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

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 11/01, 2012, and ending 10/31, 2013

Name of foundation
EMILY COUDRAY TRUST

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

A Employer identification number
59-6173671

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

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> 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) ▶ \$ 1,292,539.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <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	19,035.	19,025.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	194,904.			
b	Gross sales price for all assets on line 6a	1,600,251.			
7	Capital gain net income (from Part IV, line 2)		194,904.		
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)	18.			STMT 4
12	Total. Add lines 1 through 11	213,957.	213,929.		
13	Compensation of officers, directors, trustees, etc.	16,776.	10,066.		6,710.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 5	800.	NONE	NONE	800.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	1,972.	392.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
24	Total operating and administrative expenses. Add lines 13 through 23	19,548.	10,458.	NONE	7,510.
25	Contributions, gifts, grants paid	63,010.			63,010.
26	Total expenses and disbursements Add lines 24 and 25	82,558.	10,458.	NONE	70,520.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	131,399.			
b	Net investment income (if negative, enter -0-)		203,471.		
c	Adjusted net income (if negative, enter -0-)				

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Revenue Operating and Administrative Expenses

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				
	2	Savings and temporary cash investments	41,308.	9,258.	9,258.	
	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) . STMT 7	1,017,783.	1,135,142.	1,231,884.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule) STMT 11		55,311.	51,397.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,059,091.	1,199,711.	1,292,539.		
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	957,094.	957,094.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	101,997.	242,617.		
30	Total net assets or fund balances (see instructions)	1,059,091.	1,199,711.			
31	Total liabilities and net assets/fund balances (see instructions)	1,059,091.	1,199,711.			

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	1,059,091.
2	Enter amount from Part I, line 27a	2	131,399.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	14,525.
4	Add lines 1, 2, and 3	4	1,205,015.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	5,304.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,199,711.

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 1,383,177.		1,187,108.	196,069.		
b 217,074.		218,239.	-1,165.		
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			196,069.		
b			-1,165.		
c					
d					
e					
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	194,904.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	47,693.	1,176,184.	0.040549
2010	62,653.	1,194,809.	0.052438
2009	43,192.	1,095,913.	0.039412
2008	42,720.	953,742.	0.044792
2007			
2	Total of line 1, column (d)		0.177191
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		0.044298
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		1,239,022.
5	Multiply line 4 by line 3		54,886.
6	Enter 1% of net investment income (1% of Part I, line 27b)		2,035.
7	Add lines 5 and 6		56,921.
8	Enter qualifying distributions from Part XII, line 4 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		70,520.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Values include 2,035, 1,006, and 1,029.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, tax on political expenditures, and foundation requirements. Includes handwritten entry 'FL' for question 8a.

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 SEE STATEMENT 16 Telephone no
Located at ZIP+4
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

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? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. P.O. BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 3220	TRUSTEE 01	16,776.	-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**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,213,309.
b	Average of monthly cash balances	1b	44,581.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,257,890.
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	1,257,890.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,868.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,239,022.
6	Minimum investment return. Enter 5% of line 5	6	61,951.

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	61,951.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,035.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,035.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	59,916.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	59,916.
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	59,916.

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	70,520.
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	70,520.
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	2,035.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,485.

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				59,916.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			21,762.	
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>70,520.</u>				
a Applied to 2011, but not more than line 2a			21,762.	
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				48,758.
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				11,158.
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)

Table with columns: Tax year (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income...; 2b 85% of line 2a; 2c Qualifying distributions from Part XII, line 4...; 2d Amounts included in line 2c not used directly for active conduct of exempt activities...; 2e Qualifying distributions made directly for active conduct of exempt activities...; 3 Complete 3a, b, or c for the alternative test relied upon; 3a "Assets" alternative test - enter (1) value of all assets, (2) value of assets qualifying under section 4942(j)(3)(B)(i); 3b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed; 3c "Support" alternative test - enter (1) Total support other than gross investment income, (2) Support from general public and 5 or more exempt organizations, (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 [X] 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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN HEART ASSOCIATION NAT'L BEQUEST CTR, P O BOX 22035 ST PETERSBURG FL 33742-2035	NONE	EXEMPT PUB	MEDICAL RESEARCH	12,602.
FATHERS OF OUR LADY OF MERCY ATTN: FATHER JER P O BOX 207 LEROY NY 14482-0207	NONE	PC	UNRESTRICTED GENERAL SUPPORT	12,602.
ST FRANCIS MONASTERY JESUS 3RD ORDER REG OF S P O BOX 188 LORETTO PA 15940-0188	NONE	PC	UNRESTRICTED GENERAL SUPPORT	12,602.
AMERICAN CANCER SOCIETY FL DIV NATI'L OFFICE P O BOX 720366E TAMPA FL 33629-5111	NONE	PC	MEDICAL RESEARCH	12,602.
UNIVERSITY OF FLORIDA FDN, INC ATTN: MR. JOHN P O BOX 14425 GAINESVILLE FL 32604-2425	NONE	PC	UNRESTRICTED GENERAL SUPPORT	12,602.
Total				3a 63,010.
b Approved for future payment				
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?
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.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature: Karen J. Klein, Date: 01/21/2014, Title: SVP Tax.

Paid Preparer Use Only: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADT CORP COM	10.	
ALLERGAN INCORPORATED	5.	5.
ANADARKO PETROLEUM CORP	9.	9.
APPLE INC COM	106.	106.
CITIGROUP INC NEW COM	3.	3.
COACH INC COM	17.	17.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	695.	695.
COLUMBIA MARSICO GROWTH FUND CLASS Z SHA	450.	450.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	58.	58.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	361.	361.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	457.	457.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	2,852.	2,852.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	214.	214.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	66.	66.
COSTCO WHSL CORP NEW COM	473.	473.
DISNEY WALT CO	139.	139.
DOVER CORPORATION	35.	35.
DOW CHEMICAL COMPANY	48.	48.
EXELON CORP COM	32.	32.
MID CAP VALUE CTF	85.	85.
GOLDMAN SACHS GROUP INC	33.	33.
HUMANA INC	17.	17.
HUNT J B TRANSPORT SERVICES INC COM	30.	30.
INTERNATIONAL BUSINESS MACHS	26.	26.
ISHARES MSCI BRAZIL CAPPED ETF	91.	91.
ISHARES MSCI SINGAPORE ETF	345.	345.
ISHARES MSCI MEXICO CAPPED ETF	38.	38.
ISHARES CORE S&P MID CAP ETF	448.	448.
ISHARES RUSSELL 1000 GROWTH ETF	406.	406.
ISHARES RUSSELL 2000 ETF	283.	283.
J P MORGAN CHASE & CO COM	99.	99.
JOHNSON & JOHNSON	98.	98.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
JOY GLOBAL INC 00	8.	8.
LAZARD FUNDS INC EMERGING MKTS PORTFOLIO	1,409.	1,409.
LOWES COMPANIES INCORPORATED	34.	34.
MCKESSON HBOC INC	19.	19.
MICROSOFT CORPORATION	81.	81.
NATIONAL OILWELL VARCO INC COM	14.	14.
NORDSTROM INCORPORATED	35.	35.
OCCIDENTAL PETROLEUM CORPORATION	51.	51.
PIMCO HIGH YIELD FD INSTL CL	1,084.	1,084.
PNC BK CORP	42.	42.
PARKER HANNIFIN CORPORATION	33.	33.
PEPSICO INCORPORATED	81.	81.
PHILIP MORRIS INTL INC COM	208.	208.
PIMCO COMMODITY REALRETURN STRATEGY FUND	396.	396.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	2,206.	2,206.
PRICE T ROWE GROUP INC COM	101.	101.
QUALCOMM INC	33.	33.
QUESTAR CORP	41.	41.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	116.	116.
SCHLUMBERGER LIMITED	19.	19.
SEMPRA ENERGY	75.	75.
TJX COMPANIES INCORPORATED NEW	22.	22.
TEMPLETON GLOBAL BD FUND ADVISOR CL	217.	217.
THERMO ELECTRON CORP	19.	19.
UNITED TECHNOLOGIES CORP	86.	86.
VANGUARD FTSE DEVELOPED MARKETS ETF	903.	903.
VANGUARD FTSE EMERGING MKTS ETF	1,250.	1,250.
VANGUARD REIT ETF	1,888.	1,888.
VERIZON COMMUNICATIONS	149.	149.
WELLS FARGO COMPANY	74.	74.
WHOLE FOODS MKT INC COM	140.	140.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	55.	55.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	19.	19.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC CL A COM	73.	73.
TYCO INTL LTD NEW F COM	25.	25.
TOTAL	19,035.	19,025.

FORM 990PF, PART I - OTHER INCOME

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
-----	-----
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	18.
TOTALS	18.
	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	800.			800.
TOTALS	800.	NONE	NONE	800.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	20.	20.
EXCISE TAX - PRIOR YEAR	574.	
EXCISE TAX ESTIMATES	1,006.	
FOREIGN TAXES ON QUALIFIED FOR	294.	294.
FOREIGN TAXES ON NONQUALIFIED	78.	78.
TOTALS	1,972.	392.

EMILY COUDRAY TRUST

59-6173671

FORM 990PF, PART II - CORPORATE STOCK
=====

ENDING
BOOK VALUE -----
ENDING
FMV -----

DESCRIPTION

464286400	ISHARES INC MSCI BRA		
464286673	ISHARES MSCI SINGAPO		
464286822	ISHARES MSCI MEXICO		
032511107	ANADARKO PETE CORP C		
26875P101	EOG RES INC COM		
637071101	NATIONAL OILWELL VAR		
674599105	OCCIDENTAL PETE CORP		
780259206	ROYAL DUTCH SHELL PL		
806857108	SCHLUMBERGER LTD COM		
260543103	DOW CHEM CO COM		
767204100	RIO TINTO PLC SPONSO		
H89128104	TYCO INTL LTD NEW F		
00101J106	ADT CORP COM		
260003108	DOVER CORP COM		
445658107	HUNT J B TRANS SVCS		
481165108	JOY GLOBAL INC COM		
701094104	PARKER HANNIFIN CORP		
913017109	UNITED TECHNOLOGIES		
023135106	AMAZON COM INC COM		
189754104	COACH INC COM		
254687106	DISNEY WALT CO COM D		
548661107	LOWES COS INC COM		
655664100	NORDSTROM INC COM		
741503403	PRICELINE COM INC CO		
872540109	TJX COS INC NEW COM		
22160K105	COSTCO WHSL CORP NEW		
713448108	PEPSICO INC COM		
718172109	PHILIP MORRIS INTL I		
966837106	WHOLE FOODS MKT INC		

EMILY COUDRAY TRUST

59-6173671

FORM 990PF, PART II - CORPORATE STOCK
=====

ENDING
BOOK VALUE -----
ENDING
FMV ----

DESCRIPTION

018490102	ALLERGAN INC COM		
125509109	CIGNA CORP COM		
151020104	CELGENE CORP COM		
375558103	GILEAD SCIENCES INC		
444859102	HUMANA INC COM		
478160104	JOHNSON & JOHNSON CO		
58155Q103	MCKESSON CORP COM		
883556102	THERMO FISHER SCIENT		
92532F100	VERTEX PHARMACEUTICA		
172967424	CITIGROUP INC NEW CO		
38141G104	GOLDMAN SACHS GROUP		
45865V100	INTERCONTINENTAL EXC		
46625H100	J P MORGAN CHASE & C		
693475105	PNC FINL SVCS GROUP		
74144T108	PRICE T ROWE GROUP I		
949746101	WELLS FARGO & CO NEW		
G1151C101	ACCENTURE PLC CL A C		
037833100	APPLE INC COM		
177376100	CITRIX SYS INC COM		
268648102	EMC CORP COM		
303726103	FAIRCHILD SEMICONDOC		
38259P508	GOOGLE INC CL A COM		
459200101	INTERNATIONAL BUSINE		
461202103	INTUIT COM		
594918104	MICROSOFT CORP COM		
747525103	QUALCOMM INC COM		
92343V104	VERIZON COMMUNICATIO		
30161N101	EXELON CORP COM		
748356102	QUESTAR CORP COM		

EMILY COUDRAY TRUST

59-6173671

FORM 990PF, PART II - CORPORATE STOCK
=====

ENDING
BOOK VALUE -----
ENDING
FMV -----

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
816851109 SEMPRA ENERGY COM		
92646A823 VICTORY SPECIAL VALU		
19765H180 COLUMBIA MARSICO GRO		
19765N245 COLUMBIA DIVIDEND IN		
19765N567 COLUMBIA SMALL CAP V		
19765P596 COLUMBIA SMALL CAP G		
722005667 PIMCO COMMODITY REAL		
880208400 TEMPLETON GLOBAL BD		
19765L694 COLUMBIA STRATEGIC I		
19765N468 COLUMBIA INTERMEDIAT		
52106N889 LAZARD EMERGING MKTS		
885215566 THORNBURG INTL VALUE		
197199813 COLUMBIA ACORN INTER		
19765H586 COLUMBIA INTERNATION		
19765H636 COLUMBIA MARSICO INT		
464287507 ISHARES CORE S&P MID	37,320.	46,274.
464287655 ISHARES RUSSELL 2000	25,060.	31,665.
921943858 VANGUARD FTSE DEVELO	37,269.	42,402.
922042858 VANGUARD FTSE EMERGI	71,095.	66,691.
922908553 VANGUARD REIT ETF	74,899.	74,730.
466001864 IVY ASSET STRATEGY F	43,577.	49,586.
693390841 PIMCO HIGH YIELD FD	24,519.	24,393.
714199106 PERMANENT PORTFOLIO	31,522.	30,925.
72200Q182 PIMCO ALL ASSET ALL	91,947.	86,480.
202671913 AGGREGATE BOND CTF	74,978.	73,716.
207543877 SMALL CAP GROWTH LEA	24,899.	31,226.
29099J109 EMERGING MARKETS STO	59,157.	59,482.
302993993 MID CAP VALUE CTF	37,225.	44,121.
303995997 SMALL CAP VALUE CTF	25,890.	30,376.

EMILY COUDRAY TRUST

59-6173671

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
323991307 MID CAP GROWTH CTF	39,164.	45,400.
45399C107 DIVIDEND INCOME COMM	117,338.	134,273.
99Z466163 HIGH QUALITY CORE CO	70,991.	79,032.
99Z466197 INTERNATIONAL FOCUS	123,705.	138,849.
99Z501647 STRATEGIC GROWTH COM	124,586.	142,262.
TOTALS	1,135,141.	1,231,883.

EMILY COUDRAY TRUST

59-6173671

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

ENDING
BOOK VALUE

ENDING
FMV

DESCRIPTION

73935S105 POWERSHARES DB COMMO

C

55,311. 51,397.

TOTALS

55,311. 51,397.

=====

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

DESCRIPTION

AMOUNT

CTF ADJUSTMENT	14,509.
PRIOR YEAR END SALES ADJUSTMENT	16.

TOTAL	14,525.
	=====

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

DESCRIPTION

AMOUNT

CURRENT YEAR END SALES ADJUSTMENT
ROUNDING
SALES ADJUSTMENT

5,122.
19.
163.

TOTAL

5,304.
=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	86.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	86.00

	=====

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

COMMON TRUST FUNDS	492.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	492.00

	=====

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

NAME: BANK OF AMERICA TAX SERVICES

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

TELEPHONE NUMBER: (877)446-1410

FEDERAL FOOTNOTES

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