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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ 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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation HS & CG PATTERSON JR CHAR FD TR			A Employer identification number 20-6369229	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1908		Room/suite	B Telephone number (see instructions) (804) 270-8098	
City or town ORLANDO	State FL	ZIP code 32802-1908	C If exemption application is pending, check here ☐	
Foreign country name		Foreign province/state/county	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
Foreign postal code		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,668,718		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,491			
	2 Check ☒ if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	3 Dividends and interest from securities	133,112	132,681		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	255,288			
	b Gross sales price for all assets on line 6a	1,181,168			
	7 Capital gain net income (from Part IV, line 2)		255,288		
	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	389,891	387,969	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	81,486	40,743		40,743
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,343	1,343		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	85,329	42,086	0	43,243
	25 Contributions, gifts, grants paid	309,324			309,324
26 Total expenses and disbursements. Add lines 24 and 25	394,653	42,086	0	352,567	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-4,762				
b Net investment income (if negative, enter -0-)		345,883			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	361,495	163,878	163,878
	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)	2,608,472	2,287,972	3,583,419
	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)	3,157,339	3,670,694	3,921,421
	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)	6,127,306	6,122,544	7,668,718
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 ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	27	Capital stock, trust principal, or current funds	6,127,306	6,122,544	
	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)	6,127,306	6,122,544	
	31	Total liabilities and net assets/fund balances (see instructions)	6,127,306	6,122,544	

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	6,127,306
2	Enter amount from Part I, line 27a	2	-4,762
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,122,544
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,122,544

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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	255,288
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 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.			8 0

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	6,918	
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	6,918	
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	6,918	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,608	
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	3,608	
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	3,310	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		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 \$ _____ (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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (804) 270-8098 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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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_08_, 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)

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? If "Yes" to 6b, file Form 8870			6b X
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
SUNTRUST BANKS, INC. P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	81,486		

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	7,009,111
b	Average of monthly cash balances	1b	286,637
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	7,295,748
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	7,295,748
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	109,436
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,186,312
6	Minimum investment return. Enter 5% of line 5	6	359,316

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	359,316
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,918
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,918
3	Distributable amount before adjustments Subtract line 2c from line 1	3	352,398
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	352,398
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	352,398

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	352,567
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	352,567
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	352,567

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				352,398
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			293,836	
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 ▶ \$ 352,567				
a Applied to 2012, but not more than line 2a			293,836	
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				58,731
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				293,667
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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	309,324
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	133,112	
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	255,288	
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		388,400	0
13	Total. Add line 12, columns (b), (d), and (e)				13 388,400	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Recipient(s) paid during the year

Name

VIRGINIA MUSEUM OF TRANSPORTATION, INC

Street

303 NORFOLK AVE SW

City

ROANOKE

State

VA

Zip Code

24016

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,000

Name

J E B STUART BIRTHPLACE

Street

P.O BOX 1210

City

STUART

State

VA

Zip Code

24171-1210

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

TRINITY EPISCOPAL CHURCH

Street

9325 WEST ST

City

MANASSAS

State

VA

Zip Code

20110

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

23,644

Name

MARTINSVILLE-HENRY COUNTY HISTORICAL SOCIETY

Street

PO BOX 432

City

MARTINSVILLE

State

VA

Zip Code

24114

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

8,350

Name

CHRIST EPISCOPAL CHURCH

Street

100 W. JEFFERSON STREET

City

CHARLOTTESVILLE

State

VA

Zip Code

22902

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,030

Name

AMAZEMENT SQUARE

Street

27 9TH ST.

City

LYNCHBURG

State

VA

Zip Code

24504

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

12,850

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

Recipient(s) paid during the year

Name

RED HILL PATRICK HENRY MEMORIAL

Street

1250 RED HILL RD

City

BROOKNEAL

State

VA

Zip Code

24528

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

STRAS MEMORIAL EPISCOPAL CHURCH

Street

211 CENTRAL AVE

City

TAXEWELL

State

VA

Zip Code

24651

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

7,500

Name

ST JOHN'S EPISCOPAL CHURCH

Street

6715 GEORGETOWN PIKE

City

MCLEAN

State

VA

Zip Code

22101-0457

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

HISTORIC ST PETER'S EPISCOPAL CHURCH

Street

4250 NORTH GLEBE ROAD

City

ARLINGTON

State

VA

Zip Code

22207

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

EMMANUEL EPISCOPAL CHURCH

Street**City****State****Zip Code****Foreign Country****Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

30,500

Name

SWEET BRIAR COLLEGE

Street

134 CHAPEL RD

City

SWEET BRIAR

State

VA

Zip Code

24595

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

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

Recipient(s) paid during the year

Name

JEFFERSON CENTER

Street

541 LUCK AVENUE

City

ROANOKE

State

VA

Zip Code

24016

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

15,000

Name

FERRUM COLLEGE

Street

10021 FRANKLIN ST.

City

FERRUM

State

VA

Zip Code

24088

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

20,000

Name

ROANOKE COLLEGE

Street

221 COLLEGE LANE

City

SALEM

State

VA

Zip Code

24153

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

10,000

Name

HISTORIC SMITHFIELD PLANTATION

Street

1000 SMITHFIELD PLANTATION RD

City

BLACKSBURG

State

VA

Zip Code

24060

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

Name

BUCHANAN TOWN IMPROVEMENT SOCIETY

Street

PO BOX 205

City

BUCHANAN

State

VA

Zip Code

24066

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

22,450

Name

THE REYNOLDS HOMESTEAD

Street

463 HOMESTEAD LN

City

CRITZ

State

VA

Zip Code

24082

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

HS & CG PATTERSON JR CHAR FD TR

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

Recipient(s) paid during the year

Name

FINE ARTS CENTER IN THE NEW RIVER VALLEY

Street

21 2ND ST NW

City

PULASKI

State

VA

Zip Code

24301

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING

Amount

25,000

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

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		Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
Long Term CG Distributions			49,553		Capital Gains/Losses		1,181,168		825,880		255,288			
Short Term CG Distributions					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	CAPITAL ONE FINL CORP CO	14040H105		1/19/2010		2/21/2013	11,423	9,269				0	2,154
2	X	CAPITAL ONE FINL CORP CO	14040H105		5/24/2010		2/21/2013	6,259	5,009				0	1,250
3	X	CAPITAL ONE FINL CORP CO	14040H105		7/18/2011		2/21/2013	8,606	8,002				0	604
4	X	CAPITAL ONE FINL CORP CO	14040H105		7/29/2011		2/21/2013	3,077	2,824				0	253
5	X	CAPITAL ONE FINL CORP CO	14040H105		10/8/2010		2/21/2013	6,885	5,214				0	1,671
6	X	COACH INC COM	189754104		9/28/2009		2/13/2013	25,675	17,080				0	8,595
7	X	COACH INC COM	189754104		5/24/2010		2/13/2013	2,695	2,121				0	574
8	X	BEAM INC	073730103		4/12/2012		8/23/2013	27,332	25,057				0	2,275
9	X	BEAM INC	073730103		8/17/2012		8/23/2013	8,957	6,732				0	225
10	X	BEAM INC	073730103		9/13/2012		8/23/2013	3,106	2,878				0	228
11	X	COACH INC COM	189754104		10/8/2010		2/13/2013	4,949	4,517				0	432
12	X	COACH INC COM	189754104		7/18/2011		2/13/2013	4,900	6,576				0	-1,676
13	X	COACH INC COM	189754104		7/29/2011		2/13/2013	1,911	2,533				0	-622
14	X	COACH INC COM	189754104		9/13/2012		2/13/2013	490	810				0	-320
15	X	DARDEN RESTAURANTS INC	237194105		10/14/2010		3/5/2013	27,155	26,082				0	1,073
16	X	DARDEN RESTAURANTS INC	237194105		7/18/2011		3/5/2013	4,182	4,737				0	-545
17	X	DARDEN RESTAURANTS INC	237194105		7/29/2011		3/5/2013	2,096	2,301				0	-205
18	X	EXPRESS SCRIPTS HLDG CO	30219G108		10/17/2007		5/8/2013	14,073	6,883				0	7,190
19	X	EXPRESS SCRIPTS HLDG CO	30219G108		10/9/2010		5/8/2013	4,283	3,387				0	896
20	X	EXPRESS SCRIPTS HLDG CO	30219G108		9/13/2012		5/8/2013	3,059	3,106				0	-47
21	X	EXPRESS SCRIPTS HLDG CO	30219G108		10/16/2007		5/8/2013	7,055	3,773				0	3,282
22	X	EXPRESS SCRIPTS HLDG CO	30219G108		10/16/2007		5/15/2013	25,905	12,306				0	13,599
23	X	FLOWERVE CORP COM	34354P105		10/8/2010		4/9/2013	7,321	5,117				0	2,204
24	X	FLOWERVE CORP COM	34354P105		7/18/2011		4/9/2013	4,881	3,127				0	1,754
25	X	FLOWERVE CORP COM	34354P105		7/29/2011		4/9/2013	5,206	3,218				0	1,988
26	X	FLOWERVE CORP COM	34354P105		6/8/2010		4/9/2013	6,182	3,121				0	3,061
27	X	FREEMPORT-MCMORAN CORP	35871D857		10/10/2008		4/9/2013	15,568	8,010				0	7,558
28	X	FREEMPORT-MCMORAN CORP	35871D857		7/18/2011		4/9/2013	2,031	3,315				0	-1,284
29	X	FREEMPORT-MCMORAN CORP	35871D857		7/29/2011		4/9/2013	1,015	1,603				0	-588
30	X	NATIONAL OILWELL VARCO I	637071101		7/18/2011		2/6/2013	3,656	4,321				0	-665
31	X	GENERAL ELECTRIC CORP	369604103		3/30/2004		7/25/2013	28,888	35,874				0	-6,986
32	X	GENERAL ELECTRIC CORP	369604103		9/13/2012		7/25/2013	3,685	3,274				0	411
33	X	GENERAL ELECTRIC CORP	369604103		8/22/2012		7/25/2013	1,449	1,202				0	247
34	X	HARTFORD FINL SVCS GROU	416515104		4/29/2010		5/8/2013	4,133	4,141				0	-8
35	X	NATIONAL OILWELL VARCO I	637071101		8/18/2011		2/6/2013	13,958	13,348				0	610
36	X	INTERNATIONAL BUSINESS M	459200101		8/18/2011		8/25/2013	60,453	50,455				0	9,998
37	X	INTUIT INC COM	481202103		10/14/2010		5/15/2013	32,252	25,402				0	6,850
38	X	INTUIT INC COM	481202103		7/18/2011		5/15/2013	4,787	3,904				0	883
39	X	INTUIT INC COM	481202103		7/29/2011		5/15/2013	2,892	2,348				0	544
40	X	ORACLE CORPORATION	68389X105		7/26/2007		12/18/2013	33,832	19,920				0	13,912
41	X	JANUS PERKINS SMALL CAP	47103C183		10/26/2009		4/30/2013	127,853	111,440				0	16,413
42	X	JANUS PERKINS SMALL CAP	47103C183		2/22/2011		4/30/2013	726	786				0	-60
43	X	LULLY ELI & CO	532457108		4/9/2013		10/15/2013	19,044	22,170				0	-3,126
44	X	MATTEL INC	577081102		1/30/2012		7/30/2013	50,379	34,493				0	15,886
45	X	NATIONAL OILWELL VARCO I	637071101		5/17/2011		2/6/2013	28,448	27,778				0	670
46	X	ORACLE CORPORATION	68389X105		5/24/2010		12/18/2013	7,386	4,780				0	2,606
47	X	ORACLE CORPORATION	68389X105		10/8/2010		12/18/2013	10,543	8,720				0	1,823
48	X	ORACLE CORPORATION	68389X105		10/25/2010		12/18/2013	3,322	2,882				0	440
49	X	ORACLE CORPORATION	68389X105		7/18/2011		12/18/2013	7,827	7,195				0	632
50	X	ORACLE CORPORATION	68389X105		7/29/2011		12/18/2013	5,085	4,659				0	426
51	X	JANUS PERKINS SMALL CAP	47103C183		7/18/2011		4/30/2013	24,440	26,418				0	-1,978
52	X	JANUS PERKINS SMALL CAP	47103C183		9/13/2012		4/30/2013	10,356	10,000				0	356
53	X	PHILIP MORRIS INTL INC COM	718172109		7/29/2009		6/5/2013	3,357	1,630				0	1,727
54	X	ORACLE CORPORATION	68389X105		9/13/2012		12/18/2013	5,085	4,850				0	235
55	X	PHILIP MORRIS INTL INC COM	718172109		1/15/2008		6/5/2013	18,330	11,015				0	7,315
56	X	PHILIP MORRIS INTL INC COM	718172109		1/18/2008		6/5/2013	9,256	5,544				0	3,712
57	X	PHILIP MORRIS INTL INC COM	718172109		12/23/2009		6/5/2013	25,589	13,791				0	11,798
58	X	PHILIP MORRIS INTL INC COM	718172109		5/24/2010		6/5/2013	12,704	6,140				0	6,564
59	X	PHILIP MORRIS INTL INC COM	718172109		10/8/2010		6/5/2013	8,891	6,179				0	2,712
60	X	PHILIP MORRIS INTL INC COM	718172109		7/18/2011		6/5/2013	11,796	8,710				0	3,086
61	X	PHILIP MORRIS INTL INC COM	718172109		9/13/2012		6/5/2013	2,269	2,171				0	98
62	X	QUANTA SERVICES INCORPC	74762E102		4/1/2011		9/10/2013	13,231	11,559				0	1,672
63	X	QUANTA SERVICES INCORPC	74762E102		4/4/2011		9/10/2013	18,851	14,708				0	2,143
64	X	QUANTA SERVICES INCORPC	74762E102		7/18/2011		9/10/2013	5,079	3,722				0	1,357
65	X	QUANTA SERVICES INCORPC	74762E102		7/29/2011		9/10/2013	2,240	1,605				0	635
66	X	SCHLUMBERGER LTD COM	806857108		1/15/2008		4/25/2013	4,431	5,388				0	-957
67	X	TERADATA CORP DEL COM	88076W103		3/18/2011		3/22/2013	32,195	27,960				0	4,235
68	X	TERADATA CORP DEL COM	88076W103		7/18/2011		3/22/2013	5,413	5,427				0	-14

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

								Totals		Gross Sales		Cost, Other Bases and Expenses		Net Gain or Loss	
Long Term CG Distributions								Capital Gains/Losses		1,181,168		825,880		255,288	
Short Term CG Distributions								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	TERADATA CORP DEL COM	88078W103		7/29/2011		3/22/2013	3,362	3,256				0	106	
70	X	TERADATA CORP DEL COM	88078W103		9/13/2012		3/22/2013	570	751				0	181	
71	X	TEVA PHARMACEUTICAL IND	881824209		1/19/2010		4/9/2013	6,732	10,185				0	3,453	
72	X	TEVA PHARMACEUTICAL IND	881824209		4/29/2010		4/9/2013	6,441	9,694				0	-3,253	
73	X	TEVA PHARMACEUTICAL IND	881824209		5/24/2010		4/9/2013	3,104	4,402				0	1,298	
74	X	TEVA PHARMACEUTICAL IND	881824209		10/9/2010		4/9/2013	6,558	8,967				0	-2,409	
75	X	TEVA PHARMACEUTICAL IND	881824209		10/25/2010		4/9/2013	970	1,320				0	-350	
76	X	TEVA PHARMACEUTICAL IND	881824209		5/13/2011		4/9/2013	10,865	14,012				0	-3,147	
77	X	TEVA PHARMACEUTICAL IND	881824209		7/18/2011		4/9/2013	6,209	7,824				0	-1,615	
78	X	TEVA PHARMACEUTICAL IND	881824209		7/29/2011		4/9/2013	2,600	3,144				0	544	
79	X	VISA INC CL A COM	92826C839		7/29/2011		5/8/2013	4,820	2,319				0	2,502	
80	X	VISA INC CL A COM	92826C839		9/28/2010		5/8/2013	7,856	3,229				0	4,628	
81	X	VISA INC CL A COM	92826C839		9/28/2010		8/23/2013	14,271	5,869				0	8,402	
82	X	WILLIAMS COS INC COM	969457100		3/1/2010		6/5/2013	23,436	12,355				0	11,081	
83	X	WILLIAMS COS INC COM	969457100		5/24/2010		6/5/2013	5,124	2,385				0	2,739	
84	X	WILLIAMS COS INC COM	969457100		10/8/2010		6/5/2013	9,087	4,307				0	4,780	
85	X	WILLIAMS COS INC COM	969457100		10/25/2010		6/5/2013	5,124	2,611				0	2,513	
86	X	WILLIAMS COS INC COM	969457100		7/18/2011		6/5/2013	4,441	3,211				0	1,230	
87	X	WILLIAMS COS INC COM	969457100		9/13/2012		6/5/2013	3,416	3,396				0	20	
88	X	VISA INC CL A COM	92826C839		10/8/2010		5/8/2013	15,890	6,581				0	9,309	
89	X	VISA INC CL A COM	92826C839		7/18/2011		5/8/2013	11,805	5,756				0	6,047	
90	X	APACHE CORP COM	037411105		5/24/2010		4/25/2013	2,541	3,116				0	-575	
91	X	APACHE CORP COM	037411105		10/8/2010		4/25/2013	4,429	6,207				0	-1,778	
92	X	APACHE CORP COM	037411105		7/18/2011		4/25/2013	3,831	6,125				0	-2,494	
93	X	APACHE CORP COM	037411105		7/29/2011		4/25/2013	653	1,121				0	-468	
94	X	APACHE CORP COM	037411105		9/13/2012		4/25/2013	1,815	2,268				0	-453	
95	X	B/E AEROSPACE INC COM	073302101		5/17/2011		3/1/2013	13,518	9,549				0	3,969	
96	X	B/E AEROSPACE INC COM	073302101		5/18/2011		3/1/2013	8,684	6,271				0	2,393	
97	X	B/E AEROSPACE INC COM	073302101		7/18/2011		3/1/2013	6,395	7,232				0	-837	
98	X	B/E AEROSPACE INC COM	073302101		7/29/2011		3/1/2013	2,875	2,269				0	606	
99	X	B/E AEROSPACE INC COM	073302101		3/4/2011		3/1/2013	939	632				0	307	
100	X	APACHE CORP COM	037411105		4/17/2006		4/25/2013	22,654	21,494				0	1,160	

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

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

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

		1,343	1,343	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,343	1,343		

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

		2,608,472	2,287,972	0	3,583,419	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1						
2	AMGEN INC COM	0		43,919		0
3	APPLE INC COM	0		71,967		0
4	BB&T CORP COM	0		26,707		0
5	BANK OF AMERICA CORP COM	0		56,695		0
6	BAXTER INTL INC COM	0		39,591		0
7	B/E AEROSPACE INC COM	0		21,308		0
8	CVS CAREMARK CORP COM	0		50,547		0
9	CAPITAL ONE FINL CORP COM	0		20,610		0
10	CELGENE CORP COM	0		22,542		0
11	CHEVRON CORP COM	0		39,400		0
12	COMCAST CORP COM CL A	0		55,446		0
13	CORNING INC COM	0		32,223		0
14	WALT DISNEY CO COM	0		43,953		0
15	EMC CORP COM	0		59,268		0
16	ECOLAB INC COM	0		33,246		0
17	EMERSON ELEC CO COM	0		37,922		0
18	FLUOR CORP COM NEW	0		31,082		0
19	FLOWERVE CORP COM	0		15,769		0
20	GENERAL ELEC CO COM	0		27,796		0
21	GOLDMAN SACHS GROUP INC COM	0		51,271		0
22	GOOGLE INC CL A COM	0		47,016		0
23	HARTFORD FINL SVCS GROUP INC COM	0		43,133		0
24	HOME DEPOT INC COM	0		23,516		0
25	INTEL CORP COM	0		56,148		0
26	JP MORGAN CHASE AND COM	0		66,274		0
27	KLA TENCOR CORP COM	0		55,086		0
28	MICROSOFT CORP COM	0		70,088		0
29	MORGAN STANLEY COM	0		43,370		0
30	OCCIDENTAL PETE CORP COM	0		45,204		0
31	PNC FINL SVCS GROUP INC COM	0		58,844		0
32	PACCAR INC COM	0		33,737		0
33	PEPSICO INC COM	0		27,918		0
34	PFIZER INC COM	0		56,949		0
35	PRAXAIR INC COM	0		27,443		0
36	PROCTER & GAMBLE CO COM	0		36,248		0
37	QUALCOMM CORP COM	0		45,709		0
38	SCHLUMBERGER LTD COM	0		52,445		0
39	TIBCO SOFTWARE INC COM	0		34,815		0
40	UNION PACIFIC CORP COM	0		18,439		0
41	UNITED PARCEL SVC INC CL B COM	0		25,198		0
42	VERIZON COMMUNICATIONS COM	0		49,082		0
43	WAL-MART STORES INC COM	0		42,224		0
44	WELLS FARGO & CO COM NEW	0		53,544		0
45	CAMERON INTL CORP COM	0		24,646		0
46	MACY'S INC COM	0		45,764		0

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

		2,608,472	2,287,972	0	3,583,419
Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
47 INVESCO LTD BERMUDA COM	0		29,305		0
48 ABBOTT LABS COM	0		30,806		0
49 ALLSTATE CORP COM	0		32,341		0
50 VISA INC CL A COM	0		14,421		0
51 MERCK AND INC COM	0		74,053		0
52 LEAR CORP COM NEW	0		42,643		0
53 TE CONNECTIVITY LTD COM	0		27,030		0
54 HOLLYFRONTIER CORP COM PAR 01	0		25,324		0
55 FORTUNE BRANDS HOME & SEC INC COM	0		39,871		0
56 DELPHI AUTOMOTIVE PLC SHS	0		36,561		0
57 ABBVIE INC COM	0		33,406		0
58 LYONDELLBASELL INDS NV CL A COM	0		38,109		0
59 INVESTMENTS - OTHER					3,583,419

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

			3,157,339	3,670,694	3,921,421
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	EATON VANCE ATLANTA CAP SMID-CAP-		0	100,000	0
3	PIMCO LOW DURATION-I		0	162,192	0
4	FORUM ABSOLUTE STRATEGIES-I		0	289,399	0
5	MANNING & NAPIER WORLD OPPTY-S-A		0	570,767	0
6	RIDGEWORTH FD-INTERMEDIATE BD RG		0	350,921	0
7	RIDGEWORTH FD-SHORT TERM BD RGC		0	122,299	0
8	RIDGEWORTH FD-US GOV SEC ULTRA R		0	200,000	0
9	PIMCO INVT GRADE CORP BD-I		0	192,381	0
10	ABERDEEN EQUITY LONG SHORT-I		0	176,360	0
11	OPPENHEIMER DEVELOPING MKTS INST		0	296,731	0
12	PIMCO EMERGING LOCAL BD-I		0	115,000	0
13	ADVISORS CAMBIAR SMALL CAP-I		0	125,000	0
14	NEUBERGER BERMAN HIGH INCOME BD-		0	208,292	0
15	VANGUARD MTG BACKED SECS INDEX-S		0	122,000	0
16	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	134,352	0
17	WASATCH LONG/SHORT-I		0	300,000	0
18	DOUBLELINE TOTAL RETURN BD-I		0	205,000	0
19	INVESTMENTS - OTHER				3,921,421

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

Amount		Long Term CG Distributions		Short Term CG Distributions		Total		Total		Total		Total		Total		Total		Total		Total	
49,553		0		0		1,131,815		0		0		925,860		205,735		0		0		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		Gain Minus Excess of FMV Over Adjusted Basis or Losses																	
85 WILLIAMS COS INC COM		969457100				10/23/2010		6/5/2013		5,124				0		2,611		2,513		0	
86 WILLIAMS COS INC COM		969457100				7/18/2011		6/5/2013		4,441				0		3,211		1,230		0	
87 WILLIAMS COS INC COM		969457100				9/13/2012		6/5/2013		3,416				0		3,396		20		0	
88 VISA INC CL A COM		92826C839				10/9/2010		5/6/2013		15,890				0		6,581		9,309		0	
89 VISA INC CL A COM		92826C839				7/18/2011		5/6/2013		11,605				0		5,758		5,847		0	
90 APACHE CORP COM		037411105				5/24/2010		4/25/2013		2,541				0		3,116		575		0	
91 APACHE CORP COM		037411105				10/9/2010		4/25/2013		4,429				0		6,207		1,778		0	
92 APACHE CORP COM		037411105				7/18/2011		4/25/2013		3,631				0		6,125		2,494		0	
93 APACHE CORP COM		037411105				7/28/2011		4/25/2013		653				0		1,121		468		0	
94 APACHE CORP COM		037411105				9/13/2012		4/25/2013		1,815				0		2,268		453		0	
95 B/E AEROSPACE INC COM		073302101				3/17/2011		3/1/2013		13,518				0		9,549		3,969		0	
96 B/E AEROSPACE INC COM		073302101				3/18/2011		3/1/2013		8,064				0		6,271		2,393		0	
97 B/E AEROSPACE INC COM		073302101				7/18/2011		3/1/2013		9,399				0		7,232		2,163		0	
98 B/E AEROSPACE INC COM		073302101				7/28/2011		3/1/2013		2,915				0		2,286		709		0	
99 B/E AEROSPACE INC COM		073302101				3/4/2011		3/1/2013		939				0		832		307		0	
100 APACHE CORP COM		037411105				4/17/2008		4/25/2013		22,654				0		21,494		1,160		0	

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
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ D	81 486		

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

	Date		Amount
1 Credit from prior year return	12/31/2012	1	3,608
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	3,608

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	293,836
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	293,836