



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation **TR U-W ROBERT M JEFFRESS-RES TR****BANK OF AMERICA, NA**

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

Room/suite

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

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

16) **\$ 31,370,851.**

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

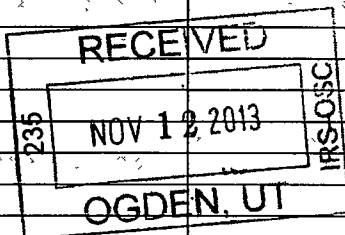
A Employer identification number

54-6094925

B Telephone number (see instructions)

804- 887-8773C 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)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	711,096.	703,414.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	2,112,261.			
b Gross sales price for all assets on line 6a	23,163,980.			
7 Capital gain net income (from Part IV, line 2)		2,112,261.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,612.	2,612.		STMT 7
12 Total. Add lines 1 through 11	2,825,969.	2,818,287.		
13 Compensation of officers, directors, trustees, etc.	189,089.	113,453.		75,636.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 8	1,925.	NONE	NONE	1,925.
c Other professional fees (attach schedule) STMT 9	77,506.	8,796.		68,710.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 10	81,403.	6,374.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	13,378.			13,378.
22 Printing and publications				
23 Other expenses (attach schedule) STMT 11	49,517.	80.		49,437.
24 Total operating and administrative expenses. Add lines 13 through 23	412,818.	128,703.	NONE	209,086.
25 Contributions, gifts, grants paid	671,450.			671,450.
26 Total expenses and disbursements. Add lines 24 and 25	1,084,268.	128,703.	NONE	880,536.
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	1,741,701.			
b Net investment income (if negative, enter -0-)		2,689,584.		
c Adjusted net income (if negative, enter -0-)				



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	1,239,082.	829,332.	829,332.
	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)	1,598,416.	1,554,877.	1,608,070.
	b	Investments - corporate stock (attach schedule)	18,036,728.	22,009,950.	22,365,086.
	c	Investments - corporate bonds (attach schedule)	4,307,152.	2,416,156.	2,468,035.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶	NONE			
12	Investments - mortgage loans	NONE			
13	Investments - other (attach schedule)	4,126,219.	3,777,870.	4,100,328.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	29,307,597.	30,588,185.	31,370,851.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	27,990,903.	27,990,903.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,316,694.	2,597,282.	
	30	Total net assets or fund balances (see instructions)	29,307,597.	30,588,185.	
	31	Total liabilities and net assets/fund balances (see instructions)	29,307,597.	30,588,185.	

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	29,307,597.
2	Enter amount from Part I, line 27a	2	1,741,701.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	57,496.
4	Add lines 1, 2, and 3	4	31,106,794.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	518,609.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,588,185.

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 P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 23,101,910.		20,996,279.	2,105,631.		
b 62,070.		55,440.	6,630.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			2,105,631.		
b			6,630.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,112,261.	
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div> </div>					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,113,707.	29,501,334.	0.037751
2010	1,435,850.	30,066,310.	0.047756
2009	1,156,006.	27,918,811.	0.041406
2008	1,418,749.	26,326,342.	0.053891
2007	1,689,260.	34,365,768.	0.049155
2 Total of line 1, column (d)			2 0.229959
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.045992
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 31,020,513.
5 Multiply line 4 by line 3			5 1,426,695.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 26,896.
7 Add lines 5 and 6			7 1,453,591.
8 Enter qualifying distributions from Part XII, line 4			8 880,536.

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 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	53,792.
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	53,792.
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	53,792.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	51,606.	
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	51,606.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	2,186.	
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 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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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.		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by General Instruction T.		<input checked="" type="checkbox"/>
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	<input checked="" type="checkbox"/>	
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		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

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 N/A				
14	The books are in care of BANK OF AMERICA NA Telephone no (804) 887-8773			
Located at 1111 E MAIN STREET, RICHMOND, VA ZIP+4 23219				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		189,089.	-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

Form 990-PF (2012)

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	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	30,362,084.
b	Average of monthly cash balances	1b	1,130,823.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	31,492,907.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	31,492,907.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	472,394.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,020,513.
6	Minimum investment return. Enter 5% of line 5	6	1,551,026.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	1,551,026.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	53,792.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,792.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,497,234.
4	Recoveries of amounts treated as qualifying distributions	4	3,495.
5	Add lines 3 and 4	5	1,500,729.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,500,729.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	880,536.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	880,536.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	880,536.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,500,729.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			388,721.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>880,536.</u>				
a Applied to 2011, but not more than line 2a			388,721.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				491,815.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,008,914.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE****1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 18

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)				
a Paid during the year				
SEE STATEMENT 23				671,450.
Total			▶ 3a	671,450.
b Approved for future payment				
NONE				
Total			▶ 3b	

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

- | | | |
|---|--------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | X |
| (2) Other assets | 1a(2) | X |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) Reimbursement arrangements | 1b(4) | X |
| (5) Loans or loan guarantees | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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.

David J. Kiser
Signature of officer or trustee

09/11/2013
Date

► SVP Tax

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 -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ASTON MONTAG & CALDWELL GROWTH FUND CL I	23,021.	23,021.
AT&T INC	2,039.	2,039.
AT&T INC SR UNSECD BD	5,137.	5,137.
ABBOTT LABORATORIES	593.	593.
ABBOTT LABS SR UNSECD NT	3,886.	3,886.
ADVANCED AUTO PTS INC COM	16.	16.
ALLERGAN INCORPORATED	143.	143.
AMERICAN EXPRESS CO	286.	286.
AMERICAN TOWER CORP COM	296.	296.
AMERIPRISE FINANCIAL INC	190.	190.
APACHE CORPORATION	33.	33.
APPLE INC COM	430.	430.
ARM HLDGS PLC SPONSORED ADR	179.	179.
AVALONBAY CMNTYS INC COM	113.	113.
BB&T CORP SR MTN CALL 2/16/16 @100	2,880.	2,880.
BANK NEW YORK MELLON CORP COM	517.	517.
BANK NEW YORK INC UNSECD MEDIUM TERM SR	3,726.	3,726.
BERKSHIRE HATHAWAY FIN CORP SR NT	5,243.	5,243.
BLACKROCK INC CL A	772.	772.
BOEING CO SR UNSECD NT	3,900.	3,900.
BOFA GOVERNMENT RESERVES TRUST CLASS	87.	87.
BOFA CASH RESERVES TRUST CLASS	114.	114.
BOSTON PROPERTIES INC COM	225.	225.
BOTTLING GROUP LLC SR NT	5,560.	5,560.
CVS CAREMARK CORP COM	1,134.	1,134.
CATERPILLAR INC SR UNSECD NT CALL 03/26/	991.	991.
CATERPILLAR FINL SVCS CORP MTN	2,975.	2,975.
CHEVRONTXACO CORP COM	1,734.	1,734.
CISCO SYS INC NT	4,820.	4,820.
CITIGROUP INC NEW COM	21.	21.
COCA COLA CO SR NT	5,241.	5,241.
COCA-COLA ENTERPRISES INC NEW COM	286.	286.

EK1540 L775 09/11/2013 15:34:12

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	32,119.	32,119.
COMCAST CORP NEW CL A COM	182.	182.
COMCAST CORP - SPECIAL CL-A	796.	796.
CONOCOPHILLIPS COM	1,038.	1,038.
CONOCOPHILLIPS GTD NT	5,574.	5,574.
COSTCO WHSL CORP NEW COM	134.	134.
DANAHER CORPORATION	58.	58.
DEERE & COMPANY	158.	158.
DEERE JOHN CAP CORP UNSECD MTN	2,536.	2,536.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	1,349.	1,349.
DIAGEO FIN BV CO GTD NT NETHERLANDS	2,993.	2,993.
DISNEY WALT CO	518.	518.
DUKE ENERGY CAROLINAS LLC 1ST MTG BD	4,287.	4,287.
EOG RESOURCES INC	428.	428.
EATON CORPORATION	412.	412.
EMERGING MARKETS STOCK COMMON TRUST FUND	4,347.	4,347.
EXXON MOBIL CORPORATION	1,852.	1,852.
FASTENAL CO COM	312.	312.
FEDERAL HOME LN MTG CORP POOL #G12217	949.	949.
FEDERAL HOME LN MTG CORP POOL #G12522	572.	572.
FEDERAL HOME LN MTG CORP POOL #G12524	1,877.	1,877.
FEDERAL HOME LN MTG CORP POOL #G13206	322.	322.
FEDERAL HOME LN MTG CORP POOL #J05593	726.	726.
FEDERAL FARM CR BKS CONS BD	3,525.	3,525.
FEDERAL FARM CR BKS CONS BD	2,438.	2,438.
FEDERAL FARM CREDIT BANK MEDIUM TERM NOT	6,300.	6,300.
FEDERAL HOME LN BKS CONS BD	1,075.	1,075.
FED HOME LN BANK 05/27/2004 5.25% 06/18/	5,075.	5,075.
FEDERAL HOME LN BKS CONS BD	3,800.	3,800.
FEDERAL HOME LN BKS CONS BD	258.	258.
FEDERAL HOME LN MTG CORP NT	5,688.	5,688.
FEDERAL HOME LN MTG CORP NT	12,055.	12,055.
FEDERAL NATL MTG ASSN 3/28/03 4.375% 3/1	3,711.	3,711.
EK1540 L775 09/11/2013 15:34:12		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL NATL MTG ASSN BENCHMARK NT	4,410.	4,410.
FEDERAL HOME LN MTG CORP REFERENCE NT	1,911.	1,911.
FEDERAL HOME LN MTG CORP REFERENCE NT	479.	479.
FEDERAL NATL MTG ASSN POOL #AL0867	5,642.	5,642.
FEDERAL NATL MTG ASSN POOL #A05158	5,594.	5,594.
FEDERAL NATL MTG ASSN POOL #AP0457	4,273.	4,273.
FEDERAL NATL MTG ASSN POOL #905842	970.	970.
FEDERAL NATL MTG ASSN POOL #970632	562.	562.
FEDERAL NATL MTG ASSN POOL #AB7143	704.	704.
FEDEX CORP	28.	28.
FIDELITY NATL INFORMATION SVCS INC COM	51.	51.
FIFTH THIRD BANCORP COM	132.	132.
FRANKLIN RES INC COM	2,011.	2,011.
FREEPORT-MCMORAN COPPER & GOLD INC COM	302.	302.
GENERAL DYNAMICS CORP	118.	118.
GENERAL ELEC CO	893.	893.
GENERAL ELEC CAP CORP SR UNSECD MTN	4,185.	4,185.
GENERAL MILLS INC	1,519.	1,519.
GOLDMAN SACHS GROUP INC	1,091.	1,091.
HEWLETT PACKARD CO COM	163.	163.
HONEYWELL INTERNATIONAL INC	996.	996.
HUMANA INC	86.	86.
INTEL CORPORATION	289.	289.
INTERNATIONAL BUSINESS MACHS	790.	790.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	26,879.	26,879.
ISHARES RUSSELL 2000 VALUE INDEX FUND	3,856.	3,856.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,572.	1,572.
J P MORGAN CHASE & CO COM	3,158.	3,158.
JPMORGAN CHASE & CO NT	5,308.	5,308.
JOHNSON & JOHNSON	2,726.	2,726.
JOHNSON CONTROLS INCORPORATED	600.	600.
KRAFT FOODS INC CL A COM	339.	339.
LAS VEGAS SANDS CORP	6,636.	6,636.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTEE LAUDER COMPANIES CL A	817.	817.
LILLY ELI & CO NT	4,821.	4,821.
LOCKHEED MARTIN CORPORATION	4,695.	4,695.
LORILLARD INC COM	2,699.	2,699.
MACYS INC COM	226.	226.
MCDONALDS CORP	236.	236.
MCKESSON HBOC INC	429.	429.
MERCK & CO INC NEW COM	1,437.	1,437.
METLIFE INC	1,413.	1,413.
METLIFE INC SR UNSECD NT	5,063.	5,063.
MOODYS CORP COM	326.	326.
NATIONAL GRID PLC SPONSORED ADR NEW	1,831.	1,831.
NATIONAL OILWELL VARCO INC COM	114.	114.
NATL RURAL UTLY DTD 2/25/2004 4.75% DUE	6,652.	6,652.
NESTLE S A SPONSORED ADR	1,056.	1,056.
NORTHROP CORPORATION	590.	590.
NOVARTIS CAP CORP CO GTD SR NT	3,100.	3,100.
NOVO-NORDISK A S ADR	611.	611.
OCCIDENTAL PETROLEUM CORPORATION	1,295.	1,295.
OCEANEERING INTL INC COM	205.	205.
ORACLE SYS CORP	536.	536.
ORACLE CORP SR UNSECD NT	4,000.	4,000.
PG&E CORP COM	273.	273.
PIMCO HIGH YIELD FUND	48,779.	48,779.
PNC BK CORP	898.	898.
PNC FDG CORP CO GTD SR NT	6,030.	6,030.
PPG INDUSTRIES INC	983.	983.
PFIZER INC	3,102.	3,102.
PHILIP MORRIS INTL INC COM	3,604.	3,604.
PHILLIPS 66 COM	210.	210.
PIMCO COMMODITY REALRETURN STRATEGY FUND	58,292.	58,292.
PRAXAIR INCORPORATED	309.	309.
PRECISION CASTPARTS CORPORATION	55.	55.

EK1540 L775 09/11/2013 15:34:12

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PROCTER & GAMBLE CO NT	3,525.	3,525.
PRUDENTIAL FINL INC COM	1,006.	1,006.
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	6,256.	6,256.
QUALCOMM INC	1,609.	1,609.
REGION FINL CORP NEW	53.	53.
ST JUDE MEDICAL INCORPORATED	717.	717.
SCHLUMBERGER LIMITED	66.	66.
SCHWAB CHARLES CORP NEW COM	135.	135.
SEMPRA ENERGY	456.	456.
SHELL INTL FIN B V SR UNSECD GTD NT NETH	425.	425.
SILVER WHEATON CORP COM	374.	374.
SOUTHERN CA EDISON CO 1ST MORTGAGE BD C3	3,294.	3,294.
STANLEY BLACK & DECKER INC COM	811.	811.
STARBUCKS CORP COM	273.	273.
STATE STREET CORP	225.	225.
TARGET CORP	1,180.	1,180.
TARGET CORP SR UNSECD NT	2,687.	2,687.
THERMO ELECTRON CORP	283.	283.
3M CO COM	987.	987.
TRAVELERS COS INC COM	1,244.	1,244.
US BANCORP DEL COM NEW	207.	207.
UNION PAC CORP COM	379.	379.
UNITED PARCEL SERVICE CL B	1,083.	1,083.
UNITED STATES TREAS NTS DTD 08/15/05	5,065.	5,065.
UNITED STATES TREAS NT DTD 05/15/06 5.12	3,246.	3,246.
UNITED STATES TREAS NT DTD 02/15/07 4.62	11,594.	11,594.
UNITED STATES TREAS NT DTD 11/15/07 4.25	8,967.	8,967.
UNITED STATES TREAS NT DTD 11/17/08 3.75	563.	563.
UNITED STATES TREAS NT DTD 11/16/09 3.37	5,231.	5,231.
UNITED STATES TREAS NT DTD 05/17/10 1.37	90.	90.
UNITED STATES TREAS NT DTD 02/15/11 1.25	136.	136.
UNITED STATES TREAS NT DTD 05/16/11 3.12	4,465.	4,465.
UNITED STATES TREAS NT DTD 08/15/11 2.12	3,821.	3,821.

EK1540 L775 09/11/2013 15:34:12

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS NTS DTD 02/15/12 2.0	261.	261.
UNITED STATES TREAS NT DTD 03/31/12 1.50	697.	697.
UNITED STATES TREAS NT DTD 10/01/12 0.25	31.	31.
UNITED STATES TREAS NT DTD 11/15/12 1.62	1,481.	1,481.
UNITED STATES TREAS SEC STRIPPED GENERIC	2,491.	2,491.
UNITED TECHNOLOGIES CORP	1,298.	1,298.
UNITED TECHNOLOGIES CORP NT	6,765.	6,765.
VANGUARD FTSE DEVELOPED MARKETS ETF	22,708.	22,708.
VANGUARD FTSE EMERGING MKTS ETF	61,362.	61,362.
VANGUARD REIT ETF	52,319.	44,637.
VERIZON COMMUNICATIONS INC BD	5,595.	5,595.
VIACOM INC CL B COM	509.	509.
VICTORY SMALL CO OPPTY FUND CL I SHS	10,486.	10,486.
VISA INC CL A COM	673.	673.
VODAFONE GROUP PLC NEW SP ADR	2,432.	2,432.
WACHOVIA BK NATL ASSN MEDIUM TERM SUB BK	3,656.	3,656.
WAL MART STORES INC DEB 06/01/93 7.25% 0	7,250.	7,250.
WELLS FARGO COMPANY	693.	693.
WELLS FARGO & CO NEW 10/16/2003 4.95% 10	3,969.	3,969.
WESTERN UNION CO COM	658.	658.
WESTPAC BKG CORP SR UNSECD NT AUSTRALIA	3,815.	3,815.
WYETH NT	4,950.	4,950.
YUM BRANDS INC COM	1,530.	1,530.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	3,976.	3,976.
ACCENTURE PLC CL A COM	1,881.	1,881.
COVIDIEN PLC COM	150.	150.
DELPHI AUTOMOTIVE PLC COM	292.	292.
ACE LTD COM	1,297.	1,297.
TYCO INTL LTD NEW F COM	406.	406.
TOTAL	711,096.	703,414.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EMERGING MARKETS STOCK COMMON TRUST FUND	-423.	-423.
WELLS FARGO & CO NEW 10/16/2003 4.95% 10	3,000.	3,000.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	35.	35.
	-----	-----
TOTALS	2,612.	2,612.
	=====	=====

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

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	68,710.		68,710.
INVESTMENT ADVISORY FEES	8,796.	8,796.	
	-----	-----	-----
TOTALS	77,506.	8,796.	68,710.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,546.	1,546.
EXCISE TAX - PRIOR YEAR	23,423.	
EXCISE TAX ESTIMATES	51,606.	
FOREIGN TAXES ON QUALIFIED FOR	2,906.	2,906.
FOREIGN TAXES ON NONQUALIFIED	1,922.	1,922.
	-----	-----
TOTALS	81,403.	6,374.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	49,437.		49,437.
OTHER INVESTMENT FEE	80.	80.	
TOTALS	49,517.	80.	49,437.
	=====	=====	=====

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

ADJUST FOR YEAR END SALES	447.
RECOVERED GRANTS	3,495.
ACCRUED INTEREST PAID FROM PRIOR YEAR	2,260.
FOREIGN TAX RECLAIMED	19.
COMMON TRUST FUND ADJUSTMENT	42,239.
ADJUST FOR PRIOR YEAR END SALES	9,036.

TOTAL	57,496.
	=====

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

COST ADJUSTMENTS	411,673.
ACCRUED INTEREST PAID CARRIED OVER	973.
PRIOR YEAR TRANSACTION REVERSAL	105,958.
ROUNDING	5.

TOTAL

518,609.
=====

54-6094925

JSA
2F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -3,862.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-3,862.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS 5,932.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

5,932.00
=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

1111 E MAIN STREET

RICHMOND, VA 23219

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 168,089.

OFFICER NAME:

DR RICHARD BRANDT

ADDRESS:

3309 GLOUCESTER RD

RICHMOND, VA 23227

TITLE:

CONSULTANT

COMPENSATION 21,000.

OFFICER NAME:

VA ACADEMY OF SCIENCE MEMBER

ADDRESS:

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

RICHMOND, VA 23219

TITLE:

ALLOCATION COMMITTEE

OFFICER NAME:

MEDICAL SOCIETY OF VA MEMBER

ADDRESS:

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

RICHMOND, VA 23219

TITLE:

ALLOCATION COMMITTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

ERIC KAUDERS (BANK OF AMERICA)

ADDRESS:

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

RICHMOND, VA 23219

TITLE:

ALLOCATION COMMITTEE

OFFICER NAME:

SARAH KAY (BANK OF AMERICA)

ADDRESS:

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

RICHMOND, VA 23219

TITLE:

SECRETARY, ALLOCATION COMM.

OFFICER NAME:

EXEC COMM BAR ASSOC RICHMOND MEMBER

ADDRESS:

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

RICHMOND, VA 23219

TITLE:

ALLOCATION COMMITTEE

OFFICER NAME:

VA STATE CHAMBER OF COMMERCE MEMBER

ADDRESS:

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

RICHMOND, VA 23219

TITLE:

ALLOCATION COMMITTEE

TOTAL COMPENSATION:

189,089.

=====

TR U-W ROBERT M JEFFRESS-RES TR
FORM 990PF, PART XV - LINES 2a - 2d
=====

54-6094925

RECIPIENT NAME:

SARAH KAY, BANK OF AMERICA

ADDRESS:

P.O. BOX 26688

RICHMOND, VA 23261-6688

RECIPIENT'S PHONE NUMBER: 804-887-8773

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

STATEMENT 18

=====

RECIPIENT NAME:

RANDOLPH-MACON COLLEGE

ADDRESS:

P.O. BOX 5005

ASHLAND, VA 23005

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

UNIVERSITY OF VIRGINIA

MEDICAL SCHOOL

ADDRESS:

P.O. BOX 400195

CHARLOTTESVILLE, VA 22904

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

VIRGINIA COMMONWEALTH

UNIVERSITY

ADDRESS:

P.O. BOX 843039

RICHMOND, VA 23284

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 80,000.

RECIPIENT NAME:

VIRGINIA POLYTECHNIC
INSTITUTE & STATE UNIV

ADDRESS:

100 SANDY HALL
BLACKSBURG, VA 24061

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 61,450.

RECIPIENT NAME:

VIRGINIA MILITARY INSTITUTE

ADDRESS:

LEXINGTON, VA 24450

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ACADEMIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

UNIVERSITY OF RICHMOND

ADDRESS:

28 WESTHAMPTON WAY
RICHMOND, VA 23173

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 60,000.

RECIPIENT NAME:

COLLEGE OF WILLIAM & MARY

ADDRESS:

P.O. BOX 8795

WILLIAMSBURG, VA 23187

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 80,000.

RECIPIENT NAME:

OLD DOMINION UNIVERSITY

ADDRESS:

P.O. BOX 6369

NORFOLK, VA 23508

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

GEORGE MASON UNIVERSITY

ADDRESS:

4400 UNIVERSITY DRIVE

FAIRFAX, VA 22030

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCIENTIFIC RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 120,000.

RECIPIENT NAME:
SWEET BRIAR COLLEGE
ADDRESS:
BOX D
SWEET BRIAR, VA 24595
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENTIFIC RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
JAMES MADISON UNIVERSITY
ADDRESS:
800 S. MAIN ST.
HARRISONBURG, VA 22807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENTIFIC RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:
WASHINGTON AND LEE UNIVERSITY
ADDRESS:
204 W. WASHINGTON
LEXINGTON, VA 22450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENTIFIC RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
LIBERTY UNIVERSITY
ADDRESS:
1971 UNIVERSITY BOULEVARD
LYNCHBURG, VA 24502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENTIFIC RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
VIRGINIA TECH CARILION
SCHOOL OF MEDICINE
ADDRESS:
2 RIVERSIDE CIRCLE
ROANOKE, VA 24016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENTIFIC RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 671,450.
=====

FEDERAL FOOTNOTES

=====

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

TR U-W ROBERT M JEFFRESS-RES TR
54-6094925
Balance Sheet
06/28/2013



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	829331.880	829,331.88	829,331.88
00078H281	ASTON MONTAG & CALDWELL	74411.907	1,885,000.00	1,971,915.54
00206R102	AT&T INC	823.000	23,450.05	29,134.20
00206RAM4	AT&T INC	65000.000	69,097.60	75,168.60
002824100	ABBOTT LABS	716.000	24,423.81	24,974.08
002824AU4	ABBOTT LABS	64000.000	71,126.40	73,627.52
018490102	ALLERGAN INC	617.000	50,958.02	51,976.08
023135106	AMAZON COM INC	310.000	62,249.19	86,083.90
03027X100	AMERICAN TOWER CORP	1137.000	87,529.90	83,194.29
042068106	ARM HLDGS PLC	1397.000	58,602.05	50,613.31
05531FAG8	BB&T CORP	90000.000	93,608.10	94,331.70
06406HCE7	BANK NEW YORK INC UNSECD	100000.000	99,961.00	97,207.00
084664BE0	BERKSHIRE HATHAWAY FIN CORP	65000.000	71,724.90	74,668.75
09061G101	BIOMARIN PHARMACEUTICAL INC	767.000	49,049.70	42,752.58
097023AZ8	BOEING CO	80000.000	87,127.20	91,318.40
10138MAH8	BOTTLING GROUP LLC	80000.000	86,668.00	83,488.80
126650100	CVS CAREMARK CORP	1241.000	53,733.20	70,960.38
149123BX8	CATERPILLAR INC	75000.000	75,389.25	71,634.75
151020104	CELGENE CORP	329.000	38,652.86	38,486.42
156782104	CERNER CORP	735.000	68,399.50	70,626.15
166764100	CHEVRON CORP	354.000	27,249.00	41,892.36
17275RAC6	CISCO SYS INC	90000.000	93,255.40	100,498.50
191216AM2	COCA COLA CO	65000.000	72,930.00	73,584.55
19122T109	COCA-COLA ENTERPRISES INC	510.000	16,002.50	17,931.60
19765N245	COLUMBIA DIVIDEND INCOME FUND	119190.021	1,745,000.00	2,003,584.25
20030N200	COMCAST CORP	1094.000	36,864.41	43,398.98
207543877	SMALL CAP GROWTH LEADERS CTF	57066.503	1,025,795.62	1,004,336.21
20825CAR5	CONOCOPHILLIPS	60000.000	59,772.60	70,287.60
22160K105	COSTCO WHSL CORP NEW	433.000	46,151.35	47,876.81
235851102	DANAHER CORP DEL	535.000	28,723.57	33,865.50
24422ERR2	DEERE JOHN CAP CORP	75000.000	75,643.50	74,907.00
25243Q205	DIAGEO PLC	210.000	22,395.89	24,139.50
25244SAF8	DIAGEO FIN BV	70000.000	74,321.80	72,725.80
254687106	DISNEY WALT CO	416.000	20,747.31	26,270.40

TR U-W ROBERT M JEFFRESS-RES TR
54-6094925
Balance Sheet
06/28/2013



Cusip	Asset	Units	Basis	Market Value
26442CAJ3	DUKE ENERGY CAROLINAS LLC	65000.000	72,623.20	70,740.15
29099J109	EMERGING MARKETS STOCK	27393.503	1,266,612.19	1,193,376.04
29444U502	EQUINIX INC	335.000	71,406.83	61,881.20
30231G102	EXXON MOBIL CORP	699 000	59,280.13	63,154.65
302993993	MID CAP VALUE CTF	58015.608	1,349,954.25	1,304,956.67
303995997	SMALL CAP VALUE CTF	49440.240	1,029,307.60	1,003,809.91
311900104	FASTENAL CO	1355.000	66,850.77	62,045.45
3128M1K65	FEDERAL HOME LN MTG CORP	12640.800	12,680.31	13,828.40
3128MBAX5	FEDERAL HOME LN MTG CORP	8125.740	7,967.02	8,703.64
3128MBAZ0	FEDERAL HOME LN MTG CORP	27015.990	26,944.22	29,250.48
3128MBYB7	FEDERAL HOME LN MTG CORP	4365.770	4,289.38	4,675.65
3128PHGA3	FEDERAL HOME LN MTG CORP	9531.674	9,755.07	10,512.29
31331KHW3	FEDERAL FARM CR BKS	150000.000	154,092.00	152,715.00
31331RKW4	FEDERAL FARM CR BKS	100000.000	100,000.00	102,598.00
313379DD8	FEDERAL HOME LN BKS	150000.000	152,215.35	147,925.50
3133XHZK1	FEDERAL HOME LN BKS	80000.000	79,465.28	90,365.60
3134A4VC5	FEDERAL HOME LN MTG CORP	130000.000	126,796.28	140,405.20
3137EADJ5	FEDERAL HOME LN MTG CORP	150000.000	151,862.85	147,892.50
3138EG6D1	FEDERAL NATL MTG ASSN	127664.060	132,531.25	133,071.91
3138LVWU3	FEDERAL NATL MTG ASSN	165482.670	173,123.32	170,427.29
31411ELX3	FEDERAL NATL MTG ASSN	11511.288	11,115.59	12,343.90
31414MY59	FEDERAL NATL MTG ASSN	9059.179	9,219.15	9,715.06
31417D5D1	FEDERAL NATL MTG ASSN	61252.210	63,979.84	61,684.65
31620M106	FIDELITY NATL INFORMATION SVCS	230.000	9,998.54	9,853.20
323991307	MID CAP GROWTH CTF	62384.473	1,352,424.41	1,303,929.06
354613101	FRANKLIN RES INC	169.000	25,149.43	22,987.38
36962G5J9	GENERAL ELEC CAP CORP	90000.000	93,188.70	95,468.40
370334104	GENERAL MLS INC	1074.000	41,590.12	52,121.22
38141G104	GOLDMAN SACHS GROUP INC	389.000	38,843.97	58,836.25
38259P508	GOOGLE INC	101.000	63,821.33	88,917.37
438516106	HONEYWELL INTL INC	477.000	26,776.14	37,845.18
459200101	INTERNATIONAL BUSINESS MACHS	213.000	25,981.19	40,706 43
46120E602	INTUITIVE SURGICAL INC	81.000	39,903 52	40,996.69
46625H100	J P MORGAN CHASE & CO	1810.000	63,751.02	95,549.90

TR U-W ROBERT M JEFFRESS-RES TR
54-6094925
Balance Sheet
06/28/2013



Cusip	Asset	Units	Basis	Market Value
46625HHQ6	JPMORGAN CHASE & CO	65000.000	66,375.40	70,976.75
478160104	JOHNSON & JOHNSON	975.000	64,391.61	83,713.50
478366107	JOHNSON CTLS INC	649.000	16,026.47	23,227.71
53578A108	LINKEDIN CORP	370.000	42,871.70	65,971.00
539830109	LOCKHEED MARTIN CORP	765.000	68,291.22	82,971.90
544147101	LORILLARD INC	1041.000	43,364.69	45,470.88
580135101	MCDONALDS CORP	150.000	13,573.24	14,850.00
582839106	MEAD JOHNSON NUTRITION CO	671.000	51,909.70	53,163.33
59156R108	METLIFE INC	1148.000	38,209.91	52,532.48
59156RAU2	METLIFE INC	75000.000	86,185.25	85,839.75
615369105	MOODYS CORP	381.000	16,937.34	23,214.33
637071101	NATIONAL OILWELL VARCO INC	440.000	31,147.56	30,316.00
641069406	NESTLE S A	488.000	29,189.70	31,952.29
66989HAD0	NOVARTIS CAP CORP	65000.000	77,256.40	72,177.30
674599105	OCCIDENTAL PETE CORP DEL	370.000	12,999.61	33,015.10
675232102	OCEANEERING INTL INC	931.000	61,947.72	67,218.20
68389X105	ORACLE CORP	1032.000	27,719.52	31,692.72
68389XAG0	ORACLE CORP	80000.000	88,568.80	91,474.40
693390841	PIMCO HIGH YIELD FD	66423.917	617,078.19	625,713.30
693475105	PNC FINL SVCS GROUP INC	213.000	10,698.01	15,531.96
693476BF9	PNC FDG CORP	60000.000	59,827.95	71,942.40
693506107	PPG INDS INC	391.000	46,037.12	57,246.31
717081103	PFIZER INC	3027.000	59,758.43	84,786.27
718172109	PHILIP MORRIS INTL INC	866.000	75,836.94	75,012.92
722005667	PIMCO COMMODITY REALRETURN	406436.453	2,674,124.09	2,247,593.59
74005P104	PRAXAIR INC	515.000	57,344.32	59,307.40
740189105	PRECISION CASTPARTS CORP	342.000	45,576.05	77,295.42
741503403	PRICELINE COM INC	80.000	17,549.63	66,133.60
742718DN6	PROCTER & GAMBLE CO	75000.000	73,866.00	84,589.50
744320102	PRUDENTIAL FINL INC	406.000	21,577.00	29,650.18
747525103	QUALCOMM INC	1623.000	96,193.70	99,149.07
790849103	ST JUDE MED INC	716.000	27,032.15	32,671.08
79466L302	SALESFORCE COM INC	2014.000	62,196.27	76,894.52
806857108	SCHLUMBERGER LTD	822.000	61,751.19	58,904.52

TR U-W ROBERT M JEFFRESS-RES TR
54-6094925
Balance Sheet
06/28/2013



Cusip	Asset	Units	Basis	Market Value
808513105	SCHWAB CHARLES CORP NEW	2253.000	39,477.07	47,831.19
822582AR3	SHELL INTL FIN B V	100000.000	100,765.00	97,821.00
828336107	SILVER WHEATON CORP	1560.000	47,820.42	30,685.20
842400FR9	SOUTHERN CA EDISON CO	85000.000	93,312.15	90,335.45
848637104	SPLUNK INC	781.000	33,848.58	36,207.16
854502101	STANLEY BLACK & DECKER INC	241.000	16,355.15	18,629.30
855244109	STARBUCKS CORP	1320.000	75,256.06	86,473.20
857477103	STATE STR CORP	511.000	30,502.09	33,322.31
87612E106	TARGET CORP	560.000	29,592.25	38,561.60
87612EAZ9	TARGET CORP	70000.000	71,167.60	68,502.70
883556102	THERMO FISHER SCIENTIFIC CORP	488.000	24,678.78	41,299.44
88579Y101	3M CO	305.000	27,968.16	33,351.75
886547108	TIFFANY & CO NEW	581.000	42,756.64	42,320.04
89417E109	TRAVELERS COS INC	485.000	30,402.42	38,761.20
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	2348.028	3,777,870.31	4,100,328.42
911312106	UNITED PARCEL SVC INC	435.000	33,925.07	37,618.80
912828EE6	UNITED STATES TREAS NT	50000.000	47,669.92	54,070.50
912828GH7	UNITED STATES TREAS NT	120000.000	115,803.90	135,862.80
912828HH6	UNITED STATES TREAS NT	105000.000	105,626.00	118,781.25
912828JR2	UNITED STATES TREAS NT	15000.000	15,222.13	16,768.35
912828LY4	UNITED STATES TREAS NT	25000.000	24,356.54	27,507.75
912828QN3	UNITED STATES TREAS NT	50000.000	54,048.83	53,691.50
912828SE1	UNITED STATES TREAS NT	75000.000	74,982.42	74,955.75
912828SF8	UNITED STATES TREAS NTS	40000.000	41,068.75	39,122.00
912828TQ3	UNITED STATES TREAS NT	45000.000	45,015.82	45,015.75
912828TY6	UNITED STATES TREAS NT	125000.000	121,889.65	116,690.00
912833KS8	UNITED STATES TREAS SEC STRIPPED	155000.000	144,762.00	143,702.05
913017109	UNITED TECHNOLOGIES CORP	471.000	17,893.61	43,774.74
913017BH1	UNITED TECHNOLOGIES CORP	65000.000	63,454.95	70,028.40
921943858	VANGUARD FTSE DEVELOPED	24880.000	860,449.09	885,728.00
922042858	VANGUARD FTSE EMERGING MKTS	31980.000	1,358,551.77	1,240,664.10
922908553	VANGUARD REIT	27325.000	1,832,948.75	1,877,774.00
92343VAL8	VERIZON COMMUNICATIONS INC	65000.000	70,808.40	74,020.70
92345Y106	VERISK ANALYTICS INC	963.000	59,178.37	57,491.10

TR U-W ROBERT M JEFFRESS-RES TR
54-6094925
Balance Sheet
06/28/2013



Cusip	Asset	Units	Basis	Market Value
92553P201	VIACOM INC	431.000	19,964.88	29,320.93
92826C839	VISA INC	434.000	40,658.70	79,313.50
928563402	VMWARE INC	577 000	44,548.11	38,653.23
92857W209	VODAFONE GROUP PLC	891.000	24,647.08	25,611.79
92976GAD3	WACHOVIA BK NATL ASSN	75000.000	72,519.75	79,425.00
931142CZ4	WAL-MART STORES INC	90000 000	95,553.90	93,030.30
949746101	WELLS FARGO & CO	1604 000	56,299.67	66,197.08
961214BH5	WESTPAC BKG CORP	100000.000	107,078.00	105,558.00
983024AE0	WYETH	90000.000	92,378.70	92,655.90
99Z466197	INTERNATIONAL FOCUSED EQUITY	137066.358	1,321,796.30	1,390,551.91
G1151C101	ACCENTURE PLC	761.000	46,004.28	54,761.56
G27823106	DELPHI AUTOMOTIVE PLC	639.000	18,026.00	32,390.91
H0023R105	ACE LTD	1366.000	104,661.82	122,229.68
H89128104	TYCO INTL LTD	946.000	26,770.45	31,170.70
		Totals:	30,588,184.98	31,370,851.31