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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>THE W. JAMES SAMFORD, JR. FOUNDATION C/O LUCINDA SAMFORD CANNON</b>		A Employer identification number <b>20-0246688</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 3080</b>	Room/suite	B Telephone number <b>334-749-8481</b>
City or town, state or province, country, and ZIP or foreign postal code <b>OPELIKA, AL 36803-3080</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>9,019,905.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		28,000.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		3,100.	3,100.		STATEMENT 1
4 Dividends and interest from securities		210,949.	210,883.		STATEMENT 2
5a Gross rents		4,525.	4,525.		STATEMENT 3
b Net rental income or (loss) <39,960.>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		<7,431.>			
b Gross sales price for all assets on line 6a 1,039,555.					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		239,143.	218,508.		
13 Compensation of officers, directors, trustees, etc.		17,500.	3,500.		14,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 5		38,050.	27,777.		10,274.
c Other professional fees STMT 6		62,948.	62,932.		16.
17 Interest					
18 Taxes STMT 7		5,396.	5,396.		0.
19 Depreciation and depletion		21,383.	20,432.		
20 Occupancy					
21 Travel, conferences, and meetings		3,650.	2,738.		912.
22 Printing and publications					
23 Other expenses STMT 8		38,391.	28,566.		9,826.
24 Total operating and administrative expenses. Add lines 13 through 23		187,318.	151,341.		35,028.
25 Contributions, gifts, grants paid		402,509.			402,509.
26 Total expenses and disbursements. Add lines 24 and 25		589,827.	151,341.		437,537.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<350,684.>			
b Net investment income (if negative, enter -0-)			67,167.		
c Adjusted net income (if negative, enter -0-)				N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

22

SCANNED MAY 27 2014

**THE W. JAMES SAMFORD, JR. FOUNDATION**  
**C/O LUCINDA SAMFORD CANNON**

Form 990-PF (2013)

20-0246688 Page 2

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		9,403.	41,508.	41,508.
	2	Savings and temporary cash investments		5,828,475.	400,390.	400,390.
	3	Accounts receivable ▶ 373.				
		Less: allowance for doubtful accounts ▶		2,395.	373.	373.
	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				
		b Investments - corporate stock STMT 9	0.	5,051,189.	5,914,444.	
		c Investments - corporate bonds STMT 10	2,222,845.	2,223,906.	2,226,302.	
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ 500,839.			
		Less: accumulated depreciation STMT 11 ▶ 124,627.	396,644.	376,212.	376,212.	
12		Investments - mortgage loans				
13		Investments - other				
14		Land, buildings, and equipment: basis ▶ 8,025.				
		Less: accumulated depreciation STMT 12 ▶ 2,644.	3,628.	5,381.	5,381.	
15		Other assets (describe ▶ STATEMENT 13)	67,205.	55,295.	55,295.	
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item 1)	8,530,595.	8,154,254.	9,019,905.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 14)	382,199.	356,542.		
	23	<b>Total liabilities</b> (add lines 17 through 22)	382,199.	356,542.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	0.	0.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	8,148,396.	7,797,712.		
	30	<b>Total net assets or fund balances</b>	8,148,396.	7,797,712.		
	31	<b>Total liabilities and net assets/fund balances</b>	8,530,595.	8,154,254.		

**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	8,148,396.
2	Enter amount from Part I, line 27a	2	<350,684.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,797,712.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6	7,797,712.

## THE W. JAMES SAMFORD, JR. FOUNDATION

Form 990-PF (2013)

C/O LUCINDA SAMFORD CANNON

20-0246688

Page 3

**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.)
<b>1a PUBLICALLY TRADED SECURITIES</b>	P		12/31/13
<b>b PUBLICALLY TRADED SECURITIES</b>	P		12/31/13
<b>c PUBLICALLY TRADED SECURITIES</b>	P		12/31/13
<b>d</b>			
<b>e</b>			

  

(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)
<b>a</b> 510,061.		509,213.	848.
<b>b</b> 69,503.		70,546.	<1,043.>
<b>c</b> 459,991.		467,227.	<7,236.>
<b>d</b>			
<b>e</b>			

  

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis 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))
<b>a</b>			848.
<b>b</b>			<1,043.>
<b>c</b>			<7,236.>
<b>d</b>			
<b>e</b>			

  

<b>2</b> Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;"> <b>2</b> </div> </div>	<7,431.>
<b>3</b> 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	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;"> <b>3</b> </div> </div>	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))
2012	404,193.	8,691,199.	.046506
2011	418,611.	8,404,336.	.049809
2010	337,131.	8,286,077.	.040686
2009	280,520.	7,541,545.	.037197
2008	279,585.	8,770,460.	.031878

<b>2</b> Total of line 1, column (d)	<b>2</b>	.206076
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.041215
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	8,545,837.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	352,217.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	672.
<b>7</b> Add lines 5 and 6	<b>7</b>	352,889.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	437,537.

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.

## THE W. JAMES SAMFORD, JR. FOUNDATION

Form 990-PF (2013)

C/O LUCINDA SAMFORD CANNON

20-0246688

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	672.
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	672.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	672.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	840.
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	840.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	168.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 168. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	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) <input checked="" type="checkbox"/> NC		
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 2013 or the taxable year beginning in 2013 (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

N/A

Form 990-PF (2013)

## THE W. JAMES SAMFORD, JR. FOUNDATION

Form 990-PF (2013)

C/O LUCINDA SAMFORD CANNON

20-0246688

Page 5

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► LUCINDA CANNON Telephone no. ► 334-749-8481			
Located at ► P.O. BOX 3080, OPELIKA, AL		ZIP+4 ► 36803		
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	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2013?		1c
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2013?		4b

Form 990-PF (2013)

**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**

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?

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**

**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
LUCINDA SAMFORD CANNON P.O. BOX 3080 OPELIKA, AL 36803	PRESIDENT AND	DIRECTOR		
	8.00	9,500.	0.	0.
PRESTON B. BARNETT P.O. BOX 3080 OPELIKA, AL 36803	TREASURER AND	DIRECTOR		
	1.00	4,000.	0.	0.
E. RASHA CANNON P.O. BOX 3080 OPELIKA, AL 36803	SECRETARY AND	DIRECTOR		
	1.00	4,000.	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.

Form 990-PF (2013)



**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	7,233,484.
b	Average of monthly cash balances	1b	1,002,571.
c	Fair market value of all other assets	1c	439,922.
d	Total (add lines 1a, b, and c)	1d	8,675,977.
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	8,675,977.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,140.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,545,837.
6	Minimum investment return. Enter 5% of line 5	6	427,292.

**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	427,292.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	672.
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	672.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	426,620.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	426,620.
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	426,620.

**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	437,537.
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	437,537.
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	672.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	436,865.

**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.

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

Form 990-PF (2013)

20-0246688 Page 9

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				426,620.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			401,702.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	0.			
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 437,537.				
a Applied to 2012, but not more than line 2a			401,702.	
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 2013 distributable amount				35,835.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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	0.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				390,785.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				



## THE W. JAMES SAMFORD, JR. FOUNDATION

Form 990-PF (2013)

C/O LUCINDA SAMFORD CANNON

20-0246688 Page 11

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AUBURN FOOTBALL LETTERMAN CLUB 219 SOUTH 8TH STREET OPELIKA, AL 36801	NONE	501(C)(3)	SCHOLARSHIP FUND	10,000.
AUBURN FUND - AUF 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501(C)(3)	UNIVERSITY BAND FUND	2,000.
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501(C)(3)	AUBURN UNIVERSITY SCHOOL OF NURSING BUILDING CAMPAIGN, OUTSTANDING STUDENTS	21,000.
BLUE LAKE UNITED ASSEMBLY 8500 OAKWOOD LANE ANDALUSIA, AL 36420	NONE	501(C)(3)	GENERAL FUND	5,000.
BOYS & GIRLS CLUBS OF GREATER LEE COUNTY 1365 GATEWOOD DRIVE, SUITE 221 AUBURN, AL 36830	NONE	501(C)(3)	GENERAL OPERATING EXPENSES	5,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	402,509.
b Approved for future payment				
AUBURN UNIVERSITY FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501(C)(3)	AUBURN UNIVERSITY SCHOOL OF NURSING BUIDING CAMPAIGN	80,000.
EAST ALABAMA FELLOWSHIP OF CHRISTIAN ATHLETES HEADQUARTERS - 8701 LEEDS ROAD KANSAS CITY, MO 64129	NONE	501(C)(3)	SUMMER CAMP SCHOLARSHIPS	24,000.
FIRST UNITED METHODIST CHURCH 702 AVENUE A OPELIKA, AL 36801	NONE	501(C)(3)	ORGAN FUND	100,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3b	1,054,000.

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
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	3,100.		
4 Dividends and interest from securities			14	210,949.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property			16	<39,960.>		
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	<7,431.>		
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.		166,658.		0.
13 Total. Add line 12, columns (b), (d), and (e)						
						13 166,658.

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

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

[illegible]

2013.03040 THE W. JAMES SAMFORD, JR. F 9895 111

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

Employer identification number

20-0246688

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

- ☐ 501(c)( ) (enter number) organization
- ☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- ☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
- ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
- ☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization <b>THE W. JAMES SAMFORD, JR. FOUNDATION</b> <b>C/O LUCINDA SAMFORD CANNON</b>	Employer identification number <b>20-0246688</b>
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**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	W. JAMES SAMFORD, JR. IRREVOCABLE TRUST  302 N. 9TH STREET  OPELIKA , AL 36801	\$ 27,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

**THE W. JAMES SAMFORD, JR. FOUNDATION**  
**C/O LUCINDA SAMFORD CANNON**

20-0246688

**Part III** : Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**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
CAMP ASCCA 5278 CAMP ASCCA DRIVE JACKSON'S GAP, AL 36861	NONE	501(C)(3)	CAMPERSHIP PROGRAM FOR PHYSICALLY & MENTALLY HANDICAPPED CHILDREN & ADULTS	5,000.
CHRISTIAN CARE MINISTRIES 1000 SAMFORD COURT OPELIKA, AL 36801	NONE	501(C)(3)	FOOD PANTRY, CLOTHES CLOSET, SOUP KITCHEN, YOUTH PROGRAMS IN LEE COUNTY, AL	2,000.
EAST ALABAMA ARTS ASSOCIATION 1032 SOUTH RAILROAD AVENUE OPELIKA, AL 36801	NONE	501(C)(3)	SUPPORT GENERAL FUND	2,500.
EAST ALABAMA FELLOWSHIP OF CHRISTIAN ATHLETES HEADQUARTERS - 8701 LEEDS ROAD KANSAS CITY, MO 64129	NONE	501(C)(3)	SUMMER CAMP SCHOLARSHIPS	6,000.
EASTER SEALS ALABAMA 5960 EAST SHIRLEY LANE MONTGOMERY, AL 36117	NONE	501(C)(3)	SUPPORT FOR DISABLED, MENTALLY CHALLENGED, DEVELOPMENT IMPAIRED CHILDREN	3,000.
ENVISION OPELIKA 601 AVENUE A OPELIKA, AL 36801	NONE	501(C)(3)	CULTURAL ARTS CENTER OF OPELIKA RENOVATIONS	10,000.
FIRST UNITED METHODIST CHURCH 702 AVENUE A OPELIKA, AL 36801	NONE	501(C)(3)	ORGAN FUND	10,000.
FOOD BANK OF EAST ALABAMA 375 INDUSTRY DRIVE AUBURN, AL 36830	NONE	501(C)(3)	DISTRIBUTE FOOD & ESSENTIALS TO PEOPLE IN NEED IN EAST ALABAMA	10,000.
HUDSON FAMILY FOUNDATION 300 NORTH DEAN ROAD, SUITE 5, #163 AUBURN, AL 36830	NONE	501(C)(3)	PROVIDE FINANCIAL SUPPORT FOR CHILDREN/FAMILIES LIVING W/ TERMINAL ILLNESS	10,000.
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501(C)(3)	FUNDING FOR NEW GRADUATE SCHOOL & SCHOLARSHIP ENDOWMENT	110,000.
Total from continuation sheets				359,509.

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**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
HUNTINGDON COLLEGE 1500 EAST FAIRVIEW AVENUE MONTGOMERY, AL 36106	NONE	501(C)(3)	BOND INTEREST	18,870.
IMPACT ALABAMA 1901 6TH AVENUE NORTH, SUITE 2400 BIRMINGHAM, AL 35203	NONE	501(C)(3)	VISION CARE INITIATIVE FOR YOUNG CHILDREN	5,000.
LEE COUNTY EDUCATIONAL FOUNDATION/LEE SCOTT ACADEMY 1601 ACADEMY DRIVE OPELIKA, AL 36801	NONE	501(C)(3)	PROVIDE PHILANTHROPIC EDUCATION TO SELECT HIGH SCHOOL STUDENTS	28,736.
MIRACLE LEAGUE OF EAST ALABAMA HEADQUARTERS - 1506 KLONDIKE RD SW CONYERS, GA 30094	NONE	501(C)(3)	HANDICAPPED CHILDREN BASEBALL LEAGUE SUPPORT	3,000.
MONTGOMERY ACADEMY 3420 VAUGHN ROAD BIRMINGHAM, AL 35203	NONE	501(C)(3)	PROVIDE PHILANTHROPIC EDUCATION TO SELECT HIGH SCHOOL STUDENTS	32,303.
NEW BIRTH OUTREACH MINISTRIES 1411 US HIGHWAY 29 VALLEY, AL 36854	NONE	501(C)(3)	SUPPORT FOR RECOVERING ADDICTS	5,000.
OPELIKA SPORTSPLEX & AQUATICS CENTER 801 S. RAILROAD AVENUE, SUITE 202A MONTGOMERY, AL 36106	NONE	501(C)(3)	HELP UNDERWRITE CONSTRUCTION COST FOR RECREATIONAL COMPLEX IN OPELIKA, AL	50,000.
PARTNERSHIP FOR CHILDREN/CHILD CARE RESOURCE CENTER 2015 GATEWAY DRIVE MONTGOMERY, AL 36108	NONE	501(C)(3)	SCHOLARSHIPS FOR WORKING PARENTS FOR CHILD DAYCARE	5,000.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZE, SUITE 350 OPELIKA, AL 36801	NONE	501(C)(3)	HELP MAINTAIN REGIONAL ASSOC. OF GRANTMAKERS	1,000.
ST. LUKE UNITED METHODIST CHURCH 1104 2ND AVENUE COLUMBUS, GA 31901	NONE	501(C)(3)	GENERAL FUND	100.
Total from continuation sheets				

THE W. JAMES SAMFORD, JR. FOUNDATION  
C/O LUCINDA SAMFORD CANNON

20-0246688

**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
ST. PAUL'S EPISCOPAL SCHOOL 161 DOGWOOD LANE MOBILE, AL 36608	NONE	501(C)(3)	GENERAL FUND	1,000.
STEGALL SEMINARY SCHOLARSHIP FOUNDATION 2416 WEST CLOVERDALE PARK BIRMINGHAM, AL 35209	NONE	501(C)(3)	ASSIST SEMINARY STUDENTS WITH TUITION, BOOKS, TRANSPORTATION, LODGING	10,000.
TIGERS UNLIMITED FOUNDATION 317 SOUTH COLLEGE STREET AUBURN, AL 36849	NONE	501(C)(3)	AUBURN UNIVERSITY BASEBALL PARK RENOVATIONS	25,000.
UNITED WAY OF LEE COUNTY 2133 EXECUTIVE PARK DRIVE TUSCALOOSA, AL 35487	NONE	501(C)(3)	ASSIST CHILDREN, YOUTH, FAMILIES, COMMUNITY OF AUBURN/OPELIKA, AL	2,000.
WASHINGTON & LEE UNIVERSITY 204 WEST WASHINGTON STREET LEXINGTON, VA 24450	NONE	501(C)(3)	GENERAL FUND	4,000.
Total from continuation sheets				

20-0246688

### 3 Grants and Contributions Approved for Future Payment (Continuation)

323635  
05-01-13

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
EAGLE IMPORTS INTEREST INCOME	3,090.	3,090.	
MELLON CHECKING	10.	10.	
TOTAL TO PART I, LINE 3	3,100.	3,100.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MELLON 2410	114,357.	0.	114,357.	114,357.	
MELLON 2410-NONDIV DISTRIB	66.	0.	66.	0.	
MELLON 3920	96,526.	0.	96,526.	96,526.	
TO PART I, LINE 4	210,949.	0.	210,949.	210,883.	

## FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
CONDO, HIGHLANDS, NC	2	4,525.
TOTAL TO FORM 990-PF, PART I, LINE 5A		4,525.

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FORM 990-PF	RENTAL EXPENSES	STATEMENT	4
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		20,432.	
REPAIRS & MAINTENANCE		1,527.	
UTILITIES		3,877.	
RENTAL DEPOSIT		1,131.	
MEMBERSHIP DUES		16,130.	
INSURANCE		672.	
SUPPLIES		716.	
- SUBTOTAL -	2		44,485.
TOTAL RENTAL EXPENSES			44,485.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			<39,960.>

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	38,050.	27,777.		10,274.
TO FORM 990-PF, PG 1, LN 16B	38,050.	27,777.		10,274.

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FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	62,888.	62,888.		0.
LEGAL FEES	60.	44.		16.
TO FORM 990-PF, PG 1, LN 16C	62,948.	62,932.		16.



FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	3,485.	3,485.		0.	
PROPERTY TAXES	1,911.	1,911.		0.	
TO FORM 990-PF, PG 1, LN 18	5,396.	5,396.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK EXPENSE	30.	22.		8.	
GRANT EXPENSES	8,583.	0.		8,583.	
POSTAGE	93.	67.		26.	
AMORTIZATION	1,313.	1,313.		0.	
EQUIPMENT EXPENSE	132.	96.		37.	
OTHER EXPENSE	84.	61.		23.	
TECHNOLOGY EXPENSES	203.	146.		57.	
MARKETING	3,900.	2,808.		1,092.	
REPAIRS & MAINTENANCE	1,527.	1,527.		0.	
UTILITIES	3,877.	3,877.		0.	
RENTAL DEPOSIT	1,131.	1,131.		0.	
MEMBERSHIP DUES	16,130.	16,130.		0.	
INSURANCE	672.	672.		0.	
SUPPLIES	716.	716.		0.	
TO FORM 990-PF, PG 1, LN 23	38,391.	28,566.		9,826.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
STOCKS (MELLON 2410)			5,051,189.	5,914,444.
TOTAL TO FORM 990-PF, PART II, LINE 10B			5,051,189.	5,914,444.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS (MELLON 3920)	2,223,906.	2,226,302.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,223,906.	2,226,302.

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FORM 990-PF	DEPRECIATION OF ASSETS HELD FOR INVESTMENT	STATEMENT	11
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
CONDO	480,000.	106,914.	373,086.
FURNISHINGS	15,000.	13,929.	1,071.
CREDENZA	142.	95.	47.
BAKER'S RACK	99.	67.	32.
END TABLE	129.	86.	43.
BOOKSHELVES	389.	266.	123.
42 INCH FLATSCREEN TV	1,145.	779.	366.
BOOKSELF	108.	72.	36.
SIDE TABLE	108.	72.	36.
TV STAND	194.	133.	61.
RECLINER	853.	569.	284.
GAS FURNACE	2,370.	1,441.	929.
ARTWORK	302.	204.	98.
TOTAL TO FM 990-PF, PART II, LN 11	500,839.	124,627.	376,212.

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FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	12
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE EQUIPMENT - SCANNER	844.	844.	0.
LAPTOP	863.	475.	388.
TABLETS	3,614.	1,325.	2,289.
IPAD	1,371.	0.	1,371.
IPAD	686.	0.	686.
IPAD	647.	0.	647.
TOTAL TO FM 990-PF, PART II, LN 14	8,025.	2,644.	5,381.

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FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
EAGLE IMPORTS/ COBIA	67,205.	55,295.	55,295.
TO FORM 990-PF, PART II, LINE 15	67,205.	55,295.	55,295.

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FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOND PAYABLE	385,000.	355,000.
DISCOUNT ON BOND PAYABLE	<2,885.>	<1,573.>
VISA PAYABLE	84.	3,115.
TOTAL TO FORM 990-PF, PART II, LINE 22	382,199.	356,542.

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# 2013 DEPRECIATION AND AMORTIZATION REPORT

CONDO, HIGHLANDS, NC

RENT

2

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
56	CONDO	11/19/07	SL	27.50	MM	16	480,000.				480,000.	89,459.		17,455.	106,914.
58	FURNISHINGS	11/19/07	SL	7.00		16	15,000.				15,000.	11,786.		2,143.	13,929.
67	CREDENZA	04/08/09	SL	7.00		16	142.				142.	75.		20.	95.
68	BAKER'S RACK	04/08/09	SL	7.00		16	99.				99.	53.		14.	67.
69	END TABLE	04/08/09	SL	7.00		16	129.				129.	68.		18.	86.
70	BOOKSHELVES	04/15/09	SL	7.00		16	389.				389.	210.		56.	266.
71	42 INCH FLATSREEN TV	04/14/09	SL	7.00		16	1,145.				1,145.	615.		164.	779.
72	BOOKSELF	04/15/09	SL	7.00		16	108.				108.	57.		15.	72.
73	SIDE TABLE	04/15/09	SL	7.00		16	108.				108.	57.		15.	72.
74	TV STAND	04/15/09	SL	7.00		16	194.				194.	105.		28.	133.
75	RECLINER	04/17/09	SL	7.00		16	853.				853.	447.		122.	569.
76	GAS FURNACE	09/21/09	SL	7.00		16	2,370.				2,370.	1,102.		339.	1,441.
77	ARTWORK	04/08/09	SL	7.00		16	302.				302.	161.		43.	204.
	* 990-PF RENTAL TOTAL OTHER						500,839.				500,839.	104,195.		20,432.	124,627.

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(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

## 2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
33	OFFICE EQUIPMENT - SCANNER	05/01/08	SL	5.00		16	844.				844.	789.		55.	844.
83	LAPTOP	03/25/11	SL	5.00		16	863.				863.	302.		173.	475.
89	TABLETS	03/08/12	SL	5.00		16	3,614.				3,614.	602.		723.	1,325.
95	IPAD	12/19/13	SL	5.00		16	1,371.				1,371.			0.	
96	IPAD	12/21/13	SL	5.00		16	686.				686.			0.	
97	IPAD	12/21/13	SL	5.00		16	647.				647.			0.	
* TOTAL 990-PF PG 1 DEPR							8,025.				8,025.	1,693.		951.	2,644.

328111  
05-01-13

(D) Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

## Asset detail

## Fixed income

## Taxable

## Individual securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
45,000	Bbva US Senior SA Unlper DTD 9/18/2011 3.25% 9/18/2014 Moody's: BAA3 S&P: BBB-	\$ 100.8030	\$ 45,361.35	\$ 44,601.40	\$ 759.95	\$ 1,462.50	3.2%	2.0%
50,000	Citigroup Inc DTD 9/16/2004 5% 9/15/2014 Moody's: BAA3 S&P: BBB+	102.8480	51,424.00	52,630.90	-1,206.90	2,500.00	4.9	2.3
55,000	Td Ameritrade Holding Corp DTD 11/25/2009 4.15% 12/1/2014 Moody's: A3 S&P: A	103.2460	56,785.30	57,078.40	-293.10	2,282.50	4.0	2.5
30,000	Illinois ST DTD 1/15/2010 4.421% 1/1/2015 Taxable Moody's: A3 S&P: A-	103.2020	30,960.60	30,082.10	868.50	1,326.30	4.3	1.4
50,000	California ST DTD 4/28/2009 5.46% 4/1/2015 Build America Bonds-Taxable-Var Purp Moody's: A1 S&P: A	105.7190	52,859.50	52,664.00	195.50	2,725.00	5.2	2.4

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EIN 20-0246688



Page 5 of 16

004462 XNHCOTE2 027774

December 1 - December 31, 2013

**Fixed income****Taxable****Individual securities  
continued**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
55,000	Discovery Communications DTD 6/3/2010 3.7% 6/1/2015 Moody's: BAA2 S&P: BBB	104.0550	57,230.25	57,584.45	-354.20	2,035.00	3.6	2.6
45,000	American Express Credit Co DTD 9/13/2010 2.75% 9/15/2015 Moody's: A2 S&P: A-	103.4860	46,568.70	44,104.50	2,464.20	1,237.50	2.7	2.1
45,000	Prudential Financial Inc DTD 9/15/2009 4.75% 9/17/2015 Moody's: BAA1 S&P: A	106.5640	47,953.80	47,777.65	176.15	2,137.50	4.5	2.1
55,000	Royal BK Scotlnd Grp PLC DTD 9/18/2012 2.55% 9/18/2015 Moody's: BAA1 S&P: BBB+	102.2760	56,251.80	54,968.65	1,283.15	1,402.50	2.5	2.5
50,000	Goldman Sachs Group Inc DTD 2/7/2011 3.625% 2/7/2016 Moody's: BAA1 S&P: A-	104.9480	52,474.00	49,758.50	2,715.50	1,812.50	3.5	2.3
45,000	Kraft Foods Inc DTD 2/8/2010 4.125% 2/9/2016 Moody's: BAA1 S&P: BBB-	106.0160	47,707.20	47,778.45	-71.25	1,856.25	3.9	2.1
45,000	BP Capital Markets PLC DTD 3/11/2011 3.2% 3/11/2016 Moody's: A2 S&P: A	105.0080	47,253.60	44,934.30	2,319.30	1,440.00	3.1	2.1
55,000	Bank Of America Corp DTD 8/14/2006 5.75% 8/15/2016 Moody's: BAA3 S&P: BBB+	110.2810	60,654.55	58,558.35	2,096.20	3,162.50	5.2	2.7
50,000	Barclays Bank PLC DTD 9/22/2009 5% 9/22/2016 Moody's: A2 S&P: A	110.0940	55,047.00	55,074.80	-1,027.80	2,500.00	4.5	2.5
45,000	Angen Inc DTD 11/10/2011 2.5% 11/15/2016 Moody's: BAA1 S&P: A	103.4950	46,572.75	46,530.00	42.75	1,125.00	2.4	2.1

EIN 20-0246688



# Fixed income

## Taxable

Individual securities  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	Rebobank Nederland Utrec DTD 1/19/2012 3.375% 1/19/2017 Moody's: AA2 S&P: AA-	105.2890	52,644.50	53,729.00	-1,084.50	1,887.50	3.2	2.4
45,000	Bear Stearns Co Inc DTD 11/22/2006 5.55% 1/22/2017 Moody's: BAA1 S&P: A-	111.4490	50,152.05	48,153.15	1,998.90	2,497.50	5.0	2.2
20,000	A.B.B. Finance USA Inc DTD 5/8/2012 1.625% 5/8/2017 Moody's: A2 S&P: A	99.8010	19,960.20	19,778.80	181.40	325.00	1.6	0.9
35,000	Diageo Capital PLC DTD 5/11/2012 1.5% 5/11/2017 Moody's: A3 S&P: A-	99.7840	34,924.40	35,319.90	-395.50	525.00	1.5	1.6
50,000	Ford Motor Credit Co LLC DTD 8/12/2012 3% 8/12/2017 Moody's: BAA3 S&P: BBB-	103.9320	51,966.00	50,092.00	1,874.00	1,500.00	2.9	2.3
40,000	Astrazeneca PLC DTD 9/12/2007 5.9% 9/15/2017 Moody's: A2 S&P: AA-	114.3470	45,738.80	46,230.40	-491.60	2,360.00	5.2	2.0
40,000	Blackrock Inc DTD 9/17/2007 6.25% 9/15/2017 Moody's: A1 S&P: A+	116.0270	46,410.80	45,367.70	1,043.10	2,500.00	5.4	2.1
40,000	American Intl Group DTD 12/12/2007 5.85% 1/15/2018 Moody's: BAA1 S&P: A-	114.7050	45,882.00	46,796.40	-914.40	2,340.00	5.1	2.1
50,000	Conarga Foods Inc DTD 1/25/2013 1.9% 1/25/2018 Moody's: BAA2 S&P: BBB-	98.1670	49,083.50	50,457.00	-1,373.50	950.00	1.9	2.2
50,000	Verizon Communications DTD 2/12/2008 5.5% 2/15/2018 Moody's: BAA1 S&P: BBB+	112.9760	56,488.00	56,413.75	74.25	2,750.00	4.9	2.5





December 1 - December 31, 2013

**Fixed income****Taxable****Individual securities**  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
45,000	Fidelity National Inform DTD 4/15/2013 2% 4/15/2018 Moody's: BAA3 S&P: BBB-	97.2400	43,758.00	45,405.00	-1,647.00	900.00	2.1	2.0
40,000	Oracle Corp DTD 4/9/2008 5.75% 4/15/2018 Moody's: A1 S&P: A+	115.5570	46,222.80	45,860.75	362.05	2,300.00	5.0	2.1
40,000	Glaxosmithkline Cap Inc DTD 5/13/2008 5.65% 5/15/2018 Moody's: A1 S&P: A+	115.1140	46,045.60	45,598.00	447.60	2,260.00	4.9	2.1
50,000	Grupo Televisa Sab DTD 5/12/2008 6% 5/15/2018 Moody's: BAA1 S&P: BBB+	111.3820	55,691.00	58,215.50	-2,524.50	3,000.00	5.4	2.5
45,000	Lloyds Bank PLC DTD 11/27/2013 2.3% 11/27/2018 Moody's: A2 S&P: A	99.7410	44,883.45	44,928.00	-44.55	1,035.00	2.3	2.0
50,000	Dr Pepper Snapple Group DTD 11/15/2011 2.6% 1/15/2019 Moody's: BAA1 S&P: BBB+	100.5350	50,267.50	51,339.50	-1,072.00	1,300.00	2.6	2.2
45,000	Met Life Glob Funding I DTD 2/17/2009 7.717% 2/15/2019 Moody's: A3 S&P: A-	123.9510	55,777.95	55,585.50	192.45	3,472.65	6.2	2.5
35,000	Jefferies Group Inc DTD 6/30/2009 8.5% 7/15/2019 Moody's: BAA3 S&P: BBB	122.0000	42,700.00	39,948.80	2,751.20	2,975.00	7.0	1.9
40,000	Simon Property Group LP DTD 1/25/2010 5.65% 2/1/2020 Moody's: A2 S&P: A	113.6980	45,479.20	45,108.20	371.00	2,280.00	5.0	2.0
40,000	Teva Pharma Fin IV LLC DTD 12/18/2012 2.25% 3/18/2020 Moody's: A3 S&P: A-	95.0900	38,036.00	39,982.00	-1,946.00	900.00	2.4	1.7

EIN 20-0246688



W James Samford Jr. Foundation

Attachment A

Fixed income

Taxable

Individual securities  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
55,000	Telefonica Emisiones Sau DTD 4/26/2010 5.134% 4/27/2020 Moody's: BAA2 S&P: BBB	105.2350	58,429.80	54,084.65	4,345.15	2,823.70	4.8	2.6
35,000	Florida ST Hurricane Catastrophe DTD 4/23/2013 2.995% 7/1/2020 Sar A	94.6330	33,121.55	35,000.00	-1,878.45	1,048.25	3.2	1.5
50,000	Moody's: AA3 S&P: AA- HSBC Finance Corp DTD 7/15/2011 6.676% 1/15/2021 Moody's: BAA2 S&P: A-	114.9040	57,452.00	56,173.00	1,279.00	3,338.00	5.8	2.6
40,000	Petrobras Intl Fin Co DTD 1/27/2011 5.375% 1/27/2021 Moody's: BAA1 S&P: BBB	99.2330	39,695.60	44,625.45	-4,929.85	2,160.00	5.4	1.8
45,000	General Elec Cap Corp DTD 2/11/2011 5.3% 2/11/2021 Moody's: A2 S&P: AA	111.8620	50,337.90	48,935.25	1,402.65	2,385.00	4.7	2.3
50,000	Time Warner Cable Inc DTD 11/15/2010 4.125% 2/15/2021 Moody's: BAA2 S&P: BBB	94.7760	47,388.00	47,630.95	-242.95	2,062.50	4.4	2.1
30,000	Wal Mart Stores Inc DTD 4/18/2011 4.25% 4/15/2021 Moody's: AA2 S&P: AA	107.6740	32,302.20	32,521.20	-219.00	1,275.00	4.0	1.4
50,000	AT&T Inc DTD 4/29/2011 4.45% 5/15/2021 Moody's: A3 S&P: A-	105.2830	52,641.50	52,446.50	195.00	2,225.00	4.2	2.4
55,000	Time Warner Inc DTD 10/17/2011 4% 1/15/2022 Moody's: BAA2 S&P: BBB	101.2630	55,694.65	58,158.10	-2,463.45	2,200.00	4.0	2.5
25,000	Anheuser-Busch Inbev Wor DTD 7/16/2012 2.6% 7/15/2022 Moody's: A3 S&P: A	92.4970	23,124.25	23,977.65	-853.40	625.00	2.7	1.0



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EIN 20-0246688



Page 9 of 15

004462 XMHCOTE2 027778

December 1 - December 31, 2013

**Fixed income****Taxable****Individual securities  
continued**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	Comcast Corp DTD 7/2/2012 3.125% 7/15/2022 Moody's: A3 S&P: A-	95.4300	47,715.00	51,113.80	-3,398.80	1,562.50	3.3	2.1
50,000	Morgan Stanley DTD 10/23/12 4.875% 11/1/22 Moody's: BAA3 S&P: BBB+	102.3650	51,183.00	49,823.00	1,360.00	2,437.50	4.8	2.3
<b>Total taxable individual securities</b>			<b>\$ 2,226,301.60</b>	<b>\$ 2,223,935.35</b>	<b>\$ 2,366.25</b>	<b>\$ 90,975.15</b>		<b>99.3%</b>
<b>Total taxable fixed income</b>			<b>\$ 2,226,301.60</b>	<b>\$ 2,223,935.35</b>	<b>\$ 2,366.25</b>	<b>\$ 90,975.15</b>		<b>99.3%</b>
<b>Total fixed income</b>			<b>\$ 2,226,301.60</b>	<b>\$ 2,223,935.35</b>	<b>\$ 2,366.25</b>	<b>\$ 90,975.15</b>		<b>99.3%</b>
<b>Total assets</b>			<b>\$ 2,242,071.57</b>	<b>\$ 2,239,705.42</b>	<b>\$ 2,366.25</b>	<b>\$ 90,975.15</b>		<b>100.0%</b>

EIN 20-0246688



## Asset detail

## Equities

## U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
300	Accenture PLC ( ACN )	\$ 82.2200	\$ 24,668.00	\$ 22,904.97	\$ 1,761.03	\$ 558.00	2.3%	0.4%
700	Ensc0 PLC ( ESV )	57.1800	40,026.00	43,001.00	-2,975.00	1,575.00	3.9	0.5
600	Ingens0il-Rand PLC ( IR )	61.6000	36,960.00	28,124.93	8,835.07	504.00	1.4	0.6
1,500	Invesco Limited ( IVZ )	36.4000	54,600.00	40,890.00	13,710.00	1,350.00	2.5	0.9
900	Tyco International Ltd ( TYC )	41.0400	36,936.00	27,477.00	9,459.00	576.00	1.6	0.6
700	Lyondellbasell Industries NV ( LYB )	80.2800	56,196.00	40,838.00	15,358.00	1,680.00	3.0	0.9
1,000	AT&T Inc ( T )	35.1600	35,160.00	35,359.90	-199.90	1,840.00	5.2	0.6
200	Amazon.Com Inc ( AMZN )	388.7900	79,758.00	59,498.00	20,260.00	0.00	0.0	1.3
700	American Express Company ( AXP )	90.7300	63,511.00	41,188.00	22,323.00	644.00	1.0	1.0
500	Ameriprise Financial Inc ( AMP )	115.0500	57,525.00	32,625.00	24,900.00	1,040.00	1.8	0.9
1,300	B B & T Corporation ( BBT )	37.3200	48,516.00	39,104.00	9,412.00	1,196.00	2.5	0.8
1,000	Baxter International Inc ( BAX )	69.5500	69,550.00	67,620.00	1,930.00	1,960.00	2.8	1.1
800	Bristol-Myers Squibb Company ( BMY )	53.1500	42,520.00	35,806.40	6,713.60	1,152.00	2.7	0.7
700	Celanese Corp ( CE ) Series A	55.3100	38,717.00	32,991.00	5,726.00	504.00	1.3	0.6
700	Centertpoint Energy Inc ( CNP )	23.1800	16,226.00	14,175.00	2,051.00	581.00	3.6	0.3

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EIN 20-0246688



Page 5 of 21

004462 XAHCOTE2 027750

December 1 - December 31, 2013

W. James Samford Jr. Foundation

Page 6 of 21

## Equities

U.S. large cap  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
550	Chevron Corporation ( CVX )	124.9100	68,700.50	64,712.53	3,987.97	2,200.00	3.2	1.1
700	Chubb Corp ( CB )	96.6300	67,641.00	53,781.00	13,860.00	1,232.00	1.8	1.1
1,800	Coca - Cola Co ( KO )	41.3100	74,358.00	71,654.28	2,703.72	2,016.00	2.7	1.2
1,600	Comcast Corp Cl A ( CMCSA )	51.9650	83,144.00	65,367.96	17,776.04	1,248.00	1.5	1.3
1,025	Conocophillips ( COP )	70.6500	72,416.25	60,659.50	11,756.75	2,829.00	3.9	1.2
600	Costco Whsl Corp New ( COST )	119.0200	71,412.00	64,145.36	7,266.64	744.00	1.0	1.1
550	Deere & Co ( DE )	91.3300	50,231.50	48,460.50	1,771.00	1,122.00	2.2	0.8
1,000	The Walt Disney Company ( DIS )	76.4000	76,400.00	51,150.00	25,250.00	860.00	1.1	1.2
800	Dover Corp ( DOV )	96.5400	77,232.00	53,832.00	23,400.00	1,200.00	1.6	1.2
1,050	DU Pont ( E I ) De Nemours And ( DD ) Company	64.9700	68,218.50	48,640.95	19,577.55	1,890.00	2.8	1.1
800	Express Scripts Holdings, Inc. ( ESRX )	70.2400	56,192.00	48,951.92	7,240.08	0.00	0.0	0.9
630	Exxon Mobil Corp ( XOM )	101.2000	63,756.00	55,836.90	7,919.10	1,587.60	2.5	1.0
1,000	General Electric Company ( GE )	28.0300	28,030.00	23,329.90	4,700.10	880.00	3.1	0.4
1,000	Genuine Parts Co ( GPC )	83.1900	83,190.00	65,490.00	17,700.00	2,150.00	2.6	1.3
400	Gilead Sciences Inc ( GILD )	75.1000	30,040.00	20,619.96	9,420.04	0.00	0.0	0.5
800	Glaxo Smithkline PLC Spons ADR ( GSK )	53.3900	42,712.00	37,647.92	5,064.08	1,927.20	4.5	0.7
1,000	Home Depot Inc ( HD )	82.3400	82,340.00	69,089.98	13,250.02	1,560.00	1.9	1.3
800	Honeywell Intl Inc ( HON )	91.3700	73,096.00	51,712.00	21,384.00	1,440.00	2.0	1.2
150	IntercontinentalExchange Group, Inc. ( ICE )	224.9200	33,738.00	32,750.25	987.75	390.00	1.2	0.5
1,300	JP Morgan Chase & Co ( JPM )	58.4800	76,024.00	58,149.00	17,875.00	1,976.00	2.6	1.2
1,400	Johnson Controls Inc ( JCI )	51.3000	71,820.00	52,591.06	19,228.94	1,232.00	1.7	1.1
750	Kimberly Clark Corp ( KMB )	104.4600	78,345.00	64,905.00	13,440.00	2,430.00	3.1	1.2
900	Lilly Eli & Co ( LLY )	51.0000	45,900.00	48,236.97	-2,336.97	1,764.00	3.8	0.7
500	M & T BK Corp ( MTB )	116.4200	58,210.00	50,495.00	7,715.00	1,400.00	2.4	0.9
2,000	Marathon Oil Corp ( MRO )	35.3000	70,600.00	71,282.85	-682.85	1,520.00	2.2	1.1

EIN 20-0246688



## Equities

U.S. large cap  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holding
2,500	Merck & Co Inc ( MRK )	50.0500	125,125.00	106,790.95	18,334.05	4,400.00	3.5	2.0
1,500	Medlife Inc ( MET )	53.9200	80,880.00	55,992.40	24,887.60	1,650.00	2.0	1.3
2,000	Microsoft Corporation ( MSFT )	37.4100	74,820.00	55,378.20	19,441.80	2,240.00	3.0	1.2
1,600	Mondelez International ( MDLZ )	35.3000	56,480.00	45,430.37	11,049.63	896.00	1.6	0.9
1,600	National Oilwell Varco Inc. ( NOV )	79.5300	127,248.00	111,607.84	15,640.16	1,664.00	1.3	2.0
600	Nexera Energy Inc ( NEE )	85.6200	51,372.00	42,384.00	8,988.00	1,584.00	3.1	0.8
650	Norfolk Southern Corporation ( NSC )	92.8300	60,339.50	41,093.00	19,246.50	1,352.00	2.2	1.0
300	Nucor Corp ( NUE )	53.3800	16,014.00	13,544.97	2,469.03	444.00	2.8	0.3
500	Occidental Petroleum Corp ( OXY )	95.1000	47,550.00	41,789.95	5,760.05	1,280.00	2.7	0.8
700	Owen Financial Corporation ( OCN )	55.4500	38,815.00	35,294.93	2,520.07	0.00	0.0	0.6
500	Parker Hannifin Corp ( PH )	128.6400	64,320.00	43,820.00	20,500.00	900.00	1.4	1.0
1,100	Pepsico Inc ( PEP )	82.9400	91,234.00	80,057.00	11,177.00	2,497.00	2.7	1.5
2,300	Pfizer Inc ( PFE )	30.6300	70,449.00	60,324.00	10,125.00	2,392.00	3.4	1.1
300	Philip Morris International Inc ( PM )	87.1300	26,139.00	26,094.00	45.00	1,128.00	4.3	0.4
300	Praxair Inc ( PX )	130.0300	39,009.00	33,816.00	5,193.00	720.00	1.9	0.6
1,400	The Procter & Gamble Company ( PG )	81.4100	113,974.00	102,605.93	11,368.07	3,368.40	3.0	1.8
350	Salesforce.Com Inc ( CRM )	55.1900	19,316.50	15,353.36	3,953.14	0.00	0.0	0.3
1,800	Sanofi-Aventis ADR ( SNY )	53.6300	96,534.00	86,193.90	10,340.10	2,259.00	2.3	1.5
500	Sampira Energy ( SRE )	89.7600	44,880.00	39,819.95	5,060.05	1,260.00	2.8	0.7
1,000	Taiwan Semiconductor Mfg Co Ltd ( TSM ) Sponsored ADR	17.4400	17,440.00	16,236.20	1,203.80	401.00	2.3	0.3
700	Target Corp ( TGT )	63.2700	44,289.00	42,378.00	1,911.00	1,204.00	2.7	0.7
883	Time Warner Inc ( TWX )	69.7200	61,562.76	43,832.12	17,730.64	1,015.45	1.7	1.0
900	Unilever PLC ( UL ) Sprsrd ADR New	41.2000	37,080.00	34,794.00	2,286.00	1,255.50	3.4	0.6
800	Union Pac Corp ( UNP )	168.0000	134,400.00	109,099.94	25,300.06	2,528.00	1.9	2.1
600	United Technologies Corp ( UTX )	113.8000	68,280.00	53,610.00	14,670.00	1,416.00	2.1	1.1

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EIN 20-0246688



Page 7 of 21

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December 1 - December 31, 2013

**Equities****U.S. large cap**  
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,000	Valero Energy Corp New ( VLO )	50.4000	100,800.00	79,296.70	21,503.30	1,800.00	1.8	1.6
1,400	Verizon Communications Inc ( VZ )	49.1400	68,796.00	62,202.00	6,594.00	2,968.00	4.3	1.1
2,900	Wells Fargo & Company ( WFC )	45.4000	131,660.00	106,404.83	25,255.17	3,480.00	2.6	2.1
1,000	Yahoo Inc ( YHOO )	40.4400	40,440.00	22,559.90	17,880.10	0.00	0.0	0.6
500	Yum! Brands Inc ( YUM )	75.6100	37,805.00	35,424.96	2,380.04	740.00	2.0	0.6
<b>Total U.S. large cap</b>			<b>\$ 4,291,665.51</b>	<b>\$ 3,539,395.49</b>	<b>\$ 752,330.02</b>	<b>\$ 97,500.15</b>		<b>68.1%</b>

**U.S. mid cap**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,200	ISHARES TR ( IJH ) S & P Midcap 400 Index FD	\$ 133.8100	\$ 294,382.00	\$ 256,709.36	\$ 37,672.64	\$ 3,801.60	1.3%	4.7%
<b>Total U.S. mid cap</b>			<b>\$ 294,382.00</b>	<b>\$ 256,709.36</b>	<b>\$ 37,672.64</b>	<b>\$ 3,801.60</b>		<b>4.7%</b>

**U.S. small cap**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,000	ISHARES TR S & P Smallcap 600 ( IJR )	\$ 109.1300	\$ 218,260.00	\$ 177,123.96	\$ 41,136.04	\$ 2,186.00	1.0%	3.5%
<b>Total U.S. small cap</b>			<b>\$ 218,260.00</b>	<b>\$ 177,123.96</b>	<b>\$ 41,136.04</b>	<b>\$ 2,186.00</b>		<b>3.5%</b>

**Developed international**

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
200	Allegion Public Limited Company ( ALLE )	\$ 44.1900	\$ 8,838.00	\$ 7,168.57	\$ 1,669.43	\$ 0.00	0.0%	0.1%
7,415	ISHARES MSCI EAFE Index FD ( EFA )	67.0950	497,509.43	434,884.11	62,625.32	12,627.75	2.5	7.9
<b>Total developed international</b>			<b>\$ 506,347.43</b>	<b>\$ 442,052.68</b>	<b>\$ 64,294.75</b>	<b>\$ 12,627.75</b>		<b>8.0%</b>

EIN 20-0246688



## Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
13,846,265	Dfa Emerging Markets Core Equity (DFCEX) Funds	\$ 19.4600	\$ 269,428.66	\$ 286,390.00	\$ -16,961.34	\$ 5,468.88	2.0%	4.3%
8,000	ISHARES MSCI Emerging Markets Index (EEM) Fund	41.7950	334,360.00	349,510.90	-15,150.90	6,884.00	2.1	5.3
Total emerging markets			\$ 603,788.66	\$ 635,900.90	\$ -32,112.24	\$ 12,352.88		9.6%
Total equities			\$ 5,914,443.60	\$ 5,051,172.39	\$ 863,271.21	\$ 128,548.38		93.9%
Total assets			\$ 6,298,067.49	\$ 5,435,746.28	\$ 863,271.21	\$ 128,548.38		100.0%

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