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 DEC 1, 2012, and ending NOV 30, 2013

Name of foundation: THE JACKSON FOUNDATION

A Employer identification number: 54-1186114

Number and street (or P O box number if mail is not delivered to street address): 104 SHOCKOE SLIP, SUITE 2B | Room/suite:

B Telephone number: 804.648.1418

City or town, state, and ZIP code: RICHMOND, VA 23219

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 14,026,154.

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

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15.	15.		STATEMENT 1
	4 Dividends and interest from securities	285,793.	285,793.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	742,182.			
	b Gross sales price for all assets on line 6a 4,493,737.				
	7 Capital gain net income (from Part IV, line 2)		742,182.		
	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)				
	11 Other income	30,271.	30,271.		STATEMENT 3
	12 Total Add lines 1 through 11	1,058,261.	1,058,261.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	44,363.	44,363.		0.
	14 Other employee salaries and wages	16,536.	16,536.		0.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	4,550.	4,550.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	13,771.	8,313.		0.
	19 Depreciation and depletion	47.	0.		
	20 Occupancy	11,700.	11,700.		0.
	21 Travel, conferences, and meetings	355.	355.		0.
	22 Printing and publications				
	23 Other expenses STMT 6	62,351.	62,339.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	153,673.	148,156.		0.
	25 Contributions, gifts, grants paid	717,050.			717,050.
	26 Total expenses and disbursements. Add lines 24 and 25	870,723.	148,156.		717,050.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	187,538.			
	b Net investment income (if negative, enter -0-)		910,105.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	272,074.	182,234.	182,234.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 8	487,781.	439,191.	430,238.
	b Investments - corporate stock STMT 9	4,520,369.	4,827,950.	7,182,161.
	c Investments - corporate bonds STMT 10	1,416,304.	1,321,593.	1,350,550.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	3,686,169.	3,798,644.	4,878,533.
	14 Land, buildings, and equipment: basis ▶ 1,732.			
	Less accumulated depreciation STMT 12▶ 1,688.	90.	44.	44.
	15 Other assets (describe ▶ PAYROLL RECEIVABLE)	0.	2,394.	2,394.
	16 **Total assets** (to be completed by all filers)	10,382,787.	10,572,050.	14,026,154.
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			
	22 Other liabilities (describe ▶ STATEMENT 13)	2,484.	0.	
	23 **Total liabilities** (add lines 17 through 22)	2,484.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	15,823,493.	15,823,493.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-5,443,190.	-5,251,443.	
	30 **Total net assets or fund balances**	10,380,303.	10,572,050.	
	31 **Total liabilities and net assets/fund balances**	10,382,787.	10,572,050.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,380,303.
2 Enter amount from Part I, line 27a	2	187,538.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,209.
4 Add lines 1, 2, and 3	4	10,572,050.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,572,050.

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	DAVENPORT & COMPANY - SEE SCHEDULE B	P		
b	SUNTRUST - SEE STATEMENT C	P		
c	LITIGATION	P		
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	1,964,793.		1,465,373.	499,420.
b	2,528,350.		2,286,182.	242,168.
c	594.			594.
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				499,420.
b				242,168.
c				594.
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** 742,182.

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).
If (loss), enter -0- in Part I, line 8 } **3** N/A

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	573,502.	11,955,105.	.047971
2010	723,477.	12,119,782.	.059694
2009	605,200.	11,240,939.	.053839
2008	589,280.	9,659,604.	.061005
2007	863,525.	13,027,338.	.066286

2	**Total** of line 1, column (d)	2	.288795
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	.057759
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,016,453.
5	Multiply line 4 by line 3	5	751,817.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,101.
7	Add lines 5 and 6	7	760,918.
8	Enter qualifying distributions from Part XII, line 4	8	717,050.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	18,202.
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	0.
3	Add lines 1 and 2		3	18,202.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	18,202.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	409.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	18,611.
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** ▶	**Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.JACKSONF.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ (804)644-5735
Located at ▶ 104 SHOCKOE SLIP, RICHMOND, VA ZIP+4 ▶ 23219

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

(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 14		44,363.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	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	12,946,050.
b	Average of monthly cash balances	1b	268,623.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,214,673.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	13,214,673.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,220.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,016,453.
6	**Minimum investment return**. Enter 5% of line 5	6	650,823.

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	650,823.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 18,202.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	18,202.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	632,621.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	632,621.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	632,621.

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	717,050.
b	Program-related investments - total from Part IX-B	1b	0.
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	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	717,050.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	717,050.

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				632,621.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 220,331.				
b From 2008 110,114.				
c From 2009 44,463.				
d From 2010 123,844.				
e From 2011				
f **Total** of lines 3a through e	498,752.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 717,050.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				632,621.
e Remaining amount distributed out of corpus	84,429.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below.**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	583,181.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	220,331.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	362,850.			
10 Analysis of line 9:				
a Excess from 2008 110,114.				
b Excess from 2009 44,463.				
c Excess from 2010 123,844.				
d Excess from 2011				
e Excess from 2012 84,429.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

JILL MCCORMICK, 804-644-5735
104 SHOCKOE SLIP, SUITE 2B, RICHMOND, VA 23219

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

NO PRESCRIBED FORM

c Any submission deadlines:

NONE

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

NONE

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				
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVE. NW WASHINGTON , DC 20036	NONE	501(C)3	GENERAL PURPOSES	500.
BOAZ & RUTH, INC. 3001 MEADOWBRIDGE RD. RICHMOND, VA 23222	NONE	501(C)3	GENERAL PURPOSES	25,000.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DRIVE, RICHMOND, VA 23225	NONE	501(C)3	GENERAL PURPOSES	20,000.
VIRGINIA TREATMENT CENTER FOR CHILDREN'S ADVISORY COUNCIL P.O. BOX 980489 RICHMOND, VA 23298	NONE	501(C)3	CMHRC - CAPACITY BUILDING	25,000.
THE COMMUNITY FOUNDATION 7501 BOULDERS VIEW DRIVE, STE 110 RICHMOND, VA 23225	NONE	501(C)3	GENERAL PURPOSES	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	717,050.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	15.	
4 Dividends and interest from securities			14	285,793.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	30,271.	
8 Gain or (loss) from sales of assets other than inventory			18	742,182.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,058,261.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,058,261.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 4-11-14 | Title PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
L. MICHAEL GRACIK		3/26/14		P00443599

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066
RICHMOND, VA 23294-2066 Phone no. (804)747-0000

Part XV **Supplementary Information**

3 'Grants and Contributions Paid During the Year (Continuation)

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
NORTHSTAR ACADEMY 8055 SHRADER RD. RICHMOND, VA 23294	NONE	501(C)3	GENERAL PURPOSES	20,000.
FIRST CONTRACTORS 2300 N. LOMBARDY ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL PURPOSES	12,500.
LATIN BALLET OF VIRGINIA 2880 MOUNTAIN RD. GLEN ALLEN , VA 23060	NONE	501(C)3	GENERAL PURPOSES	23,000.
FAMILY LIFELINE 2325 W. BROAD ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL PURPOSES	25,000.
PETER PAUL DEVELOPMENT CENTER 1708 N. 22ND ST RICHMOND, VA 23222	NONE	501(C)3	GENERAL PURPOSES	25,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 N. HAMILTON ST. RICHMOND, VA 23221	NONE	501(C)3	GENERAL PURPOSES	25,000.
RICHMOND COMMUNITY HIGH SCHOOL 201 E. BROOKLAND PARK BLVD. RICHMOND, VA 23222	NONE	501(C)3	GENERAL PURPOSES	26,200.
VIRGINIAFIRST 2500 WEST BROAD ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL PURPOSES	27,500.
NEIGHBORHOOD RESOURCE CENTER 1519 WILLIAMSBURG RD. RICHMOND, VA 23231	NONE	501(C)3	GENERAL PURPOSES	28,000.
BETTER HOUSING COALITION 23 W. BROAD ST. #100 RICHMOND, VA 23241	NONE	501(C)3	GENERAL PURPOSES	30,000.
Total from continuation sheets				641,550.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITIES IN SCHOOLS 22345 CYRSTAL DRIVE, SUITE 108 ARLINGTON , VA 22202	NONE	501(C)3	GENERAL PURPOSES	30,000.
FEEDMORE 1415 RHOADMILLER ST. RICHMOND, VA 23220	NONE	501(C)3	BACKPACK PROGRAM, PILOT MOBILE PANTRY	30,000.
RICHMOND PUBLIC SCHOOL EDUCATION FOUNDATION 301 NORTH NINTH ST. RICHMOND, VA 23219	NONE	501(C)3	GENERAL PURPOSES	40,000.
YWCA OF RICHMOND 6 N. 5TH ST. RICHMOND, VA 23219	NONE	501(C)3	GENERAL PURPOSES	40,000.
VIRGINIA SUPPORTIVE HOUSING 5008 MONUMENT AVE. #200 RICHMOND, VA 23230	NONE	501(C)3	GENERAL PURPOSES	50,000.
SERVICE KIDS IN PROGRESS 2431 DEVENWOOD RD RICHMOND, VA 23235	NONE	501(C)3	GENERAL PURPOSES	3,500.
VIRGINIA REPERTORY THEATRE 114 W. BROAD ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL PURPOSES	10,000.
CHALLENGE DISCOVERY 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE	501(C)3	GENERAL PURPOSES	15,000.
FULL CIRCLE GRIEF CENTER 10611 PATTERSON AVE. RICHMOND, VA 23238	NONE	501(C)3	GENERAL PURPOSES	15,000.
HIGHER ACHIEVMENT 1419 W. MAIN ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL PURPOSES	15,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
COMMUNITY TAX LAW PROJECT P.O. BOX 11322 RICHMOND, VA 23230	NONE	501(C)3	GENERAL PURPOSES	20,850.
JAMES RIVER ASSOCIATION 9 S. 12 ST. RICHMOND, VA 23219	NONE	501(C)3	GENERAL PURPOSES	20,000.
GREAT ASPIRATIONS SCHOLARSHIP PROGRAM 4551 COX RD. SUITE 110 GLEN ALLEN, VA 23060	NONE	501(C)3	GENERAL PURPOSES	20,000.
GATEWAY HOMES, INC. 4024 HIRST DR. ANNANDALE, VA 22003	NONE	501(C)3	GENERAL PURPOSES	20,000.
BOYS AND GIRLS CLUBS OF METRO RICHMOND 2409 BAINBRIDGE ST. RICHMOND, VA 23225	NONE	501(C)3	WEST END TEEN CENTER	20,000.
PARTNERSHIP FOR THE FUTURE 4521 HIGHWOODS PARKWAY GLEN ALLEN, VA 23060	NONE	501(C)3	GENERAL PURPOSES	15,000.
PRESBYTERIAN HOMES & FAMILY SERVICES 150 LINDEN AVE. LYNCHBURG, VA 24503	NONE	501(C)3	GENERAL PURPOSES	15,000.
ART 180 114 W. MARSHALL ST. RICHMOND, VA 23220	NONE	501(C)3	GENERAL PURPOSES	20,000.
Total from continuation sheets				

ATTACHMENT 1

SUNTRUST

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

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
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	250.00 0.01 %	250.00			
STIF & MONEY MARKET FUNDS						
17,325.21	FEDERATED MONEY MKT OBLIGS TR US TRSY CASH RESVS INSTL #125 FFS CUSIP: 609125DF3	17,325.21 1.000 0.47 %	17,325.21 1.00	0.00	1	0.01 % 0.00 %
US GOVERNMENT & AGENCY BONDS						
20,000	FEDERAL HOME LOAN MORTGAGE CORP DTD 10/02/2012 2.500% 10/02/2019 CALLABLE CUSIP: 3134G3Q86	20,205.20 101.026 0.55 %	20,742.00 103.71	536.80-	500	2.47 % 2.31 %
16,445.15	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #A96464-30 YR GTD MTGE DTD 01/01/2011 4.000% 01/01/2041 NON CALLABLE CUSIP. 312945FD5	17,097.20 103.965 0.47 %	16,838.30 102.39	258.90	658	3.85 % 3.77 %
25,432.64	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #C03685-30 YR GTD MTGE DTD 10/01/2011 3.000% 10/01/2041 NON CALLABLE CUSIP· 31292LCW3	24,467.98 96.207 0.67 %	26,243.31 103.19	1,775.33-	763	3.12 % 3.21 %
3,512 94	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #C91149-20 YR GTD MTGE DTD 01/01/2008 6.000% 01/01/2028 NON CALLABLE CUSIP: 3128P7H22	3,864.23 110.000 0.11 %	3,680.89 104.78	183.34	211	5.46 % 5.01 %

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JACKSON FOUNDATION - CUST
ACCOUNT NO 7015956

PORTFOLIO DETAIL

AS OF 11/30/13

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
17,042 67	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G06229-30 YR GTD MTGE DTD 01/01/2011 4.000% 01/01/2041 NON CALLABLE CUSIP· 3128M8HE7	17,722.50 103.989 0.48 %	17,474.06 102.53	248.44	682	3.85 % 3.76 %
22,950.18	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G08477-30 YR GTD MTGE DTD 02/01/2012 3.500% 02/01/2042 NON CALLABLE CUSIP· 3128MJQ78	23,118.40 100.733 0.63 %	22,943.02 99.97	175.38	803	3.47 % 3.46 %
38,644.73	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G08524-30 YR GTD MTGE DTD 03/01/2013 3 000% 03/01/2043 NON CALLABLE CUSIP: 3128MJSN1	37,174.68 96.196 1.01 %	39,713.51 102.77	2,538.83-	1,159	3.12 % 3.20 %
14,673 72	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J19197-15 YR GTD MTGE DTD 05/01/2012 3.000% 05/01/2027 NON CALLABLE CUSIP: 3128Q0GE1	15,103.95 102.932 0.41 %	15,334.04 104.50	230.09-	440	2.91 % 2.74 %
27,999 04	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #Q09481-30 YR GTD MTGE DTD 07/01/2012 3.500% 07/01/2042 NON CALLABLE CUSIP· 3132GU2N3	28,204.27 100.733 0.77 %	29,617.74 105.78	1,413.47-	980	3.47 % 3.46 %
28,203.66	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #Q14321-30 YR GTD MTGE DTD 12/01/2012 3.000% 12/01/2042 NON CALLABLE CUSIP: 3132HQYS5	27,130.79 96.196 0.74 %	27,376.39 97.07	245.60-	846	3.12 % 3.20 %

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JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

PORTFOLIO DETAIL

AS OF 11/30/13

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
19,745 4	FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #T60798-30 YR GTD MTGE DTD 07/01/2012 3.500% 07/01/2042 NON CALLABLE CUSIP 3128S13F8	19,702.36 99.782 0.54 %	20,473.50 103.69	771.14-	691	3.51 % 3.51 %
10,000	FEDERAL NATIONAL MORTGAGE ASSN DTD 11/20/2012 1.750% 11/20/2020 CALLABLE CUSIP· 3136G05M9	9,369.80 93.698 0.26 %	10,000.00 100.00	630.20-	175	1.87 % 2.75 %
17,113.65	FEDL NATL MTGE ASSN POOL #AB4696 30 YR GTD SINGLE FAMILY MORTGAGE DTD 02/01/2012 4.000% 03/01/2042 NON CALLABLE CUSIP· 31417BGE1	17,890.44 104.539 0.49 %	17,635.09 103.05	255.35	685	3.83 % 3.74 %
19,002.04	FEDL NATL MTGE ASSN POOL #AH1107 30 YR GTD SINGLE FAMILY MORTGAGE DTD 12/01/2010 4 000% 12/01/2040 NON CALLABLE CUSIP. 3138A2GR4	19,897.04 104.710 0.54 %	19,500.84 102.62	396.20	760	3.82 % 3.72 %
16,051.24	FEDL NATL MTGE ASSN POOL #AL0578 15 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2011 3.500% 08/01/2026 NON CALLABLE CUSIP· 3138EGUC6	16,924.91 105.443 0.46 %	16,841.29 104.92	83.62	562	3.32 % 2.98 %
21,867.24	FEDL NATL MTGE ASSN POOL #MA1165 20 YR GTD SINGLE FAMILY MORTGAGE DTD 08/01/2012 3.000% 08/01/2032 NON CALLABLE CUSIP. 31418AJK5	21,875.11 100.036 0.60 %	22,933.27 104.88	1,058.16-	656	3.00 % 3.00 %

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PORTFOLIO DETAIL

JACKSON FOUNDATION - CUST
ACCOUNT NO 7015956

AS OF 11/30/13

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
40,458 87	FEDL NATL MTGE ASSN POOL #MA1200 20 YR GTD SINGLE FAMILY MORTGAGE DTD 09/01/2012 3.000% 10/01/2032 NON CALLABLE CUSIP: 31418AKN7	40,473.44 100.036 1.10 %	42,703.07 105.55	2,229.63-	1,214	3.00 % 3.00 %
1,483 99	FEDL NATL MTGE ASSN POOL #555455 15 YR GTD SINGLE FAMILY MORTGAGE DTD 04/01/2003 6.000% 04/01/2018 NON CALLABLE CUSIP: 31385XBY2	1,573.06 106.002 0.04 %	1,609.61 108.47	36.55-	89	5.66 % 4.48 %
10,373.1	FEDL NATL MTGE ASSN POOL #730969 30 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2003 5 000% 08/01/2033 NON CALLABLE CUSIP: 31402KCE2	11,290.19 108.841 0.31 %	10,692.40 103.08	597.79	519	4.60 % 4.33 %
20,000	UNITED STATES TREASURY NOTES DTD 10/31/2010 1.250% 10/31/2015 CUSIP· 912828PE4	20,372.60 101.863 0.55 %	20,415.63 102.08	43.03-	250	1.23 % 0.28 %
25,000	UNITED STATES TREASURY NOTES DTD 10/31/2011 1.750% 10/31/2018 CUSIP 912828RP7	25,511.75 102.047 0.69 %	25,546.88 102.19	35.13-	438	1.72 % 1.32 %
10,000	UNITED STATES TREASURY NOTES DTD 08/15/2008 4 000% 08/15/2018 CUSIP: 912828JH4	11,268.00 112.680 0.31 %	10,876.56 108.77	391.44	400	3.55 % 1.22 %
TOTAL US GOVERNMENT & AGENCY BONDS		430,237.90	439,191.40	8,953.50-	13,480	3.13 %

ATTACHMENT 1

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JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

PORTFOLIO DETAIL

AS OF 11/30/13

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
CORPORATE OBLIGATIONS						
10,000	AFLAC INC DTD 05/21/2009 8.500% 05/15/2019 NON CALLABLE CUSIP. 001055AC6 MOODY'S RATING: A3	12,980.00 129.800 0.35 %	11,809.50 118.09	1,170.50	850	6.55 % 2.61 %
5,000	ALEXANDRIA REAL ESTATE DTD 06/07/2013 3.900% 06/15/2023 CALLABLE CUSIP 015271AD1 MOODY'S RATING: BAA2	4,735.70 94.714 0.13 %	4,985.60 99.71	249.90-	195	4.12 % 4.59 %
10,000	AMERICAN INTL GROUP MEDIUM TERM NOTE DTD 10/18/2006 5.600% 10/18/2016 NON CALLABLE CUSIP 02687QBC1 MOODY'S RATING BAA1	11,186.50 111.865 0.30 %	11,430.70 114.31	244.20-	560	5.01 % 1.39 %
20,000	ASPEN INSURANCE HLDS LTD DTD 02/15/2005 6.000% 08/15/2014 NON CALLABLE CUSIP. 04530DAB8	20,761.80 103.809 0.57 %	21,686.60 108.43	924.80-	1,200	5.78 % 0.62 %
5,000	AUTOZONE INC DTD 11/15/2010 4 000% 11/15/2020 CALLABLE CUSIP: 053332AL6 MOODY'S RATING BAA2	5,162.00 103.240 0.14 %	4,978.00 99.56	184.00	200	3.87 % 3.47 %

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JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

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
15,000	CONAGRA FOODS INC DTD 04/14/2009 5.875% 04/15/2014 NON CALLABLE CUSIP· 205887BE1 MOODY'S RATING. BAA2	15,302.85 102.019 0.42 %	15,911.85 106.08	609.00-	881	5.76 % 0.52 %
15,000	CORNELL UNIVERSITY DTD 04/02/2009 4 350% 02/01/2014 NON CALLABLE CUSIP: 219207AA5 MOODY'S RATING: AA1	15,096.45 100.643 0.41 %	14,989.80 99.93	106.65	653	4.33 % 0.60 %
15,000	CORNING INC DTD 08/01/2006 7 250% 08/15/2036 CALLABLE CUSIP: 219350AR6 MOODY'S RATING: A3	17,538.45 116.923 0.48 %	17,325.00 115.50	213.45	1,088	6.20 % 5.89 %
15,000	FLUOR CORP (NEW) DTD 09/13/2011 3.375% 09/15/2021 NON CALLABLE CUSIP· 343412AB8 MOODY'S RATING: A3	14,851.65 99.011 0.40 %	14,973.90 99.83	122.25-	506	3.41 % 3.52 %
25,000	GENERAL ELEC CAP CORP MEDIUM TERM NOTE DTD 04/21/2008 5 625% 05/01/2018 NON CALLABLE CUSIP. 36962G3U6 MOODY'S RATING. A1	29,014.75 116.059 0.79 %	27,035.00 108.14	1,979.75	1,406	4.85 % 1.83 %
10,000	GENWORTH FINANCIAL INC DTD 06/15/2004 5.750% 06/15/2014 NON CALLABLE CUSIP. 37247DAE6 MOODY'S RATING· BAA3	10,302.90 103.029 0.28 %	10,520.00 105.20	217.10-	575	5.58 % 0.18 %

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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
10,000	INTL GAME TECHNOLOGY DTD 09/19/2013 5.350% 10/15/2023 CALLABLE CUSIP: 459902AT9 MOODY'S RATING· BAA2	10,386.90 103.869 0.28 %	9,958.70 99.59	428.20	535	5.15 % 4.85 %
10,000	JP MORGAN CHASE COMMERCIAL MORTGAGE CMO SERIES 2011-C5 CLASS A2 DTD 09/01/2011 3.149% 08/15/2046 NON CALLABLE CUSIP· 46636VAB2 MOODY'S RATING: AAA	10,476.30 104.763 0.29 %	10,099.96 101.00	376.34	315	3.01 % 2.92 %
20,000	JPMORGAN CHASE & CO MEDIUM TERM NOTE DTD 07/22/2010 4.400% 07/22/2020 NON CALLABLE CUSIP: 46625HHS2 MOODY'S RATING: A3	21,583.80 107.919 0.59 %	22,262.60 111.31	678.80-	880	4.08 % 3.07 %
20,000	MARKEL CORPORATION DTD 09/22/2009 7.125% 09/30/2019 NON CALLABLE CUSIP· 570535AH7 MOODY'S RATING. BAA2	24,189.00 120.945 0.66 %	19,968.40 99.84	4,220.60	1,425	5.89 % 3.16 %
15,000	MORGAN STANLEY MEDIUM TERM NOTE DTD 04/01/2008 6 625% 04/01/2018 NON CALLABLE CUSIP. 6174466Q7 MOODY'S RATING. BAA2	17,684.55 117.897 0.48 %	16,043.70 106.96	1,640.85	994	5.62 % 2.27 %

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10,000	NATIONAL RURAL UTIL COOP DTD 10/30/2008 10.375% 11/01/2018 NON CALLABLE CUSIP: 637432LR4 MOODY'S RATING. A1	13,678.50 136.785 0.37 %	11,793.05 117.93	1,885.45	1,038	7.59 % 2.40 %
10,000	RAYMOND JAMES FINANCIAL DTD 08/20/2009 8.600% 08/15/2019 NON CALLABLE CUSIP: 754730AB5 MOODY'S RATING BAA2	12,756.90 127.569 0.35 %	12,069.70 120.70	687.20	860	6.74 % 3.27 %
20,000	RLI CORP DTD 12/12/2003 5.950% 01/15/2014 NON CALLABLE CUSIP. 749607AB3 MOODY'S RATING: BAA2	20,021.60 100.108 0.54 %	20,270.80 101.35	249.20-	1,190	5.94 % 4.99 %
10,000	ROGERS COMMUNICATIONS INC DTD 10/02/2013 4.100% 10/01/2023 CALLABLE CUSIP: 775109AY7	10,120.00 101.200 0.28 %	9,981.30 99.81	138.70	410	4.05 % 3.95 %
10,000	SIMON PROPERTY GROUP LP DTD 03/25/2009 10.350% 04/01/2019 NON CALLABLE CUSIP· 828807CA3 MOODY'S RATING: A2	13,698.30 136.983 0.37 %	14,133.00 141.33	434.70-	1,035	7.56 % 2.83 %
10,000	TORCHMARK CORP DTD 06/30/2009 9 250% 06/15/2019 NON CALLABLE CUSIP 891027AP9 MOODY'S RATING: BAA1	13,081.30 130.813 0.36 %	10,737.50 107.37	2,343.80	925	7.07 % 3.15 %

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10,000	TUPPERWARE CORP DTD 12/01/2011 4 750% 06/01/2021 CALLABLE CUSIP· 899896AC8 MOODY'S RATING· BAA3	10,196.30 101.963 0.28 %	10,449.50 104.49	253.20-	475	4.66 % 4.44 %
10,000	VALERO ENERGY CORP DTD 04/15/2002 7.500% 04/15/2032 NON CALLABLE CUSIP. 91913YAE0 MOODY'S RATING BAA2	11,952.50 119.525 0.33 %	11,163.00 111.63	789.50	750	6.27 % 5.76 %
20,000	WACHOVIA CORPORATION DTD 10/28/2005 VAR CPN 10/28/2015 NON CALLABLE CUSIP. 929903AR3 MOODY'S RATING: A3	19,922.00 99.610 0.54 %	19,872.60 99.36	49.40	115	0.58 % 0.78 %
15,000	WESTERN UNION CO DTD 09/29/2006 5 930% 10/01/2016 NON CALLABLE CUSIP: 959802AB5 MOODY'S RATING: BAA2	16,767.90 111.786 0.46 %	16,567.65 110.45	200.25	890	5.31 % 1.66 %
TOTAL CORPORATE OBLIGATIONS		**383,448.90**	**371,017.41**	**12,431.49**	**19,950**	**5.20 %**

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EQUITY SECURITIES						
ENERGY						
900	BP PLC SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP· 055622104	42,309.00 47.010 1.15 %	45,239.22 50.27	2,930.22-	2,052	4.85 % 0.00 %
325	CHEVRON CORPORATION CUSIP: 166764100	39,793.00 122.440 1.08 %	21,752.25 66.93	18,040.75	1,300	3.27 % 0.00 %
225	EOG RES INC CUSIP· 26875P101	37,125.00 165.000 1.01 %	13,166.00 58.52	23,959.00	169	0.46 % 0.00 %
650	EXXONMOBIL CORP CUSIP: 30231G102	60,762.00 93.480 1.65 %	54,775.11 84.27	5,986.89	1,638	2.70 % 0.00 %
300	NATIONAL-OILWELL INC CUSIP: 637071101	24,450.00 81.500 0.67 %	12,869.39 42.90	11,580.61	312	1.28 % 0.00 %
1,000	NOBLE CORPORATION PLC CUSIP· G65431101	38,120.00 38.120 1.04 %	31,187.66 31.19	6,932.34	760	1.99 % 0.00 %
550	OCCIDENTAL PETE CORP CUSIP: 674599105	52,228.00 94.960 1 42 %	38,877.79 70.69	13,350.21	1,408	2.70 % 0.00 %
800	ROYAL DUTCH SHELL PLC SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP: 780259107	55,952.00 69.940 1.52 %	57,050 69 71.31	1,098.69-	2,880	5.15 % 0.00 %

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TOTAL ENERGY		**350,739.00**	**274,918.11**	**75,820.89**	**10,519**	**3.00 %**
MATERIALS						
1,300	FREEPORT-MCMORAN COPPER AND GOLD INC CUSIP: 35671D857	45,097.00 34.690 1.23 %	46,230.98 35.56	1,133.98-	1,625	3.60 % 0.00 %
500	MONSANTO CO CUSIP. 61166W101	56,665.00 113.330 1.54 %	40,310.13 80.62	16,354.87	860	1.52 % 0.00 %
TOTAL MATERIALS		**101,762.00**	**86,541.11**	**15,220.89**	**2,485**	**2.44 %**
INDUSTRIALS						
1,450	FOSTER WHEELER AG CUSIP H27178104	43,978.50 30.330 1.20 %	46,066.47 31.77	2,087.97-	0	0.00 % 0.00 %
2,150	GENERAL ELECTRIC CORP CUSIP· 369604103	57,319.00 26.660 1.56 %	23,652.95 11.00	33,666.05	1,634	2.85 % 0.00 %
1,200	KONINKLIJKE PHILIPS NV AMERICAN DEPOSITORY RECEIPT CUSIP· 500472303	42,912.00 35.760 1.17 %	28,616.22 23.85	14,295.78	995	2.32 % 0.00 %
400	L3 COMMUNICATIONS HOLDINGS INC CUSIP· 502424104	41,384.00 103.460 1.13 %	32,122.76 80.31	9,261.24	880	2.13 % 0.00 %
400	NORFOLK SOUTHERN CORP CUSIP· 655844108	35,076.00 87.690 0.95 %	16,422.78 41.06	18,653.22	832	2.37 % 0.00 %

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300	NORTHROP GRUMMAN CORPORATION CUSIP 666807102	33,804.00 112.680 0.92 %	17,482.47 58.27	16,321.53	732	2.17 % 0.00 %
700	ROCKWELL COLLINS CUSIP: 774341101	50,911.00 72.730 1.39 %	46,653.72 66.65	4,257.28	840	1.65 % 0.00 %
400	SIEMENS AG SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP 826197501	52,848.00 132 120 1.44 %	30,994.72 77.49	21,853.28	1,177	2.23 % 0.00 %
600	TRINITY INDUSTRIES INC CUSIP: 896522109	31,146.00 51.910 0.85 %	27,140.94 45.23	4,005.06	360	1.16 % 0.00 %
TOTAL INDUSTRIALS		389,378.50	269,153.03	120,225.47	7,450	1.91 %
CONSUMER DISCRETIONARY						
500	BED BATH & BEYOND INC CUSIP: 075896100	39,015.00 78.030 1.06 %	28,474.20 56.95	10,540.80	0	0.00 % 0.00 %
800	DISNEY WALT CO NEW CUSIP: 254687106	56,432.00 70.540 1.54 %	31,198.05 39.00	25,233.95	600	1.06 % 0.00 %
700	GNC HOLDINGS INC CUSIP· 36191G107	42,126.00 60.180 1.15 %	25,321.49 36.17	16,804.51	420	1.00 % 0.00 %
1,100	MACY'S INC CUSIP. 55616P104	58,586.00 53.260 1.59 %	18,297.59 16.63	40,288.41	1,100	1.88 % 0.00 %

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800	TARGET CORP CUSIP: 87612E106	51,144.00 63.930 1.39 %	35,578.47 44.47	15,565.53	1,376	2.69 % 0.00 %
300	TUPPERWARE BRANDS CORPORATION CUSIP· 899896104	27,402.00 91.340 0.75 %	20,750.40 69.17	6,651.60	744	2.72 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		**274,705.00**	**159,620.20**	**115,084.80**	**4,240**	**1.54 %**
CONSUMER STAPLES						
1,083	KRAFT FOODS GROUP INC CUSIP. 50076Q106	57,528.96 53.120 1.57 %	52,981.45 48.92	4,547.51	2,274	3.95 % 0.00 %
550	PHILIP MORRIS INTERNATIONAL CUSIP. 718172109	47,047.00 85.540 1.28 %	33,414.35 60.75	13,632.65	2,068	4.40 % 0.00 %
600	REYNOLDS AMERICAN INC CUSIP. 761713106	30,270.00 50.450 0.82 %	14,521.48 24.20	15,748.52	1,512	5.00 % 0.00 %
800	SAFEWAY INC CUSIP: 786514208	27,976.00 34.970 0.76 %	19,892.08 24.87	8,083.92	640	2.29 % 0.00 %
1,200	UNILEVER NV NY SHARES CUSIP: 904784709	47,112.00 39.260 1.28 %	36,896.58 30.75	10,215.42	1,423	3.02 % 0.00 %
TOTAL CONSUMER STAPLES		**209,933.96**	**157,705.94**	**52,228.02**	**7,918**	**3.77 %**

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HEALTH CARE						
400	BAXTER INTL INC CUSIP: 071813109	27,380.00 68.450 0.75 %	13,992.00 34.98	13,388.00	784	2.86 % 0.00 %
250	BIO RAD LABORATORIES CL A CUSIP 090572207	30,655.00 122.620 0.83 %	30,800.33 123.20	145.33-	0	0.00 % 0.00 %
400	CIGNA CORP CUSIP 125509109	34,980.00 87.450 0.95 %	17,169.80 42.92	17,810.20	16	0.05 % 0.00 %
1,250	HOLOGIC INC CUSIP· 436440101	27,987.50 22.390 0.76 %	23,955.19 19.16	4,032.31	0	0.00 % 0.00 %
700	JOHNSON & JOHNSON CUSIP· 478160104	66,262.00 94.660 1.80 %	47,435.41 67.76	18,826.59	1,848	2.79 % 0.00 %
800	MERCK & CO INC CUSIP: 58933Y105	39,864.00 49.830 1.09 %	30,523.36 38.15	9,340.64	1,408	3.53 % 0.00 %
600	NOVARTIS AG SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP 66987V109	47,472.00 79.120 1.29 %	32,938.76 54.90	14,533.24	1,234	2.60 % 0.00 %
1,400	PFIZER INC CUSIP· 717081103	44,422.00 31.730 1.21 %	23,568.60 16.83	20,853.40	1,344	3.03 % 0.00 %
TOTAL HEALTH CARE		**319,022.50**	**220,383.45**	**98,639.05**	**6,634**	**2.08 %**

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FINANCIALS						
2,850	ALLIANZ SE SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP· 018805101	49,732.50 17.450 1.35 %	41,511.36 14.57	8,221.14	1,240	2.49 % 0.00 %
1,000	AMERICAN INTERNATIONAL GROUP CUSIP. 026874784	49,750.00 49.750 1.35 %	34,528.19 34.53	15,221.81	400	0.80 % 0.00 %
4,100	ANNALY CAPITAL MANAGEMENT INC REAL ESTATE INVESTMENT TRUST CUSIP: 035710409	41,656.00 10.160 1.13 %	60,854.47 14.84	19,198.47-	5,740	13.78 % 0.00 %
1,400	CBRE GROUP INC CUSIP· 12504L109	33,936.00 24.240 0.92 %	18,411.12 13.15	15,524.88	0	0.00 % 0.00 %
350	CHUBB CORP CUSIP. 171232101	33,757.50 96.450 0.92 %	14,378.19 41.08	19,379.31	616	1.82 % 0.00 %
870	CITIGROUP INC CUSIP· 172967424	46,040.40 52.920 1.25 %	39,375.54 45.26	6,664.86	35	0.08 % 0.00 %
900	COMERICA INC CUSIP: 200340107	40,815.00 45.350 1.11 %	29,964.21 33.29	10,850.79	612	1.50 % 0.00 %
800	JP MORGAN CHASE & CO CUSIP: 46625H100	45,776.00 57.220 1.25 %	33,103.96 41.38	12,672.04	1,216	2.66 % 0.00 %

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450	PRUDENTIAL FINL INC CUSIP: 744320102	39,942.00 88.760 1.09 %	15,635.11 34.74	24,306.89	954	2.39 % 0.00 %
1,300	SUNTRUST BANKS INC CUSIP: 867914103	47,099.00 36.230 1.28 %	38,071.61 29.29	9,027.39	520	1.10 % 0.00 %
1,000	WR BERKLEY CORP CUSIP: 084423102	43,790.00 43.790 1.19 %	32,086.23 32.09	11,703.77	400	0.91 % 0.00 %
TOTAL FINANCIALS		**472,294.40**	**357,919.99**	**114,374.41**	**11,733**	**2.48 %**
INFORMATION TECHNOLOGY						
800	CA INC CUSIP: 12673P105	26,400.00 33.000 0.72 %	21,320.64 26.65	5,079.36	800	3.03 % 0.00 %
3,050	CISCO SYSTEMS INC CUSIP. 17275R102	64,812.50 21.250 1.76 %	67,006.78 21.97	2,194.28-	2,074	3.20 % 0.00 %
3,300	CORNING INC CUSIP: 219350105	56,364.00 17.080 1.53 %	71,099.49 21.55	14,735.49-	1,320	2.34 % 0.00 %
2,000	EMC CORP MASS CUSIP 268648102	47,700.00 23.850 1.30 %	38,285.86 19.14	9,414.14	800	1.68 % 0.00 %
1,800	INTEL CORP CUSIP: 458140100	42,912.00 23.840 1.17 %	42,937.80 23.85	25.80-	1,620	3.78 % 0.00 %

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350	INTL. BUSINESS MACHINES CORP CUSIP: 459200101	62,888.00 179.680 1.71 %	46,939.95 134.11	15,948.05	1,330	2.11 % 0.00 %
750	KLA-TENCOR CORP CUSIP· 482480100	47,902.50 63.870 1.30 %	40,808.18 54.41	7,094.32	1,350	2.82 % 0.00 %
650	NETAPP INC CUSIP: 64110D104	26,812.50 41.250 0.73 %	28,041.33 43.14	1,228.83-	390	1.45 % 0.00 %
3,000	NVIDIA CORP CUSIP 67066G104	46,800.00 15.600 1.27 %	43,336.27 14.45	3,463.73	1,020	2.18 % 0.00 %
250	OPEN TEXT CORP CUSIP. 683715106	21,422.50 85.690 0.58 %	13,838.93 55.36	7,583.57	300	1.40 % 0.00 %
1,950	ORACLE CORPORATION CUSIP 68389X105	68,815.50 35.290 1.87 %	45,195.05 23.18	23,620.45	936	1.36 % 0.00 %
450	SANDISK CORP CUSIP· 80004C101	30,667.50 68.150 0.83 %	19,164.46 42.59	11,503.04	405	1.32 % 0.00 %
800	SYMANTEC CORPORATION CUSIP· 871503108	17,992.00 22.490 0.49 %	12,456.00 15.57	5,536.00	480	2.67 % 0.00 %
750	XILINX INC CUSIP· 983919101	33,322.50 44.430 0.91 %	24,462.60 32.62	8,859.90	750	2.25 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		**594,811.50**	**514,893.34**	**79,918.16**	**13,575**	**2.28 %**

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UTILITIES						
900	DOMINION RESOURCES INC CUSIP. 25746U109	58,419.00 64.910 1.59 %	43,414.98 48.24	15,004.02	2,025	3 47 % 0.00 %
500	NATIONAL GRID PLC SPONSORED AMERICAN DEPOSITORY RECEIPT CUSIP. 636274300	31,680.00 63.360 0.86 %	25,132.62 50.27	6,547.38	1,574	4.97 % 0.00 %
1,300	PPL CORPORATION CUSIP· 69351T106	39,923.00 30.710 1.09 %	41,505.54 31.93	1,582.54-	1,911	4.79 % 0 00 %
TOTAL UTILITIES		**130,022.00**	**110,053.14**	**19,968.86**	**5,510**	**4.24 %**
TOTAL EQUITY SECURITIES		**2,842,668.86**	**2,151,188.31**	**691,480.55**	**70,063**	**2.46 %**
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP: 997000WS9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING HALLIBURTON ON RCPT OF FINAL PMT CUSIP 997000BE3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
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	0.00 % 0.00 %

ATTACHMENT 1

SUNTRUST

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

PORTFOLIO DETAIL

AS OF 11/30/13

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
1	CLASS ACTION PENDING MCI COMMUNICATIONS CORP ON RCPT OF FINAL PMT CUSIP: 997000MS0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERRILL LYNCH & CO INC ON RCPT OF FINAL PMT CUSIP: 997000UK8	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT CUSIP: 997001FD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP. 997000TT1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		3,673,930.87	2,978,972.33	694,958.54	103,493	2.82 %
TOTAL ASSETS		3,673,930.87	2,978,972.33	694,958.54	103,493	2.82 %

ATTACHMENT 1

DAVENPORT & COMPANY LLC
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

Account Name: THE JACKSON FOUNDATION
Investment Executive: WILLIAMS/LAWTON
Statement Period: NOV 01 2013 - NOV 30 2013

Number: 4551-1072
Telephone: 804-780-2024

PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment † Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
COMMON STOCK									
CLOSED-END MUTUAL FUNDS									
2,575	ISHARES 1-3 YR CREDIT BOND ETF	CSJ	271,293.63	105.54000	271,765.50	5.06%	471.87	3,407.24	1.25%
	TOTAL CLOSED-END MUTUAL FUNDS		271,293.63		271,765.50	5.06%	471.87	3,407.24	
CONSUMER DISCRETIONARY									
247	AMAZON COM INC	AMZN	47,763.24	393.62000	97,224.14	1.81%	49,460.90	N/A	N/A
2,510	CARMAX INC	KMX	55,571.24	50.35000	126,378.50	2.35%	70,807.26	N/A	N/A
895	DIRECTV	DTV	54,337 95	66.11000	59,168.45	1.10%	4,830.50	N/A	N/A
1,170	DISNEY WALT COMPANY	DIS	39,776 71	70.54000	82,531.80	1.54%	42,755.09	877.50	1 06%
2,070	GENERAL MOTORS COMPANY	GM	44,490.30	38.73000	80,171.10	1.49%	35,680.80	N/A	N/A
1,545	LOWES COMPANIES INC	LOW	37,361.18	47.48000	73,356.60	1.37%	35,995.42	1,112.40	1.51%
695	MCDONALDS CORP	MCD	45,394.20	97.37000	67,672.15	1.26%	22,277.95	2,251.80	3.32%
755	STARBUCKS CORP	SBUX	50,809.53	81.46000	61,502 30	1.14%	10,692.77	785.20	1.27%
	TOTAL CONSUMER DISCRETIONARY		375,504.35		648,005 04	12.06%	272,500.69	5,026.90	
CONSUMER STAPLES									
565	ANHEUSER BUSCH INBEV SA/NV	BUD	31,537.66	102.11000	57,692.15	1.07%	26,154.49	1,710.93	2.96%
2,675	FLOWERS FOODS INC	FLO	59,554.06	21.73000	58,127.75	1.08%	(1,426.31)	1,872.50	3.22%
1,025	NESTLE S A SPNSD ADR REPSTING REG SHS	NSRGY	59,755.86	73.11000	74,937.75	1.39%	15,181.89	2,217.58	2.95%
775	PEPSICO INC	PEP	43,996.75	84.46000	65,456.50	1.22%	21,459.75	1,759.25	2.68%
805	SMUCKER JM COMPANY NEW	SJM	60,997.50	104.24000	83,913.20	1.56%	22,915.70	1,867.60	2.22%
900	WAL-MART STORES INC	WMT	50,196.72	81.01000	72,909.00	1.36%	22,712.28	1,692.00	2.32%
1,340	WALGREEN COMPANY	WAG	43,794.95	59.20000	79,328.00	1.48%	35,533.05	1,688.40	2.12%
	TOTAL CONSUMER STAPLES		349,833.50		492,364.35	9.16%	142,530.85	12,808.26	
ENERGY									
550	CHEVRON CORP	CVX	31,528.53	122.44000	67,342.00	1.25%	35,813.47	2,200.00	3.26%
900	EXXON MOBIL CORP	XOM	10,753.21	93.48000	84,132.00	1.57%	73,378.79	2,268.00	2.69%
895	NATIONAL OILWELL VARCO INC	NOV	65,245.32	81.50000	72,942.50	1.36%	7,697.18	930.80	1.27%
669	OCCIDENTAL PETROLEUM	OXY	37,735.08	94.96000	63,528.24	1.18%	25,793.16	1,712.64	2.69%

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PORTFOLIO HOLDINGS

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Quantity	Description	Symbol/ CUSIP	Orig Investment † Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
	CORP								
2,020	VALERO ENERGY CORP	VLO	57,158.05	45.72000	92,354.40	1.72%	35,196.35	1,818.00	1.96%
	TOTAL ENERGY		202,420.19		380,299.14	7.08%	177,878.95	8,929.44	
FINANCIALS									
760	AON PLC CL A	AON	39,100.93	81.64000	62,046.40	1.15%	22,945.47	532.00	0.85%
860	BERKSHIRE HATHAWAY INC DE CL B NEW	BRK/B	27,614.77	116.53000	100,215.80	1.86%	72,601.03	N/A	N/A
2,452	BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A	BAM	54,635.27	38.84000	95,235.68	1.77%	40,600.41	1,471.20	1.54%
1,572	CAPITAL ONE FINANCIAL CORP	COF	72,502.37	71.63000	112,602.36	2.10%	40,099.99	1,886.40	1.67%
415	GOLDMAN SACHS GROUP INC	GS	43,810.43	168.94000	70,110.10	1.30%	26,299.67	913.00	1.30%
1,905	ISHARES FLOATING RATE BOND ETF	FLOT	96,811.17	50.63000	96,450.15	1.79%	(361.02)	528.63	0.54%
1,140	JPMORGAN CHASE & COMPANY	JPM	51,859.44	57.22000	65,230.80	1.21%	13,371.36	1,732.80	2.65%
200	MARKEL CORP	MKL	12,711.84	557.28000	111,456.00	2.07%	98,744.16	N/A	N/A
2,205	WELLS FARGO & CO NEW	WFC	56,772.74	44.02000	97,064.10	1.81%	40,291.36	2,646.00	2.72%
	TOTAL FINANCIALS		455,818.96		810,411.39	15.08%	354,592.43	9,710.03	
HEALTH CARE									
1,300	AMERISOURCEBERGEN CORP	ABC	60,768.91	70.53000	91,689.00	1.71%	30,920.09	1,222.00	1.33%
545	AMGEN INC	AMGN	50,450.15	114.08000	62,173.60	1.16%	11,723.45	1,024.60	1.64%
430	CELGENE CORP	CELG	54,529.24	161.77000	69,561.10	1.29%	15,031.86	N/A	N/A
960	EXPRESS SCRIPTS HLDG COMPANY	ESRX	62,528.26	67.35000	64,656.00	1.20%	2,127.74	N/A	N/A
1,290	JOHNSON & JOHNSON	JNJ	26,720.64	94.66000	122,111.40	2.27%	95,390.76	3,405.60	2.78%
500	VALEANT PHARM INTL INC CDA	VRX	56,934.67	109.63000	54,815.00	1.02%	(2,119.67)	N/A	N/A
825	WELLPOINT INC	WLP	48,220.92	92 88000	76,626 00	1 43%	28,405.08	1,237 50	1.61%
	TOTAL HEALTH CARE		360,152.79		541,632.10	10.08%	181,479.31	6,889.70	
INDUSTRIALS									
845	CHICAGO BRIDGE & IRON COMPANY N V N Y REGISTRY SHARES	CBI	56,623.87	76.68000	64,794.60	1.21%	8,170.73	169.00	0.26%
405	CUMMINS INC	CMI	54,266 59	132 36000	53,605.80	1.00%	(660.79)	1,012 50	1 88%

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Quantity	Description	Symbol/ CUSIP	Orig Investment † Adjusted Cost* Original Cost	Market Price	Market Value	% of Assets	Unrealized Gain (Loss)	Estimated Income	Current Yield
1,400	DANAHER CORP	DHR	39,055.41	74.80000	104,720.00	1.95%	65,664.59	140.00	0.13%
2,165	GENERAL ELECTRIC COMPANY	GE	49,026.20	26.66000	57,718.90	1.07%	8,692.70	1,645.40	2.85%
575	PARKER-HANNIFIN CORP	PH	50,297.01	117.84000	67,758.00	1.26%	17,460.99	1,035.00	1.52%
690	UNITED TECHNOLOGIES CORP	UTX	28,661.89	110.86000	76,493.40	1.42%	47,831.51	1,628.40	2.12%
	TOTAL INDUSTRIALS		277,930.97		425,090.70	7.91%	147,159.73	5,630.30	
INFORMATION TECHNOLOGY									
925	ACCENTURE PLC IRELAND CLASS A NEW	ACN	35,762.43	77.47000	71,659.75	1.33%	35,897.32	1,720.50	2.40%
110	APPLE INC	AAPL	8,197.14	556.07000	61,167.70	1.14%	52,970.56	1,342.00	2.19%
810	AUTOMATIC DATA PROCESSING INC	ADP	37,000.05	80.02000	64,816.20	1.21%	27,816.15	1,555.20	2.39%
1,370	FACEBOOK INC CL A	FB	53,165.03	47.01000	64,403.70	1.20%	11,238.67	N/A	N/A
98	GOOGLE INC CL A	GOOG	42,261.58	1,059.59000	103,839.82	1.93%	61,578.24	N/A	N/A
800	QUALCOMM INC	QCOM	31,237.12	73.58000	58,864.00	1.10%	27,626.88	1,120.00	1.90%
290	VISA INC CLASS A	V	22,133.52	203.46000	59,003.40	1.10%	36,869.88	464.00	0.78%
	TOTAL INFORMATION TECHNOLOGY		229,756.87		483,754.57	9.00%	253,997.70	6,201.70	
MATERIALS									
915	ALBEMARLE CORP	ALB	29,514.13	68.71000	62,869.65	1.17%	33,355.52	878.40	1.39%
520	MONSANTO COMPANY NEW	MON	53,524.24	113 33000	58,931.60	1.10%	5,407.36	894.40	1 51%
575	PRAXAIR INC	PX	24,450.16	126.26000	72,599 50	1.35%	48,149.34	1,380 00	1.90%
	TOTAL MATERIALS		107,488.53		194,400.75	3.62%	86,912.22	3,152.80	
REAL ESTATE INVESTMENT TRUSTS									
1,180	AMERICAN TOWER CORP NEW	AMT	46,562.60	77.77000	91,768.60	1.71%	45,206.00	1,321.60	1.44%
	TOTAL REAL ESTATE INVESTMENT TRUSTS		46,562 60		91,768 60	1.71%	45,206 00	1,321.60	
	TOTAL COMMON STOCK		2,676,762.39		4,339,492.14	80.75%	1,662,729.75	63,077 97	
CORPORATE BONDS									
100,000	AT&T INC SR NOTE CPN 2.500% DUE 08/15/15 DTD 07/30/10 FC 02/15/11 MOODY'S A3 / S&P A-	00206RAV4	101,107.00	102.97170	102,971.70	1.92%	1,864.70	2,500.00	2.42%
60,000	AMERICAN EXPRESS CR CORP MEDIUM TERM NOTE CPN 2 800% DUE 09/19/16 DTD 09/19/11 FC 03/19/12 MOODY'S A2 / S&P A-	0258M0DC0	61,263.60	104.94190	62,965.14	1.17%	1,701.54	1,680.00	2.66%

ATTACHMENT 1

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60,000	AMERICAN HONDA FIN CORP MEDIUM TERM NOTE CPN 2 125% DUE 10/10/18 DTD 10/10/13 FC 04/10/14 MOODY'S A1 / S&P A +	02665WAC5	60,656.40	100.79480	60,476 88	1.13%	(179.52)	1,275.00	2.10%
60,000	AMGEN INC SR NOTE CPN 2.125% DUE 05/15/17 DTD 05/15/12 FC 11/15/12 MOODY'S BAA1 / S&P A	031162BQ2	62,029.20	102.11810	61,270.86	1.14%	(758.34)	1,275.00	2.08%
60,000	APPLIED MATLS INC SR NOTE CPN 2.650% DUE 06/15/16 DTD 06/08/11 FC 12/15/11 MOODY'S A3 / S&P A-	038222AE5	62,490.00	104 16320	62,497.92	1.16%	7.92	1,590.00	2.54%
60,000	BANK AMER CORP MEDIUM TERM SR NOTE VAR CPN 1 655% DUE 01/30/14 DTD 02/02/11 FC 04/30/11 MOODY'S BAA2 / S&P A-	06051GEF2	58,702.80	100.00080	60,000.48	1.12%	1,297.68	993.00	1.65%
60,000	CAPITAL ONE FINL CORP SR NOTE CPN 3.150% DUE 07/15/16 DTD 07/19/11 FC 01/15/12 MOODY'S BAA1 / S&P BBB	14040HAX3	61,006.80	104.76420	62,858.52	1.17%	1,851.72	1,890.00	3.00%
60,000	GENL ELECTRIC CAP CORP MEDIUM TERM NOTE CPN 4 650% DUE 10/17/21 DTD 10/17/11 FC 04/17/12 MOODY'S A1 / S&P AA +	36962G5J9	61,567.20	109.39210	65,635.26	1.22%	4,068.06	2,790.00	4.25%
60,000	GOLDMAN SACHS GRP INC NOTE VAR CPN 1.237% DUE 02/07/14 DTD 02/07/11 FC 05/07/11 MOODY'S BAA1 / S&P A-	38143USB8	58,926.60	100.06270	60,037.62	1.12%	1,111.02	742.20	1.23%
60,000	HEWLETT PACKARD CO GLBL NOTE	428236BC6	59,510.83* 58,996.20	101.98330	61,189.98	1.14%	1,679.15	1,275.00	2.08%

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	CPN 2.125% DUE 09/13/15 DTD 09/13/10 FC 03/13/11 MOODY'S BAA1 / S&P BBB+								
60,000	JPMORGAN CHASE & CO NOTE CPN 2.600% DUE 01/15/16 DTD 11/18/10 FC 07/15/11 MOODY'S A3 / S&P A	46625HHW3	59,606.07* 59,251.20	103.42270	62,053.62	1.15%	2,447.55	1,560.00	2.51%
65,000	ORACLE CORP NOTE CPN 3.625% DUE 07/15/23 DTD 07/16/13 FC 01/15/14 MOODY'S A1 / S&P A+	68389XAS4	66,167.40	99.67280	64,787.32	1.21%	(1,380 08)	2,356.25	3.63%
55,000	SUNTRUST BANKS INC SR NOTE CPN 3.500% DUE 01/20/17 DTD 11/01/11 FC 01/20/12 CALL 12/20/16 @ 100 000 MOODY'S BAA1 / S&P BBB	867914BE2	55,085.80	105.89780	58,243 79	1.08%	3,157.99	1,925.00	3.30%
60,000	VERIZON COMMUNICATIONS INC NOTE CPN 3.500% DUE 11/01/21 DTD 11/03/11 FC 05/01/12 MOODY'S BAA1 / S&P BBB+	92343VBC7	60,729.60	98.80380	59,282.28	1.10%	(1,447.32)	2,100.00	3 54%
60,000	WELLS FARGO & CO MEDIUM TERM SR NOTE CPN 2 625% DUE 12/15/16 DTD 12/12/11 FC 06/15/12 MOODY'S A2 / S&P A+	94974BEZ9	61,726.80	104.71560	62,829.36	1.17%	1,102.56	1,575.00	2.50%
940,000	**TOTAL CORPORATE BONDS**		950,576.10		967,100.73	18.00%	16,524.63	25,526.45	
	TOTAL		3,627,338.49		5,306,592.87		1,679,254.38	88,604.42	

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ATTACHMENT 2

REALIZED GAINS AND LOSSES
THE JACKSON FOUNDATION
4551-1072-RSTJ-DAM-I-Y
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-17-07	12-05-12	2,105 000	Intel Corp	47,320 40		41,536 60		(5,783 80)
05-02-12	01-23-13	1,255 000	Dr Pepper Snapple Group Inc	52,075 85		55,631 65	3,555 80	
11-05-08	01-30-13	75 000	Price T Rowe Grp Inc	3,141 48		5,321 49		2,180 01
01-18-06	01-30-13	800 000	Price T Rowe Grp Inc	30,331 40		56,762 57		26,431 17
05-20-09	02-27-13	1,025 000	Fiserv Inc	42,983 48		83,110 16		40,126 68
12-22-10	02-27-13	2,780 000	Bank America Corp	37,156 09		30,588 48		(6,567 61)
08-02-12	03-14-13	550 000	Ishares Mbs Etf	59,977 81		59,073 58	(904 23)	
07-12-12	03-14-13	140 000	Ishares Mbs Etf	15,254 71		15,036 91	(217 80)	
10-14-09	03-27-13	390 000	Novo Nordisk As Adr	25,470 47		63,034 66		37,564 19
09-01-10	03-27-13	1,025 000	Check Point Software Technologies Ltd	36,718 16		47,827 89		11,109 73
07-14-10	04-17-13	870 000	Illinois Tool Works Inc	38,482 36		53,291 69		14,809 33
02-28-95	04-17-13	810 000	Schlumberger Ltd	10,384 40		57,566 22		47,181 82
04-16-13	05-21-13	0 270	Brookfield Ppty Partnersunit Ltd Partnersh	5 89		5 99	0 10	
10-17-12	05-23-13	65 000	Ishares Nasdaq Biotechnology Etf	9,493 67		11,671 35	2,177 68	
05-16-12	05-23-13	150 000	Carmax Inc	4,352 33		6,946 74		2,594 41
11-14-12	05-23-13	100 000	Mcdonalds Corp	8,552 45		9,965 83	1,413 38	
11-14-12	05-23-13	200 000	Walgreen Company	6,536 56		9,962 85	3,426 29	
07-12-12	05-29-13	685 000	Ishares Mbs Etf	74,639 11		72,777 25	(1,861 86)	
12-21-11	06-05-13	450 000	Union Pacific Corp	45,330 18		68,474 55		23,144 37
11-14-12	06-06-13	0 555	Cst Brands Inc	12 23		19 16	6 93	
08-30-06	07-03-13	740 000	Procter & Gamble Company	45,878 08		57,808 97		11,930 89
04-16-13	07-10-13	162 000	Brookfield Ppty Partnersunit Ltd Partnersh	3,525 18		3,157 31	(367 87)	
11-14-12	07-10-13	205 000	Cst Brands Inc	4,514 29		6,507 83	1,993 54	
01-20-11	07-15-13	150,000 000	Berkshire Hathaway Fin Corp Gtd Sr Note 2 450% Due 12-15-15	149,589 00	201 42	155,854 50		6,063 39
06-16-10	08-07-13	180 000	Visa Inc Class A	13,738 05		32,415 57		18,677 52
02-01-12	08-21-13	615 000	News Corp New Cl A	5,668 25		9,520 82		3,852 57
07-25-07	08-21-13	420 000	International Business Machines Corp	49,023 64		77,549 18		28,525 54
04-09-13	08-23-13	595 000	Microsoft Corp	17,750 55		20,304 97	2,554 42	
05-16-02	08-23-13	190 000	Microsoft Corp	5,265 33		6,483 94		1,218 61
08-03-05	08-23-13	1,075 000	Microsoft Corp	29,147 55		36,685 46		7,537 91
08-14-02	08-23-13	750 000	Microsoft Corp	18,109 46		25,594 50		7,485 04
11-07-08	09-06-13	50,000 000	Fedl Home Loan Bank Bond 4 000% Due 09-06-13	50,253 50	(253 50)	50,000 00		0 00
02-01-12	10-02-13	2,460 000	Twenty First Century Foxinc Cl A	42,045 91		82,766 73		40,720 82
06-15-11	10-16-13	755 000	Stanley Black & Decker Inc	51,571 18		57,907 64		6,336 46
10-17-12	10-18-13	190 000	Ishares Nasdaq Biotechnology Etf	27,750 72		39 119 03		11,368 31
06-26-13	11-08-13	145 000	Nestle S A Spnsd Adr Repsting Reg Shs	9,429 16		10,302 62	873 46	
06-27-12	11-08-13	40 000	Amazon com Inc	9,095 95		13,783 96		4,688 01
02-28-13	11-08-13	60 000	Amgen Inc	5,554 15		6,715 89	1 161 74	
09-14-06	11-08-13	10 000	Apple Inc	745 20		5,092 51		4 347 31
09-03-08	11-08-13	130 000	Automatic Data Processing Inc	5,938 28		9.745 44		3,807 16
05-22-13	11-08-13	50 000	Celgene Corp	6,340 61		7,354 37	1 013 76	
09-25-13	11-08-13	105 000	Directv	6,374 84		6 562 44	187 60	
08-21-13	11-08-13	170 000	Facebook Inc Cl A	6,597 12		8,040 88	1,443 76	
08-14-13	11-08-13	5 000	Google Inc Cl A	4,395 80		4,988 06	592 26	

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ATTACHMENT 2

REALIZED GAINS AND LOSSES
THE JACKSON FOUNDATION
4551-1072-RSTJ-DAM-I-Y
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-17-12	11-08-13	35 000	Ishares Nasdaq Biotechnology Etf	5,111 97		7,039 13		1,927 16
08-14-09	11-08-13	55 000	Qualcomm Inc	2,529 97		3,660 18		1,130 21
03-03-10	11-08-13	70 000	Qualcomm Inc	2,733 25		4,658 42		1,925 17
07-03-13	11-08-13	115 000	Starbucks Corp	7,739 20		9,186 14	1,446 94	
09-10-08	11-08-13	75 000	Accenture Plc Ireland Class A New	2,899 66		5,565 41		2,665 75
06-25-08	11-08-13	145 000	Albemarle Corp	6,361 83		9,625 49		3,263 66
07-03-13	11-08-13	100 000	American Tower Corp New*	7,216 93		7,603 88	386 95	
03-27-13	11-08-13	160 000	Amerisourcebergen Corp	8,164 65		10,671 61	2,506 96	
09-08-10	11-08-13	105 000	Anheuser Busch Inbev Sa/nv	5,860 98		10,498 82		4,637 84
02-13-13	11-08-13	120 000	Aon Plc Cl A	6,899 53		9,484 84	2,585 31	
08-31-11	11-08-13	40 000	Berkshire Hathaway Inc De Cl B New	2,929 73		4,514 52		1,584 79
06-18-08	11-08-13	375 000	Brookfield Asset Management Inc	13,148 55		14,599 77		1,451 22
02-27-13	11-08-13	200 000	Capital One Financial Corp	10,317 36		13,860 78	3,543 42	
05-16-12	11-08-13	95 000	Carmax Inc	2,756 48		4,479 59		1,723 11
05-25-11	11-08-13	80 000	Carmax Inc	2,320 28		3,772 28		1,452 00
09-19-13	11-08-13	95 000	Chicago Bridge & Iron Company N V N Y	6,366 00		6,942 03	576 03	
10-02-13	11-08-13	50 000	Cummins Inc	6,699 58		6,433 40	(266 18)	
03-27-13	11-08-13	170 000	Danaher Corp	10,525 46		12,442 10	1,916 64	
06-04-08	11-08-13	180 000	Disney Walt Company	6,119 50		12,244 99		6,125 49
04-07-92	11-08-13	100 000	Exxon Mobil Corp	1,194 80		9,136 84		7,942 04
01-30-13	11-08-13	250 000	General Electric Company	5,661 22		6,614 91	953 69	
08-29-12	11-08-13	330 000	General Motors Company	7,092 66		11,976 32		4,883 66
08-22-12	11-08-13	70 000	Goldman Sachs Group Inc	7,389 71		11,308 00		3,918 29
09-26-07	11-08-13	185 000	Jpmorgan Chase & Company	8,561 69		9,771 63		1,209 94
12-12-12	11-08-13	180 000	Johnson & Johnson	12,866 75		16,778 93	3,912 18	
03-03-04	11-08-13	215 000	Lowes Companies Inc	5,984 25		10,486 82		4,502 57
04-02-08	11-08-13	40 000	Lowes Companies Inc	995 82		1,951 04		955 22
01-03-13	11-08-13	15 000	Markel Corp	6,642 59		7,947 51	1,304 92	
11-14-12	11-08-13	60 000	Mcdonalds Corp	5,131 47		5,709 10	577 63	
07-17-13	11-08-13	55 000	Monsanto Company New	5,661 22		5,707 50	46 28	
01-18-12	11-08-13	115 000	National Oilwell Varco Inc	8,636 49		9,262 05		625 56
10-17-12	11-08-13	105 000	Occidental Petroleum Corp	8,866 91		10,009 53		1,142 62
04-17-13	11-08-13	75 000	Parker-hannifin Corp	6,560 48		8,614 86	2,054 38	
05-11-05	11-08-13	125 000	Pepsico Inc	7,096 25		10,539 83		3,443 58
06-19-13	11-08-13	80 000	Praxair Inc	9,634 66		9,817 24	182 58	
04-25-12	11-08-13	130 000	Smucker Jm Company New	10,258 70		13,909 27		3,650 57
05-12-04	11-08-13	105 000	United Technologies Corp	4,361 59		11,204 41		6,842 81
05-16-13	11-08-13	275 000	Valero Energy Corp	11,028 55		10,741 59	(286 96)	
10-23-13	11-08-13	50 000	Valeant Pharm Intl Inc Cda	5,693 47		5,188 92	(504 55)	
06-16-10	11-08-13	35 000	Visa Inc Class A	2,671 29		6,833 68		4,162 39
06-25-08	11-08-13	145 000	Wal-mart Stores Inc	8,468 33		11,152 39		2,684 06
11-14-12	11-08-13	125 000	Walgreen Company	4,085 35		7,353 63	3,268 28	
12-05-11	11-08-13	85 000	Wellpoint Inc	6,004 07		7,337 40		1,333 33
01-05-11	11-08-13	60 000	Wellpoint Inc	3,506 98		5,179 34		1,672 36
04-25-12	11-08-13	270 000	Wells Fargo & Co New	9,032 76		11,493 73		2,460 97
12-16-09	11-08-13	70 000	Wells Fargo & Co New	1,830 37		2,979 85		1,149 48
02-13-13	11-13-13	150 000	Aon Plc Cl A	8,624 42		11,973 30	3,348 88	
08-08-12	11-13-13	240 000	Aon Plc Cl A	12,347 66		19,157 27		6,809 61
10-17-12	11-13-13	100 000	Ishares Nasdaq Biotechnology Etf	14,605 64		20,567 62		5,961 98

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ATTACHMENT 2

REALIZED GAINS AND LOSSES
THE JACKSON FOUNDATION
4551-1072-RSTJ-DAM-I-Y
From 12-01-12 Through 11-30-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-07-12	11-13-13	165 000	Ishares Nasdaq Biotechnology Etf	21,707 62		33,936 56		12,228 94
TOTAL GAINS							49,011 81	467,167 63
TOTAL LOSSES							(4,409 45)	(12,351 41)
				1,465,425.50	**(52.08)**	**1,964,792.69**	**44,602.36**	**454,816.22**

TOTAL REALIZED GAIN/LOSS 499,418 58
NO CAPITAL GAINS DISTRIBUTIONS

SUNTRUST

ATTACHMENT 3

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

12/01/12 THROUGH 11/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
		SALES			
01/17/13	300	ABBOTT LABS COM	10,021.15	5,089.90-	4,931.25
01/17/13	300	ABBVIE INC COM	10,193.98	5,519.57-	4,674.41
06/28/13	10,000	ALCOA INC 6.000% 7/15/13	10,025.95	10,220.70-	194.75-
12/19/12	10,000	AMGEN INC 4.100% 6/15/21	11,139.20	9,974.20-	1,165.00
12/21/12	10,000	AMGEN INC 5.375% 5/15/43	11,666.00	9,998.50-	1,667.50
09/10/13	5,000	APPLE INC 2.400% 5/03/23	4,416.15	4,993.35-	577.20-
09/04/13	2,000	APPLIED MATERIALS INC	30,096.27	24,247.10-	5,849.17
05/14/13	700	AT&T INC COM	26,071.47	18,383.26-	7,688.21
01/28/13	300	BAXTER INTL INC COM	20,029.17	13,340.01-	6,689.16
11/14/13	200	BED BATH & BEYOND INC	15,047.73	11,597.24-	3,450.49
11/14/13	100	CA INC	3,156.94	2,665.08-	491.86
01/23/13	10,000	CAPITAL ONE FINL 1.000% 11/06/15	9,969.90	9,969.10-	0.80
11/15/13	20,000	CELLCO PART 7.375% 11/15/13	20,000.00	21,052.00-	1,052.00-
03/25/13	1,100	CENTERPOINT ENERGY INC COM	25,415.80	17,659.73-	7,756.07
12/03/12	25,000	CHESAPEAKE & POTOMAC 7.625% 12/01/12	25,000.00	27,593.50-	2,593.50-

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SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

12/01/12 THROUGH 11/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
03/26/13	300	CIGNA CORP COM	18,591.15	12,877.35-	5,713.80
08/09/13	500	CISCO SYSTEMS INC	13,082 12	12,631.94-	450.18
01/16/13	700	CISCO SYSTEMS INC COM	14,252.52	18,829.92-	4,577.40-
		TOTAL CISCO SYSTEMS INC	27,334.64	31,461.86-	4,127.22-
12/10/12	15,000	CME GROUP INC 3.000% 9/15/22	15,470.85	14,953.65-	517.20
03/25/13	400	COMERICA INC COM	14,466.35	17,294.48-	2,828.13-
12/12/12	500	DARDEN RESTAURANTS INC COM	23,409.27	21,295.95-	2,113.32
05/14/13	1,150	DEAN FOODS CO COM NEW	22,227.85	19,278.49-	2,949.36
04/17/13	300	DEERE & CO COM	25,777.25	9,926.87-	15,850.38
05/03/13	150	DEERE & CO COM	13,368.50	4,963.43-	8,405.07
		TOTAL DEERE & CO COM	39,145.75	14,890.30-	24,255.45
02/01/13	10,000	DUKE ENERGY CORP 1.625% 8/15/17	10,010.90	10,078.30-	67.40-
04/15/13	10,000	EBAY INC 4.000% 7/15/42	9,401.30	9,654.40-	253.10-
08/28/13	50	EOG RES INC	7,685.36	3,278.04-	4,407.32
11/14/13	50	EOG RES INC	8,560.35	3,278.03-	5,282.32
		TOTAL EOG RES INC	16,245.71	6,556.07-	9,689.64
02/14/13	15,000	FED FARM CR BK 2.200% 12/27/22	14,820.00	14,992.50-	172.50-

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JACKSON FOUNDATION - CUST
ACCOUNT NO 7015956

12/01/12 THROUGH 11/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
01/28/13	20,000	FED NATL MTG ASSN 1.500% 4/30/20	19,896.00	19,990.00-	94.00-
02/28/13	15,000	FED NATL MTG ASSN 1.700% 10/23/20	14,882.81	15,000.00-	117.19-
VARIOUS	984,138.74	FEDERATED US TRSY CASH RES-I#125 FFS	984,138.74	984,138.74-	0.00
08/21/13	20,000	FHLMC 1.000% 11/28/17	19,437.50	20,000.00-	562.50-
10/15/13	96.8	FHLMC GD PL #A96464 4.000% 1/01/41	96.80	99.11-	2.31-
11/15/13	312.98	FHLMC GD PL #A96464 4.000% 1/01/41	312.98	320.46-	7.48-
		TOTAL FHLMC GD PL #A96464 4.000% 1/01/41	409.78	419.57-	9.79-
07/15/13	832.58	FHLMC GD PL #C03685 3.000% 10/01/41	832.58	859.12-	26.54-
08/15/13	47.78	FHLMC GD PL #C03685 3.000% 10/01/41	47.78	49.30-	1.52-
09/16/13	48.09	FHLMC GD PL #C03685 3.000% 10/01/41	48.09	49.62-	1.53-
10/15/13	47.01	FHLMC GD PL #C03685 3.000% 10/01/41	47.01	48.51-	1.50-
11/15/13	47.19	FHLMC GD PL #C03685 3.000% 10/01/41	47.19	48.69-	1.50-
		TOTAL FHLMC GD PL #C03685 3.000% 10/01/41	1,022.65	1,055.24-	32.59-
07/15/13	114.8	FHLMC GD PL #C91149 6.000% 1/01/28	114.80	120.29-	5.49-
08/15/13	77.15	FHLMC GD PL #C91149 6.000% 1/01/28	77.15	80.84-	3.69-
09/16/13	147.45	FHLMC GD PL #C91149 6.000% 1/01/28	147.45	154.50-	7.05-
10/15/13	253.62	FHLMC GD PL #C91149 6.000% 1/01/28	253.62	265.75-	12.13-
11/15/13	45 73	FHLMC GD PL #C91149 6.000% 1/01/28	45.73	47.92-	2.19-
		TOTAL FHLMC GD PL #C91149 6.000% 1/01/28	638.75	669.30-	30.55-
10/15/13	195 81	FHLMC GD PL #G06229 4.000% 1/01/41	195.81	200.77-	4.96-
11/15/13	191.37	FHLMC GD PL #G06229 4.000% 1/01/41	191.37	196.21-	4.84-
		TOTAL FHLMC GD PL #G06229 4.000% 1/01/41	387.18	396.98-	9.80-

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SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

12/01/12 THROUGH 11/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
09/16/13	183.77	FHLMC GD PL #G08477 3.500% 2/01/42	183 77	183.71-	0.06
10/15/13	182.82	FHLMC GD PL #G08477 3.500% 2/01/42	182.82	182.76-	0.06
11/15/13	154.25	FHLMC GD PL #G08477 3.500% 2/01/42	154.25	154.20-	0.05
		TOTAL FHLMC GD PL #G08477 3.500% 2/01/42	520.84	520.67-	0.17
07/15/13	203.3	FHLMC GD PL #G08524 3.000% 3/01/43	203.30	208.92-	5.62-
08/15/13	208.24	FHLMC GD PL #G08524 3.000% 3/01/43	208.24	214.00-	5.76-
09/16/13	200.84	FHLMC GD PL #G08524 3.000% 3/01/43	200.84	206.39-	5.55-
10/15/13	154 37	FHLMC GD PL #G08524 3.000% 3/01/43	154.37	158.64-	4.27-
11/15/13	183 59	FHLMC GD PL #G08524 3.000% 3/01/43	183.59	188.67-	5.08-
		TOTAL FHLMC GD PL #G08524 3.000% 3/01/43	950.34	976.62-	26.28-
07/15/13	450 04	FHLMC GD PL #J19197 3.000% 5/01/27	450.04	470.29-	20.25-
08/15/13	268.8	FHLMC GD PL #J19197 3.000% 5/01/27	268.80	280.90-	12.10-
09/16/13	190.7	FHLMC GD PL #J19197 3.000% 5/01/27	190 70	199.28-	8.58-
10/15/13	184.55	FHLMC GD PL #J19197 3 000% 5/01/27	184.55	192.85-	8.30-
11/15/13	162 25	FHLMC GD PL #J19197 3 000% 5/01/27	162.25	169.55-	7.30-
		TOTAL FHLMC GD PL #J19197 3 000% 5/01/27	1,256.34	1,312.87-	56.53-
07/15/13	333.38	FHLMC GD PL #Q09481 3 500% 7/01/42	333.38	352.65-	19.27-
08/15/13	421 19	FHLMC GD PL #Q09481 3.500% 7/01/42	421.19	445.54-	24.35-
09/16/13	299.25	FHLMC GD PL #Q09481 3 500% 7/01/42	299.25	316.55-	17.30-
10/15/13	159.28	FHLMC GD PL #Q09481 3.500% 7/01/42	159.28	168.49-	9.21-
11/15/13	71 6	FHLMC GD PL #Q09481 3 500% 7/01/42	71.60	75.74-	4.14-
		TOTAL FHLMC GD PL #Q09481 3.500% 7/01/42	1,284.70	1,358.97-	74.27-
11/15/13	127 46	FHLMC GD PL #Q14321 3.000% 12/01/42	127.46	123.73-	3.73

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ATTACHMENT 3

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956

12/01/12 THROUGH 11/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
07/15/13	572.65	FHLMC GD PL #T60798 3.500% 7/01/42	572.65	593.77-	21.12-
08/15/13	468.82	FHLMC GD PL #T60798 3.500% 7/01/42	468.82	486.11-	17.29-
09/16/13	147.91	FHLMC GD PL #T60798 3.500% 7/01/42	147.91	153.36-	5.45-
10/15/13	112.59	FHLMC GD PL #T60798 3.500% 7/01/42	112.59	116.74-	4.15-
11/15/13	33 04	FHLMC GD PL #T60798 3.500% 7/01/42	33.04	34.26-	1.22-
		TOTAL FHLMC GD PL #T60798 3.500% 7/01/42	1,335.01	1,384.24-	49.23-
12/17/12	866.41	FHLMC GOLD #C03685 3.000% 10/01/41	866.41	894.03-	27.62-
01/15/13	600.65	FHLMC GOLD #C03685 3.000% 10/01/41	600.65	619.80-	19.15-
02/15/13	348.71	FHLMC GOLD #C03685 3.000% 10/01/41	348.71	359.83-	11.12-
03/15/13	149.58	FHLMC GOLD #C03685 3.000% 10/01/41	149.58	154.35-	4.77-
04/15/13	47.75	FHLMC GOLD #C03685 3.000% 10/01/41	47.75	49.27-	1.52-
05/15/13	167.58	FHLMC GOLD #C03685 3.000% 10/01/41	167.58	172.92-	5.34-
06/17/13	229.09	FHLMC GOLD #C03685 3.000% 10/01/41	229.09	236.39-	7.30-
		TOTAL FHLMC GOLD #C03685 3.000% 10/01/41	2,409.77	2,486.59-	76.82-
12/17/12	329.53	FHLMC GOLD #C91149 6.000% 1/01/28	329.53	345.29-	15.76-
01/15/13	111.35	FHLMC GOLD #C91149 6.000% 1/01/28	111.35	116.67-	5.32-
02/15/13	128.55	FHLMC GOLD #C91149 6.000% 1/01/28	128.55	134.70-	6.15-
03/15/13	205.5	FHLMC GOLD #C91149 6.000% 1/01/28	205.50	215.33-	9.83-
04/15/13	84.37	FHLMC GOLD #C91149 6.000% 1/01/28	84.37	88.40-	4.03-
05/15/13	130.53	FHLMC GOLD #C91149 6.000% 1/01/28	130.53	136.77-	6.24-
06/17/13	194.41	FHLMC GOLD #C91149 6.000% 1/01/28	194.41	203.70-	9.29-
		TOTAL FHLMC GOLD #C91149 6.000% 1/01/28	1,184.24	1,240.86-	56.62-
04/15/13	86.88	FHLMC GOLD #G08524 3.000% 3/01/43	86.88	89.28-	2.40-
05/15/13	140.37	FHLMC GOLD #G08524 3.000% 3/01/43	140.37	144.25-	3.88-
06/17/13	177.68	FHLMC GOLD #G08524 3.000% 3/01/43	177.68	182.59-	4.91-
		TOTAL FHLMC GOLD #G08524 3.000% 3/01/43	404.93	416.12-	11.19-

ATTACHMENT 3

SUNTRUST

SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

JACKSON FOUNDATION - CUST
ACCOUNT NO. 7015956 | 12/01/12 THROUGH 11/30/13 |

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
12/17/12	872 89	FHLMC GOLD #J14732 4.000% 3/01/26	872.89	934.27-	61.38-
01/15/13	564.49	FHLMC GOLD #J14732 4.000% 3/01/26	564.49	604.18-	39.69-
02/15/13	659.23	FHLMC GOLD #J14732 4 000% 3/01/26	659 23	705.58-	46.35-
03/15/13	585.03	FHLMC GOLD #J14732 4 000% 3/01/26	585 03	626.17-	41.14-
04/15/13	913.56	FHLMC GOLD #J14732 4.000% 3/01/26	913.56	977.79-	64.23-
05/15/13	530.39	FHLMC GOLD #J14732 4.000% 3/01/26	530.39	567.68-	37.29-
05/16/13	15,791.1	FHLMC GOLD #J14732 4.000% 3/01/26	16,738.57	16,901.42-	162.85-
		TOTAL FHLMC GOLD #J14732 4.000% 3/01/26	20,864.16	21,317.09-	452.93-
12/17/12	52 96	FHLMC GOLD #Q09481 3.500% 7/01/42	52.96	56.02-	3.06-
01/15/13	55.91	FHLMC GOLD #Q09481 3.500% 7/01/42	55.91	59.14-	3.23-
02/15/13	51.46	FHLMC GOLD #Q09481 3.500% 7/01/42	51.46	54.44-	2.98-
03/15/13	75.9	FHLMC GOLD #Q09481 3.500% 7/01/42	75.90	80.29-	4.39-
04/15/13	53.3	FHLMC GOLD #Q09481 3.500% 7/01/42	53.30	56.38-	3.08-
05/15/13	56.79	FHLMC GOLD #Q09481 3.500% 7/01/42	56.79	60.07-	3.28-
06/17/13	162.46	FHLMC GOLD #Q09481 3.500% 7/01/42	162.46	171.85-	9.39-
		TOTAL FHLMC GOLD #Q09481 3.500% 7/01/42	508.78	538.19-	29.41-
12/17/12	1,532.9	FHLMC GOLD #T60798 3.500% 7/01/42	1,532.90	1,589.43-	56.53-
01/15/13	1,783.74	FHLMC GOLD #T60798 3.500% 7/01/42	1,783.74	1,849.51-	65.77-
02/15/13	1,519 33	FHLMC GOLD #T60798 3.500% 7/01/42	1,519.33	1,575.36-	56.03-
03/15/13	644.56	FHLMC GOLD #T60798 3.500% 7/01/42	644.56	668.33-	23.77-
04/15/13	710.02	FHLMC GOLD #T60798 3.500% 7/01/42	710.02	736.20-	26.18-
05/15/13	239.07	FHLMC GOLD #T60798 3.500% 7/01/42	239.07	247.89-	8.82-
06/17/13	723.32	FHLMC GOLD #T60798 3.500% 7/01/42	723.32	749.99-	26.67-
		TOTAL FHLMC GOLD #T60798 3.500% 7/01/42	7,152.94	7,416.71-	263.77-
10/25/13	84.12	FNMA PL #AB4696 4.000% 3/01/42	84.12	86.68-	2.56-

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JACKSON FOUNDATION - CUST
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12/01/12 THROUGH 11/30/13

DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
11/25/13	90.37	FNMA PL #AB4696 4.000% 3/01/42	90.37	93.12-	2.75-
		TOTAL FNMA PL #AB4696 4.000% 3/01/42	174.49	179.80-	5.31-
10/25/13	218	FNMA PL #AH1107 4.000% 12/01/40	218.00	223.72-	5.72-
11/25/13	188	FNMA PL #AH1107 4.000% 12/01/40	188.00	192.94-	4.94-
		TOTAL FNMA PL #AH1107 4.000% 12/01/40	406.00	416.66-	10.66-
07/25/13	510.56	FNMA PL #AL0578 3.500% 8/01/26	510.56	535.69-	25.13-
08/26/13	395.26	FNMA PL #AL0578 3.500% 8/01/26	395.26	414.71-	19.45-
09/25/13	342.23	FNMA PL #AL0578 3.500% 8/01/26	342.23	359.07-	16.84-
10/25/13	333.82	FNMA PL #AL0578 3.500% 8/01/26	333.82	350.25-	16.43-
11/25/13	269.62	FNMA PL #AL0578 3.500% 8/01/26	269.62	282.89-	13.27-
		TOTAL FNMA PL #AL0578 3.500% 8/01/26	1,851.49	1,942.61-	91.12-
07/25/13	305.54	FNMA PL #MA1165 3.000% 8/01/32	305.54	320.44-	14.90-
08/26/13	221.31	FNMA PL #MA1165 3.000% 8/01/32	221.31	232.10-	10.79-
09/25/13	157.54	FNMA PL #MA1165 3.000% 8/01/32	157.54	165.22-	7.68-
10/25/13	149 43	FNMA PL #MA1165 3.000% 8/01/32	149.43	156.71-	7.28-
11/25/13	173.94	FNMA PL #MA1165 3.000% 8/01/32	173.94	182.42-	8.48-
		TOTAL FNMA PL #MA1165 3.000% 8/01/32	1,007.76	1,056.89-	49.13-
07/25/13	512.25	FNMA PL #MA1200 3.000% 10/01/32	512.25	540.67-	28.42-
08/26/13	374.33	FNMA PL #MA1200 3.000% 10/01/32	374.33	395.10-	20.77-
09/25/13	322.72	FNMA PL #MA1200 3.000% 10/01/32	322.72	340.62-	17.90-
10/25/13	242.23	FNMA PL #MA1200 3.000% 10/01/32	242.23	255.67-	13.44-
11/25/13	258.48	FNMA PL #MA1200 3.000% 10/01/32	258.48	272.81-	14.33-
		TOTAL FNMA PL #MA1200 3.000% 10/01/32	1,710.01	1,804.87-	94.86-

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
07/25/13	61.44	FNMA PL #555455 6.000% 4/01/18	61.44	66 64-	5.20-
08/26/13	65.56	FNMA PL #555455 6.000% 4/01/18	65.56	71.11-	5.55-
09/25/13	58 16	FNMA PL #555455 6 000% 4/01/18	58.16	63.08-	4.92-
10/25/13	57.12	FNMA PL #555455 6.000% 4/01/18	57.12	61.96-	4.84-
11/25/13	52 11	FNMA PL #555455 6.000% 4/01/18	52.11	56.52-	4.41-
		TOTAL FNMA PL #555455 6 000% 4/01/18	294.39	319.31-	24 92-
07/25/13	377 18	FNMA PL #730969 5.000% 8/01/33	377.18	388.79-	11.61-
08/26/13	520 65	FNMA PL #730969 5 000% 8/01/33	520.65	536.68-	16.03-
09/25/13	183.8	FNMA PL #730969 5.000% 8/01/33	183.80	189.46-	5.66-
10/25/13	272.53	FNMA PL #730969 5.000% 8/01/33	272.53	280.92-	8.39-
11/25/13	407 88	FNMA PL #730969 5.000% 8/01/33	407.88	420.43-	12.55-
		TOTAL FNMA PL #730969 5.000% 8/01/33	1,762.04	1,816.28-	54.24-
12/26/12	984 33	FNMA POOL #AB4298 3.500% 1/01/42	984.33	1,043.08-	58.75-
01/25/13	24,746 72	FNMA POOL #AB4298 3.500% 1/01/42	26,239.26	26,223.79-	15.47
01/25/13	875.99	FNMA POOL #AB4298 3.500% 1/01/42	875.99	928.28-	52.29-
		TOTAL FNMA POOL #AB4298 3.500% 1/01/42	28,099.58	28,195.15-	95.57-
12/26/12	504.73	FNMA POOL #AE0828 3.500% 2/01/41	504.73	529.34-	24.61-
01/14/13	14,626 24	FNMA POOL #AE0828 3.500% 2/01/41	15,538.10	15,339.26-	198.84
01/25/13	535.18	FNMA POOL #AE0828 3.500% 2/01/41	535.18	561.27-	26.09-
		TOTAL FNMA POOL #AE0828 3.500% 2/01/41	16,578.01	16,429.87-	148.14
12/26/12	505 78	FNMA POOL #AL0578 3.500% 8/01/26	505.78	530.67-	24.89-
01/25/13	710.86	FNMA POOL #AL0578 3 500% 8/01/26	710.86	745.85-	34.99-
02/25/13	625.41	FNMA POOL #AL0578 3.500% 8/01/26	625.41	656.19-	30.78-

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03/25/13	466.95	FNMA POOL #AL0578 3.500% 8/01/26	466.95	489.93-	22.98-
04/25/13	617.04	FNMA POOL #AL0578 3.500% 8/01/26	617.04	647.41-	30.37-
05/28/13	489.91	FNMA POOL #AL0578 3.500% 8/01/26	489.91	514.02-	24.11-
06/25/13	573.7	FNMA POOL #AL0578 3.500% 8/01/26	573.70	601.94-	28.24-
		TOTAL FNMA POOL #AL0578 3.500% 8/01/26	3,989.65	4,186.01-	196.36-
12/26/12	193.08	FNMA POOL #MA1165 3.000% 9/01/32	193.08	202.49-	9.41-
01/25/13	238.07	FNMA POOL #MA1165 3.000% 9/01/32	238.07	249.68-	11.61-
02/25/13	350.71	FNMA POOL #MA1165 3.000% 9/01/32	350.71	367.81-	17.10-
03/25/13	286.6	FNMA POOL #MA1165 3.000% 9/01/32	286.60	300.57-	13.97-
04/25/13	211 43	FNMA POOL #MA1165 3.000% 9/01/32	211.43	221.74-	10.31-
05/28/13	227.75	FNMA POOL #MA1165 3.000% 9/01/32	227.75	238.85-	11.10-
06/25/13	316 12	FNMA POOL #MA1165 3.000% 9/01/32	316.12	331.53-	15.41-
		TOTAL FNMA POOL #MA1165 3.000% 9/01/32	1,823.76	1,912.67-	88.91-
01/25/13	266.47	FNMA POOL #MA1200 3.000% 10/01/32	266.47	281.25-	14.78-
02/25/13	339.84	FNMA POOL #MA1200 3.000% 10/01/32	339.84	358.69-	18.85-
03/25/13	405.31	FNMA POOL #MA1200 3.000% 10/01/32	405.31	427.79-	22.48-
04/25/13	386.49	FNMA POOL #MA1200 3.000% 10/01/32	386.49	407.93-	21.44-
05/28/13	385.45	FNMA POOL #MA1200 3.000% 10/01/32	385.45	406.83-	21.38-
06/25/13	529.27	FNMA POOL #MA1200 3.000% 10/01/32	529.27	558.63-	29.36-
		TOTAL FNMA POOL #MA1200 3.000% 10/01/32	2,312.83	2,441.12-	128.29-
12/26/12	96.77	FNMA POOL #254832 5.500% 8/01/23	96.77	102.21-	5.44-
01/25/13	133.34	FNMA POOL #254832 5.500% 8/01/23	133.34	140.84-	7.50-
02/12/13	3,360.5	FNMA POOL #254832 5.500% 8/01/23	3,680.80	3,549.54-	131.26
02/25/13	107.71	FNMA POOL #254832 5.500% 8/01/23	107.71	113.77-	6.06-
		TOTAL FNMA POOL #254832 5.500% 8/01/23	4,018.62	3,906.36-	112.26

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
12/26/12	78.29	FNMA POOL #555455 6.000% 4/01/18	78.29	84.92-	6.63-
01/25/13	87.79	FNMA POOL #555455 6.000% 4/01/18	87.79	95.22-	7.43-
02/25/13	88.93	FNMA POOL #555455 6.000% 4/01/18	88.93	96.46-	7.53-
03/25/13	75 58	FNMA POOL #555455 6.000% 4/01/18	75.58	81.98-	6.40-
04/25/13	96 42	FNMA POOL #555455 6.000% 4/01/18	96.42	104.58-	8.16-
05/28/13	55.89	FNMA POOL #555455 6.000% 4/01/18	55.89	60.62-	4.73-
06/25/13	55.91	FNMA POOL #555455 6.000% 4/01/18	55.91	60.64-	4.73-
		TOTAL FNMA POOL #555455 6.000% 4/01/18	538.81	584.42-	45.61-
12/26/12	366 33	FNMA POOL #730969 5.000% 8/01/33	366.33	377.61-	11.28-
01/25/13	407.52	FNMA POOL #730969 5.000% 8/01/33	407.52	420.06-	12.54-
02/25/13	528 22	FNMA POOL #730969 5.000% 8/01/33	528.22	544.48-	16.26-
03/25/13	359.37	FNMA POOL #730969 5.000% 8/01/33	359.37	370.43-	11.06-
04/25/13	678.1	FNMA POOL #730969 5.000% 8/01/33	678.10	698.97-	20.87-
05/28/13	487.34	FNMA POOL #730969 5.000% 8/01/33	487.34	502.34-	15.00-
06/25/13	163.28	FNMA POOL #730969 5.000% 8/01/33	163.28	168.31-	5.03-
		TOTAL FNMA POOL #730969 5.000% 8/01/33	2,990.16	3,082.20-	92.04-
11/14/13	300	GENERAL ELECTRIC CORP	8,000.86	5,029.82-	2,971.04
08/09/13	10,000	GOLDMAN SACHS GROUP 5.250% 7/27/21	10,841.90	9,787.53-	1,054.37
09/16/13	10,000	HERSHEY COMPANY 5.450% 9/01/16	11,213.80	11,685.70-	471.90-
11/26/13	750	HOLOGIC INC	17,196 68	15,243.17-	1,953.51
10/25/13	300	HUMANA INC	27,900.26	22,854.18-	5,046.08
05/21/13	15,000	JPMCC 2012-LC9 A3 2.4751% 12/15/47	15,325.78	15,374.91-	49.13-

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
07/29/13	15,000	JPMORGAN CHASE & CO 2.000% 8/15/17	15,028.95	15,243.75-	214.80-
11/14/13	300	KONINKLIJKE PHILIPS NV-ADR	10,412.81	7,665.63-	2,747.18
12/17/12	1,400	LIBERTY INTERACTIVE CORP-A	26,416.70	18,054.01-	8,362.69
12/12/12	10,000	MACYS RETAIL HLDGS 2.875% 2/15/23	9,898.20	9,986.20-	88.00-
11/14/13	25,000	MCCORMICK & CO 3.500% 9/01/23	24,804.00	24,784.50-	19.50
07/17/13	650	MICROSOFT CORP	22,952.73	18,751.59-	4,201.14
09/13/13	450	MICROSOFT CORP	14,349.58	12,855.99-	1,493.59
09/24/13	900	MICROSOFT CORP	30,097.81	25,658.16-	4,439.65
		TOTAL MICROSOFT CORP	67,400.12	57,265.74-	10,134.38
04/05/13	15,000	MOTOROLA SOLUTIONS 3.750% 5/15/22	15,365.40	14,945.55-	419.85
12/12/12	500	NEWS CORP CL A COM	12,315.17	8,979.20-	3,335.97
09/13/13	250	NEWS CORP/NEW CL A	4,073.90	1,815.13-	2,258.77
11/14/13	200	NORFOLK SOUTHERN CORP	17,059.70	10,859.28-	6,200.42
07/29/13	100	NORTHROP GRUMMAN CORPORATION	9,135.40	5,872.53-	3,262.87
09/04/13	50	NORTHROP GRUMMAN CORPORATION	4,660.28	2,936.27-	1,724.01
11/14/13	150	NORTHROP GRUMMAN CORPORATION	16,369.65	8,763.75-	7,605.90
		TOTAL NORTHROP GRUMMAN CORPORATION	30,165.33	17,572.55-	12,592.78
11/14/13	15,000	O'REILLY AUTOMOTIVE 4.625% 9/15/21	15,692.27	16,759.95-	1,067.68-

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
10/29/13	250	OPEN TEXT CORP	19,237.16	16,555.03-	2,682 13
11/14/13	100	OPEN TEXT CORP	8,308.85	5,535.57-	2,773.28
11/26/13	100	OPEN TEXT CORP	8,351.44	5,535.57-	2,815.87
		TOTAL OPEN TEXT CORP	35,897.45	27,626.17-	8,271.28
02/01/13	400	ORACLE CORP COM	14,193.80	6,698.52-	7,495.28
06/18/13	250	PRUDENTIAL FINL INC COM	17,707.79	11,121.98-	6,585.81
09/06/13	15,000	RENRE NORTH AMERICA 5.750% 3/15/20	16,326.30	15,531.75-	794.55
08/28/13	100	ROCKWELL COLLINS	7,174.01	6,998.03-	175.98
10/01/13	950	SAFEWAY INC	30,569.32	24,353 37-	6,215.95
10/28/13	500	SAFEWAY INC	17,562.24	12,529.37-	5,032.87
		TOTAL SAFEWAY INC	48,131.56	36,882.74-	11,248.82
07/23/13	250	SANDISK CORP	15,087.51	11,118.09-	3,969 42
03/05/13	100	SANDISK CORP COM	5,049.67	4,729.93-	319.74
		TOTAL SANDISK CORP	20,137.18	15,848.02-	4,289.16
11/14/13	50	SIEMENS AG SPONS ADR	6,324 88	4,921.94-	1,402.94
08/07/13	1,700	SOUTHWEST AIRLINES CO	24,006.98	15,013.12-	8,993.86
08/07/13	200	SOUTHWEST AIRLINES CO	2,833.95	1,726.24-	1,107.71
03/05/13	650	SOUTHWEST AIRLS CO COM	7,594.42	6,162.91-	1,431.51
05/14/13	750	SOUTHWEST AIRLS CO COM	10,680.29	7,111.05-	3,569.24
		TOTAL SOUTHWEST AIRLINES CO	45,115 64	30,013.32-	15,102.32

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04/22/13	500	SYMANTEC CORP COM	11,777.43	8,286.95-	3,490.48
07/16/13	700	TEVA PHARMACEUTICAL INDS SPONS ADR	27,318.70	28,363.79-	1,045.09-
11/14/13	10,000	TJX COS INC 6.950% 4/15/19	12,178.10	9,981.20-	2,196.90
11/14/13	100	TUPPERWARE BRANDS CORPORATION	8,514.85	6,916.80-	1,598.05
09/13/13	1,000	TWENTY-FIRST CENTURY FOX INC CL A	32,241.63	14,032.84-	18,208.79
09/09/13	10,000	U.S. TREASURY NOTES 1.000% 3/31/17	9,911.72	10,155.86-	244.14-
09/18/13	10,000	U.S. TREASURY NOTES 1.375% 5/31/20	9,451.17	9,917.97-	466.80-
11/08/13	20,000	U S TREASURY NOTES 2.000% 2/15/23	19,031.25	20,653.13-	1,621.88-
11/12/13	10,000	U.S. TREASURY NOTES 4.000% 8/15/18	11,247.66	10,876.57-	371.09
08/28/13	200	UNILEVER NV NY SHARES	7,803.86	6,622.20-	1,181.66
05/31/13	20,000	US TREAS 1.000% 3/31/17	20,203.13	20,311.72-	108.59-
12/03/12	15,000	US TREAS 1.125% 5/31/19	15,150.59	15,158.79-	8.20-
01/07/13	10,000	US TREAS 1.125% 5/31/19	9,977.34	10,042.58-	65.24-
		TOTAL US TREAS 1.125% 5/31/19	25,127.93	25,201.37-	73.44-
01/07/13	10,000	US TREAS 1.250% 9/30/18	10,193.36	10,329.30-	135.94-
12/11/12	10,000	US TREAS 2.125% 8/15/21	10,645.70	10,637.11-	8.59

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
03/25/13	10,000	US TREAS 2.625% 11/15/20	10,844.53	10,792.19-	52.34
06/19/13	10,000	US TREAS 2.750% 8/15/42	8,874.61	9,979.69-	1,105.08-
04/01/13	15,000	VENTAS RLTY LP 3.250% 8/15/22	14,878.65	14,776.35-	102.30
09/10/13	450	VODAFONE GROUP SPONS ADR	14,793.36	12,053.52-	2,739.84
10/01/13	1,050	VODAFONE GROUP SPONS ADR	36,720.49	27,020.77-	9,699.72
		TOTAL VODAFONE GROUP SPONS ADR	51,513.85	39,074.29-	12,439.56
07/23/13	150	WALGREEN CO	7,606.05	5,346.06-	2,259.99
09/20/13	550	WALGREEN CO	30,080.68	19,602.22-	10,478.46
04/26/13	300	WALGREEN CO COM	14,972.54	10,747.41-	4,225.13
		TOTAL WALGREEN CO	52,659.27	35,695.69-	16,963.58
08/22/13	20,000	WILLIS NORTH AMERICA 6.200% 3/28/17	22,579.80	21,200.00-	1,379.80
07/23/13	250	XILINX INC	11,488.00	8,154.20-	3,333.80
		TOTAL SALES	2,528,349.64	2,286,181.79-	242,167.85

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SUNTRUST CHECKING	15.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	15.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN CENTURY	36,688.	0.	36,688.
COLUMBIA FUNDS	33,877.	0.	33,877.
DAVENPORT	96,084.	0.	96,084.
JANUS FUND	7,934.	0.	7,934.
ROBECO WPG	3,705.	0.	3,705.
SUNTRUST	107,505.	0.	107,505.
TOTAL TO FM 990-PF, PART I, LN 4	285,793.	0.	285,793.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
WPS CAPITAL K-1	30,271.	30,271.	
TOTAL TO FORM 990-PF, PART I, LINE 11	30,271.	30,271.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	4,550.	4,550.		0.
TO FORM 990-PF, PG 1, LN 16B	4,550.	4,550.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	4,792.	4,792.		0.
FOREIGN TAXES	3,381.	3,381.		0.
OTHER TAXES	5,598.	140.		0.
TO FORM 990-PF, PG 1, LN 18	13,771.	8,313.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PARKING	2,940.	2,940.		0.
INVESTMENT MANAGEMENT FEES	52,224.	52,224.		0.
UTILITIES	2,786.	2,786.		0.
MISCELLANEOUS EXPENSES	748.	736.		0.
OFFICE EXPENSE	1,954.	1,954.		0.
POSTAGE	141.	141.		0.
INTERNET SERVICE PROVIDER	1,505.	1,505.		0.
BANK SERVICE CHARGE	53.	53.		0.
TO FORM 990-PF, PG 1, LN 23	62,351.	62,339.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON SALE OF SECURITIES	4,209.
TOTAL TO FORM 990-PF, PART III, LINE 3	4,209.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
DAVENPORT US OBLIG. - SEE ATTACHED SCHEDULE 1	X		0.	0.
SUNTRUST US OBLIG. - SEE ATTACHED SCHEDULE 1	X		439,191.	430,238.
TOTAL U.S. GOVERNMENT OBLIGATIONS			439,191.	430,238.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			439,191.	430,238.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SUNTRUST COMMON - SEE ATTACHED SCHEDULE 1	2,151,188.	2,842,669.
DAVENPORT COMMON - SEE ATTACHED SCHEDULE 1	2,676,762.	4,339,492.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,827,950.	7,182,161.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DAVENPORT CORPORATE - SEE ATTACHED SCHEDULE 1	950,576.	967,101.
SUNTRUST CORPORATE - SEE ATTACHED SCHEDULE 1	371,017.	383,449.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,321,593.	1,350,550.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BT, L.P.	COST	1,346.	1,346.
ROBECO WPG	COST	949,937.	1,088,117.
COLUMBIA FUND	COST	900,104.	1,207,719.
AMERICAN CENTURY FUND	COST	912,190.	1,131,146.
JANUS FUND	COST	734,947.	1,150,085.
WPS CAPITAL FUND, LLC	COST	300,120.	300,120.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,798,644.	4,878,533.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	576.	576.	0.
COMPUTER	518.	474.	44.
PORTABLE COMPUTER	638.	638.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,732.	1,688.	44.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL LIABILITIES	2,484.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,484.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ANTHONY JAMES ASCH 104 SHOCKOE SLIP RICHMOND, VA 23219	PRES/TREAS/DR 0.50	0.	0.	0.
THOMAS ANDREW ASCH 104 SHOCKOE SLIP RICHMOND, VA 23219	SECTY/DIR 0.50	0.	0.	0.
PATRICIA M. ASCH 104 SHOCKOE SLIP RICHMOND, VA 23219	A. SECT 20.00	0.	0.	0.
W. BIRCH DOUGLASS, III 104 SHOCKOE SLIP RICHMOND, VA 23219	A. SECT 0.50	0.	0.	0.
JILL MCCORMICK 104 SHOCKOE SLIP RICHMOND, VA 23219	EXEC. DIR. 20.00	44,363.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		44,363.	0.	0.

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
11	COMPUTER	082608	200DB	5.00	17	576.		288.	288.	271.		17.
12	COMPUTER	120409	200DB	5.00	17	518.		259.	259.	185.		30.
13	PORTABLE COMPUTER	030711	200DB	5.00	17	638.		638.				0.
	* TOTAL 990-PF PG 1 DEPR					1,732.		1,185.	547.	456.	0.	47.

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05-01-12

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction