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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation THOMAS GUY WOOLFORD SR/CHARIT TR		A Employer identification number 58-6026070		
		B Telephone number (see instructions) (404) 813-9304		
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908		Room/suite		
City or town ORLANDO		State FL	ZIP code 32802-1908	
Foreign country name		Foreign province/state/county	Foreign postal code	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change				
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 14,218,300		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)			
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	254,715	252,892	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	296,808		
	b Gross sales price for all assets on line 6a	3,653,159		
	7 Capital gain net income (from Part IV, line 2)		296,808	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	551,523	549,700	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	53,142	26,571	26,571
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	b Accounting fees (attach schedule)	2,500		2,500
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	2,786	2,786	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)			
	24 Total operating and administrative expenses.	58,428	29,357	0
Add lines 13 through 23				
25 Contributions, gifts, grants paid	365,000			365,000
26 Total expenses and disbursements. Add lines 24 and 25	423,428	29,357	0	394,071
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	128,095			
b Net investment income (if negative, enter -0-)		520,343		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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ESTIMATE DATE APR 23 2014

SCANNED MAY 06 2014

Assets	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		472,591	542,525	542,525
	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				
	10a Investments—U S. and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)				
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		11,150,111	11,208,272	13,675,775
	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)		11,622,702	11,750,797	14,218,300
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)		0	0	
	23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	24 Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	25 Unrestricted				
	26 Temporarily restricted				
	27 Permanently restricted				
	28 Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	29 Capital stock, trust principal, or current funds		11,622,702	11,750,797	
	30 Paid-in or capital surplus, or land, bldg , and equipment fund				
	31 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions) .		11,622,702	11,750,797	
	31 Total liabilities and net assets/fund balances (see instructions) .		11,622,702	11,750,797	

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	11,622,702
2 Enter amount from Part I, line 27a	2	128,095
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	11,750,797
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	11,750,797

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV 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	296,808	
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?
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes No

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))
2012	518,351	12,142,382	0.042689
2011	400,760	11,976,619	0.033462
2010	386,036	11,086,634	0.034820
2009	642,777	9,949,172	0.064606
2008	797,134	12,340,851	0.064593
2 Total of line 1, column (d)			2 0 240170
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 048034
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 13,069,944
5 Multiply line 4 by line 3			5 627,802
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,203
7 Add lines 5 and 6			7 633,005
8 Enter qualifying distributions from Part XII, line 4			8 394,071
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 ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	10,407	
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> 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	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,629	
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	9,629	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	778	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>	1b	X
c	Did the foundation file Form 1120-POL for this year?	1c	X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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?	4b	N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <input type="checkbox"/> 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? <i>If "No," attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	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 ► SUNTRUST BANK Located at ► P.O. BOX 1908 ORLANDO FL	Telephone no ► (404) 813-9304 ZIP+4 ► 32802-1908	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 2013, 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 ►	16	Yes X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly).		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b N/A
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		N/A
	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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

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

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



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THOMAS GUY WOOLFORD SR/CHARIT TR

58-6026070

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

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

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

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		►

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	12,845,343
b	Average of monthly cash balances	1b	423,636
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,268,979
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	13,268,979
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	199,035
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,069,944
6	Minimum investment return. Enter 5% of line 5	6	653,497

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	653,497
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,407
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	10,407
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	643,090
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	643,090
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	643,090

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	394,071
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	394,071
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	394,071
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				643,090
2 Undistributed income, if any, as of the end of 2013			198,247	
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 394,071			198,247	
a Applied to 2012, 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 2013 distributable amount				195,824
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				447,266
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
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)				
2a 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))

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.

N/A

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

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

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

KIRBY THOMPSON P O BOX 4418 MAIL CODE 041 ATLANTA, GA 30302

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

<https://www.suntrust.com/Microsites/foundation/funds.htm>

c Any submission deadlines

MARCH 31, AUGUST 31, NOVEMBER 30

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

CAPITAL IMPROVEMENT & SPECIAL PROJECTS FOR METROPOLITAN ATL AREA TO 501(c)(3) ORG'S IN GOOD STANDING

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 365,000
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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)

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

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	

THOMAS GUY WOOLFORD SR/CHARIT TR

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

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC		
-----------------------------	--------------------------------	--	--

Purpose of grant/contribution UNRESTRICTED GIFT	Amount 25,000
---	-------------------------

NameTHE COTTAGE SCHOOL**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 10,000
---	-------------------------

NameEAST LAKE FOUNDATION INC**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC		
-----------------------------	--------------------------------	--	--

Purpose of grant/contribution UNRESTRICTED GIFT	Amount 125,000
---	--------------------------

NameGEORGIA HEALTH SCIENCES UNIVERSITY**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 25,000
---	-------------------------

NameGRADY HEALTH FOUNDATION**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 40,000
---	-------------------------

NameWESLEYAN SCHOOL INC**Street**

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC		
-----------------------------	--------------------------------	--	--

Purpose of grant/contribution UNRESTRICTED GIFT	Amount 40,000
---	-------------------------

THOMAS GUY WOOLFORD SR/CHARIT TR

58-6026070 Page 2 of 2

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

GEORGIA CORPORATION FOR ECONOMIC DEVELOPMENT, INC.

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 50,000
--	------------------

Name

LEADERSHIP DEKALB INC.

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 10,000
--	------------------

Name

GEORGIA METH PROJECT

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 25,000
--	------------------

Name

SENIOR CITIZEN SERVICES OF METROPOLITAN ATLANTA, INC.

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 15,000
--	------------------

Name**Street**

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

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Totals			Net Gain or Loss	
								Capital Gains/Losses Other sales		Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
								0	3,653,159	0	3,356,351	0
1 X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012	8/6/2012	---	86,980	86,596			Net Gain or Loss
2 X	EATON VANCE ATLANTA CAP	277911496			3/11/2013	3/11/2013	---	359,091	301,847			Net Gain or Loss
3 X	EATON VANCE FLIG-RT-I	277911491			5/1/2013	5/1/2013	---	357,230	354,908			Net Gain or Loss
4 X	GOLDMAN SACHS LOCAL EM	38145N303			5/1/2013	5/1/2013	---	288,831	283,926			Net Gain or Loss
5 X	ISHARES TR DOW JONES SELI	464287168			8/6/2012	416,726	---	387,508	387,508			Net Gain or Loss
6 X	ISHARES TR DOW JONES SELI	464287169			11/11/2012	26,359	---	23,793	23,793			Net Gain or Loss
7 X	ISHARES TR DOW JONES SELI	464287166			7/18/2011	40,937	---	34,555	34,555			Net Gain or Loss
8 X	ISHARES iBOXX INV GRADE	464287142			4/27/2011	3/1/2013	---	83,732	77,421			Net Gain or Loss
9 X	ISHARES TR RUSSELL 1000 S	464287614			7/18/2011	3/1/2013	---	315,076	271,933			Net Gain or Loss
10 X	ISHARES TR RUSSELL 1000 S	464287614			8/8/2011	8/8/2011	---	88,973	88,973			Net Gain or Loss
11 X	ISHARES TR RUSSELL 1000 S	464287614			3/1/2013	2/6/2012	---	298,560	298,560			Net Gain or Loss
12 X	ISHARES TR RUSSELL 1000 S	464287614			11/15/2010	3/1/2013	---	127,174	91,456			Net Gain or Loss
13 X	ISHARES BARCLAYS MBS BD	464285588			2/6/2012	4/1/2013	---	23,930	24,010			Net Gain or Loss
14 X	ISHARES BARCLAYS MBS BD	464285588			8/6/2012	4/1/2013	---	268,427	270,539			Net Gain or Loss
15 X	ISHARES BARCLAYS MBS BD	464285588			3/11/2013	4/1/2013	---	35,553	35,340			Net Gain or Loss
16 X	ISHARES BARCLAYS 3-7 YR T	464285661			8/6/2012	4/1/2013	---	327,628	326,372			Net Gain or Loss
17 X	MANNING & NAPIER WORLD	563821545			7/18/2011	3/1/2013	---	74,244	79,489			Net Gain or Loss
18 X	NEUBERGER BERMAN HIGH	641286868			8/6/2012	3/1/2013	---	320,510	326,985			Net Gain or Loss
19 X	OPPENHEIMER DEVELOPING	683974505			11/19/2012	3/1/2013	---	19,538	18,081			Net Gain or Loss

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

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

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	0
1 FOREIGN TAXES	2,786	2,786			

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

			11,150,111	11,208,272	13,675,775
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	
2	EATON VANCE ATLANTA CAP SMID-CAP-		479,238	688,331	
3	ISHARES TR DOW JONES SEL DIVID INDE		595,286	815,673	
4	ISHARES iBOXX INVT GRADE CORP BDE		520,232	545,933	
5	ISHARES TR RUSSELL 1000 VALUE INDEX		1,838,778	2,485,240	
6	ISHARES TR RUSSELL 1000 GROWTH INC		1,527,317	2,586,752	
7	FORUM ABSOLUTE STRATEGIES-I		669,500	638,545	
8	MANNING & NAPIER WORLD OPPTYS-A		1,233,711	1,410,604	
9	ISHARES BARCLAYS MBS BD ETF		663,507	648,648	
10	OPPENHEIMER DEVELOPING MKTS INST		774,919	892,486	
11	DOUBLELINE TOTAL RETURN BD-I		704,696	674,058	
12	PIMCO EMERGING LOCAL BD-I		280,704	242,142	
13	ADVISORS CAMBIAR SMALL CAP-I		141,963	157,645	
14	NEUBERGER BERMAN HIGH INCOME BD		329,440	347,498	
15	ISHARES BARCLAYS 3-7 YR TREAS BDE		671,518	653,563	
16	T ROWE PRICE DIVERSFD SMALLCAP GRC		141,963	181,931	
17	WASATCH LONGISHORT-I		645,500	706,726	

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

	Amount		Long Term CG Distributions										Short Term CG Distributions									
	48,508	0																				
1	DOUBLELINE TOTAL RETURN BD-J	256820103	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	0	0	Cost or Other Basis Plus	Expense of Sale	F M V as of 12/31/13	3,356,351	248,300	0	Adjusted Basis as of 12/31/13	0	Excess of FMV Over Adjusted Basis or Losses	0	0
2	EATON VANCE ATLANTA CAP SMID-CA	277911491			8/6/2012	3/1/2013	86,980			0	0	301,847	-	57,244	-	0	0	0	0	0	0	57,244
3	EATON VANCE FLTG-RT-J	36145N303			3/1/2013	5/1/2013	357,230			0	0	354,908	-	2,322	-	0	0	0	0	0	0	2,322
4	GOULDMAN & CO. FUND MKTS	464287168			3/1/2013	5/1/2013	284,831			0	0	263,926	-	4,905	-	0	0	0	0	0	0	4,905
5	SHARES TR DOW JONES SEL DIVD IND	464287168			8/6/2012	3/1/2013	416,725			0	0	367,508	-	29,218	-	0	0	0	0	0	0	29,218
6	SHARES TR DOW JONES SEL DIVD IND	464287168			11/19/2012	3/1/2013	26,359			0	0	23,793	-	2,566	-	0	0	0	0	0	0	2,566
7	SHARES TR DOW JONES SEL DIVD IND	464287168			7/18/2011	3/1/2013	40,987			0	0	34,585	-	6,442	-	0	0	0	0	0	0	6,442
8	ISHARES IBOXX INV GRADE CORP BD	464287242			4/27/2011	3/1/2013	83,732			0	0	77,421	-	6,311	-	0	0	0	0	0	0	6,311
9	ISHARES STR RUSSELL 1000 GROWTH	464287614			7/18/2011	3/1/2013	315,075			0	0	271,833	-	43,143	-	0	0	0	0	0	0	43,143
10	ISHARES STR RUSSELL 1000 GROWTH	464287614			8/6/2011	3/1/2013	88,973			0	0	68,507	-	20,466	-	0	0	0	0	0	0	20,466
11	ISHARES STR RUSSELL 1000 GROWTH	464287614			2/6/2012	3/1/2013	337,101			0	0	298,560	-	37,547	-	0	0	0	0	0	0	37,547
12	SHARES TR RUSSELL 1000 GROWTH	464287614			11/5/2010	3/1/2013	121,174			0	0	91,456	-	35,718	-	0	0	0	0	0	0	35,718
13	ISHARES BARCLAYS MBS BD ETF	464288588			2/6/2012	4/15/2013	23,990			0	0	24,010	-	0	-	0	0	0	0	0	0	-20
14	ISHARES BARCLAYS MBS BD ETF	464288588			8/6/2012	4/15/2013	268,427			0	0	270,539	-	-2,112	-	0	0	0	0	0	0	-2,112
15	ISHARES BARCLAYS MBS BD ETF	464288588			3/1/2013	4/15/2013	35,553			0	0	35,340	-	213	-	0	0	0	0	0	0	213
16	ISHARES BARCLAYS 3-7 YR T-BAS	464288661			8/6/2012	4/15/2013	327,628			0	0	326,372	-	1,256	-	0	0	0	0	0	0	1,256
17	MANNING & NAPIER WORLD OPTYS-S	53581545			7/18/2011	3/1/2013	76,124			0	0	79,489	-	5,245	-	0	0	0	0	0	0	5,245
18	NEUBERGER BERMAN HIGH INCOME BD-124K988	633974505			8/6/2012	3/1/2013	320,510			0	0	6,485	-	0	-	0	0	0	0	0	0	6,485
19	OPPENHEIMER DEVELOPING MKTS INS	633974505			11/19/2012	3/1/2013	19,538			0	0	18,081	-	1,457	-	0	0	0	0	0	0	1,457

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC	X	PO BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	53,142	NONE	NONE
2	JENNER WOOD		PO BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D		NONE	NONE
3	JOHN GERAGHTY		PO Box 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D		NONE	NONE
4	DAVE DIERKER		PO BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D		NONE	NONE
5	KIRBY THOMPSON		PO BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D		NONE	NONE

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

	Date	Amount
1 Credit from prior year return	1	9,629
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	_____
7 Total	7	9,629

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	198,247
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	198,247