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

OMB No 1545-0052

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

WINDSOR FDN TRUST U/W QUINCY COLE

A Employer identification number

54-6086247

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

Room/suite

B Telephone number (see instructions)

804-887-8773

P O BOX 40200, FL9-100-10-19

City or town, state, and ZIP code

JACKSONVILLE, FL 32203-0200

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

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

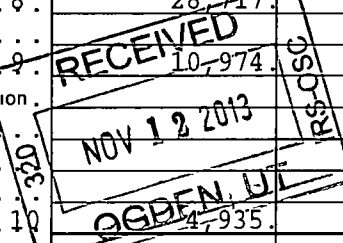
☐ Other (specify) \_\_\_\_\_

16) \$ 11,723,927.

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

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 ☐**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)

|                                                                                       | (a) Revenue and<br>expenses per<br>books | (b) Net investment<br>income | (c) Adjusted net<br>income | (d) Disbursements<br>for charitable<br>purposes<br>(cash basis only) |
|---------------------------------------------------------------------------------------|------------------------------------------|------------------------------|----------------------------|----------------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                      |                                          |                              |                            |                                                                      |
| 2 Check <input type="checkbox"/> if the foundation is not required to<br>attach Sch B |                                          |                              |                            |                                                                      |
| 3 Interest on savings and temporary cash investments                                  |                                          |                              |                            |                                                                      |
| 4 Dividends and interest from securities                                              | 259,500.                                 | 259,119.                     |                            | STMT 1                                                               |
| 5a Gross rents                                                                        |                                          |                              |                            |                                                                      |
| b Net rental income or (loss)                                                         |                                          |                              |                            |                                                                      |
| 6a Net gain or (loss) from sale of assets not on line 10                              | 413,353.                                 |                              |                            |                                                                      |
| b Gross sales price for all<br>assets on line 6a 5,553,528.                           |                                          |                              |                            |                                                                      |
| 7 Capital gain net income (from Part IV, line 2)                                      |                                          | 413,353.                     |                            |                                                                      |
| 8 Net short-term capital gain                                                         |                                          |                              |                            |                                                                      |
| 9 Income modifications                                                                |                                          |                              |                            |                                                                      |
| 10a Gross sales less returns<br>and allowances                                        |                                          |                              |                            |                                                                      |
| b Less Cost of goods sold                                                             |                                          |                              |                            |                                                                      |
| c Gross profit or (loss) (attach schedule)                                            |                                          |                              |                            |                                                                      |
| 11 Other income (attach schedule)                                                     |                                          |                              |                            |                                                                      |
| 12 Total Add lines 1 through 11                                                       | 672,853.                                 | 672,472.                     |                            |                                                                      |
| 13 Compensation of officers, directors, trustees, etc.                                | 83,302.                                  | 49,981.                      |                            | 33,321.                                                              |
| 14 Other employee salaries and wages                                                  |                                          |                              |                            |                                                                      |
| 15 Pension plans, employee benefits                                                   |                                          |                              |                            |                                                                      |
| 16a Legal fees (attach schedule)                                                      |                                          |                              |                            |                                                                      |
| b Accounting fees (attach schedule) STMT 7                                            | 1,925.                                   | NONE                         | NONE                       | 1,925.                                                               |
| c Other professional fees (attach schedule) STMT 8                                    | 28,717.                                  |                              |                            | 28,717.                                                              |
| 17 Interest                                                                           |                                          |                              |                            |                                                                      |
| 18 Taxes (attach schedule) (see instructions) STMT 9                                  | 10,974.                                  | 3,654.                       |                            |                                                                      |
| 19 Depreciation (attach schedule) and depletion                                       |                                          |                              |                            |                                                                      |
| 20 Occupancy                                                                          |                                          |                              |                            |                                                                      |
| 21 Travel, conferences, and meetings                                                  |                                          |                              |                            |                                                                      |
| 22 Printing and publications                                                          |                                          |                              |                            |                                                                      |
| 23 Other expenses (attach schedule) STMT 10                                           | 4,935.                                   | 85.                          |                            | 4,850.                                                               |
| 24 Total operating and administrative expenses<br>Add lines 13 through 23             | 129,853.                                 | 53,720.                      | NONE                       | 68,813.                                                              |
| 25 Contributions, gifts, grants paid                                                  | 570,000.                                 |                              |                            | 570,000.                                                             |
| 26 Total expenses and disbursements Add lines 24 and 25                               | 699,853.                                 | 53,720.                      | NONE                       | 638,813.                                                             |
| 27 Subtract line 26 from line 12                                                      |                                          |                              |                            |                                                                      |
| a Excess of revenue over expenses and disbursements                                   | -27,000.                                 |                              |                            |                                                                      |
| b Net investment income (if negative, enter -0-)                                      |                                          | 618,752.                     |                            |                                                                      |
| c Adjusted net income (if negative, enter -0-)                                        |                                          |                              |                            |                                                                      |



320

RECEIVED

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SCANNED NOV 18 2013

| 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 . . . . .                                                                                  |                                                                | 1,712,523.        | 171,765.       | 171,765.              |
|                             | 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              | NONE           | NONE                  |
|                             | b                                                                                                                           | Investments - corporate stock (attach schedule) . . . . .                                                                         |                                                                | 7,977,751.        | 9,962,490.     | 11,552,162.           |
|                             | c                                                                                                                           | Investments - corporate bonds (attach schedule) . . . . .                                                                         |                                                                | NONE              | NONE           | NONE                  |
|                             | Liabilities                                                                                                                 | 11                                                                                                                                | Investments - land, buildings, and equipment basis ▶ . . . . . |                   |                |                       |
|                             |                                                                                                                             | Less: accumulated depreciation (attach schedule) ▶ . . . . .                                                                      |                                                                | NONE              |                |                       |
| 12                          |                                                                                                                             | Investments - mortgage loans . . . . .                                                                                            |                                                                | NONE              |                |                       |
| 13                          |                                                                                                                             | Investments - other (attach schedule) . . . . .                                                                                   |                                                                | 536,738.          |                |                       |
| 14                          |                                                                                                                             | Land, buildings, and equipment basis ▶ . . . . .                                                                                  |                                                                |                   |                |                       |
|                             |                                                                                                                             | Less: accumulated depreciation (attach schedule) ▶ . . . . .                                                                      |                                                                |                   |                |                       |
| 15                          |                                                                                                                             | Other assets (describe ▶ . . . . .)                                                                                               |                                                                | NONE              |                |                       |
| 16                          |                                                                                                                             | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                    |                                                                | 10,227,012.       | 10,134,255.    | 11,723,927.           |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                |                                                                                                                                   |                                                                | NONE              |                |                       |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>                                                     |                                                                                                                                   |                                                                |                   |                |                       |
|                             | 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. ▶ <input checked="" type="checkbox"/> |                                                                                                                                   |                                                                |                   |                |                       |
|                             | 27                                                                                                                          | Capital stock, trust principal, or current funds . . . . .                                                                        |                                                                | 10,227,012.       | 10,134,255.    |                       |
|                             | 28                                                                                                                          | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |                                                                |                   |                |                       |
| 29                          | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                  |                                                                                                                                   |                                                                |                   |                |                       |
| 30                          | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                       |                                                                                                                                   | 10,227,012.                                                    | 10,134,255.       |                |                       |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                          |                                                                                                                                   | 10,227,012.                                                    | 10,134,255.       |                |                       |

**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 | 10,227,012. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -27,000.    |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11 . . . . .                                                                                        | 3 | 361.        |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 10,200,373. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12 . . . . .                                                                                              | 5 | 66,118.     |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 10,134,255. |

Form 990-PF (2012)

**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<br>P - Purchase<br>D - Donation                                                | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                               |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>b OTHER GAINS AND LOSSES</b>                                                                                                    |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>c</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| (e) Gross sales price                                                                                                              | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                    |                                      |                                  |
| <b>a</b> 5,013,425.                                                                                                                |                                            | 4,616,811.                                      | 396,614.                                                                                        |                                      |                                  |
| <b>b</b> 540,007.                                                                                                                  |                                            | 523,364.                                        | 16,643.                                                                                         |                                      |                                  |
| <b>c</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| 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<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |                                      |                                  |
| <b>a</b>                                                                                                                           |                                            |                                                 | 396,614.                                                                                        |                                      |                                  |
| <b>b</b>                                                                                                                           |                                            |                                                 | 16,643.                                                                                         |                                      |                                  |
| <b>c</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>d</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>e</b>                                                                                                                           |                                            |                                                 |                                                                                                 |                                      |                                  |
| <b>2 Capital gain net income or (net capital loss)</b>                                                                             |                                            |                                                 | <b>2</b>                                                                                        | 413,353.                             |                                  |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>                                             |                                            |                                                 | <b>3</b>                                                                                        |                                      |                                  |
| If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8                       |                                            |                                                 |                                                                                                 |                                      |                                  |

**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)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                                                                                                                                  | 637,169.                                 | 11,456,815.                                  | 0.055615                                                    |
| 2010                                                                                                                                                                                  | 606,494.                                 | 11,925,331.                                  | 0.050858                                                    |
| 2009                                                                                                                                                                                  | 558,980.                                 | 10,939,607.                                  | 0.051097                                                    |
| 2008                                                                                                                                                                                  | 389,340.                                 | 9,904,846.                                   | 0.039308                                                    |
| 2007                                                                                                                                                                                  | 675,340.                                 | 12,864,718.                                  | 0.052496                                                    |
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                  |                                          |                                              | <b>2</b> 0.249374                                           |
| <b>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</b> |                                          |                                              | <b>3</b> 0.049875                                           |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                 |                                          |                                              | <b>4</b> 11,707,264.                                        |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                    |                                          |                                              | <b>5</b> 583,900.                                           |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                   |                                          |                                              | <b>6</b> 6,188.                                             |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                            |                                          |                                              | <b>7</b> 590,088.                                           |
| <b>8 Enter qualifying distributions from Part XII, line 4</b>                                                                                                                         |                                          |                                              | <b>8</b> 638,813.                                           |

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

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

|                                                                                                                                                                                                                                                  |    |        |        |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|--------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    | 1      | 6,188. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                           |    |        |        |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                                       |    |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .                                                                                                                            |    | 2      |        |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                    |    | 3      | 6,188. |
| 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      | 6,188. |
| 6 Credits/Payments:                                                                                                                                                                                                                              |    |        |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .                                                                                                                                                                    | 6a | 4,945. |        |
| 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  | 4,945. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .                                                                                                                    | 8  |        |        |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .                                                                                                                                                        | 9  | 1,243. |        |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .                                                                                                                                           | 10 |        |        |
| 11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> NONE Refunded <input type="checkbox"/>                                                                                                   | 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? . . . . .                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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 |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____                                                                                                     |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____                                                                                                                                                                   |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                              |     | 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 . . . . .                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                               |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                           |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                        |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .          | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                                    | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 . . . . .                                                                                                                                | 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 . . . . .                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                        |     | X  |

Form 990-PF (2012)

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

|                            |                                                                                                                                                                                                                                                                                                                                      |    |     |      |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|------|
| 11                         | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                              | 11 |     | X    |
| 12                         | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                             | 12 |     | X    |
| 13                         | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                                                                                                                  | 13 | X   |      |
| Website address <u>N/A</u> |                                                                                                                                                                                                                                                                                                                                      |    |     |      |
| 14                         | The books are in care of <u>BANK OF AMERICA NA</u> Telephone no. <u>(804) 887-8773</u><br>Located at <u>1111 E MAIN STREET, RICHMOND, VA</u> ZIP+4 <u>23219</u>                                                                                                                                                                      |    |     |      |
| 15                         | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>                                                                                                               |    |     |      |
| 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u> | 16 | Yes | No X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                     |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                 |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                         |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                             |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                   |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                          |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                        |     |    |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> <u>1b</u>                                                                                                                                                                                                                                                  |     | X  |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| 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? <u>1c</u>                                                                                                                                                                                                                                                                                                        |     | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <u></u>                                                                                                                                                                                                                                                |     |    |
| 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.) <u>2b</u>                                                                                                                                                                                      |     | 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.<br><u></u>                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                          |     |    |
| b If "Yes," did it have excess business holdings in 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) <u>3b</u> |     |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u>4a</u>                                                                                                                                                                                                                                                                                                                                                                               |     | 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? <u>4b</u>                                                                                                                                                                                                                                                              |     | X  |

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**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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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, N.A.<br>1111 E MAIN STREET, RICHMOND, VA 23219 | TRUSTEE<br>1                                              | 83,302.                                   | -0-                                                                   | -0-                                   |
|                                                                 |                                                           |                                           |                                                                       |                                       |
|                                                                 |                                                           |                                           |                                                                       |                                       |
|                                                                 |                                                           |                                           |                                                                       |                                       |
|                                                                 |                                                           |                                           |                                                                       |                                       |

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000                        | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                               |                     | 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 N/A |  |
| 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 N/A                                                  |  |
| 2                                                      |  |
| All other program-related investments See instructions |  |
| 3 NONE                                                 |  |
| Total. Add lines 1 through 3 . . . . .                 |  |

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

|          |                                                                                                             |           |             |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes. |           |             |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 10,981,689. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 903,858.    |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE        |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 11,885,547. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |             |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE        |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 11,885,547. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 178,283.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 11,707,264. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 585,363.    |

**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.)

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 585,363. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                    | <b>2a</b> | 6,188.   |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 6,188.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 579,175. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 579,175. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                    | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 579,175. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |          |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 638,813. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 638,813. |
| <b>5</b> | 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) | <b>5</b>  | 6,188.   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 632,625. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 579,175.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012                                                                                                                                |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | NONE        |             |
| <b>b</b> Total for prior years 20 <u>10</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2007 . . . . . 42,307.                                                                                                                                                        |               |                            |             |             |
| <b>b</b> From 2008 . . . . . NONE                                                                                                                                                           |               |                            |             |             |
| <b>c</b> From 2009 . . . . . 14,758.                                                                                                                                                        |               |                            |             |             |
| <b>d</b> From 2010 . . . . . 15,359.                                                                                                                                                        |               |                            |             |             |
| <b>e</b> From 2011 . . . . . 74,218.                                                                                                                                                        |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | 146,642.      |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>638,813.</u>                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .                                                                                                                               |               |                            | NONE        |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 579,175.    |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | 59,638.       |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)                                                  | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                         | 206,280.      |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>c</b> 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                       |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .                                                                                                         |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .                                                                          |               |                            | NONE        |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .                                                              |               |                            |             | NONE        |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | 42,307.       |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | 163,973.      |                            |             |             |
| <b>10</b> Analysis of line 9                                                                                                                                                                |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . . NONE                                                                                                                                                    |               |                            |             |             |
| <b>b</b> Excess from 2009 . . . . . 14,758.                                                                                                                                                 |               |                            |             |             |
| <b>c</b> Excess from 2010 . . . . . 15,359.                                                                                                                                                 |               |                            |             |             |
| <b>d</b> Excess from 2011 . . . . . 74,218.                                                                                                                                                 |               |                            |             |             |
| <b>e</b> Excess from 2012 . . . . . 59,638.                                                                                                                                                 |               |                            |             |             |

**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 |           |
| <b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                     |          |               |          |          |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                 |          |               |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                            |          |               |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                          |          |               |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                  |          |               |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                |          |               |          |          |           |
| <b>a</b> "Assets" alternative test - enter                                                                                                                        |          |               |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                          |          |               |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i). . . . .                                                                                     |          |               |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                             |          |               |          |          |           |
| <b>c</b> "Support" alternative test - enter                                                                                                                       |          |               |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . . |          |               |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                      |          |               |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                        |          |               |          |          |           |
| <b>(4)</b> 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 15

**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                                             | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount   |
|-------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|----------|
| Name and address (home or business)                   |                                                                                                           |                                |                                  |          |
| <b>a Paid during the year</b><br><br>SEE STATEMENT 20 |                                                                                                           |                                |                                  | 570,000. |
| <b>Total</b> .....                                    |                                                                                                           |                                | ▶ <b>3a</b>                      | 570,000. |
| <b>b Approved for future payment</b>                  |                                                                                                           |                                |                                  |          |
| <b>Total</b> .....                                    |                                                                                                           |                                | ▶ <b>3b</b>                      |          |

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**Part XVI-A Analysis of Income-Producing Activities**

**Enter gross amounts unless otherwise indicated.**

| Enter gross amounts unless otherwise indicated.                   |  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See instructions.) |
|-------------------------------------------------------------------|--|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------|
|                                                                   |  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                    |
| <b>1</b> Program service revenue:                                 |  |                           |               |                                      |               |                                                                    |
| a _____                                                           |  |                           |               |                                      |               |                                                                    |
| b _____                                                           |  |                           |               |                                      |               |                                                                    |
| c _____                                                           |  |                           |               |                                      |               |                                                                    |
| d _____                                                           |  |                           |               |                                      |               |                                                                    |
| e _____                                                           |  |                           |               |                                      |               |                                                                    |
| f _____                                                           |  |                           |               |                                      |               |                                                                    |
| g Fees and contracts from government agencies                     |  |                           |               |                                      |               |                                                                    |
| <b>2</b> Membership dues and assessments . . . . .                |  |                           |               |                                      |               |                                                                    |
| <b>3</b> Interest on savings and temporary cash investments       |  |                           |               |                                      |               |                                                                    |
| <b>4</b> Dividends and interest from securities . . . . .         |  |                           |               | 14                                   | 259,500.      |                                                                    |
| <b>5</b> Net rental income or (loss) from real estate:            |  |                           |               |                                      |               |                                                                    |
| a Debt-financed property . . . . .                                |  |                           |               |                                      |               |                                                                    |
| b Not debt-financed property . . . . .                            |  |                           |               |                                      |               |                                                                    |
| <b>6</b> Net rental income or (loss) from personal property .     |  |                           |               |                                      |               |                                                                    |
| <b>7</b> Other investment income . . . . .                        |  |                           |               |                                      |               |                                                                    |
| <b>8</b> Gain or (loss) from sales of assets other than inventory |  |                           |               | 18                                   | 413,353.      |                                                                    |
| <b>9</b> Net income or (loss) from special events . . .           |  |                           |               |                                      |               |                                                                    |
| <b>10</b> Gross profit or (loss) from sales of inventory . .      |  |                           |               |                                      |               |                                                                    |
| <b>11</b> Other revenue: a _____                                  |  |                           |               |                                      |               |                                                                    |
| b _____                                                           |  |                           |               |                                      |               |                                                                    |
| c _____                                                           |  |                           |               |                                      |               |                                                                    |
| d _____                                                           |  |                           |               |                                      |               |                                                                    |
| e _____                                                           |  |                           |               |                                      |               |                                                                    |
| <b>12</b> Subtotal. Add columns (b), (d), and (e) . . . .         |  |                           |               |                                      | 672,853.      |                                                                    |
| <b>13</b> Total. Add line 12, columns (b), (d), and (e) . . . . . |  |                           |               |                                      | 672,853.      | 672,853.                                                           |

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

[illegible]

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

|          |                                                                                                                                                                                                                                                                                                                                                                                              | Yes          | No |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----|
| <b>1</b> | 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?                                                                                                                                          |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |              |    |
|          | (1) Cash .....                                                                                                                                                                                                                                                                                                                                                                               | <b>1a(1)</b> | X  |
|          | (2) Other assets .....                                                                                                                                                                                                                                                                                                                                                                       | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization .....                                                                                                                                                                                                                                                                                                                             | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization .....                                                                                                                                                                                                                                                                                                                       | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets .....                                                                                                                                                                                                                                                                                                                                   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements .....                                                                                                                                                                                                                                                                                                                                                         | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees .....                                                                                                                                                                                                                                                                                                                                                           | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations .....                                                                                                                                                                                                                                                                                                                 | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....                                                                                                                                                                                                                                                                                                       | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

**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  
BANK OF AMERICA N.A.

09/12/2013  
Date

**TRUSTEE**  
Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name \_\_\_\_\_

Preparer's signature

Date

|                                                 |      |
|-------------------------------------------------|------|
| Check <input type="checkbox"/> 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<br>-----                     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|------------------------------------------|--------------------------------------------------|--------------------------------------|
| ASTON MONTAG & CALDWELL GROWTH FUND CL I | 6,221.                                           | 6,221.                               |
| AT&T INC                                 | 1,590.                                           | 1,590.                               |
| ABBOTT LABORATORIES                      | 405.                                             | 405.                                 |
| ABBVIE INC COM                           | 412.                                             | 412.                                 |
| ALLERGAN INCORPORATED                    | 47.                                              | 47.                                  |
| ALTRIA GROUP INC                         | 700.                                             | 700.                                 |
| AMERICAN ELECTRIC POWER CO               | 372.                                             | 372.                                 |
| AMERICAN EXPRESS CO                      | 212.                                             | 212.                                 |
| AMGEN INC COM                            | 369.                                             | 369.                                 |
| ANHEUSER BUSCH INBEV WORLDWIDE INC UNSEC | 363.                                             | 363.                                 |
| APPLE INC COM                            | 164.                                             | 164.                                 |
| AUTOMATIC DATA PROCESSING INC            | 390.                                             | 390.                                 |
| BP CAP MKTS PLC CO GTD NT UNITED KINGDOM | 1,293.                                           | 1,293.                               |
| BANK NOVA SCOTIA SR UNSEC BD CANADA      | 373.                                             | 373.                                 |
| BAXTER INTERNATIONAL INC                 | 450.                                             | 450.                                 |
| BECTON DICKINSON & COMPANY               | 743.                                             | 743.                                 |
| BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT | 996.                                             | 996.                                 |
| BHP BILLITON LIMITED ADR                 | 239.                                             | 239.                                 |
| BLACKROCK INC CL A                       | 349.                                             | 349.                                 |
| BOEING CO                                | 346.                                             | 346.                                 |
| BOFA GOVERNMENT RESERVES TRUST CLASS     | 111.                                             | 111.                                 |
| BRISTOL MYERS SQUIBB CO COM              | 1,165.                                           | 1,165.                               |
| CME GROUP INC COM                        | 582.                                             | 582.                                 |
| CMS ENERGY CORP COM                      | 246.                                             | 246.                                 |
| CVS CAREMARK CORP COM                    | 335.                                             | 335.                                 |
| CHEVRONTXACO CORP COM                    | 1,194.                                           | 1,194.                               |
| CHUBB CORPORATION                        | 307.                                             | 307.                                 |
| CISCO SYSTEMS INCORPORATED               | 723.                                             | 723.                                 |
| COCA COLA CO SR UNSEC NT                 | 747.                                             | 747.                                 |
| COLUMBIA ACORN INTERNATIONAL FUND CL Z   | 8,457.                                           | 8,457.                               |
| COLUMBIA INCOME OPPORTUNITIES FUND CL Z  | 11,524.                                          | 11,524.                              |
| COLUMBIA SHORT TERM BOND FUND CLASS Z SH | 4,155.                                           | 4,155.                               |

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

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| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| COLUMBIA STRATEGIC INCOME FUND CLASS Z S | 389.                                    | 389.                        |
| MTG ASSET BKD PORTFOLIO                  | 30,314.                                 | 30,314.                     |
| CORPORATE BD PORTFOLIO                   | 7,765.                                  | 7,765.                      |
| COLUMBIA ENERGY AND NATURAL RESOURCES FU | 661.                                    | 661.                        |
| COLUMBIA US GOVT MTG FUND CL Z           | 2,559.                                  | 2,559.                      |
| CONOCOPHILLIPS COM                       | 875.                                    | 875.                        |
| DELL INC SR UNSEC'D NT                   | 1,495.                                  | 1,495.                      |
| DEVON ENERGY CORPORATION                 | 315.                                    | 315.                        |
| DIAGEO SPONSORED ADR (UK-USD) SEDOL #213 | 520.                                    | 520.                        |
| DIGITAL RLTY TR INC REITS                | 307.                                    | 299.                        |
| DOMINION RESOURCES INC                   | 233.                                    | 233.                        |
| DOVER CORPORATION                        | 356.                                    | 356.                        |
| DUPONT E I DE NEMOURS & CO COM           | 547.                                    | 547.                        |
| DUKE ENERGY CORP NEW COM                 | 135.                                    | 135.                        |
| EOG RESOURCES INC                        | 142.                                    | 142.                        |
| EAGLE SM CAP GROWTH FUND CL I            | 103.                                    | 103.                        |
| EMERSON ELEC CO                          | 259.                                    | 259.                        |
| EXELON CORP COM                          | 1,360.                                  | 1,360.                      |
| EXXON MOBIL CORPORATION                  | 982.                                    | 982.                        |
| FASTENAL CO COM                          | 97.                                     | 97.                         |
| FEDERAL HOME LN MTG CORP NT              | 1,418.                                  | 1,418.                      |
| FEDERAL HOME LN MTG CORP NT              | 998.                                    | 998.                        |
| FRANKLIN RES INC COM                     | 680.                                    | 680.                        |
| GALLAGHER ARTHUR J & CO                  | 194.                                    | 194.                        |
| GENERAL ELEC CAP CORP UNSEC'D MTN        | 397.                                    | 397.                        |
| GLAXO PLC                                | 795.                                    | 795.                        |
| HARBOR INTERNATIONAL FUND INSTL CL       | 3,462.                                  | 3,462.                      |
| HEINZ H J CO                             | 437.                                    | 437.                        |
| HOME DEPOT INC                           | 804.                                    | 804.                        |
| HONEYWELL INTERNATIONAL INC              | 425.                                    | 425.                        |
| INTEL CORPORATION                        | 960.                                    | 960.                        |
| INTERNATIONAL BUSINESS MACHS             | 643.                                    | 643.                        |
| INTERNATIONAL BUSINESS MACHS CORP SR UNS | 585.                                    | 585.                        |

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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| ISHARES INC MSCI AUSTRALIA INDEX         | 2,569.                                  | 2,569.                      |
| ISHARES INC MSCI CDA INDEX FUND          | 901.                                    | 901.                        |
| ISHARES BARCLAYS TIPS BD FUND            | 1,029.                                  | 1,029.                      |
| ISHARES RUSSELL 1000 VALUE INDEX FUND    | 13,288.                                 | 13,288.                     |
| ISHARES RUSSELL 1000 GROWTH INDEX FUND   | 10,255.                                 | 10,255.                     |
| ISHARES INTL SELECT DIVIDEND ETF         | 1,223.                                  | 1,223.                      |
| J P MORGAN CHASE & CO COM                | 622.                                    | 622.                        |
| JPMORGAN CHASE & CO NT                   | 751.                                    | 751.                        |
| JOHNSON & JOHNSON                        | 826.                                    | 826.                        |
| KLA INSTRS CORP                          | 166.                                    | 166.                        |
| KIMBERLY CLARK CORP COM                  | 591.                                    | 591.                        |
| KINDER MORGAN INC DEL COM                | 556.                                    | 556.                        |
| LAS VEGAS SANDS CORP                     | 2,559.                                  | 2,559.                      |
| ESTEE LAUDER COMPANIES CL A              | 372.                                    | 372.                        |
| LAZARD FUNDS INC EMERGING MKTS PORTFOLIO | 3,313.                                  | 3,313.                      |
| LIMITED BRANDS INC COM                   | 209.                                    | 209.                        |
| MACYS INC COM                            | 110.                                    | 110.                        |
| MARSH & MCLENNAN COS INC                 | 152.                                    | 152.                        |
| MCDONALDS CORP                           | 689.                                    | 689.                        |
| MCKESSON HBOC INC                        | 113.                                    | 113.                        |
| MEDTRONIC INC                            | 507.                                    | 507.                        |
| MERCK & CO INC NEW COM                   | 981.                                    | 981.                        |
| MEREDITH CORP                            | 209.                                    | 209.                        |
| METLIFE INC                              | 169.                                    | 169.                        |
| MICROSOFT CORPORATION                    | 901.                                    | 901.                        |
| MONSANTO CO NEW COM -                    | 82.                                     | 82.                         |
| NEXTERA ENERGY INC COM                   | 304.                                    | 304.                        |
| NORDSTROM INCORPORATED                   | 148.                                    | 148.                        |
| NORFOLK SOUTHERN CORP                    | 100.                                    | 100.                        |
| NOVO-NORDISK A S ADR                     | 245.                                    | 245.                        |
| NUCOR CORP                               | 83.                                     | 83.                         |
| NUVEEN REAL ESTATE SECS FUND CL Y        | 246.                                    | 246.                        |
| OCCIDENTAL PETROLEUM CORPORATION         | 374.                                    | 374.                        |

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

=====

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| PNC BK CORP                              | 383.                                    | 383.                        |
| PARKER HANNIFIN CORPORATION              | 148.                                    | 148.                        |
| PENN WEST PETE LTD NEW COM               | 157.                                    | 157.                        |
| PEPSICO INCORPORATED                     | 821.                                    | 821.                        |
| PEPSICO INC SR UNSECD NT                 | 257.                                    | 257.                        |
| PERMANENT PORTFOLIO                      | 674.                                    | 674.                        |
| PFIZER INC                               | 1,150.                                  | 1,150.                      |
| PHILIP MORRIS INTL INC COM               | 1,530.                                  | 1,530.                      |
| PHILLIPS 66 COM                          | 29.                                     | 29.                         |
| PIMCO FOREIGN BOND FUND UNHEDGED INSTL C | 9,882.                                  | 9,882.                      |
| PIMCO COMMODITY REALRETURN STRATEGY FUND | 11,678.                                 | 11,678.                     |
| PIMCO ALL ASSET ALL AUTH FUND INSTL CL   | 13,545.                                 | 13,545.                     |
| PIMCO COMMODITIESPLUS STRATEGY FUND INST | 547.                                    | 547.                        |
| PRECISION CASTPARTS CORPORATION          | 15.                                     | 15.                         |
| PRICE T ROWE GROUP INC COM               | 353.                                    | 353.                        |
| PRINCIPAL PFD SECS FUND INSTL CL         | 3,903.                                  | 3,903.                      |
| PROCTER & GAMBLE CO COM                  | 576.                                    | 576.                        |
| PUBLIC STORAGE INC                       | 251.                                    | 251.                        |
| QUALCOMM INC                             | 483.                                    | 483.                        |
| RPM INCORPORATED OHIO                    | 292.                                    | 292.                        |
| RAYTHEON CO COM NEW                      | 486.                                    | 486.                        |
| RIDGEWORTH MID CAP VALUE EQUITY FUND CL  | 683.                                    | 683.                        |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CL A | 1,399.                                  | 1,399.                      |
| SEMPRA ENERGY                            | 445.                                    | 445.                        |
| SHELL INTL FIN B V SR UNSECD GTD NT NETH | 428.                                    | 428.                        |
| SHERWIN WILLIAMS COMPANY                 | 228.                                    | 228.                        |
| SIMON PPTY GROUP INC NEW COM             | 108.                                    | 108.                        |
| TJX COMPANIES INCORPORATED NEW           | 176.                                    | 176.                        |
| TARGET CORP                              | 540.                                    | 540.                        |
| TEXAS INSTRS INC                         | 235.                                    | 235.                        |
| THORNBURG INTL VALUE FUND CL I           | 1,003.                                  | 1,003.                      |
| TIME WARNER INC NEW COM                  | 402.                                    | 402.                        |
| TORONTO DOMINION BK SR UNSECD MEDIUM TER | 1,247.                                  | 1,247.                      |

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

| DESCRIPTION<br>-----                     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|------------------------------------------|--------------------------------------------------|--------------------------------------|
| TOTAL CAP INTL SR UNSECD GTD NT FRANCE   | 219.                                             | 219.                                 |
| TRAVELERS COS INC COM                    | 710.                                             | 710.                                 |
| US BANCORP DEL COM NEW                   | 455.                                             | 455.                                 |
| UNITED PARCEL SERVICE CL B               | 66.                                              | 66.                                  |
| UNITED STATES TREAS BD DTD 08/16/10 3.87 | 765.                                             | 765.                                 |
| UNITED STATES TREAS BD DTD 08/15/11 3.75 | 853.                                             | 853.                                 |
| UNITED STATES TREAS NTS DTD 08/15/05     | 4,944.                                           | 4,944.                               |
| UNITED STATES TREAS NT DTD 08/15/11 2.12 | 866.                                             | 866.                                 |
| UNITED STATES TREAS NT DTD 09/30/11 1.37 | 1,072.                                           | 1,072.                               |
| UNITED STATES TREAS NTS DTD 02/15/12 2.0 | 349.                                             | 349.                                 |
| UNITED TECHNOLOGIES CORP                 | 225.                                             | 225.                                 |
| V F CORPORATION                          | 89.                                              | 89.                                  |
| VANGUARD GLOBAL EX-U S REAL ESTATE ETF   | 176.                                             | 176.                                 |
| VANGUARD FTSE EMERGING MKTS ETF          | 26,422.                                          | 26,422.                              |
| VANGUARD INDEX TR VANGUARD MID-CAP VALUE | 1,130.                                           | 1,130.                               |
| VANGUARD REIT ETF                        | 4,691.                                           | 4,318.                               |
| VANGUARD SMALL CAP VALUE ETF             | 937.                                             | 937.                                 |
| VANGUARD MID-CAP ETF                     | 48.                                              | 48.                                  |
| VANGUARD SMALL-CAP ETF                   | 43.                                              | 43.                                  |
| VANGUARD TOTL STCK MK VIPERS             | 3,318.                                           | 3,318.                               |
| VERIZON COMMUNICATIONS                   | 1,722.                                           | 1,722.                               |
| VERIZON COMMUNICATIONS INC SR UNSECD NT  | 959.                                             | 959.                                 |
| VISA INC CL A COM                        | 225.                                             | 225.                                 |
| WAL-MART STORES INCORPORATED             | 250.                                             | 250.                                 |
| WASTE MANAGEMENT INC                     | 280.                                             | 280.                                 |
| WELLS FARGO COMPANY                      | 474.                                             | 474.                                 |
| WELLS FARGO & CO NEW UNSECD MEDIUM TERM  | 448.                                             | 448.                                 |
| WESTAR ENERGY INC COM                    | 268.                                             | 268.                                 |
| WESTPAC BKG CORP UNSECD SR NT AUSTRALIA  | 689.                                             | 689.                                 |
| WISCONSIN ENERGY CORPORATION             | 199.                                             | 199.                                 |
| YUM BRANDS INC COM                       | 547.                                             | 547.                                 |
| ACCENTURE PLC CL A COM                   | 426.                                             | 426.                                 |
| ACE LTD COM                              | 95.                                              | 95.                                  |

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

| DESCRIPTION<br>-----                  | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|---------------------------------------|--------------------------------------------------|--------------------------------------|
| LYONDELLBASELL INDUSTRIES NV CL A COM | 51.                                              | 51.                                  |
| TOTAL                                 | 259,500.                                         | 259,119.                             |
|                                       | =====                                            | =====                                |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

| DESCRIPTION<br>-----      | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|---------------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE - BOA | 1,925.                                           |                                      |                                    | 1,925.                          |
| TOTALS                    | 1,925.                                           | NONE                                 | NONE                               | 1,925.                          |
|                           | =====                                            | =====                                | =====                              | =====                           |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

| DESCRIPTION<br>-----   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|------------------------|--------------------------------------------------|---------------------------------|
|                        |                                                  |                                 |
| GRANTMAKING FEES - BOA | 28,717.                                          | 28,717.                         |
|                        | -----                                            | -----                           |
| TOTALS                 | 28,717.                                          | 28,717.                         |
|                        | =====                                            | =====                           |

FORM 990PF, PART I - TAXES  
=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| FOREIGN TAXES                  | 307.                                             | 307.                                 |
| EXCISE TAX - PRIOR YEAR        | 2,375.                                           |                                      |
| EXCISE TAX ESTIMATES           | 4,945.                                           |                                      |
| FOREIGN TAXES ON QUALIFIED FOR | 2,265.                                           | 2,265.                               |
| FOREIGN TAXES ON NONQUALIFIED  | 1,082.                                           | 1,082.                               |
|                                | -----                                            | -----                                |
| TOTALS                         | 10,974.                                          | 3,654.                               |
|                                | =====                                            | =====                                |

FORM 990PF, PART I - OTHER EXPENSES  
=====

| DESCRIPTION<br>-----      | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|---------------------------|--------------------------------------------------|--------------------------------------|---------------------------------|
| OTHER CHARITABLE EXPENSES | 2,425.                                           |                                      | 2,425.                          |
| OTHER CHARITABLE EXPENSES | 2,425.                                           |                                      | 2,425.                          |
| OTHER INVESTMENT FEE      | 85.                                              | 85.                                  |                                 |
| TOTALS                    | -----<br>4,935.<br>=====                         | -----<br>85.<br>=====                | -----<br>4,850.<br>=====        |

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

| DESCRIPTION<br>-----             | AMOUNT<br>----- |
|----------------------------------|-----------------|
| ROUNDING                         | 1.              |
| FOREIGN TAX RECLAIMED            | 171.            |
| ACCRUED INTEREST PAID PRIOR YEAR | 88.             |
| REIT ADJUSTMENT                  | 101.            |
|                                  | -----           |
| TOTAL                            | 361.            |
|                                  | =====           |

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

|                           |         |
|---------------------------|---------|
| COST ADJUSTMENTS          | 403.    |
| ADJUST FOR YEAR END SALES | 25,728. |
| SALES ADJUSTMENTS         | 39,987. |
|                           | -----   |
| TOTAL                     | 66,118. |
|                           | =====   |

54-6086247

[illegible]

54-6086247

[illegible]

WINDSOR FDN TRUST U/W QUINCY COLE  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

54-6086247

RECIPIENT NAME:

SARAH KAY

ADDRESS:

1111 E MAIN STREET (VA2-300-12-92)

RICHMOND, VA 23219

RECIPIENT'S PHONE NUMBER: 804-887-8773

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED GUIDELINES

SUBMISSION DEADLINES:

APRIL 1ST AND OCTOBER 1ST

RESTRICTIONS OR LIMITATIONS ON AWARDS:

APPLICANT MUST BE IN AND SERVE THE  
RICHMOND VA METRO AREA

## RECIPIENT NAME:

HISTORIC POLEGREEN CHURCH  
FOUNDATION

## ADDRESS:

PO BOX 2111  
MECHANICSVILLE, VA 23116

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

FACILITY LIGHTING PROJECT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 35,000.

## RECIPIENT NAME:

MAYMONT FOUNDATION

## ADDRESS:

1700 HAMPTON STREET  
RICHMOND, VA 23220

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

IMPROVEMENTS TO CHILDREN'S FARM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 100,000.

## RECIPIENT NAME:

RICHMOND SPCA

## ADDRESS:

2519 HERMITAGE ROAD  
RICHMOND, VA 23220

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

CAMPAIGN FOR COMPASSIONATE CARE

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

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## RECIPIENT NAME:

FAISON SCHOOL FOR AUTISM

## ADDRESS:

1701 BYRD AVENUE

RICHMOND, VA 23230

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT CONSTRUCTION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 40,000.

## RECIPIENT NAME:

FAN FREE CLINIC

## ADDRESS:

1010 N THOMPSON STREET

RICHMOND, VA 23230

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT HEALTH OUTCOMES PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

ART 180

## ADDRESS:

ZERO EAST 4TH ST.

RICHMOND, VA 23224

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT YOUTH CURATORS PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

FULL CIRCLE GRIEF CENTER

## ADDRESS:

10611 PATTERSON AVE. #201

RICHMOND, VA 23238

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

HANDS HEALING PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

PARTNERSHIP FOR FAMILIES FDN

## ADDRESS:

800 W. GRAHAM RD.

RICHMOND, VA 23222

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUMMER KINDERGARTEN TRANSITION PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 25,000.

## RECIPIENT NAME:

ST. CATHERINE'S SCHOOL FDN

## ADDRESS:

6001 GROVE AVE.

RICHMOND, VA 23226

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SCIENCE FACILITY EXPANSION &amp; RENOVATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

## RECIPIENT NAME:

VALENTINE RICHMOND HISTORY CENTER

## ADDRESS:

1015 CLAY ST.

RICHMOND, VA 23219

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

FACILITY PUBLIC AREAS RENOVATION

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

## RECIPIENT NAME:

HIGHER ACHIEVEMENT RICHMOND

## ADDRESS:

1419 W. MAIN ST.

RICHMOND, VA 23220

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

SUPPORT MIDDLE SCHOOL PROGRAM

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 20,000.

## RECIPIENT NAME:

SCIENCE MUSEUM OF

VIRGINIA FOUNDATION, INC

## ADDRESS:

PO BOX 11624

RICHMOND, VA 23230

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

INSPIRE THE WORLD CAMPAIGN

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 100,000.

WINDSOR FDN TRUST U/W QUINCY COLE

54-6086247

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

RECIPIENT NAME:

VIRGINIA HISTORICAL  
SOCIETY

ADDRESS:

PO BOX 7311  
RICHMOND, VA 23221-0311

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MURALS RESTORATION & CONSERVATION

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 40,000.

TOTAL GRANTS PAID:

570,000.

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## FEDERAL FOOTNOTES

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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.

**WINDSOR FOUNDATION**  
**54-6086247**  
**Balance Sheet**  
**6/28/2013**



| <b>Cusip</b> | <b>Asset</b>                   | <b>Units</b> | <b>Basis</b> | <b>Market Value</b> |
|--------------|--------------------------------|--------------|--------------|---------------------|
|              | Cash/Cash Equivalent           | 171764.910   | 171,764.91   | 171,764.91          |
| 00078H281    | ASTON MONTAG & CALDWELL        | 18022.037    | 301,251.00   | 477,583.98          |
| 00206R102    | AT&T INC                       | 876.000      | 27,081.22    | 31,010.40           |
| 002824100    | ABBOTT LABS                    | 396.000      | 11,198.31    | 13,812.48           |
| 00287Y109    | ABBVIE INC                     | 650.000      | 21,708.39    | 26,871.00           |
| 015351109    | ALEXION PHARMACEUTICALS INC    | 161.000      | 5,073.42     | 14,850.64           |
| 018490102    | ALLERGAN INC                   | 232.000      | 9,868.76     | 19,543.68           |
| 02209S103    | ALTRIA GROUP INC               | 388.000      | 6,979.06     | 13,576.12           |
| 023135106    | AMAZON COM INC                 | 112.000      | 5,881.95     | 31,101.28           |
| 025537101    | AMERICAN ELEC PWR INC          | 189.000      | 5,851.30     | 8,463.42            |
| 025816109    | AMERICAN EXPRESS CO            | 257.000      | 10,234.00    | 19,213.32           |
| 031162100    | AMGEN INC                      | 256.000      | 17,968.70    | 25,256.96           |
| 03523TBN7    | ANHEUSER BUSCH INBEV           | 100000.000   | 101,637.00   | 98,420.00           |
| 053015103    | AUTOMATIC DATA PROCESSING INC  | 228.000      | 8,708.89     | 15,700.08           |
| 05565QBT4    | BP CAP MKTS PLC                | 100000.000   | 105,004.00   | 102,404.00          |
| 064159BA3    | BANK NOVA SCOTIA               | 100000.000   | 100,219.00   | 99,568.00           |
| 071813109    | BAXTER INTL INC                | 500.000      | 30,257.49    | 34,635.00           |
| 075887109    | BECTON DICKINSON & CO          | 500.000      | 38,501.85    | 49,415.00           |
| 084664BS9    | BERKSHIRE HATHAWAY FIN CORP    | 100000.000   | 102,402.00   | 99,580.00           |
| 09062X103    | BIOGEN IDEC INC                | 115.000      | 11,019.72    | 24,748.00           |
| 09247X101    | BLACKROCK INC                  | 54.000       | 8,470.62     | 13,869.90           |
| 097023105    | BOEING CO                      | 223.000      | 15,807.16    | 22,844.12           |
| 110122108    | BRISTOL MYERS SQUIBB CO        | 720.000      | 22,023.21    | 32,176.80           |
| 12572Q105    | CME GROUP INC                  | 182.000      | 9,082.42     | 13,822.90           |
| 125896100    | CMS ENERGY CORP                | 243.000      | 5,235.42     | 6,602.31            |
| 126650100    | CVS CAREMARK CORP              | 600.000      | 28,655.00    | 34,308.00           |
| 151020104    | CELGENE CORP                   | 287.000      | 13,313.96    | 33,573.26           |
| 166764100    | CHEVRON CORP                   | 247.000      | 19,572.13    | 29,229.98           |
| 171232101    | CHUBB CORP                     | 180.000      | 12,113.79    | 15,237.00           |
| 17275R102    | CISCO SYS INC                  | 2329.000     | 46,552.52    | 56,676.21           |
| 191216AY6    | COCA COLA CO                   | 100000.000   | 103,966.00   | 99,270.00           |
| 192446102    | COGNIZANT TECHNOLOGY SOLUTIONS | 371.000      | 19,839.83    | 23,239.44           |
| 197199813    | COLUMBIA ACORN INTERNATIONAL   | 7055.437     | 205,818.09   | 301,690.49          |
| 19763T889    | COLUMBIA INCOME OPPORTUNITIES  | 24795.869    | 218,149.66   | 243,743.39          |

**WINDSOR FOUNDATION**  
**54-6086247**  
**Balance Sheet**  
**6/28/2013**



| <b>Cusip</b> | <b>Asset</b>                     | <b>Units</b> | <b>Basis</b> | <b>Market Value</b> |
|--------------|----------------------------------|--------------|--------------|---------------------|
| 19765P232    | COLUMBIA MID CAP GROWTH FUND     | 16784.107    | 345,559.92   | 494,459.79          |
| 19765Y829    | COLUMBIA ENERGY AND NATURAL      | 6383.567     | 102,135.00   | 127,862.85          |
| 19766J607    | COLUMBIA US GOVT MTG FUND        | 12495.675    | 72,225.00    | 68,601.26           |
| 20825C104    | CONOCOPHILLIPS                   | 500.000      | 28,551.52    | 30,250.00           |
| 25179M103    | DEVON ENERGY CORP NEW            | 750.000      | 42,451.43    | 38,910.00           |
| 254687106    | DISNEY WALT CO                   | 300.000      | 19,564.41    | 18,945.00           |
| 25746U109    | DOMINION RES INC VA NEW          | 104.000      | 5,272.20     | 5,909.28            |
| 260003108    | DOVER CORP                       | 157.000      | 5,705.64     | 12,192.62           |
| 263534109    | DU PONT E I DE NEMOURS & CO      | 306.000      | 14,491.19    | 16,065.00           |
| 26441C204    | DUKE ENERGY CORP                 | 88.000       | 5,717.60     | 5,940.00            |
| 26875P101    | EOG RES INC                      | 171.000      | 15,345.40    | 22,517.28           |
| 269858304    | EAGLE SM CAP GROWTH FUND         | 5060.197     | 205,950.00   | 248,202.66          |
| 277902698    | EATON VANCE ATLANTA CAP SMID-    | 11487.839    | 212,190.00   | 242,738.04          |
| 278642103    | EBAY INC                         | 750.000      | 36,555.25    | 38,790.00           |
| 291011104    | EMERSON ELEC CO                  | 156.000      | 7,601.36     | 8,508.24            |
| 30161N101    | EXELON CORP                      | 1000.000     | 35,919.50    | 30,880.00           |
| 30231G102    | EXXON MOBIL CORP                 | 412.000      | 29,248.56    | 37,224.20           |
| 30249U101    | FMC TECHNOLOGIES INC             | 655.000      | 13,911.19    | 36,470.40           |
| 30303M102    | FACEBOOK INC                     | 974.000      | 23,252.97    | 24,233.12           |
| 311900104    | FASTENAL CO                      | 373.000      | 18,017.57    | 17,079.67           |
| 3134A4AA2    | FEDERAL HOME LN MTG CORP         | 21000.000    | 24,696.94    | 28,769.16           |
| 3134A4VG6    | FEDERAL HOME LN MTG CORP         | 21000.000    | 20,391.06    | 23,075.64           |
| 316773100    | FIFTH THIRD BANCORP              | 480.000      | 8,577.70     | 8,664.00            |
| 354613101    | FRANKLIN RES INC                 | 153.000      | 16,805.79    | 20,811.06           |
| 36962G5Z3    | GENERAL ELEC CAP CORP            | 100000.000   | 101,816.00   | 101,169.00          |
| 375558103    | GILEAD SCIENCES INC              | 638.000      | 21,584.98    | 32,710.26           |
| 38259P508    | GOOGLE INC                       | 79.000       | 43,907.12    | 69,549.23           |
| 411511306    | HARBOR INTERNATIONAL FUND        | 2462.054     | 97,184.20    | 153,509.07          |
| 437076102    | HOME DEPOT INC                   | 584.000      | 14,214.30    | 45,242.48           |
| 438516106    | HONEYWELL INTL INC               | 260.000      | 12,071.44    | 20,628.40           |
| 458140100    | INTEL CORP                       | 846.000      | 17,045.40    | 20,498.58           |
| 459200101    | INTERNATIONAL BUSINESS MACHS     | 180.000      | 19,565.22    | 34,399.80           |
| 459200GX3    | INTERNATIONAL BUSINESS MACHS     | 100000.000   | 104,587.00   | 102,501.00          |
| 464286103    | ISHARES INC MSCI AUSTRALIA INDEX | 1500.000     | 23,625.00    | 33,870.00           |

**WINDSOR FOUNDATION**  
**54-6086247**  
**Balance Sheet**  
**6/28/2013**



| <b>Cusip</b> | <b>Asset</b>                     | <b>Units</b> | <b>Basis</b> | <b>Market Value</b> |
|--------------|----------------------------------|--------------|--------------|---------------------|
| 464286533    | ISHARES MSCI EMERGING MKTS MIN   | 6000.000     | 376,146.00   | 342,660.00          |
| 464287176    | ISHARES                          | 700.000      | 85,623.41    | 78,407.00           |
| 464287598    | ISHARES RUSSELL 1000 VALUE INDEX | 7811.000     | 448,039.01   | 654,483.69          |
| 464287614    | ISHARES RUSSELL 1000 GROWTH      | 9150.000     | 447,744.12   | 665,571.00          |
| 464288448    | ISHARES DOW JONES EPAC SELECT    | 6000.000     | 207,491.31   | 190,980.00          |
| 466001864    | IVY ASSET STRATEGY FUND          | 5500.000     | 154,795.00   | 148,500.00          |
| 46625H100    | J P MORGAN CHASE & CO            | 501.000      | 20,334.88    | 26,447.79           |
| 46625HHW3    | JPMORGAN CHASE & CO              | 100000.000   | 104,237.00   | 102,111.00          |
| 478160104    | JOHNSON & JOHNSON                | 401.000      | 26,608.80    | 34,429.86           |
| 482480100    | KLA-TENCOR CORP                  | 208.000      | 11,830.62    | 11,591.84           |
| 494368103    | KIMBERLY CLARK CORP              | 190.000      | 13,503.27    | 18,456.60           |
| 49456B101    | KINDER MORGAN INC DEL            | 372.000      | 10,246.30    | 14,191.80           |
| 517834107    | LAS VEGAS SANDS CORP             | 410.000      | 16,449.98    | 21,701.30           |
| 518439104    | LAUDER ESTEE COS INC             | 500.000      | 25,164.87    | 32,885.00           |
| 55616P104    | MACYS INC                        | 135.000      | 5,432.54     | 6,480.00            |
| 571748102    | MARSH & MCLENNAN COS INC         | 329.000      | 11,309.38    | 13,133.68           |
| 580135101    | MCDONALDS CORP                   | 223.000      | 16,347.90    | 22,077.00           |
| 585055106    | MEDTRONIC INC                    | 750.000      | 31,938.50    | 38,602.50           |
| 58933Y105    | MERCK & CO INC                   | 570.000      | 20,173.25    | 26,476.50           |
| 59156R108    | METLIFE INC                      | 138.000      | 4,944.26     | 6,314.88            |
| 594918104    | MICROSOFT CORP                   | 1001.000     | 27,613.03    | 34,579.54           |
| 61166W101    | MONSANTO CO                      | 400.000      | 40,592.29    | 39,520.00           |
| 65339F101    | NEXTERA ENERGY INC               | 119.000      | 6,278.98     | 9,696.12            |
| 655664100    | NORDSTROM INC                    | 128.000      | 3,221.08     | 7,672.32            |
| 670100205    | NOVO-NORDISK A S                 | 79.000       | 5,126.57     | 12,242.63           |
| 670678507    | NUVEEN REAL ESTATE SECS FUND     | 5500.000     | 127,590.00   | 121,495.00          |
| 674599105    | OCCIDENTAL PETE CORP DEL         | 161.000      | 6,856.38     | 14,366.03           |
| 693475105    | PNC FINL SVCS GROUP INC          | 230.000      | 11,651.67    | 16,771.60           |
| 701094104    | PARKER HANNIFIN CORP             | 85.000       | 4,134.87     | 8,109.00            |
| 713448108    | PEPSICO INC                      | 500.000      | 34,827.50    | 40,895.00           |
| 713448CA4    | PEPSICO INC                      | 100000 000   | 100,343.00   | 99,975.00           |
| 717081103    | PFIZER INC                       | 1225.000     | 20,223.63    | 34,312.25           |
| 718172109    | PHILIP MORRIS INTL INC           | 399.000      | 15,492.40    | 34,561.38           |
| 718546104    | PHILLIPS 66                      | 94 000       | 6,054.08     | 5,537.54            |

**WINDSOR FOUNDATION**  
**54-6086247**  
**Balance Sheet**  
**6/28/2013**



| <b>Cusip</b> | <b>Asset</b>                   | <b>Units</b> | <b>Basis</b> | <b>Market Value</b> |
|--------------|--------------------------------|--------------|--------------|---------------------|
| 722005667    | PIMCO COMMODITY REALRETURN     | 77553.903    | 555,441.44   | 428,873.08          |
| 72200Q182    | PIMCO ALL ASSET ALL AUTH FUND  | 32486.607    | 362,375.00   | 332,013.12          |
| 72201P175    | PIMCO COMMODITIESPLUS STRATEGY | 8447.283     | 93,085.00    | 86,162.29           |
| 740189105    | PRECISION CASTPARTS CORP       | 128.000      | 17,913.45    | 28,929.28           |
| 74144T108    | PRICE T ROWE GROUP INC         | 142.000      | 4,879.69     | 10,394.40           |
| 741503403    | PRICELINE COM INC              | 41.000       | 7,354.12     | 33,893.47           |
| 74253Q416    | PRINCIPAL PFD SECS FUND        | 9985.605     | 104,100.00   | 103,251.16          |
| 742718109    | PROCTER & GAMBLE CO            | 302.000      | 20,214.56    | 23,250.98           |
| 74460D109    | PUBLIC STORAGE INC             | 53.000       | 6,075.40     | 8,126.49            |
| 747525103    | QUALCOMM INC                   | 500.000      | 21,234.31    | 30,545.00           |
| 749685103    | RPM INTL INC                   | 324.000      | 7,212.41     | 10,348.56           |
| 755111507    | RAYTHEON CO                    | 243.000      | 10,983.79    | 16,067.16           |
| 76628R615    | RIDGEWORTH MID CAP VALUE       | 5049.550     | 56,050.00    | 66,805.55           |
| 780259206    | ROYAL DUTCH SHELL PLC          | 394.000      | 26,478.06    | 25,137.20           |
| 79466L302    | SALESFORCE COM INC             | 629.000      | 12,116.48    | 24,015.22           |
| 816851109    | SEMPRA ENERGY                  | 120.000      | 6,512.43     | 9,811.20            |
| 822582AR3    | SHELL INTL FIN B V             | 100000.000   | 100,766.00   | 97,821.00           |
| 824348106    | SHERWIN WILLIAMS CO            | 125.000      | 10,671.89    | 22,075.00           |
| 828806109    | SIMON PPTY GROUP INC NEW       | 58.000       | 9,130.49     | 9,159.36            |
| 872540109    | TJX COS INC NEW                | 704.000      | 29,319.64    | 35,242.24           |
| 87612E106    | TARGET CORP                    | 500.000      | 31,514.49    | 34,430.00           |
| 882508104    | TEXAS INSTRS INC               | 359.000      | 11,648.11    | 12,511.15           |
| 887317303    | TIME WARNER INC                | 352.000      | 11,983.68    | 20,352.64           |
| 89114QAE8    | TORONTO DOMINION BK SR UNSECD  | 100000.000   | 105,614.00   | 103,474.00          |
| 89153VAD1    | TOTAL CAP INTL                 | 100000.000   | 100,319.00   | 99,208.00           |
| 89417E109    | TRAVELERS COS INC              | 500.000      | 35,655.75    | 39,960.00           |
| 902973304    | US BANCORP DEL                 | 571.000      | 13,470.10    | 20,641.65           |
| 911312106    | UNITED PARCEL SVC INC          | 183.000      | 15,771.53    | 15,825.84           |
| 913017109    | UNITED TECHNOLOGIES CORP       | 71.000       | 2,588.84     | 6,598.74            |
| 918204108    | V F CORP                       | 34.000       | 5,745.87     | 6,564.04            |
| 922042676    | VANGUARD GLOBAL EX-U S REAL    | 1500 000     | 89,090.90    | 80,070.00           |
| 922042858    | VANGUARD FTSE EMERGING MKTS    | 18000 000    | 630,925.72   | 698,310.00          |
| 922908553    | VANGUARD REIT                  | 3000.000     | 199,554.96   | 206,160.00          |
| 922908629    | VANGUARD MID-CAP ETF           | 5500 000     | 509,225.30   | 523,270.00          |

**WINDSOR FOUNDATION**  
**54-6086247**  
**Balance Sheet**  
**6/28/2013**



| <b>Cusip</b> | <b>Asset</b>                 | <b>Units</b>   | <b>Basis</b>         | <b>Market Value</b>  |
|--------------|------------------------------|----------------|----------------------|----------------------|
| 922908751    | VANGUARD SMALL-CAP ETF       | 2800.000       | 243,644.60           | 262,388.00           |
| 922908769    | VANGUARD INDEX TR            | 2000.000       | 116,184.00           | 165,340.00           |
| 92343V104    | VERIZON COMMUNICATIONS INC   | 877.000        | 28,298.22            | 44,148.18            |
| 92343VBA1    | VERIZON COMMUNICATIONS INC   | 100000.000     | 102,344.00           | 101,007.00           |
| 92532F100    | VERTEX PHARMACEUTICALS INC   | 189.000        | 15,505.39            | 15,131.34            |
| 92826C839    | VISA INC                     | 152.000        | 13,844.91            | 27,778.00            |
| 928563402    | VMWARE INC                   | 206.000        | 15,988.67            | 13,799.94            |
| 931142103    | WAL-MART STORES INC          | 141.000        | 8,187.82             | 10,503.09            |
| 94106L109    | WASTE MGMT INC DEL           | 193.000        | 5,960.21             | 7,783.69             |
| 949746101    | WELLS FARGO & CO             | 712.000        | 23,529.89            | 29,384.24            |
| 94974BFA3    | WELLS FARGO & CO NEW         | 100000.000     | 101,176.00           | 100,571.00           |
| 95709T100    | WESTAR ENERGY INC            | 259.000        | 7,576.73             | 8,277.64             |
| 961214BV4    | WESTPAC BKG CORP             | 100000.000     | 102,002.00           | 100,343.00           |
| 976657106    | WISCONSIN ENERGY CORP        | 150.000        | 5,127.19             | 6,148.50             |
| 988498101    | YUM BRANDS INC               | 378.000        | 24,196.07            | 26,210.52            |
| G1151C101    | ACCENTURE PLC                | 256.000        | 13,549.06            | 18,421.76            |
| G60754101    | MICHAEL KORS HLDGS LTD       | 600.000        | 28,590.83            | 37,212.00            |
| H0023R105    | ACE LTD                      | 118.000        | 9,151.03             | 10,558.64            |
| N53745100    | LYONDELLBASELL INDUSTRIES NV | 142.000        | 9,061.35             | 9,408.92             |
|              |                              | <b>Totals:</b> | <b>10,134,254.90</b> | <b>11,723,927.29</b> |