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

For calendar year 2012 or tax year beginning 07/01 **, 2012, and ending** 06/30, **20**13

Name of foundation GEORGE J & EFFIE L SEAY
BANK OF AMERICA, NA

A Employer identification number 54-6030604

Number and street (or P.O. box number if mail is not delivered to street address) P O BOX 40200, FL9-100-10-19

Room/suite

B Telephone number (see instructions) 877- 446-1410

City or town, state, and ZIP code JACKSONVILLE, FL 32203-0200

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,800,390.

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)
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	82,359.	81,581.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	411,639.			
b	Gross sales price for all assets on line 6a 4,512,777.				
7	Capital gain net income (from Part IV, line 2)		411,639.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	-47.	-47.		STMT 2
12	**Total.** Add lines 1 through 11	493,951.	493,173.		
13	Compensation of officers, directors, trustees, etc	50,910.	30,546.		20,364.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 4	11,501.	1,839.		9,662.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	20,218.	767.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 6	2,666.	16.		2,650.
24	**Total operating and administrative expenses.** Add lines 13 through 23	86,545.	33,168.	NONE	33,926.
25	Contributions, gifts, grants paid	171,500.			171,500.
26	**Total expenses and disbursements** Add lines 24 and 25	258,045.	33,168.	NONE	205,426.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	235,906.			
b	**Net investment income** (if negative, enter -0-)		460,005.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

P
NE
2

For Paperwork Reduction Act Notice, see instructions.

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	NONE		
	2	Savings and temporary cash investments	126,208.	16,961.	16,961.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule)	NONE		
	b	Investments - corporate stock (attach schedule) STMT 7	3,382,910.	3,756,833.	3,783,429.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule)	NONE		
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	NONE		
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,509,118.	3,773,794.	3,800,390.
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)		NONE	
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	3,147,687.	3,147,687.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	361,431.	626,107.	
	30	**Total net assets or fund balances** (see instructions)	3,509,118.	3,773,794.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,509,118.	3,773,794.	

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	3,509,118.
2	Enter amount from Part I, line 27a	2	235,906.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	29,762.
4	Add lines 1, 2, and 3	4	3,774,786.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	992.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,773,794.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	3,945,339.		3,531,502.	413,837.
b	567,438.		569,636.	-2,198.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				413,837.
b				-2,198.
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** 411,639.

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**

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	184,501.	3,678,064.	0.050163
2010	195,041.	3,744,203.	0.052091
2009	128,919.	3,418,479.	0.037712
2008	212,771.	3,209,789.	0.066288
2007	265,930.	4,472,124.	0.059464

2	**Total** of line 1, column (d)	2	0.265718
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	0.053144
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,814,795.
5	Multiply line 4 by line 3	5	202,733.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,600.
7	Add lines 5 and 6	7	207,333.
8	Enter qualifying distributions from Part XII, line 4	8	205,426.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	9,200.
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	
3	Add lines 1 and 2			3	9,200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	9,200.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,917.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	10,917.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,717.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,717. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 ▶ SEE STATEMENT 12 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 ▶ , , ,				
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**

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).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
BANK OF AMERICA, NA P O BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203	TRUSTEE 01	44,350.	-0-	-0-
Elizabeth D. Seaman P.O. Box 26688, Richmond, VA 23261-6688	Consultant	6,560.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	**1a**	3,689,182.
b	Average of monthly cash balances	**1b**	183,706.
c	Fair market value of all other assets (see instructions)	**1c**	NONE
d	**Total** (add lines 1a, b, and c)	**1d**	3,872,888.
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**	NONE
3	Subtract line 2 from line 1d	**3**	3,872,888.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	**4**	58,093.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	**5**	3,814,795.
6	**Minimum investment return.** Enter 5% of line 5	**6**	190,740.

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**	190,740.
2a	Tax on investment income for 2012 from Part VI, line 5	**2a**	9,200.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	**2b**			
c	Add lines 2a and 2b			**2c**	9,200.
3	Distributable amount before adjustments. Subtract line 2c from line 1			**3**	181,540.
4	Recoveries of amounts treated as qualifying distributions			**4**	NONE
5	Add lines 3 and 4			**5**	181,540.
6	Deduction from distributable amount (see instructions)			**6**	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			**7**	181,540.

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**	205,426.
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**	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	**3a**	NONE
b	Cash distribution test (attach the required schedule)	**3b**	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	**4**	205,426.
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**	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	**6**	205,426.

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					181,540.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				NONE	
b Total for prior years: 20 10 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	14,594.				
c From 2009	NONE				
d From 2010	12,225.				
e From 2011	11,515.				
f **Total** of lines 3a through e		38,334.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 205,426.					
a Applied to 2011, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					181,540.
e Remaining amount distributed out of corpus		23,886.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		62,220.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		62,220.			
10 Analysis of line 9:					
a Excess from 2008	14,594.				
b Excess from 2009	NONE				
c Excess from 2010	12,225.				
d Excess from 2011	11,515.				
e Excess from 2012	23,886.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

1 Information Regarding Foundation Managers:

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

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:

SEE STATEMENT 13

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 STATEMENT 18				171,500.
Total . . . . ▶ **3a**				171,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	82,359.	
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	411,639.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER INCOME			1	-47.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				493,951.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 493,951.

(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

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

Signature of officer or trustee	Date	Title
	08/28/2013	TRUSTEE

BANK OF AMERICA, NA

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

Firm's name ▶ Firm's EIN ▶

Firm's address ▶

Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,393.	1,393.
FOREIGN DIVIDENDS	6,434.	6,434.
NONDIVIDEND DISTRIBUTIONS	778.	
DOMESTIC DIVIDENDS	30,551.	30,551.
OTHER INTEREST	4,897.	4,897.
FOREIGN INTEREST	182.	182.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	2,646.	2,646.
ACCRUED MARKET DISCOUNT INTEREST	59.	59.
NONQUALIFIED FOREIGN DIVIDENDS	2,338.	2,338.
NONQUALIFIED DOMESTIC DIVIDENDS	33,081.	33,081.
TOTAL	82,359.	81,581.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		-47.	-47.
	TOTALS	-47.	-47.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	9,662.		9,662.
INVESTMENT ADVISORY FEES	1,839.	1,839.	
TOTALS	11,501.	1,839.	9,662.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	212.	212.
EXCISE TAX - PRIOR YEAR	8,534.	
EXCISE TAX ESTIMATES	10,917.	
FOREIGN TAXES ON QUALIFIED FOR	335.	335.
FOREIGN TAXES ON NONQUALIFIED	220.	220.
TOTALS	20,218.	767.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,325.		1,325.
OTHER CHARITABLE EXPENSES	1,325.		1,325.
OTHER INVESTMENT FEE	16.	16.	
TOTALS	2,666.	16.	2,650.

GEORGE J & EFFIE L SEAY 54-6030604

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
921943858 VANGUARD FTSE DEVELO	104,783.	108,758.
922042858 VANGUARD FTSE EMERGI	167,963.	153,046.
922908553 VANGUARD REIT ETF	227,038.	233,992.
00078H281 ASTON MONTAG & CALDW	254,492.	263,955.
466001864 IVY ASSET STRATEGY F	130,000.	126,815.
693390841 PIMCO HIGH YIELD FD	75,559.	76,534.
722005667 PIMCO COMMODITY REAL	330,000.	276,716.
714199106 PERMANENT PORTFOLIO	104,000.	99,985.
72200Q182 PIMCO ALL ASSET ALL	285,000.	275,029.
202671913 AGGREGATE BOND CTF	459,891.	441,728.
207543877 SMALL CAP GROWTH LEA	114,538.	121,242.
29099J109 EMERGING MARKETS STO	162,037.	152,115.
302993993 MID CAP VALUE CTF	180,754.	182,989.
303995997 SMALL CAP VALUE CTF	117,694.	120,124.
323991307 MID CAP GROWTH CTF	185,332.	178,687.
45399C107 DIVIDEND INCOME COMM	253,752.	266,493.
99Z466197 INTERNATIONAL FOCUSE	172,117.	181,070.
TOTALS	3,324,950.	3,259,278.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ACCRETION OF BOND DISCOUNT	59.
CURRENT YEAR-END SALES ADJUSTMENT	617.
FOREIGN TAX RECLAIMED	4.
PRIOR YEAR-END SALES ADJUSTMENT	2,124.
CTF ADJUSTMENT	26,958.
TOTAL	29,762.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	939.
TAX EFFECTIVE INCOME POSTINGS	53.
TOTAL	992.

GEORGE J & EFFIE L SEAY 54-6030604

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
5299.418 AGGREGATE BOND CTF	09/30/2012	02/22/2013	90,000.00	91,075.00	-1,075.00
20864.382 AGGREGATE BOND CTF	09/30/2012	06/07/2013	350,000.00	359,497.00	-9,497.00
1814.059 AGGREGATE BOND CTF	09/30/2012	06/30/2013	30,000.00	31,164.00	-1,164.00
1953.615 DIVIDEND INCOME COMMON TRUST FUND	02/28/2013	06/07/2013	85,000.00	78,447.00	6,553.00
234.564 DIVIDEND INCOME COMMON TRUST	02/28/2013	06/30/2013	10,000.00	9,453.00	547.00
TOTAL OTHER GAINS AND LOSSES			565,000.00	569,636.00	-4,636.00
Totals			565,000.00	569,636.00	-4,636.00

JSA
2F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	815.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		815.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	1,623.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		1,623.00

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BANK OF AMERICA, N.A.

ADDRESS: P O BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  US TRUST/BANK OF AMERICA (SARAH KAY)
ADDRESS:
  P O BOX 26688
  RICHMOND, VA 23261-6688
RECIPIENT'S PHONE NUMBER: 804-887-8773

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
HOMEWARD
ATTN: MS. KELLY HORNE
ADDRESS:
1125 COMMERCE ROAD
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
PARTNERSHIP FOR THE FUTURE
ATTN: CHARLEITA RICHARDSON
ADDRESS:
4521 HIGHWOODS PARKWAY
GLEN ALLEN, VA 23060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WILLIAM BYRD COMMUNITY HOUSE
ATTN: L. ROBERT BOLLING, EXEC DIR
ADDRESS:
224 SOUTH CHERRY STREET
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
CHAPLAIN SERVICES OF
CHURCHES OF VIRGINIA
ADDRESS:
2828 EMERYWOOD PARKWAY
RICHMOND, VA 23294
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
FAN FREE CLINIC INC
ATTN: KAREN LEGATO, CEO
ADDRESS:
1010 N THOMPSON STREET
RICHMOND, VA 23230-4911
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GOOD SAMARITAN MINISTRIES
ATTN: MICHAEL D. MCCLARY, EXEC DIR
ADDRESS:
2307 HULL STREET
RICHMOND, VA 23224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GREATER RICHMOND SCAN
ATTN: JEANINE L. HARPER
ADDRESS:
103 E. GRACE STREET
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMAZEMENT SQUARE
ADDRESS:
27 9TH STREET
LYNCHBURG, VA 24504-1422
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ST. ANDREWS SCHOOL
ATTN: CYNTHIA WELDON-LASSITER
ADDRESS:
227 SOUTH CHERRY STREET
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JUST NEIGHBORS
ATTN: ROB RUTLAND-BROWN
ADDRESS:
5827 COLUMBIA PIKE, STE 320
FALLS CHURCH, VA 22041
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
FIRST CONTRACTORS INC
ADDRESS:
P O BOX 26136
RICHMOND, VA 23260-6136
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ROBERT RUSSA MOTON MUSEUM
ADDRESS:
900 GRIFFIN BLVD
FARMVILLE, VA 23901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

GEORGE J & EFFIE L SEAY 54-6030604
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
COUNTRY MUSIC ALLIANCE
ATTN: BILL HARTLEY, EXEC DIR
ADDRESS:
P O BOX 216
BRISTOL, TN 37621-0216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

TOTAL GRANTS PAID: 171,500.
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STATEMENT 18

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

GEORGE J & EFFIE L SEAY
54-6030604
Balance Sheet
6/28/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	16961.130	16,961.13	16,961.13
00078H281	ASTON MONTAG & CALDWELL	9960.559	254,492.28	263,954.81
00206R102	AT&T INC	108.000	2,756.78	3,823.20
002824100	ABBOTT LABS	95.000	3,243.66	3,313.60
018490102	ALLERGAN INC	86 000	6,796.23	7,244.64
023135106	AMAZON COM INC	44.000	8,438.03	12,218.36
03027X100	AMERICAN TOWER CORP	161.000	12,212.67	11,780.37
042068106	ARM HLDGS PLC	195.000	8,175.24	7,064.85
09061G101	BIOMARIN PHARMACEUTICAL INC	107.000	7,006.43	5,964.18
126650100	CVS CAREMARK CORP	163.000	7,010.07	9,320.34
151020104	CELGENE CORP	46.000	5,407.28	5,381.08
156782104	CERNER CORP	103.000	9,591.27	9,897.27
166764100	CHEVRON CORP	47.000	3,617.81	5,561.98
19122T109	COCA-COLA ENTERPRISES INC	75.000	2,286.33	2,637.00
20030N200	COMCAST CORP	145.000	4,886.05	5,752.15
202671913	AGGREGATE BOND CTF	26786.011	459,890.95	441,728.11
207543877	SMALL CAP GROWTH LEADERS CTF	6888.991	114,538.01	121,242.11
22160K105	COSTCO WHSL CORP NEW	61.000	6,459.13	6,744.77
235851102	DANAHER CORP DEL	71.000	3,811.92	4,494.30
25243Q205	DIAGEO PLC	28.000	2,986.12	3,218.60
254687106	DISNEY WALT CO	55.000	2,741.09	3,473.25
29099J109	EMERGING MARKETS STOCK	3491.739	162,036.58	152,114.82
29444U502	EQUINIX INC	47.000	9,978.43	8,681.84
30231G102	EXXON MOBIL CORP	93.000	7,894.00	8,402.55
302993993	MID CAP VALUE CTF	8135.296	180,754.36	182,988.84
303995997	SMALL CAP VALUE CTF	5916.398	117,693.64	120,123.59
311900104	FASTENAL CO	190.000	9,134.14	8,700.10
31620M106	FIDELITY NATL INFORMATION SVCS	30.000	1,304.16	1,285.20
323991307	MID CAP GROWTH CTF	8548.983	185,332.23	178,686.57
354613101	FRANKLIN RES INC	22.000	3,276.31	2,992.44
370334104	GENERAL MLS INC	142.000	5,498.88	6,891.26
38141G104	GOLDMAN SACHS GROUP INC	51.000	5,039 07	7,713.75
38259P508	GOOGLE INC	15.000	8,898.95	13,205.55
438516106	HONEYWELL INTL INC	63.000	3,490.68	4,998.42

GEORGE J & EFFIE L SEAY
54-6030604
Balance Sheet
6/28/2013

Cusip	Asset	Units	Basis	Market Value
45399C107	DIVIDEND INCOME COMMON TRUST	6297.895	253,752.09	266,492.91
459200101	INTERNATIONAL BUSINESS MACHS	28.000	2,502.98	5,351.08
46120E602	INTUITIVE SURGICAL INC	11.000	5,454.39	5,567.45
466001864	IVY ASSET STRATEGY FUND	4696.859	130,000.00	126,815.19
46625H100	J P MORGAN CHASE & CO	239.000	8,413.33	12,616.81
478160104	JOHNSON & JOHNSON	128.000	8,333.50	10,990.08
478366107	JOHNSON CTLS INC	86.000	2,123.69	3,077.94
53578A108	LINKEDIN CORP	52.000	5,357.29	9,271.60
539830109	LOCKHEED MARTIN CORP	102.000	9,114.69	11,062.92
544147101	LORILLARD INC	138.000	5,615.35	6,027.84
580135101	MCDONALDS CORP	20.000	1,809.77	1,980.00
582839106	MEAD JOHNSON NUTRITION CO	92.000	7,074.54	7,289.16
59156R108	METLIFE INC	150.000	4,992.58	6,864.00
615369105	MOODYS CORP	51.000	2,238.32	3,107.43
637071101	NATIONAL OILWELL VARCO INC	62.000	4,304.88	4,271.80
641069406	NESTLE S A	65.000	3,744.00	4,255.94
674599105	OCCIDENTAL PETE CORP DEL	48.000	1,686.43	4,283.04
675232102	OCEANEERING INTL INC	128.000	8,486.66	9,241.60
68389X105	ORACLE CORP	136.000	3,859.68	4,176.56
693390841	PIMCO HIGH YIELD FD	8124.624	75,559.01	76,533.96
693475105	PNC FINL SVCS GROUP INC	28.000	1,393.30	2,041.76
693506107	PPG INDS INC	52.000	5,828.65	7,613.32
714199106	PERMANENT PORTFOLIO	2225.357	104,000.00	99,985.29
717081103	PFIZER INC	398.000	7,588.93	11,147.98
718172109	PHILIP MORRIS INTL INC	115.000	9,934.20	9,961.30
722005667	PIMCO COMMODITY REALRETURN	50039.086	330,000.00	276,716.15
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	26910.900	285,000.00	275,029.40
74005P104	PRAXAIR INC	71.000	7,950.22	8,176 36
740189105	PRECISION CASTPARTS CORP	48.000	5,772.63	10,848.48
741503403	PRICELINE COM INC	11.000	2,408.03	9,093.37
744320102	PRUDENTIAL FINL INC	53.000	2,835.78	3,870.59
747525103	QUALCOMM INC	219.000	12,472.84	13,378.71
790849103	ST JUDE MED INC	95.000	3,586.67	4,334.85
79466L302	SALESFORCE COM INC	277.000	8,048.47	10,575.86

GEORGE J & EFFIE L SEAY
54-6030604
Balance Sheet
6/28/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
806857108	SCHLUMBERGER LTD	114.000	8,476.74	8,169.24
808513105	SCHWAB CHARLES CORP NEW	307.000	5,404.70	6,517.61
828336107	SILVER WHEATON CORP	219.000	6,579.05	4,307.73
848637104	SPLUNK INC	109.000	4,708.80	5,053.24
854502101	STANLEY BLACK & DECKER INC	32.000	2,171.64	2,473.60
855244109	STARBUCKS CORP	184.000	10,491.24	12,053.84
857477103	STATE STR CORP	68.000	4,041.46	4,434.28
87612E106	TARGET CORP	74.000	3,811.86	5,095.64
883556102	THERMO FISHER SCIENTIFIC CORP	64.000	2,713.79	5,416.32
88579Y101	3M CO	40.000	3,667.95	4,374.00
886547108	TIFFANY & CO NEW	81.000	5,923.95	5,900.04
89417E109	TRAVELERS COS INC	65.000	3,919.14	5,194.80
911312106	UNITED PARCEL SVC INC	58.000	4,414.87	5,015.84
913017109	UNITED TECHNOLOGIES CORP	63.000	1,885.07	5,855.22
921943858	VANGUARD FTSE DEVELOPED	3055.000	104,783.39	108,758.00
922042858	VANGUARD FTSE EMERGING MKTS	3945.000	167,962.91	153,046.27
922908553	VANGUARD REIT	3405.000	227,038.26	233,991.60
92345Y106	VERISK ANALYTICS INC	133.000	8,173.60	7,940.10
92553P201	VIACOM INC	57.000	2,640.37	3,877.71
92826C839	VISA INC	61.000	5,172.62	11,147.75
928563402	VMWARE INC	81.000	6,096.86	5,426.19
92857W209	VODAFONE GROUP PLC	118.000	3,287.18	3,391.91
949746101	WELLS FARGO & CO	212.000	7,143.72	8,749.24
99Z466197	INTERNATIONAL FOCUSED EQUITY	17848.036	172,117.12	181,070.11
G1151C101	ACCENTURE PLC	101.000	6,105.69	7,267.96
G27823106	DELPHI AUTOMOTIVE PLC	85.000	2,397.82	4,308.65
H0023R105	ACE LTD	188.000	14,300.05	16,822.24
H89128104	TYCO INTL LTD	125.000	3,481.39	4,118.75
		Totals:	3,773,794.05	3,800,389.63