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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: JOE S MCFADDIN FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 1908 | Room/suite:

City or town: ORLANDO | State: FL | ZIP code: 32802-1908

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

A Employer identification number: 20-7103830

B Telephone number (see instructions): (804) 270-8229

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 791,397

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	15,208	15,064		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	48,609			
	b	Gross sales price for all assets on line 6a 447,416				
	7	Capital gain net income (from Part IV, line 2)		48,609		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	63,817	63,673	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	13,012	6,506		6,506
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	929	269		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,441	6,775	0	9,006
	25	Contributions, gifts, grants paid	28,534			28,534
	26	**Total expenses and disbursements.** Add lines 24 and 25	44,975	6,775	0	37,540
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	18,842			
	b	**Net investment income** (if negative, enter -0-)		56,898		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	28,387	24,823	24,823
	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)		37,926	37,694
	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)	619,619	604,099	728,880
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	648,006	666,848	791,397
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	648,006	666,848	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	648,006	666,848	
	31	**Total liabilities and net assets/fund balances** (see instructions)	648,006	666,848	

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	648,006
2	Enter amount from Part I, line 27a	2	18,842
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	666,848
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	666,848

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	48,609
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2012	30,180	705,951	0.042751
2011			0.000000
2010			0 000000
2009			0 000000
2008			0 000000

2	**Total** of line 1, column (d)	2	0 042751
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 042751
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	738,532
5	Multiply line 4 by line 3	5	31,573
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	569
7	Add lines 5 and 6	7	32,142
8	Enter qualifying distributions from Part XII, line 4	8	37,540

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	569
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	569
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	569
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	804		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	804
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	235
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 235 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ _____ (2) On foundation managers ▶$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (804) 270-8229			
	Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P.O. BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	13,012		

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	723,370
b	Average of monthly cash balances	1b	26,409
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	749,779
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	749,779
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	11,247
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	738,532
6	**Minimum investment return.** Enter 5% of line 5	6	36,927

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	36,927
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 569		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	569
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	36,358
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	36,358
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	36,358

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	37,540
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	37,540
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	569
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	36,971

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				36,358
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			28,534	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 37,540				
a	Applied to 2012, but not more than line 2a			28,534	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				9,006
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				27,352
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . . ▶ **3a**				28,534
b *Approved for future payment*				
NONE				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	15,208	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	48,609	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		63,817	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	63,817

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Barbara Allred — Signature of officer or trustee | 3/19/2014 — Date | TRUSTEE — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J. ROMAN		3/19/2014		P00364310

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP — Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219 — Phone no 412-355-6000

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

Recipient(s) paid during the year

Name				
CHRISTIAN FOUNDATION				
Street				
1 ELMWOOD AVENUE				
City	**State**	**Zip Code**	**Foreign Country**	
KANSAS CITY	KS	66103		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				14,267

Name				
CHILDFUND INTERNATIONAL, USA				
Street				
2821 EMERYWOOD PKWY				
City	**State**	**Zip Code**	**Foreign Country**	
RICHMOND	VA	23294		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				14,267

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**

SUNTRUST

JOE S MCFADDIN FOUNDATION
ACCOUNT NO. 7916864

PORTFOLIO SUMMARY

AS OF 12/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	21,000.88	2.65 %	21,000.88	0.00	2	0.01 %
EQUITY SECURITIES	37,693.90	4.76 %	37,925.59	231.69-	189	0.50 %
MUTUAL FUNDS	704,372.24	89.00 %	590,683.88	113,688.36	9,938	1.41 %
PROPRIETARY FUNDS	24,507.29	3.10 %	13,415.47	11,091.82	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	**787,574.31**	**99.52 %**	**663,025.82**	**124,548.49**	**10,129**	**1.29 %**
INCOME PORTFOLIO						
STIF & MONEY MARKET FUNDS	3,822.13	0.48 %	3,822.13	0.00	0	0.00 %
INCOME PORTFOLIO TOTAL	**3,822.13**	**0.48 %**	**3,822.13**	**0.00**	**0**	**0.00 %**
TOTAL ACCOUNTS	791,396	100.00 %	666,847	124,548	10,129	1.28 %

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

	Amount
Long Term CG Distributions	9,240
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	447,416	398,807	48,609
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		7/29/2013	560	543				0	17
2	X	ADVISORS CAMBIAR SMALL C	0075W0593			3/11/2013		6/10/2013	579	559				0	20
3	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		7/29/2013	620	570				0	50
4	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/7/2013	235	211				0	24
5	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		6/10/2013	273	263				0	10
6	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		7/29/2013	276	255				0	21
7	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		10/7/2013	120	108				0	12
8	X	FEDERATED STRATEGIC VAL	314172560			12/5/2012		3/11/2013	26	25				0	1
9	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		3/11/2013	15,959	13,350				0	2,609
10	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		6/10/2013	2,490	1,967				0	523
11	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		7/29/2013	78	61				0	17
12	X	HARBOR CAP APPRECIATION	411511504			11/10/2011		3/11/2013	25,040	20,980				0	4,060
13	X	HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	36,978	33,160				0	3,818
14	X	HARBOR CAP APPRECIATION	411511504			8/6/2012		3/11/2013	1,000	912				0	88
15	X	T ROWE PRICE INSTL LARGE	45775L408			3/11/2013		6/10/2013	4,100	3,882				0	218
16	X	T ROWE PRICE INST L/C GRV	45775L408			3/11/2013		7/29/2013	4,989	4,474				0	515
17	X	T ROWE PRICE INST L/C GRV	45775L408			8/15/2011		10/7/2013	2,382	1,572				0	810
18	X	T ROWE PRICE INST L/C GRV	45775L408			3/11/2013		10/7/2013	5,284	4,479				0	805
19	X	T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		10/7/2013	3,874	2,164				0	1,710
20	X	JANUS PERKINS SMALL CAP	47103C183			10/26/2009		3/11/2013	6,408	5,581				0	827
21	X	JANUS PERKINS SMALL CAP	47103C183			8/15/2011		3/11/2013	259	255				0	4
22	X	JANUS PERKINS SMALL CAP	47103C183			12/22/2011		3/11/2013	650	580				0	70
23	X	JANUS PERKINS SMALL CAP	47103C183			11/19/2012		3/11/2013	7,943	7,325				0	618
24	X	JANUS PERKINS SMALL CAP	47103C183			12/20/2012		3/11/2013	647	597				0	50
25	X	JOHN HANCOCK III DISCIPLIN	47803U640			3/11/2013		6/10/2013	3,613	3,374				0	239
26	X	JOHN HANCOCK III DISCPLN	47803U640			3/11/2013		7/29/2013	2,018	1,809				0	209
27	X	JPMORGAN TR I US EQUITY-I	4812A1142			3/11/2013		6/10/2013	3,749	3,523				0	226
28	X	JPMORGAN U S EQUITY FUN	4812A1142			7/29/2013		10/7/2013	2,178	2,164				0	14
29	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		10/7/2013	24,043	21,815				0	2,228
30	X	MANNING & NAPIER WORLD C	563821545			3/11/2013		6/10/2013	2,254	2,219				0	35
31	X	MANNING & NAPIER WORLD C	563821545			3/11/2013		7/29/2013	109	106				0	3
32	X	MANNING & NAPIER WORLD C	563821545			3/11/2013		10/7/2013	2,394	2,228				0	166
33	X	NEUBERGER BERMAN HIGH I	64128K868			12/20/2012		3/11/2013	327	324				0	3
34	X	NEUBERGER BERMAN HIGH I	64128K868			9/21/2011		3/11/2013	10,082	9,356				0	726
35	X	NEUBERGER BERMAN HI IN E	64128K868			9/21/2011		7/29/2013	18,032	16,910				0	1,122
36	X	NEUBERGER BERMAN HI IN E	64128K868			12/21/2011		7/29/2013	287	268				0	19
37	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		7/29/2013	3,202	3,277				0	-75
38	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		10/7/2013	9,703	9,344				0	359
39	X	PIMCO LOW DURATION-I	693390304			2/22/2011		3/11/2013	27,060	26,905				0	155
40	X	PIMCO LOW DURATION-I	693390304			12/7/2011		3/11/2013	0	0				0	0
41	X	PIMCO LOW DURATION-I	693390304			2/6/2012		3/11/2013	428	426				0	2
42	X	PIMCO LOW DURATION-I	693390304			12/12/2012		3/11/2013	275	276				0	-1
43	X	PIMCO INVT GRADE CORP BD	722005816			12/8/2010		3/11/2013	2,791	2,625				0	166
44	X	PIMCO INVT GRADE CORP BD	722005816			12/7/2011		3/11/2013	1,006	934				0	72
45	X	PIMCO INVT GRADE CORP BD	722005816			2/6/2012		3/11/2013	284	272				0	12
46	X	PIMCO INVT GRADE CORP BD	722005816			8/6/2012		3/11/2013	6,298	6,309				0	-11
47	X	PIMCO INVT GRADE CORP BD	722005816			11/19/2012		3/11/2013	5,021	5,139				0	-118
48	X	PIMCO INVT GRADE CORP BD	722005816			12/12/2012		3/11/2013	976	983				0	-7
49	X	PIMCO INVT GRADE CORP BD	722005816			5/18/2009		3/11/2013	17,518	15,923				0	1,595
50	X	RIDGEWORTH LARGECAP VA	76628R672			7/18/2011		3/11/2013	2,090	1,738				0	352
51	X	RIDGEWORTH LARGECAP VA	76628R672			8/15/2011		3/11/2013	4,825	3,637				0	1,188
52	X	RIDGEWORTH LARGECAP VA	76628R672			2/10/2009		3/11/2013	20,141	10,623				0	9,518
53	X	RIDGEWORTH LARGECAP VA	76628R672			2/10/2009		6/10/2013	1,880	939				0	941
54	X	RIDGEWORTH LARGECAP VA	76628R672			2/10/2009		7/29/2013	865	418				0	447
55	X	RIDGEWORTH LARGECAP VA	76628R672			2/10/2009		10/7/2013	7,538	3,597				0	3,941
56	X	RIDGEWORTH INTERMEDIATE	76628T702			12/15/2011		3/11/2013	2,768	2,820				0	-52
57	X	RIDGEWORTH INTERMEDIATE	76628T702			2/6/2012		3/11/2013	1,083	1,110				0	-27
58	X	RIDGEWORTH INTERMEDIATE	76628T702			2/10/2009		3/11/2013	49,080	49,319				0	-239
59	X	RIDGEWORTH INTERMEDIATE	76628T702			2/10/2009		7/29/2013	15,771	16,099				0	-328
60	X	RIDGEWORTH INTERMEDIATE	76628T702			4/27/2009		7/29/2013	18,141	18,500				0	-359
61	X	RIDGEWORTH INTERMEDIATE	76628T702			12/19/2012		7/29/2013	2,535	2,585				0	-50
62	X	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		3/11/2013	1,791	1,611				0	180
63	X	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		6/10/2013	764	652				0	112
64	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		7/29/2013	747	606				0	141
65	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/7/2013	840	641				0	199
66	X	VANGUARD MTG-BACKED SE	92206C755			8/6/2012		3/11/2013	26,882	27,179				0	-297
67	X	VANGUARD M/B SECUR INDX	92206C755			8/6/2012		7/29/2013	1,285	1,322				0	-37
68	X	VANGUARD M/B SECUR INDX	92206C755			11/19/2012		7/29/2013	13,115	13,455				0	-340

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

	Amount
Long Term CG Distributions	9,240
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	447,416	398,807	48,609
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	VANGUARD M/B SECUR INDX	92206C755			12/21/2012		7/29/2013	199	204				0	-5
70	X	WASATCH LONG/SHORT FUN	936793769			3/11/2013		7/29/2013	1,231	1,192				0	39
71	X	WASATCH LONG/SHORT FUN	936793769			3/11/2013		10/7/2013	187	178				0	9

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		929	269	0	0
1	FOREIGN TAX WITHHELD	269	269		
2	ESTIMATED EXCISE PAYMENTS	660			

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			0	37,926	0	37,694
1	SUNTRUST- SEE ATTACHED			37,926		37,694

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

			619,619	604,099	728,880
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SUNTRUST- SEE ATTACHED			604,099	728,880

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

	Amount
Long Term CG Distributions	9,240
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
						438,176	0	0	398,807	39,369	0	0	0	39,369
1	ABERDEEN-EQY LONG SHORT-IN	003020336		3/11/2013	7/29/2013	560		0	543	17	0	0	0	17
2	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/11/2013	6/10/2013	579		0	559	20	0	0	0	20
3	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	7/29/2013	620		0	570	50	0	0	0	50
4	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/7/2013	235		0	211	24	0	0	0	24
5	EATON VANCE ATLANTA CAP SMID-CA	277902698		3/11/2013	6/10/2013	273		0	263	10	0	0	0	10
6	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	7/29/2013	276		0	255	21	0	0	0	21
7	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	10/7/2013	120		0	108	12	0	0	0	12
8	FEDERATED STRATEGIC VALUE-I	314172560		12/5/2012	3/11/2013	26		0	25	1	0	0	0	1
9	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	3/11/2013	15,959		0	13,350	2,609	0	0	0	2,609
10	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	6/10/2013	2,490		0	1,967	523	0	0	0	523
11	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	7/29/2013	78		0	61	17	0	0	0	17
12	HARBOR CAP APPRECIATION-I	411511504		11/10/2011	3/11/2013	25,040		0	20,980	4,060	0	0	0	4,060
13	HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	36,978		0	33,160	3,818	0	0	0	3,818
14	HARBOR CAP APPRECIATION-I	411511504		8/6/2012	3/11/2013	1,000		0	912	88	0	0	0	88
15	T ROWE PRICE INSTL LARGE-CAP GRV	45775L408		3/11/2013	6/10/2013	4,100		0	3,882	218	0	0	0	218
16	T ROWE PRICE INST L/C GRWTH	45775L408		3/11/2013	7/29/2013	4,989		0	4,474	515	0	0	0	515
17	T ROWE PRICE INST L/C GRWTH	45775L408		8/15/2011	10/7/2013	2,382		0	1,572	810	0	0	0	810
18	T ROWE PRICE INST L/C GRWTH	45775L408		3/11/2013	10/7/2013	5,284		0	4,479	805	0	0	0	805
19	T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	10/7/2013	3,874		0	2,164	1,710	0	0	0	1,710
20	JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/26/2009	3/11/2013	6,408		0	5,581	827	0	0	0	827
21	JANUS PERKINS SMALL CAP VALUE-I	47103C183		8/15/2011	3/11/2013	259		0	255	4	0	0	0	4
22	JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/22/2011	3/11/2013	650		0	580	70	0	0	0	70
23	JANUS PERKINS SMALL CAP VALUE-I	47103C183		11/19/2012	3/11/2013	7,943		0	7,325	618	0	0	0	618
24	JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/20/2012	3/11/2013	647		0	597	50	0	0	0	50
25	JOHN HANCOCK III DISCIPLINED VALUE	47803U640		3/11/2013	6/10/2013	3,613		0	3,374	239	0	0	0	239
26	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	7/29/2013	2,018		0	1,809	209	0	0	0	209
27	JPMORGAN TR I US EQUITY-I	4812A1142		3/11/2013	6/10/2013	3,749		0	3,523	226	0	0	0	226
28	JPMORGAN U S EQUITY FUND-INST	4812A1142		7/29/2013	10/7/2013	2,178		0	2,164	14	0	0	0	14
29	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	24,043		0	21,815	2,228	0	0	0	2,228
30	MANNING & NAPIER WORLD OPPTYS-A	563821545		3/11/2013	6/10/2013	2,254		0	2,219	35	0	0	0	35
31	MANNING & NAPIER WORLD OPPOR	563821545		3/11/2013	7/29/2013	109		0	106	3	0	0	0	3
32	MANNING & NAPIER WORLD OPPOR	563821545		3/11/2013	10/7/2013	2,394		0	2,228	166	0	0	0	166
33	NEUBERGER BERMAN HIGH INCOME B	64128K868		12/20/2012	3/11/2013	327		0	324	3	0	0	0	3
34	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/21/2011	3/11/2013	10,082		0	9,356	726	0	0	0	726
35	NEUBERGER BERMAN HI IN B-INS	64128K868		9/21/2011	7/29/2013	18,032		0	16,910	1,122	0	0	0	1,122
36	NEUBERGER BERMAN HI IN B-INS	64128K868		12/21/2011	7/29/2013	287		0	268	19	0	0	0	19
37	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	7/29/2013	3,202		0	3,277	-75	0	0	0	-75
38	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	10/7/2013	9,703		0	9,344	359	0	0	0	359
39	PIMCO LOW DURATION-I	693390304		2/22/2011	3/11/2013	27,060		0	26,905	155	0	0	0	155
40	PIMCO LOW DURATION-I	693390304		12/7/2011	3/11/2013	0		0	0	0	0	0	0	0
41	PIMCO LOW DURATION-I	693390304		2/6/2012	3/11/2013	428		0	426	2	0	0	0	2
42	PIMCO LOW DURATION-I	693390304		12/12/2012	3/11/2013	275		0	276	-1	0	0	0	-1
43	PIMCO INVT GRADE CORP BD-I	722005816		12/8/2010	3/11/2013	2,791		0	2,625	166	0	0	0	166
44	PIMCO INVT GRADE CORP BD-I	722005816		12/7/2011	3/11/2013	1,006		0	934	72	0	0	0	72
45	PIMCO INVT GRADE CORP BD-I	722005816		2/6/2012	3/11/2013	284		0	272	12	0	0	0	12
46	PIMCO INVT GRADE CORP BD-I	722005816		8/6/2012	3/11/2013	6,298		0	6,309	-11	0	0	0	-11
47	PIMCO INVT GRADE CORP BD-I	722005816		11/19/2012	3/11/2013	5,021		0	5,139	-118	0	0	0	-118
48	PIMCO INVT GRADE CORP BD-I	722005816		12/12/2012	3/11/2013	976		0	983	-7	0	0	0	-7
49	PIMCO INVT GRADE CORP BD-I	722005816		5/18/2009	3/11/2013	17,518		0	15,923	1,595	0	0	0	1,595
50	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		7/18/2011	3/11/2013	2,090		0	1,738	352	0	0	0	352
51	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		8/15/2011	3/11/2013	4 825		0	3,637	1,188	0	0	0	1,188
52	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		2/10/2009	3/11/2013	20,141		0	10,623	9,518	0	0	0	9,518
53	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		2/10/2009	6/10/2013	1,880		0	939	941	0	0	0	941
54	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		2/10/2009	7/29/2013	865		0	418	447	0	0	0	447
55	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		2/10/2009	10/7/2013	7,538		0	3,597	3,941	0	0	0	3,941
56	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		12/15/2011	3/11/2013	2,768		0	2,820	-52	0	0	0	-52
57	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		2/6/2012	3/11/2013	1,083		0	1,110	-27	0	0	0	-27
58	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		2/10/2009	3/11/2013	49,080		0	49,319	-239	0	0	0	-239
59	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		2/10/2009	7/29/2013	15 771		0	16,099	-328	0	0	0	-328
60	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		4/27/2009	7/29/2013	18,141		0	18,500	-359	0	0	0	-359
61	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		12/19/2012	7/29/2013	2,535		0	2,585	-50	0	0	0	-50
62	T ROWE PRICE DIVRSFD SMALLCAP G	779917103		9/4/2012	3/11/2013	1,791		0	1,611	180	0	0	0	180
63	T ROWE PRICE DIVRSFD SMALLCAP G	779917103		9/4/2012	6/10/2013	764		0	652	112	0	0	0	112
64	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	7/29/2013	747		0	606	141	0	0	0	141
65	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	10/7/2013	840		0	641	199	0	0	0	199
66	VANGUARD MTG-BACKED SECS INDEX	92206C755		8/6/2012	3/11/2013	26,882		0	27,179	-297	0	0	0	-297
67	VANGUARD M/B SECUR INDX-SIG	92206C755		8/6/2012	7/29/2013	1,285		0	1,322	-37	0	0	0	-37
68	VANGUARD M/B SECUR INDX-SIG	92206C755		11/19/2012	7/29/2013	13,115		0	13,455	-340	0	0	0	-340
69	VANGUARD M/B SECUR INDX-SIG	92206C755		12/21/2012	7/29/2013	199		0	204	-5	0	0	0	-5
70	WASATCH LONG/SHORT FUND-INS	936793769		3/11/2013	7/29/2013	1,231		0	1,192	39	0	0	0	39
71	WASATCH LONG/SHORT FUND-INS	936793769		3/11/2013	10/7/2013	187		0	178	9	0	0	0	9

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										13,012	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	13,012		

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

		Date		Amount
1	Credit from prior year return		1	144
2	First quarter estimated tax payment	5/13/2013	2	132
3	Second quarter estimated tax payment	6/13/2013	3	176
4	Third quarter estimated tax payment	9/10/2013	4	176
5	Fourth quarter estimated tax payment	12/11/2013	5	176
6	Other payments		6	
7	Total		7	804

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	28,534
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	28,534