012		1,804	0	0	1,940	-264	0	0	0	-264	
9	PIMCO MODERATE DURATION INST #1	6933090593	9/7/2012	2/8/2013		20,000	0	0	20,479	-479	0	0	0	479	
10	SPDR S&P 500 EQUITY FD INV #327	785514202	9/8/2012	7/12/2013		67,449	0	0	60,000	7,278	0	0	0	7,278	
11	SAFEWAY INC NEW	785514208	1/25/2012	1/25/2013		2,434	0	0	0	2,434	0	0	0	2,434	
12	SAFEWAY INC NEW	785514208	1/25/2012	4/5/2013		2,392	0	0	2,185	207	0	0	0	207	
13	SAFEWAY INC NEW	785514208	3/29/2012	4/5/2013		224	0	0	182	42	0	0	0	42	
14	SAFEWAY INC NEW	785514208	3/29/2012	4/19/2013		2,342	0	0	1,985	357	0	0	0	357	
15	VANGUARD INFLAT PROT SECs ADM	922031737	3/27/2012	2/8/2013		40,000	0	0	39,590	410	0	0	0	410	
16	VANGUARD INFLAT PROT SECs ADM	922031737	3/27/2012	7/10/2013		60,855	0	0	65,410	-4,555	0	0	0	-4,555	

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

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

	Date	Amount
1 Credit from prior year return	1	2,905
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	2,905

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

FLORIDA DOES NOT REQUIRE AND PREFERENCES THAT WE DO NOT FURNISH A COPY OF FORM 990PF TO THEIR OFFICE

Account #	Security Type	EIN	CUSIP	Asset Name	FMV	Units	Fed Cost
4019312410	Cash		59-6540711		\$ -	-	\$ -
4019874349	Cash		59-6540711		\$ -	-	\$ -
					\$ -	-	\$ -
4019312410	Savings & Temp Inv	59-6540711	VP0528308	FEDERATED TREAS OBL FD 68	\$ 47,734 16	47,734 16	\$ 47,734 16
4019312410	Savings & Temp Inv	59-6540711	VP0528308	FEDERATED TREAS OBL FD 68	\$ 8,706 47	8,706 47	\$ 8,706 47
4019874349	Savings & Temp Inv	59-6540711	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$ 2,761 79	2,761 79	\$ 2,761 79
4019874349	Savings & Temp Inv	59-6540711	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	\$ 3,324 28	3,324 28	\$ 3,324 28
					\$ 62,526 70		\$ 62,526 70
4019312410	Invest - Corp Bonds	59-6540711	637432DC6	NATIONAL RURAL UTILI 4 750% 3/01/14	\$ 35,495 95	35,000 00	\$ 34,656 30
4019874349	Invest - Corp Stock	59-6540711	00206R102	AT & T INC	\$ 7,203 80	199 00	\$ 5,911 69
4019874349	Invest - Corp Stock	59-6540711	020002101	ALLSTATE CORP	\$ 10,028 34	189 00	\$ 5,677 54
4019874349	Invest - Corp Stock	59-6540711	039483102	ARCHER DANIELS MIDLAND CO	\$ 8,220 90	201 00	\$ 6,031 69
4019874349	Invest - Corp Stock	59-6540711	064058100	BANK NEW YORK MELLON CORP COM	\$ 8,363 40	263 00	\$ 5,682 66
4019874349	Invest - Corp Stock	59-6540711	071813109	BAXTER INTL INC	\$ 6,916 35	105 00	\$ 5,774 58
4019874349	Invest - Corp Stock	59-6540711	111320107	BROADCOM CORPORATION COM	\$ 6,118 88	229 00	\$ 7,902 52
4019874349	Invest - Corp Stock	59-6540711	126650100	CVS/CAREMARK CORPORATION	\$ 8,778 66	141 00	\$ 5,990 39
4019874349	Invest - Corp Stock	59-6540711	14149Y108	CARDINAL HEALTH INC COM	\$ 8,505 70	145 00	\$ 6,079 54
4019874349	Invest - Corp Stock	59-6540711	166764100	CHEVRON CORP	\$ 7,077 64	59 00	\$ 5,704 50
4019874349	Invest - Corp Stock	59-6540711	17275R102	CISCO SYSTEMS INC	\$ 6,271 68	278 00	\$ 4,339 37
4019874349	Invest - Corp Stock	59-6540711	20825C104	CONOCOPHILLIPS	\$ 8,212 96	112 00	\$ 6,243 46
4019874349	Invest - Corp Stock	59-6540711	263534109	DU PONT E I DE NEMOURS & CO	\$ 7,160 40	117 00	\$ 5,884 58
4019874349	Invest - Corp Stock	59-6540711	281020107	EDISON INTL COM	\$ 7,256 44	148 00	\$ 5,997 93
4019874349	Invest - Corp Stock	59-6540711	406216101	HALLIBURTON CO	\$ 10,765 09	203 00	\$ 5,676 84
4019874349	Invest - Corp Stock	59-6540711	458140100	INTEL CORP	\$ 8,221 92	336 00	\$ 8,446 45
4019874349	Invest - Corp Stock	59-6540711	478160104	JOHNSON & JOHNSON	\$ 8,797 95	95 00	\$ 6,183 90
4019874349	Invest - Corp Stock	59-6540711	478366107	JOHNSON CONTROLS INC	\$ 10,245 30	222 00	\$ 6,924 02
4019874349	Invest - Corp Stock	59-6540711	50076Q106	KRAFT FOODS GROUP INC	\$ 7,612 50	140 00	\$ 6,100 67
4019874349	Invest - Corp Stock	59-6540711	548661107	LOWES COS INC	\$ 9,956 00	200 00	\$ 5,391 24
4019874349	Invest - Corp Stock	59-6540711	565849106	MARATHON OIL CORP	\$ 7,016 74	199 00	\$ 6,298 13
4019874349	Invest - Corp Stock	59-6540711	571748102	MARSH & MCLENNAN COS INC	\$ 8,747 80	191 00	\$ 6,046 05
4019874349	Invest - Corp Stock	59-6540711	58933Y105	MERCK & CO INC NEW	\$ 7,394 76	164 00	\$ 6,035 82
4019874349	Invest - Corp Stock	59-6540711	609207105	MONDELEZ INTERNATIONAL INC	\$ 8,580 75	255 00	\$ 6,813 15
4019874349	Invest - Corp Stock	59-6540711	620076307	MOTOROLA SOLUTIONS, INC	\$ 7,815 00	125 00	\$ 5,822 53
4019874349	Invest - Corp Stock	59-6540711	666807102	NORTHROP GRUMMAN CORP	\$ 11,073 53	103 00	\$ 6,125 14
4019874349	Invest - Corp Stock	59-6540711	674599105	occidental PETE CORP	\$ 7,590 32	79 00	\$ 6,565 86
4019874349	Invest - Corp Stock	59-6540711	717081103	PFIZER INC	\$ 8,469 06	276 00	\$ 5,362 12
4019874349	Invest - Corp Stock	59-6540711	74834L100	QUEST DIAGNOSTICS INC	\$ 7,848 21	131 00	\$ 7,783 98
4019874349	Invest - Corp Stock	59-6540711	755111507	RAYTHEON CO	\$ 9,802 03	119 00	\$ 5,934 24
4019874349	Invest - Corp Stock	59-6540711	89417E109	TRAVELERS COMPANIES, INC	\$ 8,543 70	99 00	\$ 4,380 19
4019874349	Invest - Corp Stock	59-6540711	92343V104	VERIZON COMMUNICATIONS	\$ 8,283 64	164 00	\$ 6,156 03
4019874349	Invest - Corp Stock	59-6540711	94106L109	WASTE MANAGEMENT INC	\$ 7,706 58	177 00	\$ 6,101 14
4019874349	Invest - Corp Stock	59-6540711	984121103	XEROX CORP	\$ 7,534 52	758 00	\$ 6,026 72
					\$ 272,120 55		\$ 201,394 67
4019312410	Invest - Other	59-6540711	04314H204	ARTISAN INTERNATIONAL FUND #661	\$ 122,597 80	4,139 02	\$ 90,464 18
4019312410	Invest - Other	59-6540711	131649709	CALVERT CAPTL ACCUMULATION-I #764	\$ 95,483 04	2,283 74	\$ 79,177 16
4019312410	Invest - Other	59-6540711	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	\$ 111,452 67	5,082 20	\$ 90,000 00
4019312410	Invest - Other	59-6540711	315920702	FID ADV EMER MKTS INC- CL I #607	\$ 98,367 23	7,169 62	\$ 99,000 00
4019312410	Invest - Other	59-6540711	367829884	GATEWAY FUND - Y #1986	\$ 95,365 95	3,339 14	\$ 90,000 00
4019312410	Invest - Other	59-6540711	411511306	HARBOR INTERNATIONAL FD INST #2011	\$ 169,493 91	2,394 32	\$ 145,000 03
4019312410	Invest - Other	59-6540711	44980Q518	ING INTERNATIONAL REAL EST-I #2664	\$ 47,871 29	4,950 50	\$ 30,000 00
4019312410	Invest - Other	59-6540711	44981V706	ING REAL ESTATE FUND CL-I #2190	\$ 97,181.56	5,333 79	\$ 48,679 00
4019312410	Invest - Other	59-6540711	464287614	ISHARES RUSSELL 1000 GROWTH ETF	\$ 120,916 24	1,481 00	\$ 99,892 60
4019312410	Invest - Other	59-6540711	464287887	ISHARES S&P SMALL-CAP 600 GROWTH	\$ 78,006 80	695 00	\$ 55,745 88
4019312410	Invest - Other	59-6540711	4812C0803	JPMORGAN HIGH YIELD FUND SS #3580	\$ 89,664 63	10,908 11	\$ 86,000 00
4019312410	Invest - Other	59-6540711	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	\$ 186,570 60	4,927 91	\$ 168,350 00
4019312410	Invest - Other	59-6540711	693390304	PIMCO LOW DURATION FD I #36	\$ 59,255 01	5,730 66	\$ 60,000 00
4019312410	Invest - Other	59-6540711	693390593	PIMCO MODERATE DURATION-INST #120	\$ 78,344 92	7,308 30	\$ 79,520 74
4019312410	Invest - Other	59-6540711	722005667	PIMCO COMMODITY REAL RET STRAT-I#45	\$ 84,542 71	14,963 31	\$ 101,000 00
4019312410	Invest - Other	59-6540711	76628R615	RIDGEWORTH FD-MIDCAP VAL EQ.I #5412	\$ 105,881 63	7,130 08	\$ 48,697 32
4019312410	Invest - Other	59-6540711	863137105	STRATTON SM-CAP VALUE FD #37	\$ 74,655 51	1,043 84	\$ 70,000 00
4019312410	Invest - Other	59-6540711	87234N302	TCW FUNDS SELECT EQUITIES-I #4730	\$ 142,384 49	5,732 07	\$ 119,270 22
4019312410	Invest - Other	59-6540711	94985D582	WELLS FARGO ADV INTL BOND-IS #4705	\$ 82,873 50	7,301 63	\$ 81,332 49
					\$ 1,940,909 49		\$ 1,642,129 62

TOTAL ASSETS	\$ 2,311,052 69	\$ 1,940,707 29
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