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Form 990-PF

**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

10/1/2012

, and ending

9/30/2013

JAN 13 2014 FEDERAL TAX FORMS MAY 2012		<p><b>Name of foundation</b> <b>TR BERRY COLLEGE U A L CAMPBELL</b></p> <p><b>Number and street (or P O box number if mail is not delivered to street address)</b> <b>P O BOX 1908</b></p> <p><b>City or town, state, and ZIP code</b> <b>ORLANDO FL 32802-1908</b></p> <p><b>G Check all that apply</b> <input type="checkbox"/> <b>Initial return</b> <input type="checkbox"/> <b>Initial return of a former public charity</b>  <input type="checkbox"/> <b>Final return</b> <input type="checkbox"/> <b>Amended return</b>  <input type="checkbox"/> <b>Address change</b> <input type="checkbox"/> <b>Name change</b></p> <p><b>H Check type of organization.</b> <input checked="" type="checkbox"/> <b>Section 501(c)(3) exempt private foundation</b>  <input type="checkbox"/> <b>Section 4947(a)(1) nonexempt charitable trust</b> <input type="checkbox"/> <b>Other taxable private foundation</b></p> <p><b>I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 59,632,353</b> (Part I, column (d) must be on cash basis)</p> <p><b>J Accounting method</b> <input checked="" type="checkbox"/> <b>Cash</b> <input type="checkbox"/> <b>Accrual</b>  <input type="checkbox"/> <b>Other (specify)</b> _____</p>			
Revenue		<b>1 Contributions, gifts, grants, etc., received (attach schedule)</b>	<b>(a) Revenue and expenses per books</b>	<b>(b) Net investment income</b>	<b>(c) Adjusted net income</b>
		<b>2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B</b>	<b>1,253,528</b>	<b>1,220,856</b>	<b>1,109,882</b>
Operating and Administrative Expenses		<b>3 Interest on savings and temporary cash investments</b>	<b>10 a Gross rents</b>	<b>11 Other income (attach schedule)</b>	<b>12 Total. Add lines 1 through 11</b>
		<b>4 Dividends and interest from securities</b>	<b>b Net rental income or (loss)</b>	<b>13 Compensation of officers, directors, trustees, etc</b>	<b>14 Other employee salaries and wages</b>
SCANNED JAN 23 2014 OPENED JAN 23 2014		<b>5 a Net gain or (loss) from sale of assets not on line 10</b>	<b>16 a Legal fees (attach schedule)</b>	<b>17 Interest</b>	<b>18 Taxes (attach schedule) (see instructions)</b>
		<b>b Gross sales price for all assets on line 6a 11,041,167</b>	<b>b Accounting fees (attach schedule)</b>	<b>19 Depreciation (attach schedule) and depletion</b>	<b>20 Occupancy</b>
SCANNED JAN 23 2014 OPENED JAN 23 2014		<b>22 Printing and publications</b>	<b>23 Other expenses (attach schedule)</b>	<b>24 Total operating and administrative expenses.</b>	<b>25 Contributions, gifts, grants paid</b>
		<b>26 Total expenses and disbursements. Add lines 24 and 25</b>	<b>Add lines 13 through 23</b>	<b>228,443</b>	<b>73,414</b>
SCANNED JAN 23 2014 OPENED JAN 23 2014		<b>27 Subtract line 26 from line 12</b>	<b>a Excess of revenue over expenses and disbursements</b>	<b>b Net investment income (if negative, enter -0-)</b>	<b>c Adjusted net income (if negative, enter -0-)</b>
		<b>-599,150</b>	<b>2,257,324</b>	<b>0</b>	<b>2,734,117</b>

<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	<b>Beginning of year</b>	<b>End of year</b>	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash—non-interest-bearing	19,577	-239,334	-239,334
	2	Savings and temporary cash investments	1,468,167		
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
<b>Liabilities</b>	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	50,267,507	52,891,375	59,871,687
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	51,755,251	52,652,041	59,632,353
	17	Accounts payable and accrued expenses			
	18	Grants payable			
<b>Net Assets or Fund Balances</b>	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)	0	0	
	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			
<b>Part III Analysis of Changes in Net Assets or Fund Balances</b>	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	51,755,251	52,652,041	
	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)	51,755,251	52,652,041	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	51,755,251	52,652,041	

**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	51,755,251
2	Enter amount from Part I, line 27a	2	-599,150
3	Other increases not included in line 2 (itemize) ► <b>GAIN ON PY SALES SETTLED IN CY</b>	3	1,511,689
4	Add lines 1, 2, and 3	4	52,667,790
5	Decreases not included in line 2 (itemize) ► <b>GAIN ON CY SALES NOT SETTLED AT YEAR END</b>	5	15,749
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	52,652,041

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(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			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	1,109,882
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,926,668	54,051,634	0 054146
2010	3,070,855	54,742,854	0 056096
2009	3,517,766	52,164,445	0 067436
2008	2,608,385	46,213,699	0 056442
2007			0 000000

2 Total of line 1, column (d) 2 0 234120

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 058530

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 56,922,661

5 Multiply line 4 by line 3 5 3,331,683

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 22,573

7 Add lines 5 and 6 7 3,354,256

8 Enter qualifying distributions from Part XII, line 4 8 2,801,392  
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

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

**1 a** Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
 Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

**b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  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-)

**3** Add lines 1 and 2

**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

**6 Credits/Payments**

**a** 2012 estimated tax payments and 2011 overpayment credited to 2012

6a	68,049
6b	
6c	
6d	

**b** Exempt foreign organizations—tax withheld at source

**c** Tax paid with application for extension of time to file (Form 8868)

**d** Backup withholding erroneously withheld

**7 Total credits and payments** Add lines 6a through 6d

7	68,049
8	
9	0
10	22,903
11	0

**8 Enter any penalty for underpayment of estimated tax** Check here  if Form 2220 is attached

**9 Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed

**10 Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

**11 Enter the amount of line 10 to be Credited to 2013 estimated tax** ►

22,903

Refunded ►

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 22,903 Refunded ► 11 0

**Part VII-A Statements Regarding Activities**

**1 a** During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a	Yes	No
1a	X	

**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b	X	
1b		

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

**c** Did the foundation file Form 1120-POL for this year?

1c	X	
1c		

**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 ► \$ \_\_\_\_\_

2		
2		

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

3		
3		

**2 Has the foundation engaged in any activities that have not previously been reported to the IRS?**

*If "Yes," attach a detailed description of the activities*

2	X	
2		

**3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes**

3	X	
3		

**4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?**

**b** If "Yes," has it filed a tax return on Form 990-T for this year?

4a	X	
4a		

**5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?**

*If "Yes," attach the statement required by General Instruction T*

4b	N/A	
4b		

**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?

5	X	
5		

**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**

6	X	
6		

**8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►**

GA

7	X	
7		

**b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

8b	X	
8b		

**9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV**

9	X	
9		

**10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses**

10	X	
10		

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

11		X
12		X
13	X	
14	SUNTRUST BANK	Telephone no (404) 588-7227
	Located at P.O. BOX 1908 ORLANDO FL	ZIP+4 32802-1908
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 15 N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	Yes 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.		
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)? 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?	
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 ► 20_____ , 20_____ , 20_____ , 20_____	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____ , 20_____ , 20_____ , 20_____	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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?	

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

<b>5a</b> During the year did the foundation pay or incur any amount to	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	<b>5b</b>	N/A		
<b>c</b> 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? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<b>6b</b>	X		
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>7b</b>	N/A			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANK P.O. BOX 1908 ORLANDO, FL 32802-1908 0	TRUSTEE, AS REQ'D	129,551		
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**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

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

Total number of other employees paid over \$50,000 ►

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

## **Part IX-A      Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
<b>1</b>	<b>NONE</b>	
<b>2</b>		
<b>3</b>	<b>NONE</b>	
All other program-related investments See instructions		
<b>Total.</b>	<b>Add lines 1 through 3</b>	► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	57,383,776
b	Average of monthly cash balances	1b	405,728
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	57,789,504
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	57,789,504
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	866,843
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	56,922,661
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,846,133

**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	2,846,133
2a	Tax on investment income for 2012 from Part VI, line 5	2a	45,146
b	Income tax for 2012 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	45,146
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,800,987
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,800,987
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,800,987

**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	2,801,392
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,801,392
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	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,801,392

**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				2,800,987
2 Undistributed income, if any, as of the end of 2012			0	
a Enter amount for 2011 only				
b Total for prior years 20 ____, 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	325,130			
c From 2009	948,430			
d From 2010	413,822			
e From 2011	292,135			
f Total of lines 3a through e	1,979,517			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 2,801,392				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				2,800,987
e Remaining amount distributed out of corpus	405			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:	1,979,922			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0	
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				0
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,979,922			
10 Analysis of line 9				
a Excess from 2008	325,130			
b Excess from 2009	948,430			
c Excess from 2010	413,822			
d Excess from 2011	292,135			
e Excess from 2012	405			



**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> See Attached Statement				
<b>Total</b>			► 3a	2,734,117
<b>b Approved for future payment</b> NONE				
<b>Total</b>			► 3b	0

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) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> 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					
<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					
<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)					
<b>13</b> Total Add line 12, columns (b), (d), and (e)					

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

**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?

- a Transfers from the reporting foundation to a noncharitable exempt organization of
  - (1) Cash
  - (2) Other assets
- b Other transactions:
  - (1) Sales of assets to a noncharitable exempt organization
  - (2) Purchases of assets from a noncharitable exempt organization
  - (3) Rental of facilities, equipment, or other assets
  - (4) Reimbursement arrangements
  - (5) Loans or loan guarantees
  - (6) Performance of services or membership or fundraising solicitations
- c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

**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

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

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

**Sign  
Here**

Barbara Allred

12/18/2013

## ► TRUSTEE

---

**Signature of officer or trustee**

Da

Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	DONALD J ROMAN		12/18/2013		P00364310
	Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000		



BERRY COLL CAMPBELL TR  
ACCOUNT NO. 1123098

PORTFOLIO SUMMARY

AS OF 09/30/13

PAGE 2

<u>MAJOR INVESTMENT CLASS</u>	<u>MARKET VALUE</u>	<u>PERCENT OF ACCOUNT</u>	<u>FEDERAL TAX COST</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET</u>
<b><u>PRINCIPAL PORTFOLIO</u></b>						
PRINCIPAL CASH	9,352,860.72-	15.68-%	9,352,860.72-			
EQUITY SECURITIES	25,436,658.84	42.66 %	22,541,895.59	2,894,763.25	541,803	2.13 %
MUTUAL FUNDS	34,435,028.17	57.75 %	30,349,479.05	4,085,549.12	507,718	1.47 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
<b>PRINCIPAL PORTFOLIO TOTAL</b>	<b>50,518,826.29</b>	<b>84.72 %</b>	<b>43,538,513.92</b>	<b>6,980,312.37</b>	<b>1,049,521</b>	<b>1.75 %</b>
<b><u>INCOME PORTFOLIO</u></b>						
INCOME CASH	9,113,526.99	15.28 %	9,113,526.99			
<b>INVESTMENT ASSETS</b>	<b>59,632,353.28</b>	<b>100.00 %</b>	<b>52,652,030.91</b>	<b>6,980,312.37</b>	<b>1,049,521</b>	<b>1.75 %</b>
<b>INVESTMENT ASSETS</b>	<b>59,632,353.28</b>	<b>100.00 %</b>	<b>52,652,030.91</b>	<b>6,980,312.37</b>	<b>1,049,521</b>	<b>1.75 %</b>



BERRY COLL. CAMPBELL TR  
ACCOUNT NO. 1123098

PORTFOLIO DETAIL  
AS OF 09/30/13

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	INCOME YIELD AT MARKET/ YIELD TO MATURITY	
					ESTIMATED ANNUAL INCOME	
<b>PRINCIPAL PORTFOLIO</b>						
	PRINCIPAL CASH	9,352,860.72- 15.68-%		9,352,860.72-		
<b>EQUITY SECURITIES</b>						
<b>MUTUAL FUNDS-EQUITY</b>						
36,681	ISHARES DJ SELECT DIVIDEND ETF CUSIP: 464287168	2,433,417.54 66.340 4.08 %	1,973,910.98 53.81	459,506.56	80,221	3.30 % 0.00 %
41,570	ISHARES RUSSELL MIDCAP VALUE ETF CUSIP: 464287473	2,532,028.70 60.910 4.25 %	2,303,547.51 55.41	228,481.19	46,143	1.82 % 0.00 %
61,545	ISHARES RUSSELL 1000 GROWTH ETF CUSIP: 464287614	4,812,819.00 78.200 8.07 %	3,742,196.54 60.80	1,070,622.46	73,669	1.53 % 0.00 %
51,831	ISHARES RUSSELL 1000 VALUE ETF CUSIP: 464287598	4,467,832.20 86.200 7.49 %	3,556,769.39 68.62	911,062.81	93,296	2.09 % 0.00 %
31,340	ISHARES RUSSELL 2000 ETF CUSIP: 464287655	3,341,157.40 106.610 5.60 %	2,699,868.25 86.15	641,289.15	53,403	1.60 % 0.00 %
<b>TOTAL MUTUAL FUNDS-EQUITY</b>						
		17,587,254.84	14,276,292.67	3,310,962.17	346,733	1.97 %



BERRY COLL CAMPBELL TR  
ACCOUNT NO. 1123098

PORTFOLIO DETAIL  
AS OF 09/30/13

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET		FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
		MARKET VALUE	MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<b>MUTUAL FUNDS-FIXED INCOME</b>							
97,050	VANGUARD TOTAL BOND MARKET ETF CUSIP: 921937835	7,849,404.00 80.880 13.16 %	8,265,602.92 85.17	416,198.92-	195,071	2.49 % 0.00 %	
	<b>TOTAL EQUITY SECURITIES</b>	<b>25,436,658.84</b>	<b>22,541,895.59</b>	<b>2,894,763.25</b>	<b>541,803</b>	<b>2.13 %</b>	
<b>MUTUAL FUNDS</b>							
99,347.653	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	1,213,034.84 12.210 2.03 %	1,131,834.00 11.39	81,200.84	0	0.00 % 0.00 %	
446,734.603	ABSOLUTE STRATEGIES FUND CUSIP: 34984T600	4,945,352.06 11.070 8.29 %	4,789,230.39 10.72	156,121.67	0	0.00 % 0.00 %	
126,004.343	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	1,151,679.70 9.140 1.93 %	1,160,500.00 9.21	8,820.30-	47,882	4.16 % 0.00 %	
87,114.624	GOLDMAN SACHS GROWTH OPPORTUNITIES FUND CUSIP 38142Y401	2,646,542.28 30.380 4.44 %	1,747,858.26 20.06	898,684.02	0	0.00 % 0.00 %	
118,061.038	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP 38145N303	1,024,769.81 8.680 1.72 %	1,160,540.00 9.83	135,770.19-	53,482	5.22 % 0.00 %	
647,793.28	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP 563821545	5,707,058.80 8.810 9.57 %	4,783,617.21 7.38	923,441.59	79,679	1.40 % 0.00 %	



BERRY COLL CAMPBELL TR  
ACCOUNT NO. 1123098

PORTFOLIO DETAIL

AS OF 09/30/13

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	INCOME YIELD AT MARKET/ YIELD TO MATURITY	
					ESTIMATED ANNUAL INCOME	
120,890.332	NEUBERGER BERMAN HIGH INCOME BOND FUND CUSIP: 64128K868	1,138,786.93 9 420 1.91 %	1,098,893.12 9.09	39,893.81	68,545	6.02 % 0.00 %
109,214.082	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	3,992,866.84 36.560 6.70 %	3,540,391.15 32.42	452,475.69	27,194	0.68 % 0.00 %
106,745.369	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	1,027,957.90 9.630 1.72 %	1,159,483.00 10.86	131,525.10-	52,198	5.08 % 0.00 %
359,806.966	PIMCO TOTAL RETURN FUND CUSIP: 693390700	3,893,111.37 10.820 6.53 %	4,099,930.48 11.39	206,819.11-	109,741	2.82 % 0.00 %
144,277.592	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	3,494,403.28 24.220 5.86 %	2,770,718.63 19.20	723,684.65	10,099	0.29 % 0.00 %
18,691.894	VANGUARD INSTITUTIONAL INDEX FUND CUSIP: 922040100	2,878,551.68 154.000 4.83 %	1,766,642.81 94.51	1,111,908.87	58,898	2.05 % 0.00 %
83,443.631	WASATCH LONG/SHORT FUND CUSIP: 936793769	1,320,912.68 15.830 2.22 %	1,139,840.00 13.66	181,072.68	0	0.00 % 0.00 %
					4,085,549.12	1.47 %
					30,349,479.05	
					34,435,028.17	
						TOTAL MUTUAL FUNDS
						507,718



BERRY COLL CAMPBELL TR  
ACCOUNT NO. 1123098

PORTFOLIO DETAIL

AS OF 09/30/13

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ASSET DESCRIPTION	PAR VALUE OR SHARES	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<b>MISCELLANEOUS ASSETS</b>						
1 CLASS ACTION PENDING LEHMAN BROTHERS HLDGS INC ON RCPT OF FINAL PMT CUSIP: 997001PZ9		0.00 0.000 0.00 %	0.00 0.00 0.00	0.00	0	0.00 % 0.00 %
1 CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0		0.00 0.000 0.00 %	0.00 0.00 0.00	0.00	0	0.00 % 0.00 %
1 CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3		0.00 0.000 0.00 %	0.00 0.00 0.00	0.00	0	0.00 % 0.00 %
1 CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5		0.00 0.000 0.00 %	0.00 0.00 0.00	0.00	0	0.00 % 0.00 %
					0	0.00 %
		<b>50,518,826.29</b>	<b>43,538,513.92</b>	<b>6,980,312.37</b>	<b>1,049,521</b>	<b>1.75 %</b>
<b>TOTAL MISCELLANEOUS ASSETS</b>						
<b>PRINCIPAL PORTFOLIO TOTAL</b>						
<b>INCOME PORTFOLIO</b>						
		9,113,526.99 15.28 %		9,113,526.99		



BERRY COLL CAMPBELL TR  
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PORTFOLIO DETAIL  
AS OF 09/30/13

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<u>ASSET DESCRIPTION</u>	<u>MARKET VALUE</u> MARKET PRICE % OF MARKET	<u>PAR VALUE OR SHARES</u>	<u>FED TAX COST</u> COST PER UNIT	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>INCOME YIELD AT MARKET/ YIELD TO MATURITY</u>
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100,622,252.00 6,980,916.00 40,916,921.75 104,952.11



BERRY COLL CAMPBELL TR  
ACCOUNT NO. 1123098

TRANSACTION SUMMARY

09/01/13 THROUGH 09/30/13

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	PRINCIPAL CASH	INCOME CASH	FED TAX COST
<b>BEGINNING BALANCES</b>	<b>8,985,690.15-</b>	<b>8,985,690.15</b>	<b>53,219,707.32</b>
<hr/>			
<b>RECEIPTS</b>			
DIVIDENDS			0.00
TOTAL RECEIPTS	0.00	134,036.84	0.00
		134,036.84	0.00
<hr/>			
<b>DISBURSEMENTS</b>			
ADMINISTRATIVE EXPENSES	6,200.01-	6,200.00-	0.00
FIDUCIARY TAX	14,024.00-	0.00	0.00
MISC CASH DISBURSEMENTS	675,279.24-	0.00	0.00
TOTAL DISBURSEMENTS	695,503.25-	6,200.00-	0.00
		6,200.00-	0.00
<hr/>			
<b>CASH SWEEP TRANSACTIONS</b>			
SWEEP PURCHASES	44,294.10-	0.00	44,294.10
SWEEP SALES	372,626.78	0.00	372,626.78
TOTAL CASH SWEEP TRANSACTIONS	328,332.68	0.00	328,332.68
		328,332.68	0.00
<hr/>			
<b>ENDING BALANCES</b>			



## MARKET VALUE SUMMARY

BERRY COLL CAMPBELL TR  
ACCOUNT NO. 1123098

09/01/13 THROUGH 09/30/13

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## BEGINNING MARKET VALUE

RECEIPTS  
DIVIDENDS  
TOTAL RECEIPTS

134,036.84

DISBURSEMENTS  
ADMINISTRATIVE EXPENSES  
FIDUCIARY TAX  
MISC CASH DISBURSEMENTS  
TOTAL DISBURSEMENTS

12,400.01-  
14,024.00-  
675.279.24-

701,703.25-

1,951.924.14

NET CHANGE IN MARKET VALUE

ENDING MARKET VALUE

59,632,353.28

58,248,095.55

TR BERRY COLLEGE U A L CAMPBELL

58-6320345 Page 1 of 1

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

BERRY COLLEGE

**Street**

2277 MARTHA BERRY HWY, N W

<b>City</b> MOUNT BERRY	<b>State</b> GA	<b>Zip Code</b> 30149	<b>Foreign Country</b>
----------------------------	--------------------	--------------------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

NONE	501(C)(3) PUBLIC CHARITY
------	--------------------------

<b>Purpose of grant/contribution</b> GENERAL/CHARITABLE PURPOSE	<b>Amount</b> 2,734,117
--	----------------------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

**Name****Street**

<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>Foreign Country</b>
-------------	--------------	-----------------	------------------------

<b>Relationship</b>	<b>Foundation Status</b>
---------------------	--------------------------

<b>Purpose of grant/contribution</b>	<b>Amount</b>
--------------------------------------	---------------

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals		Net Gain or Loss
											Capital Gains/Losses	Other Sales	
	Long Term CG Distributions	385,146									11,041,167	0	9,931,285
	Short Term CG Distributions	0											0
1	X	ABSOLUTE STRATEGIES FUN	343641600		4/30/2010		9/20/2013	50,000	46,462				1,538
2	X	GOLDMAN SACHS GROWTH Q	381421401		6/24/2011		4/5/2013	71,205	65,900				5,305
3	X	GOLDMAN SACHS GROWTH Q	381421401		9/28/2012		4/5/2013	2,772,016	2,721,692				50,324
4	X	GOLDMAN SACHS GROWTH Q	13172012		4/5/2013		12/9/2013	73,935	66,266				7,692
5	X	T ROWE PRICE INSTLARGE	457751408		9/28/2012		12/9/2013	603,000	579,281				23,719
6	X	T ROWE PRICE INSTLJC GRV	457751408		4/5/2013		9/30/2013	50,000	41,371				8,629
7	X	ISHARES TR DOW JONES SEL	462287168		13/12/2012		4/5/2013	247,246	212,923				35,223
8	X	ISHARES TR RUSSELL 1000 V	462287598		3/3/2011		12/9/2013	565,440	501,006				64,434
9	X	ISHARES TR RUSSELL 1000 V	462287598		3/3/2011		4/5/2013	918,516	791,453				127,063
10	X	ISHARES TR RUSSELL 1000 Q	462287614		3/3/2011		12/9/2013	552,743	492,610				60,133
11	X	ISHARES TR RUSSELL 1000 Q	462287614		3/3/2011		4/5/2013	1,127,941	981,45				146,746
12	X	MANNING & NAPIER WORLD Q	563821545		12/29/2013		9/30/2013	150,000	138,103				10,887
13	X	NEUBERGER BERMAN HIGH I	64128K888		9/28/2012		4/5/2013	868,866	857,079				11,793
14	X	NEUBERGER BERMAN HIGH I	64128K888		1/31/2012		4/5/2013	283,034	268,557				14,477
15	X	OPENHEIMER DEVELOPING	683917405		1/29/2013		9/30/2013	50,000	49,111				889
16	X	PIMCO TOTAL RETURN I	693390700		9/28/2012		4/5/2013	107,000	109,651				-2,651
17	X	VANGUARD BD INDEX TOTAL	921927835		9/28/2012		4/5/2013	852,023	864,460				-12,437
18	X	VANGUARD TOTAL BOND MA	921937835		9/28/2012		9/30/2013	113,034	119,236				-6,202
19	X	VANGUARD INSTL INDEX-I	922040100		3/27/2008		10/1/2012	739,551	677,111				62,440
20	X	VANGUARD INSTL INDEX-I	922040100		6/24/2011		10/1/2012	60,449	53,253				7,196
21	X	VANGUARD INSTL INDEX-I	922040100		6/15/2010		3/27/2013	336,135	240,744				95,391
22	X	VANGUARD INSTL INDEX-I	922040100		6/24/2011		3/27/2013	61,599	50,097				11,412
23	X	VANGUARD INSTL INDEX-I	922040100		11/16/2009		3/27/2013	2,355	1,677				678

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

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

		96,392	8,638	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	8,638	8,638		
2	PY EXCISE TAX DUE	19,705			
3	ESTIMATED EXCISE PAYMENTS	68,049			

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

		50,267,507	52,891,375	59,871,687
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year
1	OTHER INVESTMENTS		52,891,375	59,871,687

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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

	Date	Amount
1 Credit from prior year return		1
2 First quarter estimated tax payment	2/12/2013	5,000
3 Second quarter estimated tax payment	3/13/2013	35,000
4 Third quarter estimated tax payment	6/13/2013	14,025
5 Fourth quarter estimated tax payment	9/10/2013	14,024
6 Other payments		6
7 Total		7
		68,049