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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: THE TOLLESON FAMILY FOUNDATION

A Employer identification number: 20-1295875

Number and street (or P O box number if mail is not delivered to street address): 1890 CASTLEWAY LANE, N E | Room/suite

B Telephone number (see instructions): (866) 282-6627

City or town: ATLANTA | State: GA | ZIP code: 30345

Foreign country name | Foreign province/state/county | Foreign postal code

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 ☒ 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) ▶ $ 2,347,264

J Accounting method ☒ 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) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	54,037	53,323		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	55,822			
	b	Gross sales price for all assets on line 6a 1,261,388				
	7	Capital gain net income (from Part IV, line 2)		55,822		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	109,859	109,145	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)	13,668	13,668		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,881	247		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	110	110		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,159	14,025	0	2,500
	25	Contributions, gifts, grants paid	113,500			113,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	132,659	14,025	0	116,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-22,800			
	b	**Net investment income** (if negative, enter -0-)		95,120		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED APR 2 8 2014 OGDEN, UT IRS-OSC

POSTMARK DATE APR 2 5 2014

SCANNED MAY 0 2 2014

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	29,977	47,076	47,076
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	263,653	658,342	814,345
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	1,912,480	1,476,735	1,485,843
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,206,110	2,182,153	2,347,264
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	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 ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	2,206,110	2,182,153	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,206,110	2,182,153	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,206,110	2,182,153	

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	2,206,110
2	Enter amount from Part I, line 27a	2	-22,800
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,183,310
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	1,157
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,182,153

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

	(i) 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				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	55,822
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			0 000000
2011			0 000000
2010			0 000000
2009			0 000000
2008			0 000000

2	**Total** of line 1, column (d)	2	0 000000
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 000000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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	1,902	
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	1,902	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,902	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,565			
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	2,565	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	663	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 663 **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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	N/A	
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) ▶ GA			
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

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

			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 ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (866) 282-6627

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(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		
	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)*	3b	N/A	
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 2013?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	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?	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?	7b	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	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	2,352,397
b	Average of monthly cash balances	1b	45,640
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,398,037
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,398,037
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	35,971
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,362,066
6	**Minimum investment return.** Enter 5% of line 5	6	118,103

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	118,103
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,902		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,902
3	Distributable amount before adjustments Subtract line 2c from line 1			3	116,201
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	116,201
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	116,201

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	116,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	116,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	116,000

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				116,201
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			110,797	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
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 ▶ $ 116,000				
a	Applied to 2012, but not more than line 2a			110,797	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				5,203
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
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				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				110,998
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
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				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total ▶ 3a				113,500
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	54,037	
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					
8 Gain or (loss) from sales of assets other than inventory			18	55,822	
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		109,859	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 109,859

(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) (See instructions)
	Not Applicable

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
		Not Applicable	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Anne C. Tolleson | 3/20/14 | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		3/19/2014		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
SALVATION ARMY	1655 EXECUTIVE PARK LN NE	ATLANTA	GA	30359		NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
COLLIER HILLS CIVIC ASSOCIATION						NONE	PC	GENERAL CHARITABLE PURPOSES	500
BOOKS FOR AFRICA	253 E 4TH ST STE 200	ST PAUL	MN	55101		NONE	PC	GENERAL CHARITABLE PURPOSES	3,500
IJM	PO BOX 58147	WASHINGTON	DC	20037		NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
RESOURCE SERVICES MINISTRIES	751 RICE ST NW	ATLANTA	GA	30318		NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
KIPP METRO ATLANTA	350 TEMPLE ST NW	ATLANTA	GA	30314		NONE	PC	GENERAL CHARITABLE PURPOSES	20,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
FOCUS	3825 PRESIDENTIAL PKWY STE 103	ATLANTA	GA	30340		NONE	PC	GENERAL CHARITABLE PURPOSES	7,500
4 0 SCHOOLS	643 MAGAZINE ST STE 206	NEW ORLEANS	LA	70130		NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
MUST MINISTRIES	1407 COBB PKWY	MARIETTA	GA	30061		NONE	PC	GENERAL CHARITABLE PURPOSES	8,000
ATLANTA MISSION	2353 BOLTON RD	ATLANTA	GA	30318		NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
SHEPHERD CENTER	2020 PEACHTREE RD NE	ATLANTA	GA	30309		NONE	PC	GENERAL CHARITABLE PURPOSES	3,000
SAMARITAN'S PURSE	PO BOX 3000	BOONE	NC	28607		NONE	PC	GENERAL CHARITABLE PURPOSES	10,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
MEDSHARE INTERNATIONAL					
Street					
3240 CLIFTON SPRINGS RD					
City		**State**	**Zip Code**	**Foreign Country**	
DECATUR		GA	30034		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					4,000

Name					
COMMUNITY FRIENDSHIP					
Street					
85 RENAISSANCE PKWY NE					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30308		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					2,000

Name					
ACTION MINISTRIES					
Street					
17 EXECUTIVE PARK DR NE STE 540					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30329		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					15,000

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

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

	Amount
Long Term CG Distributions	10,049
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,261,388	1,205,566	55,822
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	VISA INC CL A COM	92826C839			7/9/2009		5/8/2013	1,071	363				0	708
2	X	VISA INC CL A	92826C839			7/9/2009		8/23/2013	2,676	908				0	1,768
3	X	VISA INC CL A	92826C839			7/9/2009		12/5/2013	604	182				0	422
4	X	WAL MART STORES INC	931142103			6/5/2013		12/5/2013	1,030	981				0	49
5	X	WELLS FARGO & CO	949746101			3/5/2013		12/5/2013	1,578	1,293				0	285
6	X	WILLIAMS COS INC COM	969457100			3/1/2010		6/5/2013	5,603	2,954				0	2,649
7	X	DELPHI AUTOMOTIVE PLC	G27823106			6/25/2013		12/5/2013	975	833				0	142
8	X	ABBVIE INC	00287Y109			1/21/2011		12/5/2013	147	75				0	72
9	X	ABBVIE INC	00287Y109			7/9/2009		12/5/2013	1,031	505				0	526
10	X	ABERDEEN-EQY LONG SHOR	003020336			8/14/2013		10/23/2013	1,114	1,100				0	14
11	X	ABERDEEN-EQY LONG SHOR	003020336			12/18/2012		10/23/2013	1,387	1,312				0	75
12	X	ALLSTATE CORP	020002101			9/7/2012		12/5/2013	696	500				0	196
13	X	AMGEN INC	031162100			5/13/2011		12/5/2013	1,233	666				0	567
14	X	AMGEN INC	031162100			7/9/2009		12/5/2013	112	58				0	54
15	X	INVESCO LIMITED	G491BT108			7/9/2009		12/5/2013	726	340				0	386
16	X	TE CONNECTIVITY LIMITED	H84989104			8/23/2013		12/5/2013	741	701				0	40
17	X	LYONDELLBASELL INDUSTRII	N53745100			2/6/2013		12/5/2013	837	669				0	168
18	X	APACHE CORP COM	037411105			7/9/2009		4/25/2013	3,848	3,676				0	172
19	X	APPLE INC	037833100			7/9/2009		12/5/2013	2,859	686				0	2,173
20	X	BB&T CORPORATION	054937107			8/17/2010		12/5/2013	656	454				0	202
21	X	BANK OF AMERICA CORP	060505104			6/5/2013		12/5/2013	1,520	1,288				0	232
22	X	BAXTER INTL INC	071813109			7/9/2009		12/5/2013	734	585				0	149
23	X	B/E AEROSPACE INC COM	073302101			5/17/2011		2/27/2013	1,789	1,254				0	535
24	X	B/E AEROSPACE INC COM	073302101			3/4/2011		2/27/2013	842	562				0	280
25	X	BEAM INC	073730103			4/12/2012		8/23/2013	2,795	2,563				0	232
26	X	BEAM INC	073730103			8/17/2012		8/23/2013	1,242	1,202				0	40
27	X	CVS CAREMARK CORP	126650100			8/2/2012		12/5/2013	1,454	986				0	468
28	X	CAMERON INTERNATIONAL C	13342B105			8/17/2010		12/5/2013	439	311				0	128
29	X	CAPITAL ONE FINL CORP CO	14040H105			1/19/2010		2/21/2013	1,252	1,016				0	236
30	X	CAPITAL ONE FINL CORP CO	14040H105			3/1/2010		2/21/2013	1,617	1,159				0	458
31	X	CAPITAL ONE FINANCIAL COF	14040H105			3/1/2010		12/5/2013	792	411				0	381
32	X	CELGENE CORP	151020104			10/15/2013		12/5/2013	326	311				0	15
33	X	CHEVRON CORPORATION	166764100			2/27/2013		12/5/2013	1,818	1,733				0	85
34	X	COACH INC COM	189754104			10/9/2009		2/13/2013	4,312	3,038				0	1,274
35	X	ABBOTT LABS	002824100			1/21/2011		12/5/2013	112	69				0	43
36	X	ABBOTT LABS	002824100			7/9/2009		12/5/2013	595	354				0	241
37	X	COMCAST CORP-CL A	20030N101			2/13/2013		12/5/2013	1,307	1,105				0	202
38	X	CORNING INC	219350105			5/15/2013		12/5/2013	772	721				0	51
39	X	DARDEN RESTAURANTS INC	237194105			10/14/2010		3/5/2013	3,586	3,445				0	141
40	X	DISNEY WALT CO NEW	254687106			7/9/2009		12/5/2013	1,264	407				0	857
41	X	DOUBLELINE TOTAL RET BD-(	258620103			12/18/2012		12/5/2013	1,400	1,466				0	-66
42	X	EMC CORP MASS	268648102			8/23/2013		12/5/2013	1,002	1,103				0	-101
43	X	EATON VANCE ATLANTA CAP	277902698			12/13/2012		8/14/2013	175	140				0	35
44	X	EATON VANCE ATLANTA CAP	277902698			12/18/2012		8/14/2013	7,135	5,800				0	1,335
45	X	EATON VANCE ATLANTA CAP	277902698			10/12/2012		8/14/2013	1,390	1,082				0	308
46	X	B/E AEROSPACE INC	073302101			3/4/2011		12/5/2013	771	316				0	455
47	X	EATON VANCE ATLANTA CAP	277902698			10/12/2012		10/23/2013	3,800	2,842				0	958
48	X	EATON VANCE FLOATING RA	277911491			6/4/2013		8/14/2013	1,500	1,503				0	-3
49	X	EATON VANCE FLOATING RA	277911491			6/4/2013		12/5/2013	1,700	1,704				0	-4
50	X	ECOLAB INC	278865100			3/6/2012		12/5/2013	719	416				0	303
51	X	EMERSON ELEC CO	291011104			7/9/2009		12/5/2013	793	373				0	420
52	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/9/2009		5/8/2013	1,836	999				0	837
53	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/9/2009		5/15/2013	4,093	2,231				0	1,862
54	X	FLUOR CORP	343412102			9/10/2013		12/5/2013	920	798				0	122
55	X	FLOWSERVE CORP COM	34354P105			6/8/2010		4/9/2013	813	411				0	402
56	X	FLOWSERVE CORP	34354P105			6/8/2010		12/5/2013	969	383				0	586
57	X	FORTUNE BRANDS HOME & S	34964C106			5/15/2013		12/5/2013	790	822				0	-32
58	X	ABSOLUTE STRATEGIES FUN	34984T600			10/12/2012		10/23/2013	1,500	1,523				0	-23
59	X	FREEPORT-MCMORAN COPP	35671D857			7/9/2009		4/9/2013	1,997	1,393				0	604
60	X	GENERAL ELECTRIC CORP	369604103			8/2/2012		7/25/2013	1,720	1,427				0	293
61	X	GENERAL ELECTRIC CORP	369604103			7/9/2009		7/25/2013	246	110				0	136
62	X	GENERAL ELECTRIC CORP	369604103			7/9/2009		12/5/2013	1,003	420				0	583
63	X	GOLDMAN SACHS GROUP IN(	38141G104			1/21/2011		12/5/2013	1,001	995				0	6
64	X	GOOGLE INC CL A	38259P508			7/9/2009		12/5/2013	2,107	828				0	1,279
65	X	HARTFORD FINL SVCS GROU	416515104			5/8/2013		12/5/2013	1,129	947				0	182
66	X	HOLLYFRONTIER CORPORAT	436106108			4/25/2013		12/5/2013	324	362				0	-38
67	X	HOME DEPOT INC	437076102			7/9/2009		12/5/2013	1,027	297				0	730
68	X	INTEL CORP	458140100			6/5/2013		12/5/2013	1,217	1,271				0	-54

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

	Amount
Long Term CG Distributions	10,049
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,261,388	1,205,566	55,822
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	INTERNATIONAL BUSINESS M	459200101			8/18/2011		6/25/2013	6,825	5,696				0	1,129
70	X	INTUIT INC COM	461202103			10/14/2010		5/15/2013	4,248	3,346				0	902
71	X	ISHARES DJ SELECT DIVIDEN	464287168			4/3/2012		10/23/2013	4,512	3,660				0	852
72	X	ISHARES RUSSELL 1000 GRO	464287614			4/3/2012		10/23/2013	4,606	3,793				0	813
73	X	JP MORGAN CHASE & CO	46625H100			6/5/2013		12/5/2013	1,808	1,703				0	105
74	X	KLA-TENCOR CORP	482480100			6/25/2013		12/5/2013	862	776				0	86
75	X	LEAR CORP	521865204			9/10/2013		12/5/2013	1,062	926				0	136
76	X	WESTERN ASSET MTG BKD S	52469F333			8/14/2013		12/5/2013	2,400	2,424				0	-24
77	X	LILLY ELI & CO	532457108			4/9/2013		10/15/2013	2,930	3,411				0	-481
78	X	MACY'S INC	55616P104			9/9/2011		12/5/2013	1,293	627				0	666
79	X	MANNING & NAPIER WORLD (	563821545			9/15/2010		8/14/2013	296	275				0	21
80	X	MANNING & NAPIER WORLD (	563821545			12/15/2010		8/14/2013	805	790				0	15
81	X	MANNING & NAPIER WORLD (	563821545			12/29/2010		8/14/2013	20	20				0	0
82	X	MANNING & NAPIER WORLD (	563821545			2/18/2010		8/14/2013	479	440				0	39
83	X	MANNING & NAPIER WORLD (	563821545			2/18/2010		10/23/2013	9,400	8,095				0	1,305
84	X	MATTEL INC	577081102			1/30/2012		7/30/2013	5,228	3,579				0	1,649
85	X	MERCK & CO INC	58933Y105			3/22/2013		12/5/2013	1,912	1,712				0	200
86	X	MICROSOFT CORP	594918104			4/27/2012		12/5/2013	1,277	1,057				0	220
87	X	MORGAN STANLEY	617446448			7/9/2009		12/5/2013	920	784				0	136
88	X	NATIONAL OILWELL VARCO II	637071101			5/17/2011		2/6/2013	3,124	3,072				0	52
89	X	NATIONAL OILWELL VARCO II	637071101			8/18/2011		2/6/2013	1,994	1,907				0	87
90	X	NEUBERGER BERMAN HIGH I	64128K868			12/20/2012		6/4/2013	1,608	1,600				0	8
91	X	NEUBERGER BERMAN HIGH I	64128K868			9/28/2011		6/4/2013	71,392	65,187				0	6,205
92	X	NEUBERGER BERMAN HI IN E	64128K868			9/28/2011		8/14/2013	68,239	63,168				0	5,071
93	X	OCCIDENTAL PETE CORP	674599105			7/9/2009		12/5/2013	751	492				0	259
94	X	ORACLE CORPORATION	68389X105			8/24/2012		12/5/2013	877	797				0	80
95	X	ORACLE CORPORATION	68389X105			7/9/2009		12/5/2013	245	143				0	102
96	X	ORACLE CORPORATION	68389X105			7/9/2009		12/18/2013	6,949	4,182				0	2,767
97	X	OPPENHEIMER DEVELOPING	683974505			7/21/2011		10/23/2013	5,809	5,380				0	429
98	X	OPPENHEIMER DEVELOPING	683974505			8/14/2013		10/23/2013	2,147	2,000				0	147
99	X	OPPENHEIMER DEVELOPING	683974505			12/18/2012		10/23/2013	6,144	5,554				0	590
100	X	PIMCO LOW DURATION-I	693390304			4/1/2011		6/4/2013	161,300	162,231				0	-931
101	X	PIMCO LOW DURATION-I	693390304			9/28/2011		6/4/2013	2,825	2,800				0	25
102	X	PIMCO LOW DURATION-I	693390304			12/7/2011		6/4/2013	2	2				0	0
103	X	PIMCO LOW DURATION-I	693390304			3/14/2012		6/4/2013	3,303	3,300				0	3
104	X	PNC FINANCIAL SERVICES GI	693475105			5/20/2010		12/5/2013	1,052	855				0	197
105	X	PACCAR INC	693718108			7/22/2011		12/5/2013	554	502				0	52
106	X	PEPSICO INC	713448108			6/5/2013		12/5/2013	985	975				0	10
107	X	PFIZER INC	717081103			4/9/2013		12/5/2013	1,839	1,728				0	111
108	X	PHILIP MORRIS INTL INC CON	718172109			7/9/2009		6/5/2013	9,074	4,235				0	4,839
109	X	PHILIP MORRIS INTL INC CON	718172109			12/23/2009		6/5/2013	1,270	685				0	585
110	X	PRAXAIR INC	74005P104			7/9/2009		12/5/2013	737	419				0	318
111	X	PROCTER & GAMBLE CO	742718109			7/9/2009		12/5/2013	907	580				0	327
112	X	OSTERWEIS STRATEGIC INC	742935489			8/14/2013		12/5/2013	2,200	2,183				0	17
113	X	QUALCOMM INC	747525103			6/14/2011		12/5/2013	1,025	780				0	245
114	X	QUANTA SERVICES INCORPC	74762E102			4/1/2011		9/10/2013	1,120	978				0	142
115	X	QUANTA SERVICES INCORPC	74762E102			4/4/2011		9/10/2013	2,891	2,523				0	368
116	X	RIDGEWORTH INTERMEDIATI	76628T702			12/19/2012		8/14/2013	16,573	16,968				0	-395
117	X	RIDGEWORTH INTERMEDIATI	76628T702			5/5/2009		8/14/2013	288,927	295,246				0	-6,319
118	X	RIDGEWORTH INTERMEDIATI	76628T702			5/1/2009		12/5/2013	58,140	56,683				0	1,457
119	X	RIDGEWORTH INTERMEDIATI	76628T702			5/5/2009		12/5/2013	216,103	220,173				0	-4,070
120	X	SPDR S&P 500 ETF TRUST	78462F103			4/3/2012		10/23/2013	4,535	3,671				0	864
121	X	SCHLUMBERGER LTD	806857108			4/25/2013		12/5/2013	1,391	1,181				0	210
122	X	TERADATA CORP DEL COM	88076W103			3/18/2011		3/22/2013	4,217	3,662				0	555
123	X	TEVA PHARMACEUTICAL IND	881624209			1/19/2010		4/9/2013	1,164	1,756				0	-592
124	X	TEVA PHARMACEUTICAL IND	881624209			4/29/2010		4/9/2013	1,475	2,219				0	-744
125	X	TEVA PHARMACEUTICAL IND	881624209			5/13/2011		4/9/2013	1,940	2,502				0	-562
126	X	UNION PAC CORP	907818108			7/9/2009		12/5/2013	810	249				0	561
127	X	UNITED PARCEL SERVICE CL	911312106			7/9/2009		12/5/2013	813	386				0	427
128	X	VANGUARD M/B SECUR INDX	92206C755			10/12/2012		8/14/2013	141,500	145,727				0	-4 227
129	X	VERIZON COMMUNICATIONS	92343V104			11/3/2010		12/5/2013	538	363				0	175
130	X	VERIZON COMMUNICATIONS	92343V104			7/9/2009		12/5/2013	684	377				0	307
131	X	VISA INC CL A COM	92826C839			9/29/2010		5/8/2013	714	293				0	421

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
	Description				
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		13,668	13,668	0	0
	Description				
1	INVESTMENT MANAGEMENT FEES	13,668	13,668		

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

		2,881	247	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	247	247		
2	PY EXCISE TAX DUE	69			
3	ESTIMATED EXCISE PAYMENTS	2,565			

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		110	110	0	0
	Description				
1	STATE REGISTRATION FEES	110	110		

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			263,653	658,342	0	814,345
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	CORPORATE STOCK			658,342		814,345

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

			Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,912,480	1,476,735	1,485,843
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS			1,476,735	1,485,843

3/19/2014 11 35 21 AM - 7928838 - 752 - CAT - THE TOLLESON FAMILY FOUNDATION

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

	Amount
Long Term CG Distributions	10,049
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,251,339	0	0	1,205,566	45,773	0	0	0	45,773
1	VISA INC CL A COM	92826C839		7/9/2009	5/8/2013	1 071		0	363	708	0	0	0	708
2	VISA INC CL A	92826C839		7/9/2009	8/23/2013	2,676		0	908	1,768	0	0	0	1,768
3	VISA INC CL A	92826C839		7/9/2009	12/5/2013	604		0	182	422	0	0	0	422
4	WAL MART STORES INC	931142103		6/5/2013	12/5/2013	1,030		0	981	49	0	0	0	49
5	WELLS FARGO & CO	949746101		3/5/2013	12/5/2013	1 578		0	1 293	285	0	0	0	285
6	WILLIAMS COS INC COM	969457100		3/1/2010	6/5/2013	5,603		0	2,954	2 649	0	0	0	2 649
7	DELPHI AUTOMOTIVE PLC	G27823106		6/25/2013	12/5/2013	975		0	833	142	0	0	0	142
8	ABBVIE INC	00287Y109		1/21/2011	12/5/2013	147		0	75	72	0	0	0	72
9	ABBVIE INC	00287Y109		7/9/2009	12/5/2013	1 031		0	505	526	0	0	0	526
10	ABERDEEN-EQY LONG SHORT-IN	003020336		8/14/2013	10/23/2013	1 114		0	1 100	14	0	0	0	14
11	ABERDEEN EQY LONG SHORT IN	003020336		12/18/2012	10/23/2013	1 387		0	1 312	75	0	0	0	75
12	ALLSTATE CORP	020002101		9/7/2012	12/5/2013	696		0	500	196	0	0	0	196
13	AMGEN INC	031162100		5/13/2011	12/5/2013	1 233		0	666	567	0	0	0	567
14	AMGEN INC	031162100		7/9/2009	12/5/2013	112		0	58	54	0	0	0	54
15	INVESCO LIMITED	G491BT108		7/9/2009	12/5/2013	726		0	340	386	0	0	0	386
16	TE CONNECTIVITY LIMITED	H84989104		8/23/2013	12/5/2013	741		0	701	40	0	0	0	40
17	LYONDELLBASELL INDUSTRIES NV	N53745100		2/6/2013	12/5/2013	837		0	669	168	0	0	0	168
18	APACHE CORP COM	037411105		7/9/2009	4/25/2013	3 848		0	3,676	172	0	0	0	172
19	APPLE INC	037833100		7/9/2009	12/5/2013	2,859		0	686	2 173	0	0	0	2,173
20	BB&T CORPORATION	054937107		8/17/2010	12/5/2013	656		0	454	202	0	0	0	202
21	BANK OF AMERICA CORP	060505104		6/5/2013	12/5/2013	1 520		0	1 288	232	0	0	0	232
22	BAXTER INTL INC	071813109		7/9/2009	12/5/2013	734		0	585	149	0	0	0	149
23	B/E AEROSPACE INC COM	073302101		5/17/2011	2/27/2013	1,789		0	1 254	535	0	0	0	535
24	B/E AEROSPACE INC COM	073302101		3/4/2011	2/27/2013	842		0	562	280	0	0	0	280
25	BEAM INC	073730103		4/12/2012	8/23/2013	2,795		0	2 563	232	0	0	0	232
26	BEAM INC	073730103		8/17/2012	8/23/2013	1 242		0	1,202	40	0	0	0	40
27	CVS CAREMARK CORP	126650100		8/2/2012	12/5/2013	1 454		0	986	468	0	0	0	468
28	CAMERON INTERNATIONAL CORP	13342B105		8/17/2010	12/5/2013	439		0	311	128	0	0	0	128
29	CAPITAL ONE FINL CORP COM	14040H105		1/19/2010	2/21/2013	1,252		0	1,016	236	0	0	0	236
30	CAPITAL ONE FINL CORP COM	14040H105		3/1/2010	2/21/2013	1 617		0	1,159	458	0	0	0	458
31	CAPITAL ONE FINANCIAL CORP	14040H105		3/1/2010	12/5/2013	792		0	411	381	0	0	0	381
32	CELGENE CORP	151020104		10/15/2013	12/5/2013	326		0	311	15	0	0	0	15
33	CHEVRON CORPORATION	166764100		2/27/2013	12/5/2013	1 818		0	1,733	85	0	0	0	85
34	COACH INC COM	189754104		10/9/2009	2/13/2013	4 312		0	3,038	1 274	0	0	0	1,274
35	ABBOTT LABS	002824100		1/21/2011	12/5/2013	112		0	69	43	0	0	0	43
36	ABBOTT LABS	002824100		7/9/2009	12/5/2013	595		0	354	241	0	0	0	241
37	COMCAST CORP-CL A	20030N101		2/13/2013	12/5/2013	1 307		0	1,105	202	0	0	0	202
38	CORNING INC	219350105		5/15/2013	12/5/2013	772		0	721	51	0	0	0	51
39	DARDEN RESTAURANTS INC COM	237194105		10/14/2010	3/5/2013	3 586		0	3 445	141	0	0	0	141
40	DISNEY WALT CO NEW	254687106		7/9/2009	12/5/2013	1 264		0	407	857	0	0	0	857
41	DOUBLELINE TOTAL RET BD-I	258620103		12/18/2012	12/5/2013	1 400		0	1 466	-66	0	0	0	-66
42	EMC CORP MASS	268648102		8/23/2013	12/5/2013	1 002		0	1 103	-101	0	0	0	-101
43	EATON VANCE ATLANTA CAPITAL SMID	277902698		12/13/2012	8/14/2013	175		0	140	35	0	0	0	35
44	EATON VANCE ATLANTA CAPITAL SMID	277902698		12/18/2012	8/14/2013	7 135		0	5,800	1,335	0	0	0	1,335
45	EATON VANCE ATLANTA CAPITAL SMID	277902698		10/12/2012	8/14/2013	1 390		0	1 082	308	0	0	0	308
46	B/E AEROSPACE INC	073302101		3/4/2011	12/5/2013	771		0	316	455	0	0	0	455
47	EATON VANCE ATLANTA CAPITAL SMID	277902698		10/12/2012	10/23/2013	3,800		0	2 842	958	0	0	0	958
48	EATON VANCE FLOATING RATE-I	277911491		6/4/2013	8/14/2013	1 500		0	1 503	-3	0	0	0	-3
49	EATON VANCE FLOATING RATE-I	277911491		6/4/2013	12/5/2013	1,700		0	1 704	-4	0	0	0	-4
50	ECOLAB INC	278865100		3/6/2012	12/5/2013	719		0	416	303	0	0	0	303
51	EMERSON ELEC CO	291011104		7/9/2009	12/5/2013	793		0	373	420	0	0	0	420
52	EXPRESS SCRIPTS HLDG CO COM	30219G108		7/9/2009	5/8/2013	1,836		0	999	837	0	0	0	837
53	EXPRESS SCRIPTS HLDG CO COM	30219G108		7/9/2009	5/15/2013	4 093		0	2,231	1,862	0	0	0	1,862
54	FLUOR CORP	343412102		9/10/2013	12/5/2013	920		0	798	122	0	0	0	122
55	FLOWSERVE CORP COM	34354P105		6/8/2010	4/9/2013	813		0	411	402	0	0	0	402
56	FLOWSERVE CORP	34354P105		6/8/2010	12/5/2013	969		0	383	586	0	0	0	586
57	FORTUNE BRANDS HOME & SECURITY	34964C106		5/15/2013	12/5/2013	790		0	822	-32	0	0	0	-32
58	ABSOLUTE STRATEGIES FUND I	34984T600		10/12/2012	10/23/2013	1 500		0	1 523	-23	0	0	0	-23
59	FREEPORT-MCMORAN COPPER & GOL	35671D857		7/9/2009	4/9/2013	1 997		0	1,393	604	0	0	0	604
60	GENERAL ELECTRIC CORP	369604103		8/2/2012	7/25/2013	1 720		0	1 427	293	0	0	0	293
61	GENERAL ELECTRIC CORP	369604103		7/9/2009	7/25/2013	246		0	110	136	0	0	0	136
62	GENERAL ELECTRIC CORP	369604103		7/9/2009	12/5/2013	1 003		0	420	583	0	0	0	583
63	GOLDMAN SACHS GROUP INC	38141G104		1/21/2011	12/5/2013	1 001		0	995	6	0	0	0	6
64	GOOGLE INC CL A	38259P508		7/9/2009	12/5/2013	2,107		0	828	1,279	0	0	0	1,279
65	HARTFORD FINL SVCS GROUP INC	416515104		5/8/2013	12/5/2013	1 129		0	947	182	0	0	0	182
66	HOLLYFRONTIER CORPORATION	436106108		4/25/2013	12/5/2013	324		0	362	-38	0	0	0	-38
67	HOME DEPOT INC	437076102		7/9/2009	12/5/2013	1,027		0	297	730	0	0	0	730
68	INTEL CORP	458140100		6/5/2013	12/5/2013	1 217		0	1,271	-54	0	0	0	-54
69	INTERNATIONAL BUSINESS MACHS CO	459200101		8/18/2011	6/25/2013	6 825		0	5,696	1,129	0	0	0	1 129
70	INTUIT INC COM	461202103		10/14/2010	5/15/2013	4 248		0	3,346	902	0	0	0	902
71	ISHARES DJ SELECT DIVIDEND ETF	464287168		4/3/2012	10/23/2013	4 512		0	3,660	852	0	0	0	852
72	ISHARES RUSSELL 1000 GROWTH ETF	464287614		4/3/2012	10/23/2013	4,606		0	3,793	813	0	0	0	813
73	JP MORGAN CHASE & CO	46625H100		6/5/2013	12/5/2013	1 808		0	1,703	105	0	0	0	105
74	KLA-TENCOR CORP	482480100		6/25/2013	12/5/2013	862		0	776	86	0	0	0	86
75	LEAR CORP	521865204		9/10/2013	12/5/2013	1,062		0	926	136	0	0	0	136
76	WESTERN ASSET MTG BKD SEC-I	52469F333		8/14/2013	12/5/2013	2 400		0	2,424	-24	0	0	0	-24
77	LILLY ELI & CO	532457108		4/9/2013	10/15/2013	2 930		0	3,411	-481	0	0	0	-481
78	MACY'S INC	55616P104		9/9/2011	12/5/2013	1 293		0	627	666	0	0	0	666
79	MANNING & NAPIER WORLD OPPOR	563821545		9/15/2010	8/14/2013	296		0	275	21	0	0	0	21
80	MANNING & NAPIER WORLD OPPOR	563821545		12/15/2010	8/14/2013	805		0	790	15	0	0	0	15
81	MANNING & NAPIER WORLD OPPOR	563821545		12/29/2010	8/14/2013	20		0	20	0	0	0	0	0
82	MANNING & NAPIER WORLD OPPOR	563821545		2/18/2010	8/14/2013	479		0	440	39	0	0	0	39
83	MANNING & NAPIER WORLD OPPOR	563821545		2/18/2010	10/23/2013	9 400		0	8 095	1 305	0	0	0	1 305
84	MATTEL INC	577081102		1/30/2012	7/30/2013	5,228		0	3 579	1 649	0	0	0	1 649

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

	Amount
Long Term CG Distributions	10 049
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,251,339	0	0	1,205,566	45,773	0	0	0	45,773
85	MERCK & CO INC	58933Y105		3/22/2013	12/5/2013	1 912		0	1 712	200	0	0	0	200
86	MICROSOFT CORP	594918104		4/27/2012	12/5/2013	1,277		0	1,057	220	0	0	0	220
87	MORGAN STANLEY	617446448		7/9/2009	12/5/2013	920		0	784	136	0	0	0	136
88	NATIONAL OILWELL VARCO INC COM	637071101		5/17/2011	2/6/2013	3,124		0	3,072	52	0	0	0	52
89	NATIONAL OILWELL VARCO INC COM	637071101		8/18/2011	2/6/2013	1,994		0	1,907	87	0	0	0	87
90	NEUBERGER BERMAN HIGH INCOME B	64128K868		12/20/2012	6/4/2013	1,608		0	1 600	8	0	0	0	8
91	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/28/2011	6/4/2013	71,392		0	65,187	6 205	0	0	0	6,205
92	NEUBERGER BERMAN HI IN B-INS	64128K868		9/28/2011	8/14/2013	68 239		0	63 168	5 071	0	0	0	5 071
93	OCCIDENTAL PETE CORP	674599105		7/9/2009	12/5/2013	751		0	492	259	0	0	0	259
94	ORACLE CORPORATION	68389X105		8/24/2012	12/5/2013	877		0	797	80	0	0	0	80
95	ORACLE CORPORATION	68389X105		7/9/2009	12/5/2013	245		0	143	102	0	0	0	102
96	ORACLE CORPORATION	68389X105		7/9/2009	12/18/2013	6 949		0	4,182	2,767	0	0	0	2 767
97	OPPENHEIMER DEVELOPING MKT-Y	683974505		7/21/2011	10/23/2013	5 809		0	5 380	429	0	0	0	429
98	OPPENHEIMER DEVELOPING MKT-Y	683974505		8/14/2013	10/23/2013	2,147		0	2 000	147	0	0	0	147
99	OPPENHEIMER DEVELOPING MKT-Y	683974505		12/18/2012	10/23/2013	6,144		0	5 554	590	0	0	0	590
100	PIMCO LOW DURATION-I	693390304		4/1/2011	6/4/2013	161,300		0	162,231	-931	0	0	0	-931
101	PIMCO LOW DURATION-I	693390304		9/28/2011	6/4/2013	2,825		0	2,800	25	0	0	0	25
102	PIMCO LOW DURATION-I	693390304		12/7/2011	6/4/2013	2		0	2	0	0	0	0	0
103	PIMCO LOW DURATION-I	693390304		3/14/2012	6/4/2013	3,303		0	3,300	3	0	0	0	3
104	PNC FINANCIAL SERVICES GROUP	693475105		5/20/2010	12/5/2013	1,052		0	855	197	0	0	0	197
105	PACCAR INC	693718108		7/22/2011	12/5/2013	554		0	502	52	0	0	0	52
106	PEPSICO INC	713448108		6/5/2013	12/5/2013	985		0	975	10	0	0	0	10
107	PFIZER INC	717081103		4/9/2013	12/5/2013	1,839		0	1 728	111	0	0	0	111
108	PHILIP MORRIS INTL INC COM	718172109		7/9/2009	6/5/2013	9 074		0	4,235	4 839	0	0	0	4 839
109	PHILIP MORRIS INTL INC COM	718172109		12/23/2009	6/5/2013	1 270		0	685	585	0	0	0	585
110	PRAXAIR INC	74005P104		7/9/2009	12/5/2013	737		0	419	318	0	0	0	318
111	PROCTER & GAMBLE CO	742718109		7/9/2009	12/5/2013	907		0	580	327	0	0	0	327
112	OSTERWEIS STRATEGIC INC FD I	742935489		8/14/2013	12/5/2013	2,200		0	2 183	17	0	0	0	17
113	QUALCOMM INC	747525103		6/14/2011	12/5/2013	1,025		0	780	245	0	0	0	245
114	QUANTA SERVICES INCORPORATED	74762E102		4/1/2011	9/10/2013	1 120		0	978	142	0	0	0	142
115	QUANTA SERVICES INCORPORATED	74762E102		4/4/2011	9/10/2013	2 891		0	2 523	368	0	0	0	368
116	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		12/19/2012	8/14/2013	16 573		0	16,968	-395	0	0	0	-395
117	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		5/5/2009	8/14/2013	288 927		0	295,246	-6 319	0	0	0	-6 319
118	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		5/1/2009	12/5/2013	58 140		0	56 683	1 457	0	0	0	1 457
119	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		5/5/2009	12/5/2013	216 103		0	220,173	-4 070	0	0	0	-4,070
120	SPDR S&P 500 ETF TRUST	78462F103		4/3/2012	10/23/2013	4 535		0	3,671	864	0	0	0	864
121	SCHLUMBERGER LTD	806857108		4/25/2013	12/5/2013	1 391		0	1,181	210	0	0	0	210
122	TERADATA CORP DEL COM	88076W103		3/18/2011	3/22/2013	4,217		0	3 662	555	0	0	0	555
123	TEVA PHARMACEUTICAL INDS LTD ADR	881624209		1/19/2010	4/9/2013	1 164		0	1 756	-592	0	0	0	-592
124	TEVA PHARMACEUTICAL INDS LTD ADR	881624209		4/29/2010	4/9/2013	1 475		0	2,219	-744	0	0	0	-744
125	TEVA PHARMACEUTICAL INDS LTD ADR	881624209		5/13/2011	4/9/2013	1 940		0	2 502	-562	0	0	0	-562
126	UNION PAC CORP	907818108		7/9/2009	12/5/2013	810		0	249	561	0	0	0	561
127	UNITED PARCEL SERVICE CL B	911312106		7/9/2009	12/5/2013	813		0	386	427	0	0	0	427
128	VANGUARD M/B SECUR INDX SIG	92206C755		10/12/2012	8/14/2013	141 500		0	145 727	4 227	0	0	0	-4 227
129	VERIZON COMMUNICATIONS	92343V104		11/3/2010	12/5/2013	538		0	363	175	0	0	0	175
130	VERIZON COMMUNICATIONS	92343V104		7/9/2009	12/5/2013	684		0	377	307	0	0	0	307
131	VISA INC CL A COM	92826C839		9/29/2010	5/8/2013	714		0	293	421	0	0	0	421

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	ANNE E TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
2	G PATRICK TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
3	M KATHRYN TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
4	SARAH MEADOWS TOLLESON		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0
5	LAURA E IMPERIAL		1890 CASTLEWAY LANE	ATLANTA	GA	30345		BD OF TRUSTEES	AS REQ'D	0	0	0

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	5/13/2013	2	641
3	Second quarter estimated tax payment	6/13/2013	3	641
4	Third quarter estimated tax payment	9/10/2013	4	642
5	Fourth quarter estimated tax payment	12/11/2013	5	641
6	Other payments		6	
7	Total		7	2,565

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	110,797
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	110,797

SUNTRUST

TOLLESON FAMILY FOUNDATION IMA-CS
ACCOUNT NO 7928838

PORTFOLIO SUMMARY

AS OF 12/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	47,076 14	2 01 %	47,076.14	0.00	5	0 01 %
EQUITY SECURITIES	814,344 60	34 69 %	658,342 22	156,002 38	10,141	1 25 %
MUTUAL FUNDS	1,485,843 41	63 30 %	1,476,734 97	9,108 44	41,703	2 81 %
PRINCIPAL PORTFOLIO TOTAL	**2,347,264.15**	**100.00 %**	**2,182,153.33**	**165,110.82**	**51,849**	**2.21 %**
TOTAL ASSETS	**2,347,264.15**	**100.00 %**	**2,182,153.33**	**165,110.82**	**51,849**	**2.21 %**