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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 MARIETTA M & SAMUEL TATE MORGAN JR, TR
BANK OF AMERICA, NA

A Employer identification number 54-6069447

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)* ▶ $ 20,325,052.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	536,930.	532,804.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,917,796.			
	b Gross sales price for all assets on line 6a 18,860,759.				
	7 Capital gain net income (from Part IV, line 2)		1,917,796.		
	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)	873.	873.		STMT 2
	12 Total. Add lines 1 through 11	2,455,599.	2,451,473.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	164,612.	98,767.		65,845.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
	c Other professional fees (attach schedule) STMT 4	59,910.	8,430.		51,480.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	69,278.	4,954.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	3,931.	81.		3,850.
	24 Total operating and administrative expenses. Add lines 13 through 23	299,481.	112,232.	NONE	122,925.
	25 Contributions, gifts, grants paid	850,150.			850,150.
	26 Total expenses and disbursements Add lines 24 and 25	1,149,631.	112,232.	NONE	973,075.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,305,968.			
	b Net investment income (if negative, enter -0-)		2,339,241.		
	c Adjusted net income (if negative, enter -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)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	528,558.	187,065.	187,065.
	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	17,767,387.	19,596,289.	20,137,987.
	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)	18,295,945.	19,783,354.	20,325,052.
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	16,424,403.	16,424,403.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,871,542.	3,358,951.	
	30	Total net assets or fund balances (see instructions)	18,295,945.	19,783,354.	
	31	Total liabilities and net assets/fund balances (see instructions)	18,295,945.	19,783,354.	

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	18,295,945.
2	Enter amount from Part I, line 27a	2	1,305,968.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	186,538.
4	Add lines 1, 2, and 3	4	19,788,451.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	5,097.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,783,354.

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	18,136,387.		16,327,867.	1,808,520.
b	723,231.		613,955.	109,276.
c				
d				
e				

	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				1,808,520.
b				109,276.
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** 1,917,796.

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	955,518.	19,459,060.	0.049104
2010	902,649.	19,540,656.	0.046193
2009	480,448.	17,598,893.	0.027300
2008	939,325.	16,485,194.	0.056980
2007	822,360.	21,759,193.	0.037794

2	**Total** of line 1, column (d)	2	0.217371
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	0.043474
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,340,205.
5	Multiply line 4 by line 3	5	884,270.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,392.
7	Add lines 5 and 6	7	907,662.
8	Enter qualifying distributions from Part XII, line 4	8	973,075.

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	23,392.
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	23,392.
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	23,392.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 49,300.		
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	49,300.
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	25,908.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 23,392. **Refunded** ▶	11	2,516.

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)*

		Yes	No
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** *If "Yes" to 6b, file Form 8870.*		X
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 1111 E MAIN STREET, RICHMOND, VA 23219	TRUSTEE 1	138,372.	-0-	-0-
ELIZABETH SEAMAN 1111 E MAIN ST, RICHMOND, VA 23219	ADVISOR 20	26,240.		
LINDA BARRETT 1111 E MAIN ST, RICHMOND, VA 23219	ADMINISTRATIVE 20			

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	20,107,023.
b	Average of monthly cash balances	1b	542,931.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	20,649,954.
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	20,649,954.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	309,749.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,340,205.
6	**Minimum investment return.** Enter 5% of line 5	6	1,017,010.

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	1,017,010.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	23,392.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,392.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	993,618.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	993,618.
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	993,618.

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	973,075.
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	973,075.
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	23,392.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	949,683.

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				993,618.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			809,362.	
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 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 973,075.				
a Applied to 2011, but not more than line 2a			809,362.	
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				163,713.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				829,905.
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	NONE			
10 Analysis of line 9:				
a Excess from 2008 NONE				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 NONE				

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 25				850,150.
Total . . . . ▶ **3a**				850,150.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	536,930.	
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	1,917,796.	
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	873.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				2,455,599.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2,455,599.

(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

Karen J. Kiser | 10/21/2013 | SVP Tax

Signature of officer or trustee | Date | Title

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	8,072.	8,072.
FOREIGN DIVIDENDS	39,868.	39,868.
NONDIVIDEND DISTRIBUTIONS	4,126.	
DOMESTIC DIVIDENDS	167,286.	167,286.
OTHER INTEREST	129,668.	129,668.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	73,021.	73,021.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	2,007.	2,007.
ACCRUED MARKET DISCOUNT INTEREST	9,961.	9,961.
NONQUALIFIED FOREIGN DIVIDENDS	13,410.	13,410.
NONQUALIFIED DOMESTIC DIVIDENDS	89,511.	89,511.
TOTAL	536,930.	532,804.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	873.	873.
TOTALS	873.	873.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	51,480.		51,480.
INVESTMENT ADVISORY FEES	8,430.	8,430.	
TOTALS	59,910.	8,430.	51,480.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	820.	820.
EXCISE TAX - PRIOR YEAR	15,024.	
EXCISE TAX ESTIMATES	49,300.	
FOREIGN TAXES ON QUALIFIED FOR	2,738.	2,738.
FOREIGN TAXES ON NONQUALIFIED	1,396.	1,396.
TOTALS	69,278.	4,954.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,925.		1,925.
OTHER CHARITABLE EXPENSES	1,925.		1,925.
OTHER INVESTMENT FEE	81.	81.	
TOTALS	3,931.	81.	3,850.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	19,596,289.	20,137,987.
TOTALS	19,596,289.	20,137,987.

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

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	128,909.
PRIOR YR ACC'D INTEREST	322.
JUNE 2012 SALES SETTLED IN JULY 2012	11,392.
BASIS ADJUSTMENT	683.
FOREIGN DIVIDEND TAX REFUND	232.
TRANSACTION REVERSALS PICKED UP ON 2011 RETURN	45,000.
TOTAL	186,538.

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

DESCRIPTION	AMOUNT
COST ADJUSTMENT	4,878.
ACCRUED INTEREST CARRY OVER	219.
TOTAL	5,097.

MARIETTA M & SAMUEL TATE MORGAN JR, TR 54-6069447

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					
2783.732 SMALL CAP GROWTH LEADERS CTF	12/07/2012	06/07/2013	50,000.00	42,354.00	7,646.00
3021.682 MID CAP VALUE CTF	12/07/2012	02/22/2013	65,000.00	60,500.00	4,500.00
2148.727 MID CAP VALUE CTF	12/07/2012	06/07/2013	50,000.00	44,543.00	5,457.00
2411.72 SMALL CAP VALUE CTF	12/07/2012	06/07/2013	50,000.00	44,228.00	5,772.00
1127.21 DIVIDEND INCOME COMMON TRUST	12/07/2012	02/22/2013	45,000.00	42,715.00	2,285.00
5519.198 DIVIDEND INCOME COMMON TRUST FUND	12/07/2012	06/07/2013	240,135.00	210,035.00	30,100.00
4478.711 DIVIDEND INCOME COMMON TRUST FUND	12/14/2012	06/07/2013	194,865.00	169,580.00	25,285.00
TOTAL OTHER GAINS AND LOSSES			695,000.00	613,955.00	81,045.00
Totals			695,000.00	613,955.00	81,045.00

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	9,861.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		9,861.00

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

COMMON TRUST FUNDS	18,370.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		18,370.00

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

NAME: BANK OF AMERICA NA

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

TELEPHONE NUMBER: (877)446-1410

RECIPIENT NAME:
ELIZABETH SEAMAN C/O BANK OF AMERICA
ADDRESS:
1111 E MAIN ST., VA2-300-12-99
RICHMOND, VA 23219
RECIPIENT'S PHONE NUMBER: 804-788-2963
FORM, INFORMATION AND MATERIALS:
SEE ATTACHMENT
SUBMISSION DEADLINES:
SEE ATTACHMENT
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHMENT

RECIPIENT NAME:
RANFORD HERITAGE FOUNDATION
ADDRESS:
P.O. BOX 3339
RANFORD, VA 24143
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
EASTERN SHORE OF VA BARRIER ISLANDS
CENTER, INC.
ADDRESS:
P.O. BOX 206
MACHIPONGO, VA 23405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HARGRAVE MILITARY ACADEMY
ADDRESS:
200 MILITARY DRIVE
CHATHAM, VA 24531
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
THE AMERICAN CIVIL WAR CENTER
AT HISTORIC TREDEGAR
ADDRESS:
490 TREDEGAR ST
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
BARTER FOUNDATION, INC. STATE
THEATRE OF VIRGINIA
ADDRESS:
P.O. BOX 867
ABINGDON, VA 24212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CHINCOTEAGUE ISLAND ARTS ORG., INC.
ADDRESS:
P.O. BOX 1217
CHINCOTEAGUE, VA 23336
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FAMILY LIFELINE
ADDRESS:
2325 W BROAD STREET
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FLITE FOUNDATION
ADDRESS:
P.O. BOX 1475
RICHMOND, VA 23218
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
FREE CLINIC OF FRANKLIN COUNTY
ADDRESS:
490 S. MAIN ST. STE 101
ROCKY MOUNT, VA 24151
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
FREE CLINIC OF PULASKI COUNTY
ADDRESS:
P.O. BOX 1088
PULASKI, VA 24301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FRIENDS OF THE MATHEWS MEMORIAL
LIBRARY, INC.
ADDRESS:
PO. BOX 127
MATHEWS, VA 23109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
GATEWAY HOMES, INC.
ADDRESS:
P.O. BOX 11303
RICHMOND, VA 23230
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
A GRACE PLACE ADULT CARE CENTER
ADDRESS:
8030 STAPLES MILL ROAD
RICHMOND, VA 23228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HOPE HOUSE FOUNDATION, INC.
ADDRESS:
801 BOUSH STREET, STE. 302
NORFOLK, VA 23510
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
LATIN BALLET OF VIRGINIA, INC.
ADDRESS:
1108 COURTHOUSE RD. STE. O
N. CHESTERFLD, VA 23236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
PETER PAUL DEVELOPMENT CENTER, INC
ADDRESS:
1719 N. 22ND STREET
RICHMOND, VA 23223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,150.

RECIPIENT NAME:
PORTSMOUTH COMMUNITY HEALTH CENTER
ADDRESS:
664 LINCOLN ST.
PORTSMOUTH, VA 23704
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
RICHMOND AREA HIGH BLOOD PRESSURE
ADDRESS:
1200 W CARY ST.
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
VIRGINIA HISTORICAL SOCIETY
ADDRESS:
P.O. BOX 7311
RICHMOND, VA 23221
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
VIRGINIA MENNONITE RETIREMENT
COMMUNITY
ADDRESS:
1501 VIRGINIA AVENUE
HARRISONBURG, VA 22802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
VIRGINIA THEOLOGICAL SEMINARY
ADDRESS:
3737 SEMINARY ROAD
ALEXANDRIA, VA 22304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
COMMUNITY MEMORIAL FOUNDATION
ADDRESS:
125 BUENA VISTA CIR
SOUTH HILL, VA 23970
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RICHMOND MONTESSORI SCHOOL, INC
ADDRESS:
499 N. PARHAM RD
RICHMOND, VA 23229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
APPOMATTOX 1865 FOUNDATION
ADDRESS:
827 WOLF CREEK LN
APPOMATTOX, VA 24522
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 22,000.

RECIPIENT NAME:
FRIENDS OF CREWE LIBRARY, INC.
ADDRESS:
400 TYLER STREET
CREWE, VA 23930
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FRIENDS OF HOLLYWOOD CEMETERY
ADDRESS:
412 SOUTH CHERRY STREET
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HAMPDEN-SYDNEY COLLEGE
ADDRESS:
P.O. BOX 128
HAMPDEN SYDNEY, VA 23943
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
HANOVER ARTS AND ACTIVITIES CENTER
ADDRESS:
P.O. BOX 486
ASHLAND, VA 23005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
LORTON ARTS FOUNDATION, INC.
ADDRESS:
9517 WORKSHOUSE WAY
LORTON, VA 22079
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
LOUISA COUNTY RESOURCE COUNCIL OF
LOUISA VIRGINIA
ADDRESS:
P.O. BOX 52
LOUISA, VA 23093
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RICHMOND SOCIETY FOR THE PREVENTION
OF CRUELTY TO ANIMALS
ADDRESS:
2519 HERMITAGE RD
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
VIRGINIA BAPTIST MISSION BOARD
ADDRESS:
2828 EMERYWOOD PKWY
RICHMOND, VA 23294
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
VIRGINIA COMMONWEALTH UNIVERSITY
FOUNDATION
ADDRESS:
P.O. BOX 843075
RICHMOND, VA 23284
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
VIRGINIA LOCAL INITIATIVES SUPPORT
CORPORATION
ADDRESS:
ONE MONUMENT AVENUE
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RUSH LIFETIME HOMES
ADDRESS:
1022 COMMERCE ST, SUITE 3A
LYNCHBURG, VA 24505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 850,150.

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.

MARIETTA M & SAMUEL TATE MORGAN JR TR
54-6069447
Balance Sheet
06/28/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	187065.020	187,065.02	187,065.02
00078H281	ASTON MONTAG & CALDWELL	53133.714	1,384,274.50	1,408,043.42
00206R102	AT&T INC	572.000	14,682.49	20,248.80
002824100	ABBOTT LABS	505.000	17,229.94	17,614.40
002824AU4	ABBOTT LABS	34000.000	38,973.52	39,114.62
018490102	ALLERGAN INC	458.000	36,128.48	38,581.92
023135106	AMAZON COM INC	236.000	44,318.93	65,534.84
03027X100	AMERICAN TOWER CORP	855.000	64,856.11	62,560.35
042068106	ARM HLDGS PLC	1037.000	43,475.50	37,570.51
06406HCE7	BANK NEW YORK INC UNSECD	40000.000	39,984.40	38,882.80
084664BE0	BERKSHIRE HATHAWAY FIN CORP	35000.000	38,621.10	40,206.25
09061G101	BIOMARIN PHARMACEUTICAL INC	568.000	37,083.38	31,660.32
10138MAH8	BOTTLING GROUP LLC	40000.000	42,398.40	41,744.40
126650100	CVS CAREMARK CORP	867.000	36,392.76	49,575.06
149123BM2	CATERPILLAR INC	35000.000	34,476.75	39,821.60
151020104	CELGENE CORP	244.000	28,662 88	28,543.12
156782104	CERNER CORP	546.000	50,843.03	52,465.14
166764100	CHEVRON CORP	249.000	19,166.67	29,466.66
17275RAC6	CISCO SYS INC	40000.000	41,136.40	44,666.00
191216AM2	COCA COLA CO	35000.000	38,944.85	39,622.45
19122T109	COCA-COLA ENTERPRISES INC	401.000	12,280.23	14,099.16
20030N200	COMCAST CORP	771.000	25,980.31	30,585.57
207543877	SMALL CAP GROWTH LEADERS CTF	37059.767	564,379.33	652,229.66
20825CAR5	CONOCOPHILLIPS	30000.000	29,886.30	35,143.80
22160K105	COSTCO WHSL CORP NEW	322 000	34,095.74	35,603.54
235851102	DANAHER CORP DEL	377.000	20,240.71	23,864.10
24422EQF9	DEERE JOHN CAP CORP	35000.000	36,028 65	39,745.65
25243Q205	DIAGEO PLC	150.000	15,997.06	17,242.50
254687106	DISNEY WALT CO	294.000	14,652 34	18,566.10
29099J109	EMERGING MARKETS STOCK	19754.068	958,852 94	860,570.17
29444U502	EQUINIX INC	248.000	52,633 21	45,810 56
30231G102	EXXON MOBIL CORP	494.000	41,452.89	44,632.90
302993993	MID CAP VALUE CTF	41452.369	859,281.67	932,396.43
303995997	SMALL CAP VALUE CTF	32136 463	592,145 90	652,482.68

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Bank of America

Cusip	Asset	Units	Basis	Market Value
311900104	FASTENAL CO	1006.000	48,904.96	46,064.74
31331GL80	FEDERAL FARM CR BKS	140000.000	142,870.27	144,704.00
31331RKW4	FEDERAL FARM CR BKS	100000.000	100,000.00	102,598 00
313380L96	FEDERAL HOME LN BKS	50000.000	50,071.05	49,945.50
3133EARQ3	FEDERAL FARM CR BKS	150000.000	150,507.00	150,040.50
3133XWKV0	FEDERAL HOME LN BKS	25000.000	25,808.00	25,379.75
31398A3G5	FEDERAL NATL MTG ASSN	150000.000	150,075.00	151,908.00
31620M106	FIDELITY NATL INFORMATION SVCS	161.000	6,998.98	6,897.24
323991307	MID CAP GROWTH CTF	44362.292	961,724.02	927,238.45
341081FF9	FLORIDA PWR & LT CO	35000.000	35,224.70	32,969.65
354613101	FRANKLIN RES INC	119.000	17,712.25	16,186.38
36962G4J0	GENERAL ELEC CAP CORP	35000.000	34,901.30	39,462.15
370334104	GENERAL MLS INC	757.000	29,314.45	36,737.21
38141G104	GOLDMAN SACHS GROUP INC	272.000	26,852.82	41,140.00
38259P508	GOOGLE INC	78.000	46,421.65	68,668.86
438516106	HONEYWELL INTL INC	337.000	18,793.54	26,737.58
45399C107	DIVIDEND INCOME COMMON TRUST	33539.842	1,274,618.05	1,419,225.00
459200101	INTERNATIONAL BUSINESS MACHS	151.000	14,760.45	28,857.61
46120E602	INTUITIVE SURGICAL INC	59.000	29,255.37	29,861.79
466001864	IVY ASSET STRATEGY FUND	25110.014	695,000.00	677,970.38
46625H100	J P MORGAN CHASE & CO	1273.000	44,884.66	67,201.67
46625HCE8	JP MORGAN CHASE	45000.000	40,046.40	47,871.00
478160104	JOHNSON & JOHNSON	683.000	44,357.23	58,642.38
478366107	JOHNSON CTLS INC	456.000	11,260.51	16,320.24
532457BB3	LILLY ELI & CO	35000.000	39,088.00	39,143.30
53578A108	LINKEDIN CORP	275 000	28,913.87	49,032 50
539830109	LOCKHEED MARTIN CORP	541.000	48,317.36	58,676 86
544147101	LORILLARD INC	736 000	29,979.96	32,148 48
580135101	MCDONALDS CORP	104.000	9,410.79	10,296.00
58013MEL4	MCDONALDS CORP	35000.000	38,943.10	36,379.00
582839106	MEAD JOHNSON NUTRITION CO	499.000	38,371.65	39,535.77
589331AE7	MERCK & CO INC	30000 000	31,262 43	35,766.60
59156R108	METLIFE INC	800 000	26,627.12	36,608.00
59156RAU2	METLIFE INC	40000 000	45,513 20	45,781.20

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Cusip	Asset	Units	Basis	Market Value
615369105	MOODYS CORP	269 000	11,811.92	16,390.17
637071101	NATIONAL OILWELL VARCO INC	331.000	22,982.52	22,805.90
641069406	NESTLE S A	346.000	19,605.97	22,654.70
674599105	OCCIDENTAL PETE CORP DEL	257.000	9,029.47	22,932.11
675232102	OCEANEERING INTL INC	690.000	45,748.38	49,818.00
68389X105	ORACLE CORP	724.000	19,446.64	22,234.04
68389XAG0	ORACLE CORP	35000.000	38,748.85	40,020.05
693390841	PIMCO HIGH YIELD FD	42653.234	394,968.95	401,793.46
693475105	PNC FINL SVCS GROUP INC	150.000	7,464.07	10,938.00
693476BF9	PNC FDG CORP	30000.000	29,883.30	35,971.20
693506107	PPG INDS INC	275.000	30,904.81	40,262.75
714199106	PERMANENT PORTFOLIO	11876.414	555,000.00	533,607.28
717081103	PFIZER INC	2118.000	40,459.29	59,325.18
718172109	PHILIP MORRIS INTL INC	614.000	53,098.21	53,184.68
722005667	PIMCO COMMODITY REALRETURN	255011.670	1,670,000.00	1,410,214.54
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	144024.197	1,525,000.00	1,471,927.29
74005P104	PRAXAIR INC	379.000	42,438.49	43,645.64
740189105	PRECISION CASTPARTS CORP	254.000	30,640.20	57,406.54
741503403	PRICELINE COM INC	59 000	12,934.46	48,773 53
742718DN6	PROCTER & GAMBLE CO	30000 000	29,546.40	33,835.80
744320102	PRUDENTIAL FINL INC	283.000	14,964.60	20,667.49
747525103	QUALCOMM INC	1170.000	66,711.98	71,475.30
78387GAQ6	SBC COMMUNICATIONS INC	25000.000	25,877.00	27,559.00
790849103	ST JUDE MED INC	506.000	19,103.73	23,088.78
79466L302	SALESFORCE COM INC	1500 000	41,738.94	57,270.00
806857108	SCHLUMBERGER LTD	613 000	45,581 03	43,927.58
808513105	SCHWAB CHARLES CORP NEW	1653.000	29,100 90	35,093 19
828336107	SILVER WHEATON CORP	1161.000	34,963.10	22,836 87
828807CJ4	SIMON PPTY GROUP L P	35000.000	35,778.05	35,115 50
842400FH1	SOUTHERN CALIFORNIA EDISON CO	30000.000	34,263.00	36,239 70
848637104	SPLUNK INC	578 000	26,104 80	26,796 08
854502101	STANLEY BLACK & DECKER INC	170 000	11,536.84	13,141.00
855244109	STARBUCKS CORP	981.000	55,934.27	64,265 31
857477103	STATE STR CORP	360.000	21,402.05	23,475.60

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Cusip	Asset	Units	Basis	Market Value
87612E106	TARGET CORP	393.000	19,980.65	27,061.98
87612EAZ9	TARGET CORP	40000.000	40,667.20	39,144.40
883556102	THERMO FISHER SCIENTIFIC CORP	342.000	15,096.55	28,943.46
88579Y101	3M CO	215.000	19,715.26	23,510.25
886547108	TIFFANY & CO NEW	430.000	31,455.71	31,321 20
89417E109	TRAVELERS COS INC	344.000	20,649.98	27,492.48
911312106	UNITED PARCEL SVC INC	306.000	23,289.87	26,462.88
91159HGX2	U S BANCORP	40000.000	40,660.80	41,206.40
912810EW4	UNITED STATES TREAS BD	60000.000	64,868.55	80,550.00
912810EX2	UNITED STATES TREAS BD	40000.000	47,806.25	57,275.20
912810FJ2	UNITED STATES TREAS BD	70000.000	80,538.28	97,376.30
912810FP8	UNITED STATES TREAS BD	95000.000	101,051.18	123,752.70
912810QA9	UNITED STATES TREAS BD	100000.000	102,958.99	101,625.00
912828CA6	UNITED STATES TREAS NT	45000.000	42,466.99	46,079.10
912828ND8	UNITED STATES TREAS NT	15000.000	16,095.18	16,594.95
912828NF3	UNITED STATES TREAS NT	35000.000	35,540.15	36,186.85
912833KS8	UNITED STATES TREAS SEC STRIPPED	90000.000	84,466.75	83,439.90
913017109	UNITED TECHNOLOGIES CORP	333.000	9,746.49	30,949 02
913017BP3	UNITED TECHNOLOGIES CORP	30000.000	33,158.40	36,570.30
921943858	VANGUARD FTSE DEVELOPED	16525.000	575,402.53	588,290.00
922042858	VANGUARD FTSE EMERGING MKTS	23255.000	972,949.80	902,177.73
922908553	VANGUARD REIT	16750.000	1,109,713.21	1,151,060 00
92343VAL8	VERIZON COMMUNICATIONS INC	35000.000	38,767.05	39,857.30
92345Y106	VERISK ANALYTICS INC	712.000	43,756.46	42,506.40
92553P201	VIACOM INC	302 000	13,989.30	20,545.06
92826C839	VISA INC	324 000	27,453.29	59,211 00
928563402	VMWARE INC	431.000	32,454.67	28,872.69
92857W209	VODAFONE GROUP PLC	629.000	17,435.38	18,080.61
931142CB7	WAL-MART STORES	30000 000	29,819.70	32,571.60
949746101	WELLS FARGO & CO	1126.000	38,775.76	46,470 02
983024AE0	WYETH	35000.000	34,773.55	36,032 85
99Z466197	INTERNATIONAL FOCUSED EQUITY	100612.731	992,238 05	1,020,726.22
G1151C101	ACCENTURE PLC	535.000	32,342.03	38,498.60
G27823106	DELPHI AUTOMOTIVE PLC	451.000	12,722.57	22,861.19

MARIETTA M & SAMUEL TATE MORGAN JR TR
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Balance Sheet
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Bank of America

Cusip	Asset	Units	Basis	Market Value
H0023R105	ACE LTD	996 000	75,786.30	89,122 08
H89128104	TYCO INTL LTD	667.000	18,576.71	21,977.65
		Totals:	19,783,354.34	20,325,051.89

CRITERIA FOR GRANTS

Grants are made to non-profit organizations which qualify under IRS regulations and which are operated for religious, charitable, artistic, scientific, literary, or educational purposes, so long as attempts to influence legislation or support candidates for public office do not form a substantial part of their activities.

Seay Foundation funds may be granted for general use for philanthropic purposes. Morgan Foundation funds may be used only for capital expenditures, and under the terms of the Morgan will, preference is given to uses which "will promote the cause of the Church, fostering Christian education and Christian higher education and bring relief from pain and suffering to those less fortunate members of the community."

Grants may not be made to individuals, and normally grants are made only to organizations in the Commonwealth of Virginia. As a rule, contributions are not made to periodic campaigns for funds by national or community organizations. Requests for endowment funds generally are not considered. The foundations cannot make loans, and applications for debt reduction are discouraged.

Matching or challenge grants are strongly encouraged. Grants usually are not paid until the grantee has sufficient funds in hand, borrowed, or pledged to complete the project.

While the awarding of a grant does not preclude later grants to the same organization, the Allocations Committee prefers to avoid commitment for continuing support by awarding an additional grant no sooner than two years after payment of the previous grant.

Proposals are evaluated on the basis of clearly stated objectives and a reasonable, well-developed plan for achieving them, feasibility, demonstrated need for the project, and appropriateness to the purposes of the foundation from which the grant is requested.

PROCEDURE FOR APPLYING

The foundations do not use grant application forms. The applicant should submit a proposal to the appropriate foundation which includes all of the following:

1. A concise description of the project including specific purposes for which the requested grant is to be used, its need, and the anticipated results.
2. A detailed budget for the project, including total cost, the specific amount requested and, in the case of a matching grant, the desired matching ratio.
3. A schedule for the project, the amount raised to date, plans for procuring the remainder, other funding sources, and provision for contingencies and on-going support.
4. A description of the organization including its general purpose, past accomplishments, and plans for the future.
5. A current balance sheet and operating statement showing the major sources from which the organization derives support and endowments, if any.
6. Qualifications of project personnel and a statement from the chief administrator of the organization indicating approval of the grant request and assurance that the grant will be spent within one year of its receipt.
7. Copies of IRS forms certifying that the organization:
   - A. is exempt from federal income tax payment under Section 501(c)(3) and
   - B. is not classified as a private foundation as defined in Section 509(a) of the Internal Revenue Code.

   (In cases where IRS forms are on file with the foundation, a letter stating that the organization's status is unchanged is required.)
8. Names and affiliations of the organization's trustees, directors, or advisors.

REVIEW OF APPLICATIONS

Applications may be submitted at any time. They are reviewed initially by the consultant to the foundations. Meetings for the evaluation of proposals and allocation of funds by the Trust Committee are scheduled for the third Tuesdays of June and December each year. For a proposal to be considered at the June meeting, complete information must be submitted by May 1; the deadline for applications for the December meeting is November 1. Each applicant will be notified of the Committee's decision on its proposal after the meeting at which it is considered.

Recipients of grants are expected to report to the foundation which made the allocation no later than one year after payment of the grant indicating how the funds were used and evaluating the project.

Proposals and correspondence concerning grants from The Seay Foundation and The Morgan Foundation should be addressed to:

Mrs. Elizabeth D. Seaman, Consultant

C/O BANK OF AMERICA
1111 EAST MAIN STREET
RICHMOND, VA 23219

804-788-2963

MARIETTA M & SAMUEL TATE MORGAN JR TR
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FORM 990-PF, PART XV, LINES 2a-2d