



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.  
Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

**2013**

Open to Public Inspection

**For calendar year 2013 or tax year beginning****, and ending**

Name of foundation <b>DAVISON BRUCE FOUNDATION</b>			A Employer identification number <b>20-6565366</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>		Room/suite	B Telephone number (see instructions) <b>(404) 419-3259</b>	
City or town <b>ORLANDO</b>	State <b>FL</b>	ZIP code <b>32802-1908</b>		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 14,773,448</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	10,000,011			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	255,868	261,708		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	167,955			
	b Gross sales price for all assets on line 6a <b>4,329,777</b>				
	7 Capital gain net income (from Part IV, line 2)		164,043		
	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)	7,894	7,911			
12 Total. Add lines 1 through 11	10,431,728	433,662	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	79,532	39,766		39,766
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	1,646	1,646		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	5,252	4,915		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	63,133			63,133
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,080	10,807		1,220
	24 Total operating and administrative expenses. Add lines 13 through 23	161,643	57,134	0	104,119
	25 Contributions, gifts, grants paid	251,121			251,121
26 Total expenses and disbursements. Add lines 24 and 25	412,764	57,134	0	355,240	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	10,018,964				
b Net investment income (if negative, enter -0-)		376,528			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

SCANNED BY 20 2014

8163

Form 990-PF (2013) DAVISON BRUCE FOUNDATION

20-6565366

Page **2**

<b>Part II Balance Sheets</b>		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			
<b>Assets</b>	1	Cash—non-interest-bearing		180,998	461,632	461,632	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶					
		Less allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (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)					
	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)						
14	Land, buildings, and equipment basis ▶			3,446,293	13,425,397	14,311,816	
	Less accumulated depreciation (attach schedule) ▶						
15	Other assets (describe ▶)						
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)			3,627,291	13,887,029	14,773,448	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22)			0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds			3,627,291	13,887,029	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	<b>Total net assets or fund balances</b> (see instructions)			3,627,291	13,887,029	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			3,627,291	13,887,029		

**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	3,627,291
2	Enter amount from Part I, line 27a	2	10,018,964
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	343,758
4	Add lines 1, 2, and 3	4	13,990,013
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	102,984
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,887,029

Form 990-PF (2013)

DAVISON BRUCE FOUNDATION

20-6565366

Page 3

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> See Attached Statement			
<b>b</b> See Attached Statement			
<b>c</b> See Attached Statement			
<b>d</b> See Attached Statement			
<b>e</b> 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)
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
<b>a</b>			0
<b>b</b>			0
<b>c</b>			0
<b>d</b>			0
<b>e</b>			0

  

<b>2</b> 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 }	<b>2</b>	164,043
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	<b>3</b>	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	312,599	4,221,630	0.074047
2011	283,307	4,173,061	0.067889
2010	297,556	4,196,338	0.070908
2009	307,135	4,181,947	0.073443
2008	336,487	5,051,281	0.066614

  

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.352901
<b>3</b> Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	0.070580
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	10,256,652
<b>5</b> Multiply line 4 by line 3	<b>5</b>	723,914
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	3,765
<b>7</b> Add lines 5 and 6	<b>7</b>	727,679
<b>8</b> 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	<b>8</b>	355,240

Form 990-PF (2013)

DAVISON BRUCE FOUNDATION

20-6565366

Page 4

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	7,531
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2	<b>3</b>	7,531
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	7,531
<b>6</b>	<b>Credits/Payments</b>		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	589
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	7,602
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>	
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	8,191
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	660
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 660 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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
<b>b</b> 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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	X	
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA		
<b>b</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	
<b>9</b> 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
<b>10</b> 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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶	Telephone no ▶ (404) 419-3259		
Located at ▶ SUNTRUST BANK 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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶	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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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	
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X



Form 990-PF (2013)

DAVISON BRUCE FOUNDATION

20-6565366

Page 7

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		

**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	
<b>Total. Add lines 1 through 3</b>	0

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	10,164,780
<b>b</b>	Average of monthly cash balances	<b>1b</b>	248,065
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	10,412,845
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	10,412,845
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	156,193
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	10,256,652
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	512,833

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	512,833
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	7,531
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,531
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	505,302
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	2,000
<b>5</b>	Add lines 3 and 4	<b>5</b>	507,302
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	507,302

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	355,240
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	355,240
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	355,240

**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.

Form 990-PF (2013)

DAVISON BRUCE FOUNDATION

20-6565366

Page 9

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

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				507,302
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009	1,699			
<b>c</b> From 2010	90,779			
<b>d</b> From 2011	75,262			
<b>e</b> From 2012	102,695			
<b>f</b> <b>Total</b> of lines 3a through e	270,435			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 <b>▶</b> \$ <u>355,240</u>				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				355,240
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )	152,062			152,062
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	118,373			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a	118,373			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	15,678			
<b>d</b> Excess from 2012	102,695			
<b>e</b> 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> 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

DAVISON BRUCE FDN GRANTS ADMINISTRATOR C/O SUNTRUST BANK P O BOX 4655, MC 221 ATLANTA, GA 30302

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

APPLICATIONS CAN BE SUBMITTED VIA LETTER OR ONLINE AT WWW.DAVISONBRUCEFOUNDATION.ORG SEE ATTACHED

- c** Any submission deadlines

FEBRUARY 1ST

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

NA

**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
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	251,121
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0



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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1) Cash
- (2) Other assets
- b** Other transactions
- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

	Yes	No
<b>1a(1)</b>		X
<b>1a(2)</b>		X
<b>1b(1)</b>		X
<b>1b(2)</b>		X
<b>1b(3)</b>		X
<b>1b(4)</b>		X
<b>1b(5)</b>		X
<b>1b(6)</b>		X
<b>1c</b>		X

(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.

Signature of officer or trustee: Barbara O'Brien Date: 11/12/2014 Title: TRUSTEE

**Paid Preparer Use Only** Preparer's name: DONALD J ROMAN Preparer's signature: [Signature] Date: 11/12/2014 Check ☒ if self-employed PTIN: 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

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

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2013**Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**Name of the organization**

DAVISON BRUCE FOUNDATION

**Employer identification number**

20-6565366

**Organization type** (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☒ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

- ☐
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use
- exclusively*
- for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use
- exclusively*
- for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an
- exclusively*
- religious, charitable, etc., purpose. Do not complete any of the parts unless the
- General Rule**
- applies to this organization because it received
- nonexclusively*
- religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ .....

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Page **2**

Name of organization

DAVISON BRUCE FOUNDATION

Employer identification number

20-6565366

**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ELIZABETH D. BRUCE IRREV TR (REP) PO BOX 1908 ORLANDO FL 32802 Foreign State or Province Foreign Country	\$ 10,000,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)



Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Page 3

Name of organization DAVISON BRUCE FOUNDATION	Employer identification number 20-6565366
--	--

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

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page 4

Name of organization DAVISON BRUCE FOUNDATION	Employer identification number 20-6565366
--	--

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions ) ► \$ 0  
 Use duplicate copies of Part III if additional space is needed

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

Statement A

DAVISON BRUCE FOUNDATION

EIN: 20-6565366

Tax Year End. 12/31/12

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec. 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	To the Grantor's			Dates and Results of Any Verification of the Grantee's Reports
				Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Amounts Expended by Grantee	Dates of Reports Received from the Grantee	
BRUCE FAMILY FOUNDATION, INC.	\$1,000,000	4/13/2012	PURPOSES SCIENTIFIC, RELIGIOUS, LITERARY, OR EDUCATIONAL	\$30,000 NO		12/16/2013	12/16/2013

**The Bruce Family Foundation Annual Report to The Davison Bruce Foundation**

**2013**

As outlined in the Grant Agreement between The Davison Bruce Foundation and The Bruce Family Foundation, please provide the following:

Narrative account of what was accomplished by the expenditure of funds (including the use of principal and income (if any) from the grant funds) – *see sample forms below*

Financial statement attested by a responsible financial officer of The Bruce Family Foundation or a certified public accountant

**Grant #1 from The Bruce Family Foundation**

<b>Grantee Name:</b>	Auburn University Foundation
<b>Grantee Address:</b>	317 S. College St, Auburn, AL 36849-5170
<b>Grant Paid Date:</b>	12/16/13
<b>Grant Amount:</b>	\$10,000
<b>Grant Purpose:</b>	Endowment
<b>Use of Principal and Income (if any):</b>	
<b>Date of Grant Report (if any):</b>	
<i>To the knowledge of The Bruce Family Foundation, no part of the grant has been used for other than its intended purpose.</i>	

**Grant #2 from The Bruce Family Foundation**

<b>Grantee Name:</b>	Camp Okizu
<b>Grantee Address:</b>	16 Digital Drive, Suite 130, Novato, CA 94949
<b>Grant Paid Date:</b>	12/16/13
<b>Grant Amount:</b>	\$5,000
<b>Grant Purpose:</b>	Unrestricted Gift
<b>Use of Principal and Income (if any):</b>	
<b>Date of Grant Report (if any):</b>	
<i>To the knowledge of The Bruce Family Foundation, no part of the grant has been used for other than its intended purpose.</i>	

**Grant #3 from The Bruce Family Foundation**

<b>Grantee Name:</b>	LaGrange College
<b>Grantee Address:</b>	601 Broad Street, LaGrange, GA 30240
<b>Grant Paid Date:</b>	12/16/13
<b>Grant Amount:</b>	\$9,000
<b>Grant Purpose:</b>	Unrestricted Gift
<b>Use of Principal and Income (if any):</b>	
<b>Date of Grant Report (if any):</b>	
<i>To the knowledge of The Bruce Family Foundation, no part of the grant has been used for other than its intended purpose.</i>	

Grant #4 from The Bruce Family Foundation

<b>Grantee Name:</b>	LaGrange College
<b>Grantee Address:</b>	601 Broad Street, LaGrange, GA 30240
<b>Grant Paid Date:</b>	12/16/13
<b>Grant Amount:</b>	\$1,000
<b>Grant Purpose:</b>	Price Theatre Renovation
<b>Use of Principal and Income (if any):</b>	
<b>Date of Grant Report (if any):</b>	
<i>To the knowledge of The Bruce Family Foundation, no part of the grant has been used for other than its intended purpose.</i>	

Grant #5 from The Bruce Family Foundation

<b>Grantee Name:</b>	Faith In Practice
<b>Grantee Address:</b>	7500 Beechnut St., Suite 208, Houston, TX 77074
<b>Grant Paid Date:</b>	12/16/13
<b>Grant Amount:</b>	\$5,000
<b>Grant Purpose:</b>	Surgery Mesen Team #398
<b>Use of Principal and Income (if any):</b>	
<b>Date of Grant Report (if any):</b>	
<i>To the knowledge of The Bruce Family Foundation, no part of the grant has been used for other than its intended purpose.</i>	

As a reminder, records of receipts and expenditures under the grant, as well as copies of the report furnished to The Davison Bruce Foundation, should be kept for at least 4 years following the receipt of the grant, and the book and records of The Bruce Family Foundation are to be made available at reasonable times for inspection. The report is to be provided annually for the year of the grant (2012) and the following two years (2013 and 2014).

**Bruce Family Foundation, Inc.  
c/o Daniel Hadden & Alford PC  
Wayne Hadden  
202 North Lewis St.  
LaGrange, GA 30240**

**Re: Grant to Bruce Family Foundation, Inc.**

Dear Sirs and Madams:

The Davison Bruce Foundation (the "Foundation") is pleased to inform you that its Board of Trustees has approved a \$1 million grant to The Bruce Family Foundation, Inc. Since your organization and ours are private foundations, we must enter into a grant expenditure responsibility agreement. We do not plan to claim this grant as a qualifying distribution to enable you to so count the expenditure of our funding pursuant to Reg. §53.4942(a)-3(c).

Use of Funds

Our grant must be used only for charitable, scientific, religious, literary, or educational purposes as defined under Internal Revenue Code §501(c)(3), and more specifically for your general support and endowment. ANY FUNDS NOT SO USED MUST BE RETURNED TO THE FOUNDATION. The grant funds may not be used to attempt to influence legislation or the outcome of any election, to carry on a voter registration drive, to make grants to individuals or to other organizations, which do not comply with the requirements of §4945(d)(3) or (4) of the Internal Revenue Code, or to undertake any activities for a noncharitable purpose.

Annual Report

For the year of the grant and the following two years, The Bruce Family Foundation will provide a narrative and financial report to us annually within a reasonable time after the close of each fiscal year. Each report should include a narrative account of what was accomplished by the expenditure of funds (including the use of the principal and income (if any) from the grant funds) and a financial statement attested by a responsible financial officer of The Bruce Family Foundation or a certified public accountant. Although grant funds need not be physically separated, records of receipts and expenditures under the grant, as well as copies of the report furnished to us, should be kept for at least four (4) years following the receipt of our grant, and your books and records are to be made available at reasonable times for the Foundation's inspection. If it is reasonably apparent before the end of the second succeeding year of the year of the grant that the funds have been used for the purpose granted, these annual reports can be suspended.

{00004428.DOCv1}

Payment Terms

Payment under the grant will be made on \_\_\_\_\_, after receipt of a signed copy of this agreement.

The foregoing conditions are intended to comply with obligations imposed under the Internal Revenue Code, and the regulations thereunder, to make reasonable efforts and establish adequate procedures to see that grant funds are spent solely for the purposes for which they were granted, and to obtain full and complete records on how grant funds have been expended. Changes in tax laws, or in regulations interpreting them, may require the Foundation to ask that more detailed reports be submitted or that other steps be taken. The Foundation would promptly inform you of any such changes.

If this letter meets with your approval, please sign it and return one copy to us

Sincerely,

THE DAVISON BRUCE FOUNDATION

Meghan Pittaatorini  
By: SunTrust Bank, Trustee

Date: 4/17/12

Accepted and agreed to by:

BRUCE FAMILY FOUNDATION, INC.

By: [Signature]

Date: 5-29-12

# What are the portfolio's investments (Summary)?

Allocation Summary by Investment  
Davison Bruce Foundation ( IPS 2912g )



As of December 31, 2013

Investment Strategy/Holding	Description	Total Cost	Market Value	% Portfolio
<b>Cash &amp; Equivalents</b>				
Accrued Stock Dividends	Money Market	\$714 00	\$714 00	0 00%
Federated Treas Obligations #68	Money Market	\$41,544.55	\$41,544 55	0 28%
Federated Treas Obligations #68 - Income	Money Market	\$419,373 43	\$419,373 43	2 84%
<b>Total Cash &amp; Equivalents</b>		<b>\$461,631.98</b>	<b>\$461,631.98</b>	<b>3 12%</b>
<b>U.S. Investment Grade Bonds</b>				
Vanguard Bd Index Fd Tot Bd Ptf Ins	Intermediate Duration Bond	\$1,329,707 63	\$1,281,665 99	8.68%
<b>Total U.S. Investment Grade Bonds</b>		<b>\$1,329,707 63</b>	<b>\$1,281,665.99</b>	<b>8.68%</b>
<b>Global Investment Grade Bonds</b>				
Templeton Income Tr Glb Bd Advor	Global Bond	\$737,708.79	\$713,547 01	4 83%
<b>Total Global Investment Grade Bonds</b>		<b>\$737,708 79</b>	<b>\$713,547.01</b>	<b>4 83%</b>
<b>High Yield Bonds</b>				
Loomis Sayles Fds Bd Fd	Diversified Credit Oriented	\$136,552.42	\$135,927.93	0.92%
Neuberger Berman Incom Hi Incm Instl	High Yield Bonds	\$137,451 29	\$134,690 15	0 91%
Valued Advisers Tr A Ok Stg Instl	Diversified Credit Oriented	\$277,230 74	\$268,973.59	1 82%
<b>Total High Yield Bonds</b>		<b>\$551,234 45</b>	<b>\$539,591.67</b>	<b>3 65%</b>
<b>U.S. Equities</b>				
Aston Fds Astrv Rd SI VI I	U S Small Value Equities	\$353,020 74	\$331,896.32	2 25%
Dfa Inv Dimension Grp Us Core Eq 2Pt	U S Value Equities	\$356,062.57	\$413,774 08	2.80%
Ishares Tr Core S&P500 Etf	U S Large Cap Equities	\$1,474,114.47	\$1,655,626 70	11.21%
SaratogaRIM Mgd Account	U S Large Cap Equities	\$676,812 40	\$766,537.87	5.19%
Torchmark Corp Com	U.S Large Cap Equities	\$0.00	\$328,230 00	2.22%
Unified Ser Tr Auer Growth Fd	U.S Growth Equities	\$343,831.23	\$413,934 59	2.80%
Vanguard Whitehall Fds High Div Yld	U S Large Cap Equities	\$761,790.34	\$826,238 56	5.59%
<b>Total U.S. Equities</b>		<b>\$3,965,631 76</b>	<b>\$4,736,238.11</b>	<b>32 06%</b>
<b>Non U.S. Equities</b>				
Artisan Fds Inc Intl Value Inv	Non U S. Value Equities	\$199,600 00	\$266,822 31	1.81%
Dfa Inv Dimension Grp Large Cap Intl	Non U S Large Cap Equities	\$1,187,200.25	\$1,279,465 00	8 66%
Harris Assoc Inv Tr Oakmark Intl	Non U.S. Value Equities	\$1,159,026 30	\$1,275,320 76	8 63%
Ishares Inc Msci Japan	Non U.S Large Cap Equities	\$395,251.59	\$393,643 49	2 66%
Wisdomtree Trust Japn Hedge Eqt	Non U S Large Cap Equities	\$405,671 54	\$396,806.20	2 69%
<b>Total Non U.S. Equities</b>		<b>\$3,346,749.68</b>	<b>\$3,612,057.76</b>	<b>24.45%</b>

Inception Date 8/31/2005 Cash may include GenSpring fees accrued but not yet collected Please see the Disclosures and Definitions at the end of this report for definitions of the various Category categories and information integral to your investment decision making process Past performance is not necessarily indicative of future results The performance data herein is UNAUDITED



# What are the portfolio's investments (Summary)?

Allocation Summary by Investment (continued)

Davison Bruce Foundation (IPS 2912g)



As of December 31, 2013

Investment Strategy/Holding	Description	Total Cost	Market Value	% Portfolio
<b>Emerging Market Equities</b>				
Delaware Pooled Tr Emerging Mkts	Emerging Market Equities	\$572,901 75	\$513,607.53	3.48%
Dfa Inv Dimension Grp Emrg Mkts Val	Emerging Markets Value Equities	\$538,813 22	\$516,388.37	3.50%
<b>Total Emerging Market Equities</b>		<b>\$1,111,714 97</b>	<b>\$1,029,995.90</b>	<b>6.97%</b>
<b>Master Limited Partnerships</b>				
Credit Suisse Nassau B Etn Lkd 30 Mlp	Master Limited Partnerships	\$208,250 68	\$220,529 61	1.49%
<b>Total Master Limited Partnerships</b>		<b>\$208,250.68</b>	<b>\$220,529.61</b>	<b>1.49%</b>
<b>Real Estate</b>				
Neuberger Berman Equity R/E Fd Instl	REITs	\$246,616 06	\$217,493 93	1.47%
<b>Total Real Estate</b>		<b>\$246,616 06</b>	<b>\$217,493.93</b>	<b>1.47%</b>
<b>Precious Metals</b>				
Spdr Gold Trust Gold Shs	Gold	\$145,158 00	\$144,453 28	0.98%
<b>Total Precious Metals</b>		<b>\$145,158.00</b>	<b>\$144,453.28</b>	<b>0.98%</b>
<b>Relative Value</b>				
Unified Ser Tr Iron Strat Inc	High Yield Long Short	\$831,272 52	\$836,151 61	5.66%
<b>Total Relative Value</b>		<b>\$831,272 52</b>	<b>\$836,151.61</b>	<b>5.66%</b>
<b>Managed Futures</b>				
ACL Alternative Fund Limited Class A	Managed Futures	\$265,994 35	\$212,915.19	1.44%
<b>Total Managed Futures</b>		<b>\$265,994 35</b>	<b>\$212,915.19</b>	<b>1.44%</b>
<b>Equity Long Short</b>				
Fpa Fds Tr Fpa Crescent I	Equity Long Short	\$104,686.47	\$112,283.32	0.76%
Iva Fiduciary Tr Iva Wldwide I	Equity Long Short	\$108,445 66	\$112,682 31	0.76%
Mainstay Fds Tr Marketfield Fd I	Equity Long Short	\$227,899 02	\$253,952 46	1.72%
Schwab Cap Tr Hedged Eqt Sel	Equity Long Short	\$84,418 29	\$84,754 05	0.57%
<b>Total Equity Long Short</b>		<b>\$525,449 44</b>	<b>\$563,672.14</b>	<b>3.82%</b>
<b>Private Real Estate</b>				
Perennial Real Estate Fund LP	Multi-Strategy	\$159,909 00	\$203,504.00	1.38%
<b>Total Private Real Estate</b>		<b>\$159,909 00</b>	<b>\$203,504.00</b>	<b>1.38%</b>
<b>Grand Total</b>		<b>\$13,887,029.30</b>	<b>\$14,773,448.17</b>	<b>100.00%</b>

Inception Date 8/31/2005 Cash may include GenSpring fees accrued but not yet collected Please see the Disclosures and Definitions at the end of this report for definitions of the various Category categories and information integral to your investment decision making process Past performance is not necessarily indicative of future results The performance data herein is UNAUDITED

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☐
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

### Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b> File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	DAVISON BRUCE FOUNDATION	20-6565366
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	P.O. BOX 1908	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ORLANDO, FL 32802-1908	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SUNTRUST BANK

Telephone No. ► (404) 419-3259

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . . . . . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or

► ☐ tax year beginning . . . . ., and ending . . . . .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	7,602
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0
<b>c</b> <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	7,602

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	DAVISON BRUCE FOUNDATION		20-6565366
	Number, street, and room or suite no. If a P.O. box, see instructions		Social security number (SSN)
	P.O. BOX 1908		
City, town or post office, state, and ZIP code. For a foreign address, see instructions			
ORLANDO, FL 32802-1908			

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **SUNTRUST BANK**  
Telephone No. \_\_\_\_\_ Fax No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15/2014
- 5 For calendar year 2013, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period
- 7 State in detail why you need the extension \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

<b>8a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b>	\$	7,602
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b>	\$	7,602
<b>c Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	<b>8c</b>	\$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title **MANAGER** Date **7/28/2014**

DAVISON BRUCE FOUNDATION

20-6565366 Page 1 of 5

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

Recipient(s) paid during the year

Name

BIGHOUSE, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 7,500

Name

FREEDOM 21

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,721

Name

WAY MINISTRIES, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

HADDIE'S HOME

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

FOUR CORNERS MINISTRIES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

ATLANTA RONALD MCDONALD HOUSE CHARITIES

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 25,000

DAVISON BRUCE FOUNDATION

20-6565366 Page 2 of 5

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

Recipient(s) paid during the year

Name

TRUTH IN NATURE, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 3,000
--	-----------------

Name

410 BRIDGE, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 5,500
--	-----------------

Name

EMMAUS HOUSE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 12,500
--	------------------

Name

HOMES OF HOPE FOR CHILDREN

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 20,000
--	------------------

Name

LIFELINE CHILDREN'S SERVICES, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 15,000
--	------------------

Name

PROMISE 139

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 9,500
--	-----------------

DAVISON BRUCE FOUNDATION

20-6565366 Page 3 of 5

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

Recipient(s) paid during the year

Name

TEXAS HONOR RIDE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 9,500
--	-----------------

Name

KERUSSO FOUNDATION, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 10,000
--	------------------

Name

YOUNG LIFE EAST ALABAMA

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 19,000
--	------------------

Name

CHILD ADVOCACY CENTER OF EAST ALABAMA, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 7,000
--	-----------------

Name

BRIGHTPOINT FOR CHILDREN, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 5,000
--	-----------------

Name

RAPE COUNSELORS OF EAST ALABAMA, INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 10,000
--	------------------

DAVISON BRUCE FOUNDATION

20-6565366 Page 4 of 5

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

Recipient(s) paid during the year

Name

THE LEADERSHIP INSTITUTE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

BOYS &amp; GIRLS CLUB OF GREATER LEE COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 6,500

Name

STORYBOOK FARMS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 6,500

Name

HARMONY HOUSE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,000

Name

SAFEHOUSE OUTREACH, INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 30,000

Name

LEADERSHIP DEVELOPMENT INTERNATIONAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 3,500

DAVISON BRUCE FOUNDATION

20-6565366 Page 5 of 5

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

Recipient(s) paid during the year

Name

ALABAMA GIVING

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

400

Name

BELOVED ATLANTA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

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



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

Long Term CG Distributions										Amount		Short Term CG Distributions									
										153,841											
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 ASTON RIVER RD SELECT VA	00080Y884			8/3/2012		2/8/2013	22,400	20,873					1,527							
2	X ASTON RIVER RD SELECT VA	00080Y884			3/22/2013		4/17/2013	8,500	8,754					-254							
3	X ASTON RIVER RD SELECT VA	00080Y884			7/18/2013		12/31/2013	49,851	56,000					-6,149							
4	X ASTON RIVER RD SELECT VA	00080Y884			10/16/2013		12/31/2013	57,014	64,800					-7,786							
5	X ASTON RIVER RD SELECT VA	00080Y884			5/21/2013		12/31/2013	8,135	8,852					-717							
6	X ABBOTT LABS COM	002824100			3/25/2013		4/17/2013	2,400	2,204					195							
7	X ABBOTT LABS	002824100			5/2/2013		11/11/2013	10,455	10,197					258							
8	X ADOBE SYSTEMS INC COM	00724F101			11/19/2010		2/20/2013	3,115	2,328					787							
9	X GMO EMERGING COUNTRIES	362008856			2/11/2013		10/16/2013	23,245	24,151					-906							
10	X GMO EMERGING COUNTRIES	362008856			3/25/2013		10/16/2013	9,384	3,708					36							
11	X GMO EMERGING COUNTRIES	362008856			7/19/2013		10/16/2013	10,042						-658							
12	X GMO EMERGING COUNTRIES	362008856			5/21/2013		10/16/2013	248,820	251,000					-2,180							
13	X GMO EMERGING COUNTRIES	362008856			7/18/2013		10/16/2013	79,549	72,500					7,049							
14	X GENERAL DYNAMICS CORP C	369550108			3/4/2011		4/17/2013	1,318	1,528					-208							
15	X GENERAL DYNAMICS CORP C	369550108			2/15/2012		4/17/2013	659	701					-42							
16	X ADOBE SYSTEMS INC COM	00724F101			3/4/2011		2/20/2013	1,363	1,247					116							
17	X AIM INVESCO BAL RISK COM	00888Y508			3/12/2012		4/17/2013	500	621				121	0							
18	X INV BALANCE RISK COMM ST	00888Y508			3/12/2012		10/16/2013	31,552	38,913					-7,361							
19	X INV BALANCE RISK COMM ST	00888Y508			8/3/2012		10/16/2013	6,018	7,000					-982							
20	X INV BALANCE RISK COMM ST	00888Y508			12/13/2012		10/16/2013	30,900	35,300					-4,400							
21	X INV BALANCE RISK COMM ST	00888Y508			2/8/2013		10/16/2013	4,245	4,900					-655							
22	X INV BALANCE RISK COMM ST	00888Y508			3/22/2013		10/16/2013	5,472	5,952					-480							
23	X INV BALANCE RISK COMM ST	00888Y508			2/15/2012		10/16/2013	504	669					-165							
24	X INV BALANCE RISK COMM ST	00888Y508			5/21/2013		10/16/2013	63,170	64,000					-830							
25	X INV BALANCE RISK COMM ST	00888Y508			7/18/2013		10/16/2013	512	500					12							
26	X AUTOMATIC DATA PROCESS	053015103			3/4/2011		3/25/2013	1,909	1,518					391							
27	X AUTOMATIC DATA PROCESS	053015103			11/19/2010		4/17/2013	1,607	1,295					342							
28	X AUTOMATIC DATA PROCESS	053015103			5/2/2013		11/19/2013	321	226					95							
29	X AUTOMATIC DATA PROCESS	053015103			11/19/2010		3/25/2013	13,598	11,481					2,118							
30	X CR BARD INC COM	087383109			11/19/2010		3/25/2013	1,495	1,272					223							
31	X BARD CR INC	087383109			11/19/2010		6/28/2013	1,647	1,272					375							
32	X BARKSHIRE HATHAWAY INC	084670702			12/21/2011		6/28/2013	2,196	1,681					515							
33	X C H ROBINSON WORLDWIDE	12541W208			3/4/2011		4/17/2013	2,085	1,726					359							
34	X CISCO SYSTEMS INC COM	1725R102			3/25/2013		4/17/2013	842	878					36							
35	X CISCO SYSTEMS INC COM	1725R102			11/19/2010		3/25/2013	1,036	981					55							
36	X CISCO SYSTEMS INC COM	1725R102			11/19/2010		4/17/2013	1,752	1,688					64							
37	X COACH INC COM	189754104			1/23/2013		4/17/2013	1,514	1,551				37	0							
38	X COCA-COLA CO COM	191216100			3/4/2011		3/25/2013	1,794	1,476					318							
39	X COCA-COLA CO COM	191216100			3/4/2011		4/17/2013	2,328	1,804					524							
40	X DFA US CORE EQUITY 2-I	233203397			8/3/2012		2/8/2013	25,500	22,339					3,161							
41	X DFA US CORE EQUITY 2-I	233203397			3/22/2013		4/17/2013	9,500	9,701					-201							
42	X DFA US CORE EQUITY 2 POR	233203397			7/18/2013		12/31/2013	64,228	58,500					5,728							
43	X DFA US CORE EQUITY 2 POR	233203397			10/16/2013		12/31/2013	58,365	54,800					3,565							
44	X DFA US CORE EQUITY 2 POR	233203397			5/21/2013		12/31/2013	4,406	3,898					508							
45	X DFA EMERGING MKTS VALUE	233203587			3/8/2013		4/17/2013	48	51				3	0							
46	X DFA EMERGING MKTS VALUE	233203587			2/8/2013		4/17/2013	7,952	8,349				397	0							
47	X DFA LARGE CAP INTL FDI	233203688			2/8/2013		4/17/2013	56,499	56,900					-401							
48	X DFA LARGE CAP INTL FDI	233203688			3/22/2013		4/17/2013	35,500	35,500					-601							
49	X DFA LARGE CAP INTL FDI	233203688			1/18/2011		4/17/2013	70,102	63,674					6,428							
50	X DELAWARE POOLED EMERG	246248843			1/13/2013		3/22/2013	10,155	10,673				519	1							
51	X DELAWARE POOLED EMERG	246248843			2/8/2013		3/22/2013	1,345	1,386				41	0							
52	X DELAWARE POOLED EMERG	246248843			2/8/2013		4/17/2013	9,945	10,464				65	-454							
53	X FPA CRESCENT FUND-I	302547759			8/3/2012		2/8/2013	82,085	77,500					4,565							
54	X FPA CRESCENT FUND-I	302547759			5/2/2013		7/18/2013	49,000	48,181					819							
55	X FPA CRESCENT FUND-I	302547759			5/2/2013		10/16/2013	61,400	58,038					3,362							
56	X FPA CRESCENT FUND-I	302547759			5/2/2013		12/31/2013	6,000	5,594					406							
57	X FACTSET RESEARCH SYSTEM	303075105			11/19/2010		7/23/2013	2,741	2,237					504							
58	X GMO TR EMERGING COUNTR	362008856			2/11/2013		4/17/2013	9,000	9,749					749							
59	X GMO EMERGING COUNTRIES	362008856			3/6/2012		10/16/2013	58,023	60,000					-1,977							
60	X GMO EMERGING COUNTRIES	362008856			8/6/2012		10/16/2013	9,289	9,000					289							
61	X PEPSICO INC COM	713448108			11/19/2010		4/17/2013	1,977	1,619					358							
62	X PROCTER & GAMBLE CO CON	742718109			11/19/2010		3/25/2013	1,909	1,500					309							
63	X PROCTER & GAMBLE CO CON	742718109			11/19/2010		4/17/2013	1,973	1,600					373							
64	X UIT	78463V107			1/1/1901		1/1/2013	54	45					9							
65	X UIT	78463V107			1/1/1901		1/1/2013	2	0					2							
66	X UIT	78463V107			1/1/1901		2/21/2013	2	0					2							
67	X UIT	78463V107			1/1/1901		2/21/2013	57	48					9							
68	X UIT	78463V107			1/1/1901		3/12/2013	2	0					2							

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

886	X	ACCENTURE PLC CLA COM	G151C101	3/25/2013	4/17/2013	1.143
-----	---	-----------------------	----------	-----------	-----------	-------

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

Long Term CG Distributions										Amount		Totals				Net Gain or Loss			
Short Term CG Distributions										153,841		Capital Gains/Losses				4,161,822		167,955	
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					
137	X	JOHNSON & JOHNSON COM	478160104		11/19/2010		3/25/2013	2,383	1,927				0	456					
138	X	JOHNSON & JOHNSON COM	478160104		11/19/2010		4/17/2013	2,089					0	483					
139	X	LOOMIS SAYLES BDI	543495840		8/3/2012		2/8/2013	1,563	1,500				0	63					
140	X	LOOMIS SAYLES BDI	543495840		11/8/2011		2/8/2013	73,337	68,972				0	4,365					
141	X	LOOMIS SAYLES BDI	543495840		11/8/2011		3/22/2013	3,000	2,812				0	188					
142	X	LOOMIS SAYLES BDI	543495840		11/8/2011		4/17/2013	2,000	1,866				0	134					
143	X	LOOMIS SAYLES BOND FUND	543495840		5/21/2013		10/16/2013	25,200	25,879				0	-679					
144	X	MAINSTAY FDS TR MARKETIF	560948652		8/2/2012		2/8/2013	190,352	174,000				0	16,352					
145	X	MAINSTAY MARKETFIELD FU	560948652		5/2/2013		7/18/2013	118,000	112,002				0	5,998					
146	X	MAINSTAY MARKETFIELD FU	560948652		5/2/2013		10/16/2013	147,900	135,432				0	12,468					
147	X	MAINSTAY MARKETFIELD FU	560948652		5/2/2013		12/31/2013	13,000	11,668				0	1,334					
148	X	MCCORMICK & CO INC COM	579780206		3/4/2011		3/25/2013	1,785	1,223				0	562					
149	X	MCCORMICK & CO INC COM	579780206		3/4/2011		4/17/2013	354	244				0	110					
150	X	MCCORMICK & CO INC COM	579780206		11/19/2010		4/17/2013	708					0	265					
151	X	MCDONALDS CORP COM	580135101		11/19/2010		3/25/2013	2,447	1,980				0	467					
152	X	MCDONALDS CORP COM	580135101		11/19/2010		4/17/2013	2,040	1,584				0	456					
153	X	MEDTRONIC INC COM	585055108		3/4/2011		3/25/2013	1,363	1,190				0	173					
154	X	MEDTRONIC INC COM	585055108		3/4/2011		4/17/2013	1,841	1,586				0	255					
155	X	MICROSOFT CORP COM	594918104		3/4/2011		3/25/2013	695	655				0	40					
156	X	MICROSOFT CORP COM	594918104		3/4/2011		4/17/2013	1,858	1,702				0	156					
157	X	NEUBERGER BERMAN REAL	641224795		2/8/2013		4/17/2013	8,500	8,139				0	361					
158	X	NEUBERGER BERMAN REAL	641224795		5/21/2013		12/31/2013	112,000	137,145				0	-25,145					
159	X	NEUBERGER BERMAN HIGH	64128K688		5/8/2012		2/8/2013	71,700	70,113				0	1,587					
160	X	NEUBERGER BERMAN HIGH	64128K688		5/8/2012		3/22/2013	3,500	3,387				0	113					
161	X	NEUBERGER BERMAN HIGH	64128K688		5/8/2012		4/17/2013	2,000	1,927				0	73					
162	X	NEUBERGER BERMAN HI E	64128K688		5/21/2013		10/16/2013	24,500	25,169				0	-669					
163	X	NIKE INC CL B COM	654108103		3/4/2011		3/25/2013	3,553	2,712				0	841					
164	X	NIKE INC CL B COM	654108103		8/29/2012		4/17/2013	1,815	1,342				0	473					
165	X	NOVO NORDISK AS ADR	670100205		3/4/2011		3/25/2013	2,408	1,928				0	480					
166	X	NOVO NORDISK AS ADR	670100205		3/4/2011		4/17/2013	827	643				0	184					
167	X	NOVO NORDISK AS ADR	670100205		11/19/2010		4/17/2013	1,653	1,050				0	603					
168	X	OMNICOM GROUP INC COM	681919106		3/4/2011		3/25/2013	1,449	1,244				0	205					
169	X	OMNICOM GROUP INC COM	681919106		3/4/2011		4/17/2013	1,771	1,493				0	278					
170	X	ORACLE CORP COM	68369X105		3/4/2011		3/25/2013	2,024	2,133				0	-109					
171	X	TCW EMERG MKTS INCOME-I	87234N785		5/8/2012		12/31/2013	37,923	39,663				0	-1,740					
172	X	TCW EMERG MKTS INCOME-I	87234N785		2/8/2013		12/31/2013	4,372	4,827				0	-455					
173	X	TCW EMERG MKTS INCOME-I	87234N785		5/21/2013		12/31/2013	16,166	17,966				0	-1,803					
174	X	TCW EMERG MKTS INCOME-I	87234N785		7/18/2013		12/31/2013	33,387	34,394				0	-1,007					
175	X	TEMPLETON GLOBAL BD-ADV	880208400		7/22/2011		3/22/2013	17,000	17,763				0	-763					
176	X	TEMPLETON GLOBAL BD-ADV	880208400		7/22/2011		4/17/2013	12,000	12,381				0	-381					
177	X	3M CO COM	86579Y101		3/4/2011		4/17/2013	2,625	2,319				0	306					
178	X	TOTAL SYSTEM SVCS INC CC	891908109		3/4/2011		3/25/2013	1,480	1,097				0	363					
179	X	TOTAL SYSTEM SVCS INC CC	891908109		3/4/2011		4/17/2013	359	274				0	85					
180	X	GAIN FROM PARTNERSHIPS	VARIOUS		VARIOUS		VARIOUS	4,203					0	4,203					

**Part I, Line 11 (990-PF) - Other Income**

		7,894	7,911	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP INCOME	-1,900	-1,883	
2	OTHER NI INCOME	9,794	9,794	

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

		1,646	1,646	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	INV ADV FEES	1,646	1,646		

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

		5,252	4,915	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,915	4,915		
2	ESTIMATED EXCISE PAYMENTS	337			

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

		12,080	10,807	0	1,220
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP DEDUCTIONS FROM K-1	10,235	10,182		
2	WEBSITE	220			220
3	MEMBERSHIP DUES	1,000			1,000
4	INVESTMENT EXPENSE	625	625		

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

		3,446,293	13,425,397	14,311,816
		Book Value	Book Value	FMV
		Basis of	End of Year	End of Year
		Valuation		
1	Asset Description	Book Value	Book Value	FMV
1	BEGINNING BOOK VALUE	3,446,293	0	
2	SEE ATTACHED		13,425,397	14,311,816



**Part III (990-PF) - Changes in Net Assets or Fund Balances**

---

**Line 3 - Other increases not included in Part III, Line 2**

1	LOSS ON CY SALES NOT SETTLED AT YEAR END	1	43,603
2	COST BASIS ADJUSTMENT	2	9,164
3	PROTEGE COST ADJUSTMENT	3	2,827
4	ARCHSTONE EQUITY ADJUSTMENT	4	224,341
5	ACL ADJUSTMENT	5	59,143
6	RECOVERY	6	2,000
7	FEDERAL EXCISE TAX REFUND	7	2,680
8	Total	8	343,758

---

**Line 5 - Decreases not included in Part III, Line 2**

1	PERENNIAL COST ADJUSTMENT	1	43,025
2	PARTNERSHIP INCOME ADJUSTMENT	2	287
3	SPIDER GOLD ADJUSTMENT	3	59,672
4	Total	4	102,984

---

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

Long Term CG Distributions										153,841	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 ASTON RIVER RD SELECT VAL-1										00808Y884		8/2/2012	2/8/2013	22,400		0	20,873	1,527		0	0	1,527	1,527
2 ASTON RIVER RD SELECT VAL-1										00808Y884		3/22/2013	4/17/2013	8,500		0	8,754	-254		0	0	-254	-254
3 ASTON RIVER RD SELECT VAL-1										00808Y884		7/18/2013	12/31/2013	56,000		0	56,000	-6,149		0	0	-6,149	-6,149
4 ASTON RIVER RD SELECT VAL-1										00808Y884		10/16/2013	12/31/2013	57,014		0	64,800	-7,786		0	0	-7,786	-7,786
5 ASTON RIVER RD SELECT VAL-1										00808Y884		5/21/2013	12/31/2013	8,852		0	8,852	-717		0	0	-717	-717
6 ABBOTT LABS COM										002824100		3/25/2013	4/17/2013	2,400		0	2,204	196		0	0	196	196
7 ABBOTT LABS COM										002824100		5/2/2013	11/1/2013	10,455		0	10,197	258		0	0	258	258
8 ADOBE SYSTEMS INC COM										00724F101		11/19/2010	2/20/2013	3,115		0	2,328	787		0	0	787	787
9 GMO EMERGING COUNTRIES-III										362008856		2/11/2013	10/16/2013	23,245		0	24,151	-906		0	0	-906	-906
10 GMO EMERGING COUNTRIES-III										362008856		3/25/2013	10/16/2013	3,744		0	3,708	36		0	0	36	36
11 GMO EMERGING COUNTRIES-III										362008856		1/19/2013	10/16/2013	9,384		0	10,042	-658		0	0	-658	-658
12 GMO EMERGING COUNTRIES-III										362008856		5/21/2013	10/16/2013	248,820		0	251,000	-2,180		0	0	-2,180	-2,180
13 GMO EMERGING COUNTRIES-III										362008856		7/18/2013	10/16/2013	79,549		0	72,500	7,049		0	0	7,049	7,049
14 GENERAL DYNAMICS CORP COM										369550108		3/4/2011	4/17/2013	1,318		0	1,526	-208		0	0	-208	-208
15 GENERAL DYNAMICS CORP COM										369550108		2/15/2012	4/17/2013	659		0	701	-42		0	0	-42	-42
16 ADOBE SYSTEMS INC COM										00724F101		3/4/2011	2/20/2013	1,363		0	1,247	116		0	0	116	116
17 AIM INVESCO BAL RISK COMM STR-Y										00888Y508		3/12/2012	4/17/2013	500		121	521	-121		0	0	-121	-121
18 INV BALANCE RISK COMM STR-Y										00888Y508		3/12/2012	10/16/2013	31,552		0	38,913	-7,361		0	0	-7,361	-7,361
19 INV BALANCE RISK COMM STR-Y										00888Y508		8/3/2012	10/16/2013	6,018		0	7,000	-982		0	0	-982	-982
20 INV BALANCE RISK COMM STR-Y										00888Y508		12/13/2012	10/16/2013	30,900		0	35,300	-4,400		0	0	-4,400	-4,400
21 INV BALANCE RISK COMM STR-Y										00888Y508		2/8/2013	10/16/2013	4,245		0	4,900	-655		0	0	-655	-655
22 INV BALANCE RISK COMM STR-Y										00888Y508		3/22/2013	10/16/2013	5,472		0	5,952	-480		0	0	-480	-480
23 INV BALANCE RISK COMM STR-Y										00888Y508		2/15/2012	10/16/2013	504		0	658	-155		0	0	-155	-155
24 INV BALANCE RISK COMM STR-Y										00888Y508		5/21/2013	10/16/2013	63,170		0	64,000	-830		0	0	-830	-830
25 INV BALANCE RISK COMM STR-Y										00888Y508		7/18/2013	10/16/2013	512		0	500	12		0	0	12	12
26 AUTOMATIC DATA PROCESSING INC C										053015103		3/4/2011	3/25/2013	1,906		0	1,518	381		0	0	381	381
27 AUTOMATIC DATA PROCESSING INC C										053015103		3/4/2011	4/17/2013	1,597		0	1,285	342		0	0	342	342
28 AUTOMATIC DATA PROCESSING INC C										053015103		11/19/2010	4/17/2013	321		0	226	95		0	0	95	95
29 AUTOMATIC DATA PROCESSING INC C										053015103		5/2/2013	11/19/2010	13,559		0	11,481	2,118		0	0	2,118	2,118
30 CR BARD INC COM										067383109		11/19/2010	3/25/2013	1,495		0	1,272	223		0	0	223	223
31 BARD CR INC										067383109		12/21/2011	6/28/2013	1,647		0	1,272	375		0	0	375	375
32 BARD CR INC										067383109		11/19/2010	4/17/2013	2,196		0	1,681	515		0	0	515	515
33 BERSHIRE HATHAWAY INC CL B COM										02541W209		3/4/2011	4/17/2013	2,095		0	1,726	359		0	0	359	359
34 CH ROBINSON WORLDWIDE INC COM										1725R102		3/25/2013	4/17/2013	842		36	878	-84		0	0	-84	-84
35 CISCO SYSTEMS INC COM										1725R102		11/19/2010	3/25/2013	1,036		0	981	55		0	0	55	55
36 CISCO SYSTEMS INC COM										1725R102		1/23/2013	4/17/2013	1,754		0	1,668	84		0	0	84	84
37 COACH INC COM										189754104		3/4/2011	3/25/2013	1,794		0	1,551	243		0	0	243	243
38 COCA-COLA CO COM										191216100		12/3/2012	4/17/2013	2,328		0	1,804	524		0	0	524	524
39 COCA-COLA CO COM										191216100		8/3/2012	2/8/2013	25,500		0	22,339	3,161		0	0	3,161	3,161
40 DFA US CORE EQUITY 21										233203397		3/22/2013	4/17/2013	9,500		0	9,701	-201		0	0	-201	-201
41 DFA US CORE EQUITY 21										233203397		7/18/2013	12/31/2013	84,228		0	58,500	5,728		0	0	5,728	5,728
42 DFA US CORE EQUITY 2 PORT										233203397		10/16/2013	12/31/2013	58,365		0	54,800	3,565		0	0	3,565	3,565
43 DFA US CORE EQUITY 2 PORT										233203397		5/21/2013	12/31/2013	4,066		0	3,898	508		0	0	508	508
44 DFA EMERGING MKTS VALUE-1										233203587		3/8/2013	4/17/2013	7,952		397	8,349	-401		0	0	-401	-401
45 DFA EMERGING MKTS VALUE-1										233203587		2/8/2013	4/17/2013	56,499		0	56,900	-401		0	0	-401	-401
46 DFA EMERGING MKTS VALUE-1										233203587		2/8/2013	4/17/2013	34,899		0	35,500	-601		0	0	-601	-601
47 DFA LARGE CAP INTL FD-1										233203668		3/22/2013	4/17/2013	70,102		0	63,674	6,428		0	0	6,428	6,428
48 DFA LARGE CAP INTL FD-1										233203668		11/6/2011	4/17/2013	10,155		519	10,673	-518		0	0	-518	-518
49 DELAWARE POOLED EMERGING MKTS										246248843		11/3/2013	3/22/2013	1,345		41	1,386	-41		0	0	-41	-41
50 DELAWARE POOLED EMERGING MKTS										246248843		2/8/2013	3/22/2013	9,945		65	10,464	-519		0	0	-519	-519
51 DELAWARE POOLED EMERGING MKTS										246248843		8/3/2012	2/8/2013	82,065		0	77,500	4,565		0	0	4,565	4,565
52 FPA CRESCENT FUND-1										302541759		5/2/2013	10/16/2013	49,000		0	48,181	819		0	0	819	819
53 FPA CRESCENT FUND-1										302541759		8/3/2012	2/8/2013	6,000		0	5,584	406		0	0	406	406
54 FPA CRESCENT FUND-1										302541759		11/19/2010	7/23/2013	2,741		749	2,237	504		0	0	504	504
55 GMO TR EMERGING COUNTRIES-III										362008856		2/11/2013	4/17/2013	9,000		0	9,749	-749		0	0	-749	-749
56 GMO TR EMERGING COUNTRIES-III										362008856		3/6/2012	10/16/2013	8,023		0	6,000	2,023		0	0	2,023	2,023
57 GMO TR EMERGING COUNTRIES-III										362008856		8/6/2012	10/16/2013	9,288		0	9,000	288		0	0	288	288
58 GMO EMERGING COUNTRIES-III										362008856		11/19/2010	4/17/2013	1,519		0	1,619	-358		0	0	-358	-358
59 PERSICO INC COM										713448108		11/19/2010	3/25/2013	1,909		0	1,800	309		0	0	309	309
60 PROCTER & GAMBLE CO COM										742718109		11/19/2010	4/17/2013	1,931		0	1,600	373		0	0	373	373
61 PROCTER & GAMBLE CO COM										742718109		11/19/2010	4/17/2013	1,931		0	1,600	373		0	0	373	373
62 PROCTER & GAMBLE CO COM										742718109		11/19/2010	4/17/2013	1,931		0	1,600	373		0	0	373	373
63 PROCTER & GAMBLE CO COM										742718109		11/19/2010	4/17/2013	1,931		0	1,600	373		0	0	373	373
64 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
65 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
66 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
67 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
68 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
69 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
70 SPDR GOLD TR GOLD ETF										78463V107		11/19/2010	11/7/2013	54		0	45	9		0	0	9	9
71 OAKMARK INTERNATIONAL FD-1										413838202		5/8/2012	3/22/2013	19,440		0	15,571	-3,869		0	0	-3,869	-3,869
72 IVA WORLDWIDE-1										45070A208		8/3/2012	2/8/2013	122,000		0	115,574	6,426		0	0	6,426	6,426
73 IVA WORLDWIDE-1										45070A208		8/3/2012	2/8/2013	82,468		0	77,500	4,968		0	0	4,968	4,968
74 IVA WORLD FUND-1										45070A208		5/2/2013	10/16/2013	46,000		0	45,183	817		0	0	817	817
75 IVA WORLD FUND-1										45070A208		5/2/2013	12/31/2013	2,000		0	60,946	-3,554		0	0	-3,554	-3,554
76 INTERNATIONAL BUSINESS MACHS CO										43200101		3/4/2011	3/25/2013	3,155		0	2,443	712		0	0	712	712
77 SHARES TR CORE SAP 500 ETF										464287200		2/8/2013	3/22/2013	89,600		0	67,728	21,872		0	0	21,872	21,872
78 SHARES TR MSCI INTL ASIA EX										464288182		5/8/2012	2/8/2013	43,240		0	39,638	3,602		0	0	3,602	3,602
79 IHS S&P CONSUMER STAPLES INDEX										464288737		5/8/2012	2/8/2013	43,794		0	39,708	4,086		0	0	4,086	4,086
80 ORACLE CORP COM										68388X105		3/4/2011	4/17/2013	486		6	482	-6		0	0	-6	-6
81 ORACLE CORP COM										68388X105		3/4/2011	4/17/2013	486		6	482	-6		0	0	-6	-6
82 UNIFIED AER GROWTH FD										831066109		11/19/2010	4/17/2013	598		0	1,269	-190		0	0	-190	-190
83 UNIFIED AER GROWTH FD										831066109		8/3/2012	2/8/2013	390		0	390	-190		0	0	-190	-190
84 UNIFIED AER GROWTH FD										831066109		8/3/2012	2/8/2013	390		0	390	-190					

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

Long Term CG Distributions										Short Term CG Distributions																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Description of Property Sold										Description of Property Sold																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
CUSIP #										CUSIP #																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
How Acquired										How Acquired																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Date Acquired										Date Acquired																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Date Sold										Date Sold																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Gross Sales Price										Gross Sales Price																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Depreciation Allowed										Depreciation Allowed																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Adjustments										Adjustments																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Cost or Other Basis Plus Expense of Sale										Cost or Other Basis Plus Expense of Sale																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Gain or Loss										Gain or Loss																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
F M V as of 12/31/09										F M V as of 12/31/09																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Adjusted Basis as of 12/31/09										Adjusted Basis as of 12/31/09																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Excess of FMV Over Adj Basis										Excess of FMV Over Adj Basis																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
0										0																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
Gain Minus Excess of FMV Over Adjusted Basis or Losses										Gain Minus Excess of FMV Over Adjusted Basis or Losses																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
10,202										10,202																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
0										0																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
10,202										10,202																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																				
85	JUST AUER GROWTH FUND	90470K248		12/31/2013	55,311			50,000	5,311																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																					

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

Long Term CG Distributions		Amount											
Short Term CG Distributions		153,841											
			0	4,172,024	0	1,974	4,163,795	10,202	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	10/202
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				
169 OMNICOM GROUP INC COM	581919106		3/4/2011	4/17/2013	1,771		0	1,493	278	0	0	278	10/202
170 ORACLE CORP COM	68389X105		3/4/2011	3/25/2013	2,024		0	2,133	-109	0	0	-109	
171 TCW EMERG MKTS INCOME-I	8723AN765		5/8/2012	1/21/2013	37,923		0	39,563	-1,740	0	0	-1,740	
172 TCW EMERG MKTS INCOME-I	8723AN765		5/8/2012	1/21/2013	4,372		0	4,927	-455	0	0	-455	
173 TCW EMERG MKTS INCOME-I	8723AN765		5/21/2013	1/21/2013	161,966		0	179,269	-17,303	0	0	-17,303	
174 TCW EMERG MKTS INCOME-I	8723AN765		7/18/2013	1/21/2013	33,387		0	34,394	-1,007	0	0	-1,007	
176 TEMPLETON GLOBAL BD-AOV	88020N400		7/22/2011	3/22/2013	17,000		0	17,763	-763	0	0	-763	
176 TEMPLETON GLOBAL BD-AOV	88020N400		7/22/2011	4/17/2013	12,000		0	12,381	-381	0	0	-381	
177 3M CO COM	8857BY101		3/4/2011	4/17/2013	2,625		0	2,119	506	0	0	506	
178 TOTAL SYSTEM SVCS INC COM	81906J09		3/4/2011	3/25/2013	1,097		0	1,097	353	0	0	353	
178 TOTAL SYSTEM SVCS INC COM	81906J09		VARIOUS	VARIOUS	359		0	274	85	0	0	85	
180 GAIN FROM PARTNERSHIPS	VARIOUS		VARIOUS	VARIOUS	291		0	0	291	0	0	291	

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

[illegible]

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

	Date		Amount
1 Credit from prior year return	12/31/2012	1	252
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	12/11/2013	5	337
6 Other payments		6	
7 Total		7	589