Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

ENVELOPE POSTMARK DATE MAY 0 8 2013

For calendar year 2012 or tax year beginning , and ending

Name of foundation: SUNTRUST BANK CHARITABLE-IRR TR

A Employer identification number: 54-6054608

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

B Telephone number (see instructions): (804) 782-7907

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 12,394,875

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

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

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

		(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	143,584	146,586		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	187,085			
	b Gross sales price for all assets on line 6a 2,206,812				
	7 Capital gain net income (from Part IV, line 2)		555,717		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,115,730	565,885		
	12 **Total.** Add lines 1 through 11	1,446,399	1,268,188	RECEIVED	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	65,025	32,512		32,513
	14 Other employee salaries and wages			MAY 1 3 2013	
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000		OGDEN UT	1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	20,852	1,452		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)		122,608		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	86,877	156,572	0	33,513
	25 Contributions, gifts, grants paid	1,080,000			1,080,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,166,877	156,572	0	1,113,513
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	279,522			
	b **Net investment income** (if negative, enter -0-)		1,111,616		
	c **Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,541		
	2	Savings and temporary cash investments	1,991,359	2,147,195	2,147,195
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,577,809	5,697,346	10,247,680
	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)	7,570,709	7,844,541	12,394,875
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,570,709	7,844,541	
	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)	7,570,709	7,844,541	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,570,709	7,844,541	

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	7,570,709
2	Enter amount from Part I, line 27a	2	279,522
3	Other increases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX REFUND	3	3
4	Add lines 1, 2, and 3	4	7,850,234
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	5,693
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,844,541

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0
b				0
c				0
d				0
e				0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	555,717
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	144,930	10,748,939	0 013483
2010	2,281,268	8,846,030	0 257886
2009	124,657	9,941,726	0 012539
2008	558,219	8,192,226	0 068140
2007	550,760	7,861,721	0 070056

2 **Total** of line 1, column (d)	2	0 422104
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 084421
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,868,375
5 Multiply line 4 by line 3	5	1,001,940
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,116
7 Add lines 5 and 6	7	1,013,056
8 Enter qualifying distributions from Part XII, line 4	8	1,113,513

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	11,116
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	11,116
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	11,116
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 35,006		
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	35,006
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	23,890
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 11,116 **Refunded** ▶	11	12,774

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SUNTRUST BK, GOVT RELATIONS Telephone no ▶ (804) 782-7907			
	Located at ▶ SHIRLEY SWARTWOUT RICHMOND VA ZIP+4 ▶ 23219			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK 919 EAST MAIN ST. RICHMOND, VA 23219 0	TRUSTEE VARIOUS	65,025		

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	10,067,414
b	Average of monthly cash balances	1b	1,981,698
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	12,049,112
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	12,049,112
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	180,737
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,868,375
6	**Minimum investment return.** Enter 5% of line 5	6	593,419

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	593,419
2a	Tax on investment income for 2012 from Part VI, line 5	2a	11,116		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	11,116
3	Distributable amount before adjustments Subtract line 2c from line 1			3	582,303
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	582,303
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	582,303

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	1,113,513
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	1,113,513
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	11,116
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,102,397

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				582,303
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010 1,314,395				
e	From 2011				
f	**Total** of lines 3a through e	1,314,395			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,113,513				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				582,303
e	Remaining amount distributed out of corpus	531,210			
5	Excess distributions carryover applied to 2012 *(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	1,845,605			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	1,845,605			
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010 1,314,395				
d	Excess from 2011				
e	Excess from 2012 531,210				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

CHERYL HECHLER, C/O SUNTRUST BANK 919 E MAIN STREET RICHMOND , VA 23219

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ 3a				1,080,000
b *Approved for future payment*				
NONE				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	143,584	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	187,085	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PARTNERSHIP INCOME			01	1,115,730	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,446,399	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,446,399

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Barbara allred | 5/1/2013 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/1/2013		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name
CHIP PF VIRGINIA
Street
701 E FRANKLIN ST SUITE 502

City	State	Zip Code	Foreign Country
RICHMOND	VA	23219	

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

Purpose of grant/contribution	Amount
GENERAL OPERTAING	10,000

Name
COMMUNITIES IN SCHOOL
Street
222 N PERSON STREET

City	State	Zip Code	Foreign Country
RALEIGH	NC	27601	

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

Purpose of grant/contribution	Amount
GENERAL OPERTAING	20,000

Name
VIRGINIA COUNCIL ON ECONOMIC EDU.
Street
1015 FLOYD AVE

City	State	Zip Code	Foreign Country
RICHMOND	VA	23284	

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

Purpose of grant/contribution	Amount
GENERAL OPERTAING	50,000

Name
SUNTRUST FOUNDATION
Street
919 E MAIN STREET

City	State	Zip Code	Foreign Country
RICHMOND	VA	23219	

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

Purpose of grant/contribution	Amount
GENERAL OPERTAING	1,000,000

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

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

	Amount
Long Term CG Distributions	30,737
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,575,444	2,019,727	555,717
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020336			10/18/2011		11/19/2012	1,125	1,096				0	29
2	X	ADVISORS CAMBIAR SMALL (	0075W0593			3/28/2011		2/6/2012	12,475	12,336				0	139
3	X	ADVISORS CAMBIAR SMALL (	0075W0593			3/28/2011		11/19/2012	1,928	2,001				0	73
4	X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		11/19/2012	2,509	2,483				0	26
5	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		8/6/2012	39,650	35,950				0	3,700
6	X	FORUM ABSOLUTE STRATEG	34984T600			10/18/2011		11/19/2012	259	256				0	3
7	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		2/6/2012	5,775	4,507				0	1,268
8	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		8/6/2012	58,975	45,805				0	13,170
9	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		11/19/2012	2,777	2,102				0	675
10	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		2/6/2012	11,125	9,208				0	1,917
11	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		8/6/2012	2,925	2,382				0	543
12	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		11/19/2012	108,890	88,878				0	20,012
13	X	HARTFORD DIVIDEND & GRO	416645828			4/6/2010		2/6/2012	13,875	12,535				0	1,340
14	X	T ROWE PRICE INSTL LARGE	45775L408			10/18/2011		8/6/2012	5,600	5,203				0	397
15	X	T ROWE PRICE INSTL LARGE	45775L408			10/18/2011		11/19/2012	111,667	103,570				0	8,097
16	X	LEGG MASON BATTERYMRC	52465U607			1/16/2009		2/6/2012	10,530	7,642				0	2,888
17	X	LEGG MASON BATTERYMRC	52465U607			2/9/2009		2/6/2012	18,994	13,785				0	5,209
18	X	LEGG MASON BATTERYMRC	52465U607			5/13/2009		2/6/2012	57,638	41,830				0	15,808
19	X	LEGG MASON BATTERYMRC	52465U607			10/9/2009		2/6/2012	1,823	1,323				0	500
20	X	LEGG MASON BATTERYMRC	52465U607			6/24/2010		2/6/2012	49,534	35,949				0	13,585
21	X	LEGG MASON BATTERYMRC	52465U607			1/26/2011		2/6/2012	96,352	109,600				0	13,248
22	X	LEGG MASON BATTERYMRC	52465U607			7/18/2011		2/6/2012	31,903	35,600				0	-3,697
23	X	LEGG MASON BATTERYMRC	52465U607			8/8/2011		2/6/2012	10,555	10,025				0	530
24	X	LEGG MASON BATTERYMRC	52465U607			10/18/2011		2/6/2012	29,892	27,321				0	2,571
25	X	MFS RESEARCH INTL-I	552983470			1/6/2009		2/6/2012	72,713	55,363				0	17,350
26	X	MFS RESEARCH INTL-I	552983470			2/9/2009		2/6/2012	98,915	75,313				0	23,602
27	X	MFS RESEARCH INTL-I	552983470			5/13/2009		2/6/2012	53,050	40,392				0	12,658
28	X	MFS RESEARCH INTL-I	552983470			10/9/2009		2/6/2012	25,972	19,775				0	6,197
29	X	MFS RESEARCH INTL-I	552983470			12/29/2009		2/6/2012	5,997	4,566				0	1,431
30	X	MFS RESEARCH INTL-I	552983470			6/24/2010		2/6/2012	11,460	8,726				0	2,734
31	X	MFS RESEARCH INTL-I	552983470			1/26/2011		2/6/2012	59,944	65,050				0	-5,106
32	X	MFS RESEARCH INTL-I	552983470			7/18/2011		2/6/2012	764	825				0	-61
33	X	MFS RESEARCH INTL-I	552983470			8/8/2011		2/6/2012	7,796	7,425				0	371
34	X	MFS RESEARCH INTL-I	552983470			10/18/2011		2/6/2012	8,295	8,100				0	195
35	X	NEUBERGER BERMAN HIGH (	64128K868			8/8/2011		11/19/2012	181	175				0	6
36	X	PIMCO LOW DURATION-I	693390304			1/26/2011		8/6/2012	2,500	2,461				0	39
37	X	PIMCO LOW DURATION-I	693390304			1/26/2011		11/19/2012	2,378	2,325				0	53
38	X	PIMCO TOTAL RETURN-I	693390700			6/24/2010		8/6/2012	4,975	4,754				0	221
39	X	PIMCO TOTAL RETURN-I	693390700			6/24/2010		11/19/2012	2,946	2,781				0	165
40	X	PIMCO FOREIGN BD US$ HED	693390882			2/6/2012		8/6/2012	155,640	149,600				0	6,040
41	X	PIMCO COMMODITY REALRT	722005667			1/6/2009		8/6/2012	16,484	22,061				0	-5,577
42	X	PIMCO COMMODITY REALRT	722005667			2/9/2009		8/6/2012	24,216	32,409				0	-8,193
43	X	PIMCO COMMODITY REALRT	722005667			5/13/2009		8/6/2012	21,409	28,653				0	-7,244
44	X	PIMCO COMMODITY REALRT	722005667			10/9/2009		8/6/2012	6,627	8,869				0	2,242
45	X	PIMCO COMMODITY REALRT	722005667			6/24/2010		8/6/2012	18,916	25,315				0	-6,399
46	X	PIMCO COMMODITY REALRT	722005667			7/18/2011		8/6/2012	274	367				0	-93
47	X	PIMCO COMMODITY REALRT	722005667			8/12/2008		8/6/2012	60	85				0	25
48	X	PIMCO COMMODITY REALRT	722005667			9/26/2008		8/6/2012	338	480				0	-142
49	X	PIMCO COMMODITY REALRT	722005667			1/6/2009		8/6/2012	616	874				0	-258
50	X	PIMCO COMMODITY REALRT	722005667			10/18/2011		8/6/2012	10,454	11,875				0	-1,421
51	X	PIMCO COMMODITY REALRT	722005667			2/6/2012		8/6/2012	18,997	19,275				0	-278
52	X	PIMCO INVT GRADE CORP BD	722005816			1/26/2011		8/6/2012	12,950	12,308				0	642
53	X	PIMCO INVT GRADE CORP BD	722005816			1/26/2011		11/19/2012	8,006	7,448				0	558
54	X	RIDGEWORTH FD-LARGECAP	76628R672			2/9/2009		2/6/2012	19,525	17,021				0	2,504
55	X	RIDGEWORTH FD-LARGECAP	76628R672			2/9/2009		8/6/2012	13,499	11,733				0	1,766
56	X	RIDGEWORTH FD-LARGECAP	76628R672			6/26/2009		8/6/2012	4,975	4,324				0	651
57	X	RIDGEWORTH FD-LARGECAP	76628R672			10/9/2009		8/6/2012	40,701	35,375				0	5,326
58	X	RIDGEWORTH FD-LARGECAP	76628R672			10/9/2009		11/19/2012	32,471	27,463				0	5,008
59	X	RIDGEWORTH FD-LARGECAP	76628R672			6/24/2010		11/19/2012	61,329	51,870				0	9,459
60	X	RIDGEWORTH FD-LARGECAP	76628R672			7/18/2011		11/19/2012	130,504	110,377				0	20,127
61	X	RIDGEWORTH FD-LARGECAP	76628R672			8/8/2011		11/19/2012	23,307	19,713				0	3,594
62	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/10/2009		8/6/2012	7,825	7,560				0	265
63	X	RIDGEWORTH FD-TOTAL RET	76628T512			12/10/2009		11/19/2012	4,685	4,510				0	175
64	X	RIDGEWORTH FD-SEIX FLT H	76628T678			1/26/2011		8/6/2012	86,478	88,550				0	-2,072
65	X	RIDGEWORTH FD-SEIX FLT H	76628T678			1/26/2011		8/6/2012	1,065	1,091				0	26
66	X	RIDGEWORTH FD-SEIX FLT H	76628T678			2/6/2012		8/6/2012	2,637	2,625				0	12
67	X	RIDGEWORTH FD-LTD MTG S	76628T777			1/26/2011		8/6/2012	115,401	109,024				0	6,377
68	X	RIDGEWORTH FD-LTD MTG S	76628T777			2/6/2012		8/6/2012	5,787	5,725				0	62

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

	Amount
Long Term CG Distributions	30,737
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	2,575,444	2,019,727	555,717
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		2/8/2012	138,875	140,683				0	3,808
70	X	TEMPLETON GLOBAL BD-ADV	880208400			1/26/2011		8/8/2012	64,139	65,723				0	-1,584
71	X	TEMPLETON GLOBAL BD-ADV	880208400			5/26/2011		8/8/2012	39,009	39,972				0	-963
72	X	TEMPLETON GLOBAL BD-ADV	880208400			7/18/2011		8/8/2012	31,422	32,198				0	-776
73	X	TEMPLETON GLOBAL BD-ADV	880208400			10/18/2011		8/8/2012	14,627	14,988				0	-361
74	X	VANGUARD MTG-BACKED SE	92206C755			8/8/2012		11/19/2012	165	165				0	0
75	X	BUCKHORN COAL COMPANY	000000000			1/1/2011		12/31/2012	368,632	0				0	368,632

Part I, Line 11 (990-PF) - Other Income

		1,115,730	565,885	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	BUCKHORN GAS ROYALTIES	0	563,355	
2	PARTNERSHIP INCOME	1,115,730	0	
3	RENTAL INCOME - BUCKHORN K-1	0	2,530	

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		20,852	1,452	0	0
1	FOREIGN TAXES	1,452	1,452		
2	FEDERAL EXCISE TAX	19,400			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		0	122,608	0	0
1	PROTFOLIO 2% - BUCKHORN K-1	0	37,863		
2	ROYALTY INC DEDUCTIONS		242		
3	ROYALTY INC DEPLETION		84,503		

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

			5,577,809	5,697,346	10,247,680
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	BEGINNIG BOOK VALUE		5,577,809	0	
2	SEE ATTACHED			5,697,346	10,247,680

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

	Amount
Long Term CG Distributions	30,737
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,544,707	0	0	2,019,727	524,980	0	0	0	524 980
1	ABERDEEN EQUITY LONG SHORT-I	003020336		10/18/2011	11/19/2012	1 125		0	1 096	29	0	0	0	29
2	ADVISORS CAMBIAR SMALL CAP I	0075W0593		3/28/2011	2/6/2012	12 475		0	12 336	139	0	0	0	139
3	ADVISORS CAMBIAR SMALL CAP I	0075W0593		3/28/2011	11/19/2012	1 928		0	2 001	73	0	0	0	73
4	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	11/19/2012	2 509		0	2 483	26	0	0	0	26
5	FEDERATED STRATEGIC VALUE I	314172560		7/18/2011	8/6/2012	39 650		0	35 950	3 700	0	0	0	3 700
6	FORUM ABSOLUTE STRATEGIES-I	34984T600		10/18/2011	11/19/2012	259		0	256	3	0	0	0	3
7	GOLDMAN SACHS GROWTH OPPTYS I	38142Y401		11/3/2009	2/6/2012	5 775		0	4 507	1 268	0	0	0	1 268
8	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	8/6/2012	58 975		0	45 805	13 170	0	0	0	13,170
9	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	11/19/2012	2 777		0	2 102	675	0	0	0	675
10	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	2/6/2012	11,125		0	9,208	1 917	0	0	0	1 917
11	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	8/6/2012	2 925		0	2 382	543	0	0	0	543
12	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	11/19/2012	108,690		0	88,678	20,012	0	0	0	20,012
13	HARTFORD DIVIDEND & GROWTH Y	416645828		4/6/2010	2/6/2012	13 875		0	12 535	1 340	0	0	0	1 340
14	T ROWE PRICE INSTL LARGE CAP GRV	45775L408		10/18/2011	8/6/2012	5 600		0	5 203	397	0	0	0	397
15	T ROWE PRICE INSTL LARGE CAP GRV	45775L408		10/18/2011	11/19/2012	111 667		0	103 570	8 097	0	0	0	8 097
16	LEGG MASON BATTERYMRC EMRG MK	52465U607		1/16/2009	2/6/2012	10,530		0	7,842	2,888	0	0	0	2,888
17	LEGG MASON BATTERYMRC EMRG MK	52465U607		2/9/2009	2/6/2012	18 994		0	13 785	5 209	0	0	0	5 209
18	LEGG MASON BATTERYMRC EMRG MK	52465U607		5/13/2009	2/6/2012	57,638		0	41 830	15 808	0	0	0	15 808
19	LEGG MASON BATTERYMRC EMRG MK	52465U607		10/9/2009	2/6/2012	1,823		0	1 323	500	0	0	0	500
20	LEGG MASON BATTERYMRC EMRG MK	52465U607		6/24/2010	2/6/2012	49,534		0	35,949	13,585	0	0	0	13,585
21	LEGG MASON BATTERYMRC EMRG MK	52465U607		1/26/2011	2/6/2012	96,352		0	109 600	13 248	0	0	0	13 248
22	LEGG MASON BATTERYMRC EMRG MK	52465U607		7/18/2011	2/6/2012	31,903		0	35 600	3 697	0	0	0	3 697
23	LEGG MASON BATTERYMRC EMRG MK	52465U607		8/8/2011	2/6/2012	10,555		0	10 025	530	0	0	0	530
24	LEGG MASON BATTERYMRC EMRG MK	52465U607		10/18/2011	2/6/2012	29,892		0	27,321	2,571	0	0	0	2,571
25	MFS RESEARCH INTL-I	552983470		1/6/2009	2/6/2012	72 713		0	55 363	17 350	0	0	0	17 350
26	MFS RESEARCH INTL-I	552983470		2/9/2009	2/6/2012	98 915		0	75 313	23 602	0	0	0	23,602
27	MFS RESEARCH INTL I	552983470		5/13/2009	2/6/2012	53 050		0	40 392	12 658	0	0	0	12 658
28	MFS RESEARCH INTL-I	552983470		10/9/2009	2/6/2012	25,972		0	19,775	6,197	0	0	0	6,197
29	MFS RESEARCH INTL-I	552983470		12/29/2009	2/6/2012	5 997		0	4 566	1 431	0	0	0	1 431
30	MFS RESEARCH INTL-I	552983470		6/24/2010	2/6/2012	11,460		0	8 726	2,734	0	0	0	2 734
31	MFS RESEARCH INTL-I	552983470		1/26/2011	2/6/2012	59 944		0	65 050	5 106	0	0	0	5 106
32	MFS RESEARCH INTL-I	552983470		7/18/2011	2/6/2012	764		0	825	-61	0	0	0	-61
33	MFS RESEARCH INTL I	552983470		8/8/2011	2/6/2012	7 796		0	7 425	371	0	0	0	371
34	MFS RESEARCH INTL-I	552983470		10/18/2011	2/6/2012	8 295		0	8 100	195	0	0	0	195
35	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/8/2011	11/19/2012	181		0	175	6	0	0	0	6
36	PIMCO LOW DURATION I	693390304		1/26/2011	8/6/2012	2,500		0	2 461	39	0	0	0	39
37	PIMCO LOW DURATION-I	693390304		1/26/2011	11/19/2012	2,378		0	2 325	53	0	0	0	53
38	PIMCO TOTAL RETURN-I	693390700		6/24/2010	8/6/2012	4,975		0	4 754	221	0	0	0	221
39	PIMCO TOTAL RETURN-I	693390700		6/24/2010	11/19/2012	2 946		0	2 781	165	0	0	0	165
40	PIMCO FOREIGN BD USS HEDGED-I	693390882		2/6/2012	8/6/2012	155 640		0	149 600	6 040	0	0	0	6 040
41	PIMCO COMMODITY REALRTN STRATE	722005667		1/6/2009	8/6/2012	16,484		0	22 061	5 577	0	0	0	5 577
42	PIMCO COMMODITY REALRTN STRATE	722005667		2/9/2009	8/6/2012	24 216		0	32 409	8 193	0	0	0	8 193
43	PIMCO COMMODITY REALRTN STRATE	722005667		5/13/2009	8/6/2012	21 409		0	28 653	7 244	0	0	0	7 244
44	PIMCO COMMODITY REALRTN STRATE	722005667		10/9/2009	8/6/2012	8 627		0	8 869	2 242	0	0	0	2 242
45	PIMCO COMMODITY REALRTN STRATE	722005667		6/24/2010	8/6/2012	18,916		0	25,315	-6 399	0	0	0	6,399
46	PIMCO COMMODITY REALRTN STRATE	722005667		7/18/2011	8/6/2012	274		0	367	93	0	0	0	93
47	PIMCO COMMODITY REALRTN STRATE	722005667		8/12/2008	8/6/2012	60		0	85	25	0	0	0	25
48	PIMCO COMMODITY REALRTN STRATE	722005667		9/26/2008	8/6/2012	338		0	480	142	0	0	0	142
49	PIMCO COMMODITY REALRTN STRATE	722005667		1/6/2009	8/6/2012	616		0	874	258	0	0	0	258
50	PIMCO COMMODITY REALRTN STRATE	722005667		10/18/2011	8/6/2012	10 454		0	11 875	1 421	0	0	0	-1 421
51	PIMCO COMMODITY REALRTN STRATE	722005667		2/6/2012	8/6/2012	18 997		0	19,275	278	0	0	0	278
52	PIMCO INVT GRADE CORP BD-I	722005816		1/26/2011	8/6/2012	12 950		0	12 308	642	0	0	0	642
53	PIMCO INVT GRADE CORP BD-I	722005816		1/26/2011	11/19/2012	8,006		0	7,448	558	0	0	0	558
54	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		2/9/2009	2/6/2012	19 525		0	17,021	2 504	0	0	0	2 504
55	RIDGEWORTH FD-LARGECAP VAL EQT	76628R672		2/9/2009	8/6/2012	13 499		0	11 733	1 766	0	0	0	1 766
56	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		6/26/2009	8/6/2012	4 975		0	4 324	651	0	0	0	651
57	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		10/9/2009	8/6/2012	40,701		0	35 375	5 326	0	0	0	5 326
58	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		10/9/2009	11/19/2012	32,471		0	27 463	5 008	0	0	0	5 008
59	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		6/24/2010	11/19/2012	61 329		0	51 870	9 459	0	0	0	9 459
60	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		7/18/2011	11/19/2012	130 504		0	110 377	20 127	0	0	0	20 127
61	RIDGEWORTH FD LARGECAP VAL EQT	76628R672		8/8/2011	11/19/2012	23 307		0	19,713	3 594	0	0	0	3 594
62	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/10/2009	8/6/2012	7,825		0	7,560	265	0	0	0	265
63	RIDGEWORTH FD-TOTAL RETURN BD	76628T512		12/10/2009	11/19/2012	4 685		0	4 510	175	0	0	0	175
64	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		1/26/2011	8/6/2012	86 478		0	88 550	2 072	0	0	0	2 072
65	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		1/26/2011	8/6/2012	1 065		0	1 091	26	0	0	0	26
66	RIDGEWORTH FD-SEIX FLT HGH INCM	76628T678		2/6/2012	8/6/2012	2 637		0	2 625	12	0	0	0	12
67	RIDGEWORTH FD-LTD MTG SECS RGC	76628T777		1/26/2011	8/6/2012	115,401		0	109,024	6,377	0	0	0	6,377
68	RIDGEWORTH FD LTD MTG SECS RGC	76628T777		2/6/2012	8/6/2012	5 787		0	5 725	62	0	0	0	62
69	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	2/6/2012	136,875		0	140 683	3 808	0	0	0	3 808
70	TEMPLETON GLOBAL BD-ADV	880208400		1/26/2011	8/6/2012	64,139		0	65,723	1,584	0	0	0	1,584
71	TEMPLETON GLOBAL BD-ADV	880208400		5/26/2011	8/6/2012	39,009		0	39,972	963	0	0	0	963
72	TEMPLETON GLOBAL BD-ADV	880208400		7/18/2011	8/6/2012	31 422		0	32 198	776	0	0	0	776
73	TEMPLETON GLOBAL BD-ADV	880208400		10/18/2011	8/6/2012	14 627		0	14 988	361	0	0	0	361
74	VANGUARD MTG-BACKED SECS INDEX	92206C755		8/6/2012	11/19/2012	165		0	165	0	0	0	0	0
75	BUCKHORN COAL COMPANY PROPERT	000000000		1/1/2011	12/31/2012	368,632		0	0	368,632	0	0	0	368,632

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
										65,025	0	0
1	SUNTRUST BANK		919 EAST MAIN ST	RICHMOND	VA	23219		TRUSTEE	VARIOUS	65 025	0	0
2												

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

		Date		Amount
1	Credit from prior year return	12/31/2012	1	15,606
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment	6/6/2012	3	13,900
4	Third quarter estimated tax payment	9/4/2012	4	2,900
5	Fourth quarter estimated tax payment	12/12/2012	5	2,600
6	Other payments		6	0
7	Total		7	35,006

SUNTRUST BANK CHARITABLE-IRR TR 7015561

FORM 990PF, PART 1 NET INVESTMENT INCOME – DIVIDENDS AND INTEREST FROM SECURITIES

INTEREST INCOME FROM BUCKHORN COAL K-1 $64 00
DIVIDENDS INCOME FROM BUCKHORN COAL K-1 $3440 00

FORM 990PF, PART XV - LINE 2B TO 2D

FORM, INFORMATION AND MATERIALS WRITTEN APPLICATIONS WITH SUPPORTING INFORMATION REGARDING THE PURPOSE OF THE ORGANIZATION AND EXPECTED BENEFITS OF PROGRAM

SUBMISSION DEADLINES APPLICATIONS SHOULD BE MADE IN OR BEFORE OCTOBER FOR CONSIDERATION IN THE FOLLOWING YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS CONTRIBUTIONS/GRANTS ARE PRIMARILY TO COMMUNITY ORGANIZATIONS GRANTS ARE NOT MADE TO POLITICAL OR RELIGIOUS ORGANZATIONS

SUNTRUST

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO SUMMARY

AS OF 12/31/12

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	198,193.43-	1.60-%	198,193.43-			
STIF & MONEY MARKET FUNDS	2,147,194.77	17.32 %	2,147,194.77	0.00	215	0.01 %
EQUITY SECURITIES	4,296,600.00	34.66 %	121,275.00	4,175,325.00	0	0.00 %
MUTUAL FUNDS	5,423,345.04	43.75 %	5,057,790.83	365,554.21	105,833	1.95 %
PROPRIETARY FUNDS	527,734.49	4.26 %	518,280.46	9,454.03	11,846	2.24 %
PRINCIPAL PORTFOLIO TOTAL	**12,196,680.87**	**98.40 %**	**7,646,347.63**	**4,550,333.24**	**117,894**	**0.95 %**
INCOME PORTFOLIO						
INCOME CASH	198,193.43	1.60 %	198,193.43			

[redacted]

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	2,131,802.89- 17.20-%	2,131,802.89-			
STIF & MONEY MARKET FUNDS						
2,147,194.77	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	2,147,194.77 1.000 17.32 %	2,147,194.77 1.00	0.00	215	0.01 % 0.00 %
EQUITY SECURITIES						
LTD PARTNERSHIP & CLOSELY HELD						
693	BUCKHORN COAL LP CUSIP: 1183710A2	4,296,600.00 6,200.000 34.66 %	121,275.00 175.00	4,175,325.00	0	0.00 % 0.00 %
MUTUAL FUNDS						
10,496.355	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	120,393.19 11.470 0.97 %	117,379.11 11.18	3,014.08	0	0.00 % 0.00 %
6,869.356	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	129,281.28 18.820 1.04 %	127,313.38 18.53	1,967.90	0	0.00 % 0.00 %
15,771.29	DOUBLELINE FDS TR TOTAL RETURN BD FD CL I CUSIP: 258620103	178,688.72 11.330 1.44 %	177,742.43 11.27	946.29	11,340	6.35 % 0.00 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
110,577.397	FEDERATED EQUITY FDS STRATEGIC VALUE FD CL INSTL CUSIP: 314172560	551,781.21 4.990 4.45 %	516,897.44 4.67	34,883.77	22,005	3.99 % 0.00 %
26,707.539	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	295,919.53 11.080 2.39 %	296,043.67 11.08	124.14-	80	0.03 % 0.00 %
7,266.269	GOLDMAN SACHS TR GROWTH OPPORTUNITIES FD INSTL CL CUSIP: 38142Y401	179,549.51 24.710 1.45 %	139,002.20 19.13	40,547.31	0	0.00 % 0.00 %
13,432.639	HARBOR FD CAP APPRECIATION FD INSTL CL CUSIP: 411511504	571,155.81 42.520 4.61 %	451,935.22 33.64	119,220.59	2,270	0.40 % 0.00 %
20,572.8	HARTFORD MUT FDS INC DIVIDEND & GROWTH INSTL FD CL Y CUSIP: 416645828	430,177.25 20.910 3.47 %	383,839.50 18.66	46,337.75	8,908	2.07 % 0.00 %
81,820.82	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	634,111.36 7.750 5.12 %	642,136.00 7.85	8,024.64-	9,900	1.56 % 0.00 %
25,589.146	NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL CUSIP: 64128K868	242,585.10 9.480 1.96 %	232,200.09 9.07	10,385.01	15,149	6.24 % 0.00 %
12,725.647	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	443,870.57 34.880 3.58 %	416,809.00 32.75	27,061.57	3,169	0.71 % 0.00 %
11,114.709	PIMCO FDS EMERGING LOCAL BD FD INSTL CL CUSIP: 72201F516	122,039.50 10.980 0.98 %	120,150.00 10.81	1,889.50	5,279	4.33 % 0.00 %

SUNTRUST

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO DETAIL

AS OF 12/31/12

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
26,354.32	PIMCO FDS INVT GRADE CORP BD FD INSTL CL CUSIP: 722005816	293,060.04 11.120 2.36 %	278,271.42 10.56	14,788.62	12,387	4.23 % 0.00 %
22,510.691	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	236,587.36 10.510 1.91 %	234,190.36 10.40	2,397.00	6,055	2.56 % 0.00 %
15,485.754	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	174,059.87 11.240 1.40 %	169,568.68 10.95	4,491.19	5,637	3.24 % 0.00 %
30,447.824	PRICE T ROWE FDS LARGE-CAP GROWTH FD INSTL CL CUSIP: 45775L408	574,854.92 18.880 4.64 %	513,402.73 16.86	61,452.19	2,131	0.37 % 0.00 %
5,705.402	VANGUARD SCOTTSDALE FDS MTG-BACKED SECS INDEX FD CL SIGNAL CUSIP: 92206C755	119,242.90 20.900 0.96 %	119,984.60 21.03	741.70-	1,324	1.11 % 0.00 %
9,044.287	WASATCH FDS LONG/SHORT FD CUSIP: 936793835	125,986.92 13.930 1.02 %	120,925.00 13.37	5,061.92	199	0.16 % 0.00 %
TOTAL MUTUAL FUNDS		5,423,345.04	5,057,790.83	365,554.21	105,833	1.95 %

SUNTRUST

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PROPRIETARY FUNDS						
48,549.631	RIDGEWORTH FD-TOTAL RETURN BD I SHS #RGCP CUSIP: 76628T512	527,734.49 10.870 4.26 %	518,280.46 10 68	9,454.03	11,846	2.24 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL		10,263,071.41	5,712,738.17	4,550,333.24	117,894	0.95 %
INCOME PORTFOLIO						
	INCOME CASH	2,131,802.89 17.20 %	2,131,802.89			