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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

2015

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 2015 or tax year beginning**, and ending**

Name of foundation

FLORENCE C & HARRY ENGLISH MEM FD

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

Room/suite

P O BOX 1908

City or town

State

ZIP code

ORLANDO

FL

32802-1908

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

58-6045781

B Telephone number (see instructions)

(404) 813-9304

C If exemption application is pending, check here ☐**D 1. Foreign organizations, check here** ☐**2. Foreign organizations meeting the 85% test, check here and attach computation** ☐**E If private foundation status was terminated under section 507(b)(1)(A), check here** ☐**F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here** ☐

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

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

Fair market value of all assets at

end of year (from Part II, col (c),

line 16) ▶ \$ 15,980,788

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))**(a) Revenue and expenses per books****(b) Net investment income****(c) Adjusted net income****(d) Disbursements for charitable purposes (cash basis only)**

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	345,849	349,249		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	186,086			
	b	Gross sales price for all assets on line 6a 2,467,300				
	7	Capital gain net income (from Part IV, line 2)		186,086		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	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	531,935	535,335	0	
	13	Compensation of officers, directors, trustees, etc	72,918	36,459		36,459
	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)	10,303	2,829		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	Total operating and administrative expenses. Add lines 13 through 23	85,721	39,288	0	38,959
	25	Contributions, gifts, grants paid	770,000			770,000
	26	Total expenses and disbursements. Add lines 24 and 25	855,721	39,288	0	808,959
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-323,786			
	b	Net investment income (if negative, enter -0-)		496,047		
	c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2015)

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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
Assets	1 Cash—non-interest-bearing		2,710	2,710
	2 Savings and temporary cash investments	321,557	379,275	379,275
	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 ▶			
Liabilities	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	13,519,233	13,135,019	15,598,803
	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)	13,840,790	13,517,004	15,980,788
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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 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	13,840,790	13,517,004	
	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)	13,840,790	13,517,004	
	31 Total liabilities and net assets/fund balances (see instructions)	13,840,790	13,517,004	

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	13,840,790
2	Enter amount from Part I, line 27a	2	-323,786
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,517,004
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	13,517,004

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				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
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	186,086	
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.

(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))
2014	383,823	16,436,841	0.023351
2013	464,318	15,158,375	0.030631
2012	657,059	14,068,569	0.046704
2011	622,147	13,943,331	0.044620
2010	523,441	12,997,820	0.040271
2 Total of line 1, column (d)		2	0.185577
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	0.037115
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5		4	16,432,488
5 Multiply line 4 by line 3		5	609,892
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	4,960
7 Add lines 5 and 6		7	614,852
8 Enter qualifying distributions from Part XII, line 4 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		8	808,959

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	4,960	
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	4,960	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	4,960	
6	Credits/Payments			
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	6,040	
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	6,040	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,080	
11	Enter the amount of line 10 to be Credited to 2016 estimated tax Refunded	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?		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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	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>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304			
Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2015, 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	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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)? 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015)	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 2015?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

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		
	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

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	16,453,139
b	Average of monthly cash balances	1b	229,590
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,682,729
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	16,682,729
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	250,241
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,432,488
6	Minimum investment return. Enter 5% of line 5	6	821,624

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	821,624
2a	Tax on investment income for 2015 from Part VI, line 5	4,960	2a	
b	Income tax for 2015 (This does not include the tax from Part VI)		2b	
c	Add lines 2a and 2b		2c	4,960
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	816,664
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	816,664
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	816,664

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	808,959
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	808,959
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	4,960
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	803,999

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				816,664
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			766,658	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 808,959				
a Applied to 2014, but not more than line 2a			766,658	
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 2015 distributable amount				42,301
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2015 (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 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				774,363
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	770,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

ROBERT W. WOODRUFF ARTS CENTER, INC

Street

1280 PEACHTREE STREET, NE

City ATLANTA	State GA	Zip Code 30309	Foreign Country
Relationship NONE	Foundation Status PC		

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 180,000
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Name

GEORGIA TECH FOUNDATION

Street

760 SPRING STREET, NW

City ATLANTA	State GA	Zip Code 30308	Foreign Country
Relationship NONE	Foundation Status PC		

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 75,000
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Name

GREATER ATLANTA CHRISTIAN SCHOOL

Street

1575 INDIAN TRAIL ROAD

City NORCROSS	State GA	Zip Code 30093	Foreign Country
Relationship NONE	Foundation Status PC		

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 100,000
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Name

HABITAT FOR HUMANITY IN ATLANTA, INC

Street

824 MEMORIAL DRIVE SE

City ATLANTA	State GA	Zip Code 30316	Foreign Country
Relationship NONE	Foundation Status PC		

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 45,000
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Name

SHEPHERD CENTER FOUNDATION

Street

2020 PEACHTREE ROAD, NW

City ATLANTA	State GA	Zip Code 30309	Foreign Country
Relationship NONE	Foundation Status PC		

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 25,000
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Name

HISTORIC OAKLAND FOUNDATION

Street

248 OAKLAND AVENUE SE

City ATLANTA	State GA	Zip Code 30312	Foreign Country
Relationship NONE	Foundation Status PC		

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 35,000
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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

ODYSSEY

Street

1424 WEST PACES FERRY ROAD

City

ATLANTA

State

GA

Zip Code

30327

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

10,000

Name

FAMILIES FIRST

Street

1105 WEST PEACHTREE STREET, NE

City

ATLANTA

State

GA

Zip Code

30309

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

75,000

Name

GWINNETT HOSPITAL SYSTEM FOUNDATION, INC

Street

1755 N BROWN RD SUITE 100

City

LAWRENCEVILLE

State

GA

Zip Code

30043

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

30,000

Name

WELLSTAR FOUNDATION, INC

Street

805 SANDY PLAINS ROAD SUITE 100

City

MARIETTA

State

GA

Zip Code

30066

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

50,000

Name

GOOD SAMARITAN HEALTH CENTER OF GWINNETT

Street

3700 CLUB DRIVE

City

LAWRENCEVILLE

State

GA

Zip Code

30044

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

20,000

Name

BOBBY DODD INSTITUTE

Street

2120 MARIETTA BLVD

City

ATLANTA

State

GA

Zip Code

30318

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

25,000

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

Recipient(s) paid during the year

Name

ZOO ATLANTA

Street

800 CHEROKEE AVE, SE

City

ATLANTA

State

GA

Zip Code

30315

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

100,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Long Term CG Distributions										Amount		129,278		0				
Short Term CG Distributions										Amount		129,278		0				
	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1	CAMBIAR SMALL CAP INS	0075W0593	X				11/4/2014	12/1/2015	3,601	4,542				0	-941			
2	BLACKROCK GL US CREDIT	091936732	X				1/17/2014	8/2/2015	3,597	3,686				0	-89			
3	BLACKROCK GL US CREDIT	091936732	X				1/17/2014	8/10/2015	2,081	2,118				0	-57			
4	BLACKROCK GL US CREDIT	091936732	X				1/17/2014	12/1/2015	6,700	7,003				0	-303			
5	BLACKSTONE ALT MULTI-ST	09257V201	X				9/16/2014	8/2/2015	8,138	7,870				0	268			
6	BLACKSTONE ALT MULTI-ST	09257V201	X				9/16/2014	6/10/2015	4,619	4,486				0	133			
7	BLACKSTONE ALT MULTI-ST	09257V201	X				11/4/2014	12/1/2015	11,200	11,264				0	-64			
8	BRANDES INTL S/C EQUITY-I	105262737	X				11/4/2014	6/2/2015	3,658	3,490				0	168			
9	BRANDES INTL S/C EQUITY-I	105262737	X				11/4/2014	6/10/2015	2,093	1,991				0	102			
10	BRANDES INTL S/C EQUITY-I	105262737	X				11/4/2014	12/1/2015	8,300	8,162				0	138			
11	DFA INTERNATIONAL CORE	233203371	X				11/4/2014	8/2/2015	7,452	6,936				0	516			
12	DFA INTERNATIONAL CORE	233203371	X				6/29/2015	12/1/2015	4,164	3,937				0	227			
13	DFA INTERNATIONAL CORE	233203371	X				6/29/2015	12/1/2015	12,600	13,575				0	-975			
14	DFA L/C INTERNATIONAL PO	233203868	X				3/27/2015	6/2/2015	3,244	3,146				0	98			
15	DFA L/C INTERNATIONAL PO	233203868	X				3/27/2015	6/10/2015	1,803	1,777				0	28			
16	DFA L/C INTERNATIONAL PO	233203868	X				3/27/2015	9/21/2015	271,419	301,377				0	-29,958			
17	DOUBLELINE TOTAL RET BD	258620103	X				8/6/2012	8/2/2015	9,678	9,978				0	-301			
18	DOUBLELINE TOTAL RET BD	258620103	X				8/6/2012	6/10/2015	5,516	5,730				0	-214			
19	DOUBLELINE TOTAL RET BD	258620103	X				8/6/2012	12/1/2015	12,300	12,764				0	-464			
20	EATON VANCE ATLANTA CAC	277902698	X				8/6/2012	6/2/2015	9,045	5,748				0	3,297			
21	EATON VANCE ATLANTA CAC	277902698	X				8/6/2012	6/10/2015	5,163	3,216				0	1,947			
22	EATON VANCE ATLANTA CAC	277902698	X				8/6/2012	12/1/2015	12,200	7,353				0	4,847			
23	ISHARES IBOX INV GRD CO	464287242	X				4/27/2011	8/2/2015	5,655	6,260				0	395			
24	ISHARES IBOX INV GRD CO	464287242	X				4/27/2011	6/10/2015	3,798	3,624				0	174			
25	ISHARES IBOX INV GRD CO	464287242	X				12/6/2011	12/1/2015	8,695	8,160				0	535			
26	ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	6/2/2015	31,587	24,263				0	7,324			
27	ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	6/10/2015	18,137	13,911				0	4,226			
28	ISHARES RUSSELL 1000 VAL	464287598	X				3/11/2013	12/1/2015	39,117	31,218				0	7,899			
29	ISHARES RUSSELL 1000 VAL	464287598	X				1/15/2010	6/2/2015	34,697	17,418				0	17,279			
30	ISHARES RUSSELL 1000 GRC	464287614	X				1/15/2010	6/10/2015	19,855	10,004				0	9,851			
31	ISHARES RUSSELL 1000 GRC	464287614	X				1/15/2010	12/1/2015	44,789	22,293				0	22,506			
32	ISHARES RUSSELL 1000 GRC	464287614	X				11/4/2014	6/2/2015	3,397	3,574				0	-177			
33	CAMBIAR SMALL CAP INS	0075W0593	X				11/4/2014	6/10/2015	1,973	2,037				0	-64			
34	CAMBIAR SMALL CAP INS	0075W0593	X				5/26/2011	6/2/2015	4,957	4,492				0	95			
35	ISHARES BARCLAYS MBS BC	464288588	X				5/26/2011	6/10/2015	2,801	2,567				0	-63			
36	ISHARES BARCLAYS MBS BC	464288588	X				3/10/2015	6/2/2015	7,968	8,029				0	34			
37	ISHARES TREASURY BOND	464296267	X				3/10/2015	6/10/2015	4,521	4,595				0	-74			
38	ISHARES TREASURY BOND	464296267	X				3/10/2015	12/1/2015	10,160	10,225				0	-35			
39	ISHARES TREASURY BOND	464296267	X				2/2/2012	3/27/2015	29,021	28,125				0	896			
40	MANNING & NAPIER WORLD	563821545	X				11/19/2012	3/27/2015	189,910	188,380				0	1,530			
41	MANNING & NAPIER WORLD	563821545	X				8/6/2012	3/27/2015	87,369	84,555				0	2,814			
42	MANNING & NAPIER WORLD	563821545	X				8/6/2012	6/2/2015	3,302	3,045				0	257			
43	MANNING & NAPIER WORLD	563821545	X				8/6/2012	6/10/2015	1,884	1,732				0	152			
44	MANNING & NAPIER WORLD	563821545	X				1/27/2012	6/26/2015	205,172	188,600				0	16,572			
45	MANNING & NAPIER WORLD	563821545	X				8/6/2012	6/26/2015	110,204	101,868				0	8,336			
46	MANNING & NAPIER WORLD	563821545	X				8/6/2012	6/2/2015	4,032	4,179				0	-147			
47	NEUBERGER BERMAN HI IN	64128K688	X				8/6/2012	6/10/2015	2,285	2,392				0	-107			
48	NEUBERGER BERMAN HI IN	64128K688	X				8/6/2012	12/1/2015	4,586	5,201				0	-615			
49	NEUBERGER BERMAN HI IN	64128K688	X				2/2/2012	12/1/2015	114	128				0	-12			
50	NEUBERGER BERMAN HI IN	64128K688	X				1/27/2012	6/2/2015	7,976	7,102				0	874			
51	OPPENHEIMER DEVELOPING	683974505	X				1/27/2012	6/10/2015	4,469	4,029				0	440			
52	OPPENHEIMER DEVELOPING	683974505	X				1/27/2012	12/1/2015	8,900	9,011				0	-111			
53	OPPENHEIMER DEVELOPING	683974505	X				11/4/2014	6/2/2015	4,315	4,022				0	293			
54	T ROWE PRICE DIVERS S/C	779917103	X				11/4/2014	6/10/2015	2,461	2,281				0	180			
55	T ROWE PRICE DIVERS S/C	779917103	X				11/4/2014	12/1/2015	5,400	5,152				0	248			
56	T ROWE PRICE DIVERS S/C	779917103	X				12/17/2014	6/2/2015	2,556	2,546				0	10			
57	TEMPLETON GLOBAL BOND	880208400	X				12/17/2014	6/10/2015	1,450	1,455				0	-5			
58	TEMPLETON GLOBAL BOND	880208400	X				12/17/2014	12/1/2015	3,200	3,302				0	-102			
59	TEMPLETON GLOBAL BOND	880208400	X				12/17/2014	6/3/2015	12,965	12,402				0	563			
60	VANGUARD INSTITUTIONAL	922040100	X				5/26/2011	12/1/2015	5,855	5,775				0	80			
61	ISHARES BARCLAYS MBS BC	464288588	X				8/6/2012	3/10/2015	694,870	698,770				0	-3,900			
62	ISHARES BARCLAYS 3-7 YEAR	464288661	X				3/11/2013	3/10/2015	81,598	81,632				0	-34			
63	ISHARES BARCLAYS 3-7 YEAR	464288661	X				3/11/2013	6/11/2015	6,945	6,945				0	302			
64	VANGUARD INSTITUTIONAL	922040100	X				12/17/2014	12/1/2015	16,200	15,572				0	628			
65	VANGUARD INSTITUTIONAL	922040100	X				5/12/2013	6/2/2015	7,692	7,870				0	-178			
66	WASATCH LONG/SHORT FUN	936793769	X				5/12/2013	6/10/2015	4,349	4,490				0	-141			
67	WASATCH LONG/SHORT FUN	936793769	X				5/12/2013	6/10/2015	170,800	190,284				0	-19,484			
68	WASATCH LONG/SHORT FUN	936793769	X				5/12/2013	12/1/2015	6,900	7,441				0	-841			
69	WASATCH LONG/SHORT FUN	936793769	X				5/12/2013	12/1/2015	6,900	7,441				0	-841			
Sales												2,487,300	Depreciation and Adjustments		2,281,214	of Loss		186,085
Capital Gains/Losses												Other sales			0			0

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

		2,500	0	0	2,500
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

		10,303	2,829	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,829	2,829		
2	PY EXCISE TAX DUE	1,434			
3	ESTIMATED EXCISE TAX PAYMENTS	6,040			

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

13,519,233							13,135,019	15,598,803
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year			
1				0				
2	TEMPLETON GLOBAL BD-ADV		0	237,698		222,636		
3	ADVISORS CAMBIAR SMALL CAP-I		0	323,843		251,488		
4	NEUBERGER BERMAN HIGH INCOME BD-		0	371,412		336,829		
5	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	322,541		373,603		
6	WASATCH LONG/SHORT-I		0	541,416		413,525		
7	ISHARES BARCLAYS MBS BD ETF		0	420,289		423,261		
8	BLACKROCK GLOBAL L/S CREDIT-INSTL		0	507,093		462,104		
9	BRANDES INTL S/C EQUITY-I		0	596,857		589,456		
10	ISHARES IBOX INVNT GRADE CORP BD E		0	586,369		614,514		
11	OPPENHEIMER DEVELOPING MKTS INST		0	666,122		631,783		
12	ISHARES TREASURY BOND ETF		0	753,244		747,665		
13	BLACKSTONE ALT MULTI-STRAT-I		0	793,779		795,527		
14	EATON VANCE ATLANTA CAP SMID-CAP-I		0	540,669		815,249		
15	DOUBLELINE TOTAL RETURN BD-I		0	930,555		893,259		
16	DFA INTL CORE EQUITY-I		0	969,352		906,389		
17	VANGUARD INSTL INDEX-I		0	1,013,081		1,166,925		
18	ISHARES TR RUSSELL 1000 VALUE INDEX		0	1,929,165		2,751,334		
19	ISHARES TR RUSSELL 1000 GROWTH IND		0	1,631,534		3,203,256		

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

Long Term CG Distributions															Amount	
Short Term CG Distributions															129,278	0
	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj. Basis or Losses		
1	CAMBIAR SMALL CAP-INS	0075W0593		11/4/2014	12/1/2015	3,601		0	4,542	-941		0	0	56,808		
2	BLACKROCK GL L/S CREDIT-	091936732		1/17/2014	6/2/2015	3,597		0	3,686	-89		0	0	-941		
3	BLACKROCK GL L/S CREDIT-	091936732		1/17/2014	6/10/2015	2,061		0	2,118	-57		0	0	-57		
4	BLACKROCK GL L/S CREDIT-	091936732		1/17/2014	12/1/2015	6,700		0	7,003	-303		0	0	-303		
5	BLACKSTONE ALT MULTI-ST	09257V201		9/16/2014	6/2/2015	8,136		0	7,870	266		0	0	266		
6	BLACKSTONE ALT MULTI-ST	09257V201		9/16/2014	6/10/2015	4,619		0	4,486	133		0	0	133		
7	BLACKSTONE ALT MULTI-ST	09257V201		8/17/2015	12/1/2015	11,200		0	11,264	-64		0	0	-64		
8	BRANDES INTL S/C EQUITY-I	105262737		11/4/2014	6/2/2015	3,658		0	3,490	168		0	0	168		
9	BRANDES INTL S/C EQUITY-I	105262737		11/4/2014	6/10/2015	2,093		0	1,991	102		0	0	102		
10	BRANDES INTL S/C EQUITY-I	105262737		11/4/2014	12/1/2015	8,300		0	8,162	138		0	0	138		
11	DFA INTERNATIONAL CORE	233203371		11/4/2014	6/2/2015	7,452		0	6,936	516		0	0	516		
12	DFA INTERNATIONAL CORE	233203371		11/4/2014	6/10/2015	4,164		0	3,937	227		0	0	227		
13	DFA INTERNATIONAL CORE	233203371		6/26/2015	12/1/2015	12,600		0	13,575	-975		0	0	-975		
14	DFA UC INTERNATIONAL PO	233203868		3/27/2015	6/2/2015	3,244		0	3,146	98		0	0	98		
15	DFA UC INTERNATIONAL PO	233203868		3/27/2015	6/10/2015	1,803		0	1,777	26		0	0	26		
16	DFA UC INTERNATIONAL PO	233203868		3/27/2015	9/21/2015	21,419		0	301,377	-29,958		0	0	-29,958		
17	DOUBLELINE TOTAL RET BD	258620103		8/6/2012	6/2/2015	9,678		0	9,979	-301		0	0	-301		
18	DOUBLELINE TOTAL RET BD	258620103		8/6/2012	6/10/2015	5,516		0	5,730	-214		0	0	-214		
19	DOUBLELINE TOTAL RET BD	258620103		8/6/2012	12/1/2015	12,300		0	12,764	-464		0	0	-464		
20	EATON VANCE ATLANTA CAF	277902698		8/6/2012	6/2/2015	9,045		0	5,748	3,297		0	0	3,297		
21	EATON VANCE ATLANTA CAF	277902698		8/6/2012	6/10/2015	5,163		0	3,216	1,947		0	0	1,947		
22	EATON VANCE ATLANTA CAF	277902698		8/6/2012	12/1/2015	12,200		0	7,353	4,847		0	0	4,847		
23	ISHARES IBOX INV GRD CO	464287242		4/27/2011	6/2/2015	6,655		0	6,260	395		0	0	395		
24	ISHARES IBOX INV GRD CO	464287242		4/27/2011	6/10/2015	3,798		0	3,624	174		0	0	174		
25	ISHARES IBOX INV GRD CO	464287242		4/27/2011	12/1/2015	116		0	110	6		0	0	6		
26	ISHARES IBOX INV GRD CO	464287242		1/26/2011	12/1/2015	8,695		0	8,160	535		0	0	535		
27	ISHARES RUSSELL 1000 VAL	464287598		3/11/2013	6/2/2015	31,587		0	24,263	7,324		0	0	7,324		
28	ISHARES RUSSELL 1000 VAL	464287598		3/11/2013	6/10/2015	18,137		0	13,911	4,226		0	0	4,226		
29	ISHARES RUSSELL 1000 VAL	464287598		3/11/2013	12/1/2015	39,117		0	31,218	7,899		0	0	7,899		
30	ISHARES RUSSELL 1000 GRC	464287614		1/15/2010	6/2/2015	34,697		0	17,418	17,279		0	0	17,279		
31	ISHARES RUSSELL 1000 GRC	464287614		1/15/2010	6/10/2015	19,855		0	10,004	9,851		0	0	9,851		
32	ISHARES RUSSELL 1000 GRC	464287614		1/15/2010	12/1/2015	44,799		0	22,293	22,506		0	0	22,506		
33	CAMBIAR SMALL CAP-INS	0075W0593		11/4/2014	6/2/2015	3,397		0	3,574	-177		0	0	-177		
34	CAMBIAR SMALL CAP-INS	0075W0593		11/4/2014	6/10/2015	1,973		0	2,037	-64		0	0	-64		
35	ISHARES BARCLAYS MBS BC	464286588		5/26/2011	6/2/2015	4,587		0	4,492	95		0	0	95		
36	ISHARES BARCLAYS MBS BC	464286588		5/26/2011	6/10/2015	2,601		0	2,567	34		0	0	34		
37	ISHARES TREASURY BOND E	464298267		3/10/2015	6/2/2015	7,966		0	8,029	-63		0	0	-63		
38	ISHARES TREASURY BOND E	464298267		3/10/2015	6/10/2015	4,521		0	4,595	-74		0	0	-74		
39	ISHARES TREASURY BOND E	464298267		3/10/2015	12/1/2015	10,190		0	10,225	-35		0	0	-35		
40	MANNING & NAPIER WORLD	563821545		2/2/2012	3/27/2015	28,021		0	28,125	-896		0	0	-896		
41	MANNING & NAPIER WORLD	563821545		11/19/2012	3/27/2015	189,910		0	188,380	1,530		0	0	1,530		
42	MANNING & NAPIER WORLD	563821545		8/6/2012	3/27/2015	87,369		0	84,555	2,814		0	0	2,814		
43	MANNING & NAPIER WORLD	563821545		8/6/2012	6/2/2015	3,302		0	3,045	257		0	0	257		
44	MANNING & NAPIER WORLD	563821545		8/6/2012	6/10/2015	1,884		0	1,732	152		0	0	152		
45	MANNING & NAPIER WORLD	563821545		1/27/2012	6/26/2015	205,172		0	189,600	16,572		0	0	16,572		
46	MANNING & NAPIER WORLD	563821545		8/6/2012	6/26/2015	110,204		0	101,868	8,336		0	0	8,336		
47	NEUBERGER BERMAN HI IN	64128K868		8/6/2012	6/2/2015	4,032		0	4,179	-147		0	0	-147		
48	NEUBERGER BERMAN HI IN	64128K868		8/6/2012	6/10/2015	2,285		0	2,392	-107		0	0	-107		
49	NEUBERGER BERMAN HI IN	64128K868		8/6/2012	12/1/2015	4,586		0	5,201	-615		0	0	-615		
50	NEUBERGER BERMAN HI IN	64128K868		2/2/2012	12/1/2015	114		0	126	-12		0	0	-12		
51	OPPENHEIMER DEVELOPING	683974505		12/7/2012	6/2/2015	7,976		0	7,102	874		0	0	874		
52	OPPENHEIMER DEVELOPING	683974505		12/7/2012	6/10/2015	4,469		0	4,029	440		0	0	440		
53	OPPENHEIMER DEVELOPING	683974505		1/27/2012	12/1/2015	8,900		0	9,011	-111		0	0	-111		
54	T ROWE PRICE DIVERS S/C	779917103		11/4/2014	6/2/2015	4,315		0	4,022	293		0	0	293		
55	T ROWE PRICE DIVERS S/C	779917103		11/4/2014	6/10/2015	2,461		0	2,281	180		0	0	180		
56	T ROWE PRICE DIVERS S/C	779917103		11/4/2014	12/1/2015	5,400		0	5,152	248		0	0	248		
57	TEMPLETON GLOBAL BOND	860208400		12/17/2014	6/2/2015	2,556		0	2,546	10		0	0	10		
58	TEMPLETON GLOBAL BOND	860208400		12/17/2014	6/10/2015	1,450		0	1,455	-5		0	0	-5		
59	TEMPLETON GLOBAL BOND	860208400		12/17/2014	12/1/2015	3,200		0	3,302	-102		0	0	-102		
60	VANGUARD INSTITUTIONAL	922040100		12/17/2014	6/3/2015	12,965		0	12,402	563		0	0	563		
61	ISHARES BARCLAYS MBS BC	464286588		5/26/2011	12/1/2015	5,855		0	5,775	80		0	0	80		
62	ISHARES BARCLAYS 3-7 YEA	464286661		8/6/2012	3/10/2015	694,870		0	696,770	-3,900		0	0	-3,900		
63	ISHARES BARCLAYS 3-7 YEA	464286661		3/1/2013	3/10/2015	81,598		0	81,632	-34		0	0	-34		
64	VANGUARD INSTITUTIONAL	922040100		12/17/2014	6/11/2015	7,247		0	6,945	302		0	0	302		
65	VANGUARD INSTITUTIONAL	922040100		12/17/2014	12/1/2015	16,200		0	15,572	628		0	0	628		
66	WASATCH LONG/SHORT FUN	936793769		5/1/2013	6/2/2015	7,692		0	7,870	-178		0	0	-178		
67	WASATCH LONG/SHORT FUN	936793769		5/1/2013	6/10/2015	4,349		0	4,490	-141		0	0	-141		
68	WASATCH LONG/SHORT FUN	936793769		5/1/2013	8/1/2015	170,800		0	180,284	-19,484		0	0	-19,484		
69	WASATCH LONG/SHORT FUN	936793769		5/1/2013	12/1/2015	6,800		0	7,441	-641		0	0	-641		

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 AS REQ'D	Compensation	Benefits	Expense Account
1	SUNTRUST BANK	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		72,918		
2	JENNIFER WOOD		PO BOX 4655	ATLANTA	GA	30302		CHAIRMAN	AS REQ'D	0		
3	JOHN GERAGHTY		PO BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D	0		
4	DAVE DIERKER		PO BOX 4655	ATLANTA	GA	30302		DIST COMM	AS REQ'D	0		
5	KEITH THOMPSON		PO BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D	0		

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

	Date		Amount
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/12/2015	2	1,400
3 Second quarter estimated tax payment	6/11/2015	3	710
4 Third quarter estimated tax payment	9/11/2015	4	3,300
5 Fourth quarter estimated tax payment	12/11/2015	5	630
6 Other payments		6	0
7 Total		7	6,040

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

1	Distributable amounts for 2014 that remained undistributed at the beginning of the 2015 tax year	1	<u>766,658</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>766,658</u>

Date April 27, 2016

To: JACQUELINE WILSON

RE: 1106935 FLORENCE C & HARRY ENGLISH MEM.
December 31, 2015

Subject: Minimum Required Payout for Private Foundation

Part I: Undistributed Income

A private foundation that is not an operating foundation must spend a minimum amount annually in the form of grants to public charities and private operating foundations to accomplish its charitable purposes. The tax statute prescribes a minimum payout of at least 5% of the total fair market value of the foundation's assets, subject to certain adjustments. The foundation is given two years in which to make the qualifying distributions – the year for which the minimum distributable amount is calculated and the subsequent year. Failure to comply with the minimum payout requirement results initially in a penalty tax of 30% on the undistributed amount.

Please be aware that if an initial 30% tax is imposed under IRC Sec. 4942(a) and any portion of such income remains undistributed as of the end of the subsequent fiscal year, the IRS is authorized to impose a tax equal to 100% of the amount remaining undistributed pursuant to IRC Sec. 4942(b).

Required distribution for 12/31/15	816,664.	
Undistributed from prior years	<u>766,658.</u>	
Total Required Distributions		1,583,322
Qualifying distributions for 12/31/15	808,959.	
Excess distributions carried over from PY	<u>0.</u>	
Total Distributions		<u>808,959.</u>
Undistributed income for 12/31/15		774,363 or
Excess Distribution Carryover to 12/31/16		0

The undistributed income must be distributed by no later than 12/31/16 or the trust will be subject to the 30% penalty tax.

Part II: Excess Distributions carryover to 12/31/16

Excess from 12/31/11	0.
Excess from 12/31/12	0.
Excess from 12/31/13	0.
Excess from 12/31/14	0.
Excess from 12/31/15	0.
Total	0.