



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**

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

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation  
**THE FREDERICK J. GODDARD CHARITABLE**

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

City or town State ZIP code  
**ORLANDO FL 32802-1908**

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

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

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **5,958,395**

J Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

A Employer identification number  
**26-4216754**

B Telephone number (see instructions)  
**(804) 273-7637**

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

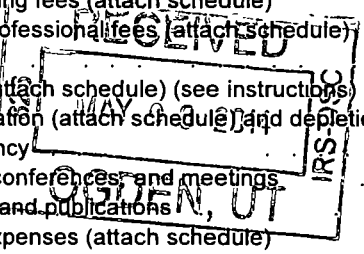
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

RECEIVED MAY 05 2014

**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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" 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	111,912	112,061		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	464,239			
b Gross sales price for all assets on line 6a <b>2,748,370</b>				
7 Capital gain net income (from Part IV, line 2)		464,239		
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	576,151	576,300	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	61,016	30,508		30,508
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)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,042	2,042		
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	63,058	32,550	0	30,508
25 Contributions, gifts, grants paid	236,390			236,390
26 Total expenses and disbursements. Add lines 24 and 25	299,448	32,550	0	266,898
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	276,703			
b Net investment income (if negative, enter -0-)		543,750		
c Adjusted net income (if negative, enter -0-)			0	

SCANNED MAY 16 2014



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

24

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	126,824	234,834	234,834
	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)	4,674,905	4,844,655	5,723,561	
14	Land, buildings, and equipment basis				
	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)	4,801,729	5,079,489	5,958,395	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	4,801,729	5,079,489	
	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)	4,801,729	5,079,489		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	4,801,729	5,079,489		

**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	4,801,729
2	Enter amount from Part I, line 27a	2	276,703
3	Other increases not included in line 2 (itemize) <b>FEDERAL EXCISE TAX REFUND</b>	3	1,057
4	Add lines 1, 2, and 3	4	5,079,489
5	Decreases not included in line 2 (itemize)	5	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30</b>	6	5,079,489

**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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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		
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	464,239	
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	254,099	5,225,393	0.048628
2011	267,206	5,237,596	0.051017
2010	221,898	4,953,923	0.044792
2009	221,982	4,419,468	0.050228
2008	319,051	5,084,606	0.062748

2	Total of line 1, column (d)	2	0.257413
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	0.051483
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,584,223
5	Multiply line 4 by line 3	5	287,493
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,438
7	Add lines 5 and 6	7	292,931
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	266,898

**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>	10,875	
<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>	10,875	
<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>	10,875	
<b>6</b>	Credits/Payments:			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	4,049	
<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>		
<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>	4,049	
<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>	6,826	
<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>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<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: <b>(1)</b> On the foundation <b>\$</b> _____ <b>(2)</b> On foundation managers <b>\$</b> _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <b>\$</b> _____		
<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?	N/A	
<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)		
<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? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 273-7637 Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 <input type="checkbox"/>	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	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? <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	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)**

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/></p> <p><b>c</b> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i></p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870</i></p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p><b>5b</b> N/A</p>																																
<p><b>1</b> List all officers, directors, trustees, foundation managers and their compensation (see instructions).</p> <table border="1"> <thead> <tr> <th style="width: 40%;">(a) Name and address</th> <th style="width: 15%;">(b) Title, and average hours per week devoted to position</th> <th style="width: 15%;">(c) Compensation (If not paid, enter -0-)</th> <th style="width: 15%;">(d) Contributions to employee benefit plans and deferred compensation</th> <th style="width: 15%;">(e) Expense account, other allowances</th> </tr> </thead> <tbody> <tr> <td>SUNTRUST BANKS, INC. P O BOX 1908 ORLANDO, FL 32802-1908</td> <td>TRUSTEE VARIOUS</td> <td style="text-align: center;">61,016</td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	(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 VARIOUS	61,016			.....					.....					.....					.....							
(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 VARIOUS	61,016																															
.....																																	
.....																																	
.....																																	
.....																																	
<p><b>2</b> Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."</p> <table border="1"> <thead> <tr> <th style="width: 40%;">(a) Name and address of each employee paid more than \$50,000</th> <th style="width: 15%;">(b) Title, and average hours per week devoted to position</th> <th style="width: 15%;">(c) Compensation</th> <th style="width: 15%;">(d) Contributions to employee benefit plans and deferred compensation</th> <th style="width: 15%;">(e) Expense account, other allowances</th> </tr> </thead> <tbody> <tr> <td>NONE</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>.....</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> <p><b>Total number of other employees paid over \$50,000</b> <input type="checkbox"/></p>	(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					.....					.....					.....					.....							
(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																																	
.....																																	
.....																																	
.....																																	
.....																																	

**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	
<b>Total. Add lines 1 through 3</b> <span style="float: right;">▶</span>	<b>0</b>

**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>	5,498,625
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	170,637
<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>	5,669,262
<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>	5,669,262
<b>4</b>	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	<b>4</b>	85,039
<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>	5,584,223
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	279,211

**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>	279,211
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	10,875
<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>	10,875
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	268,336
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	268,336
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	268,336

**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>	266,898
<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>	266,898
<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>	266,898

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				268,336
<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	86,502			
<b>b</b> From 2009	2,734			
<b>c</b> From 2010				
<b>d</b> From 2011	13,429			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	102,665			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 266,898				
<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				266,898
<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))	1,438			1,438
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	101,227			
<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)	85,064			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	16,163			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009	2,734			
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	13,429			
<b>d</b> Excess from 2012				
<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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> 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>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

- 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
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<p><b>Total</b> . . . . . ▶ <b>3a</b></p>				<p>236,390</p>
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<p><b>Total</b> . . . . . ▶ <b>3b</b></p>				<p>0</p>





THE FREDERICK J GODDARD CHARITABLE

26-4216754 Page 1 of 1

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

Recipient(s) paid during the year

**Name**

THE WASHINGTON HOME &amp; COMM HOSPICES

**Street**

4041 POWDER HILL RD SUITE 600

**City**

CALVERTON

**State**

MD

**Zip Code**

20705

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

157,593

**Name**

THE AGED WOMAN'S HOME

**Street**

9438 LOST TRAIL WAY

**City**

POTOMIAC

**State**

MD

**Zip Code**

20854

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL OPERATING PURPOSES

**Amount**

78,797

**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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost Other Basis and Expenses		Net Gain or Loss
								Gross Sales	Capital Gains/Losses	Other sales	Other sales	
								70,017	2,748,370	2,284,131	0	464,239
1	X ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		7/29/2013	1,974	0	0	0	64
2	X CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		7/29/2013	7,742	0	0	0	619
3	X CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/7/2013	2,805	0	0	0	290
4	X DOUBLELINE TOTAL RETURN	258620103			11/19/2012		3/11/2013	29,065	0	0	0	-180
5	X EATON VANCE ATLANTA CAP	277902698			3/11/2013		7/29/2013	3,475	0	0	0	262
6	X EATON VANCE ATLANTA CAP	277902698			3/11/2013		10/7/2013	1,423	0	0	0	142
7	X FEDERATED STRATEGIC VAL	314172560			2/22/2011		3/11/2013	15,800	0	0	0	2,373
8	X FEDERATED STRATEGIC VAL	314172560			12/5/2012		3/11/2013	220	0	0	0	9
9	X FEDERATED STRATEGIC VAL	314172560			10/25/2010		3/11/2013	152,830	0	0	0	24,988
10	X FEDERATED STRATEGIC VAL	314172560			10/25/2010		7/29/2013	15,908	0	0	0	3,519
11	X HARBOR CAP APPRECIATION	411511504			11/10/2011		3/11/2013	307,623	0	0	0	49,880
12	X HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	144,257	0	0	0	14,894
13	X HARBOR CAP APPRECIATION	411511504			6/6/2012		3/11/2013	74,644	0	0	0	6,620
14	X T ROWE PRICE INST L/C GRV	45775L408			3/11/2013		7/29/2013	14,724	0	0	0	1,519
15	X T ROWE PRICE INST L/C GRV	45775L408			6/27/2008		10/7/2013	47,506	0	0	0	18,009
16	X T ROWE PRICE INST L/C GRV	45775L408			6/27/2008		7/29/2013	78,616	0	0	0	32,486
17	X T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		10/7/2013	14,817	0	0	0	6,539
18	X JANUS PERKINS SMALL CAP	47103C183			10/26/2009		3/11/2013	88,670	0	0	0	12,741
19	X JANUS PERKINS SMALL CAP	47103C183			12/22/2011		3/11/2013	11,983	0	0	0	1,282
20	X JANUS PERKINS SMALL CAP	47103C183			5/7/2012		3/11/2013	3,461	0	0	0	237
21	X JANUS PERKINS SMALL CAP	47103C183			12/20/2012		3/11/2013	4,838	0	0	0	377
22	X JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		7/29/2013	38,372	0	0	0	3,966
23	X JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		10/7/2013	203,473	0	0	0	18,851
24	X MANNING & NAPIER WORLD	563821545			10/26/2009		3/11/2013	23,078	0	0	0	478
25	X MANNING & NAPIER WORLD	563821545			10/26/2009		7/29/2013	9,086	0	0	0	420
26	X MANNING & NAPIER WORLD	563821545			10/26/2009		10/7/2013	24,678	0	0	0	2,182
27	X NEUBERGER BERMAN HIGH I	64128K668			12/20/2012		3/11/2013	2,426	0	0	0	21
28	X NEUBERGER BERMAN HIGH I	64128K668			8/6/2012		3/11/2013	72,009	0	0	0	1,428
29	X NEUBERGER BERMAN HIGH I	64128K668			9/12/2011		7/29/2013	131,109	0	0	0	8,575
30	X NEUBERGER BERMAN HIGH I	64128K668			2/6/2012		7/29/2013	1,163	0	0	0	77
31	X NEUBERGER BERMAN HIGH I	64128K668			2/6/2012		7/29/2013	804	0	0	0	28
32	X NEUBERGER BERMAN HIGH I	64128K668			5/7/2012		7/29/2013	2,916	0	0	0	59
33	X NEUBERGER BERMAN HIGH I	64128K668			8/6/2012		7/29/2013	2,532	0	0	0	24
34	X NEUBERGER BERMAN HIGH I	64128K668			10/25/2010		3/11/2013	1,964	0	0	0	68
35	X OPPENHEIMER DEVELOPING	683974505			10/25/2010		7/29/2013	11,776	0	0	0	142
36	X OPPENHEIMER DEVELOPING	683974505			10/25/2010		10/7/2013	66,549	0	0	0	4,688
37	X OPPENHEIMER DEVELOPING	683974505			2/22/2011		10/7/2013	9,949	0	0	0	908
38	X OPPENHEIMER DEVELOPING	683974505			11/19/2012		10/7/2013	1,077	0	0	0	117
39	X PIMCO LOW DURATION-I	693390304			2/22/2011		3/11/2013	149,696	0	0	0	858
40	X PIMCO LOW DURATION-I	693390304			12/7/2011		3/11/2013	2	0	0	0	0
41	X PIMCO LOW DURATION-I	693390304			2/6/2012		3/11/2013	3,157	0	0	0	12
42	X PIMCO LOW DURATION-I	693390304			12/12/2012		3/11/2013	1,537	0	0	0	-11
43	X PIMCO INVNT GRADE CORP BI	722005816			12/12/2012		3/11/2013	3,039	0	0	0	181
44	X PIMCO INVNT GRADE CORP BI	722005816			12/12/2011		3/11/2013	4,450	0	0	0	317
45	X PIMCO INVNT GRADE CORP BI	722005816			5/19/2009		3/11/2013	3,100	0	0	0	-23
46	X PIMCO INVNT GRADE CORP BI	722005816			5/19/2009		3/11/2013	32,162	0	0	0	2,929
47	X RIDGEWORTH LARGE CAP VA	76628R672			6/27/2008		3/11/2013	61,644	0	0	0	15,569
48	X RIDGEWORTH LARGE CAP VA	76628R672			10/20/2008		3/11/2013	218,174	0	0	0	86,695
49	X RIDGEWORTH LARGE CAP VA	76628R672			5/19/2009		3/11/2013	7,938	0	0	0	3,306
50	X RIDGEWORTH LARGE CAP VA	76628R672			11/24/2008		3/11/2013	29,723	0	0	0	13,781
51	X RIDGEWORTH LARGE CAP VA	76628R672			11/24/2008		7/29/2013	18,570	0	0	0	9,448
52	X RIDGEWORTH LARGE CAP VA	76628R672			11/24/2008		10/7/2013	59,272	0	0	0	30,508
53	X RIDGEWORTH INTERMEDIAT	76628T702			4/7/2007		7/29/2013	131,979	0	0	0	2,674
54	X RIDGEWORTH INTERMEDIAT	76628T702			6/27/2007		7/29/2013	13,025	0	0	0	413
55	X RIDGEWORTH INTERMEDIAT	76628T702			5/24/2007		7/29/2013	100,285	0	0	0	2,085
56	X RIDGEWORTH INTERMEDIAT	76628T702			12/19/2012		7/29/2013	7,228	0	0	0	-143
57	X RIDGEWORTH INTERMEDIAT	76628T702			3/11/2013		7/29/2013	23,085	0	0	0	-366
58	X T ROWE PRICE DIVERSFD SMC	779917103			9/4/2012		3/11/2013	11,304	0	0	0	1,136
59	X T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		7/29/2013	8,266	0	0	0	1,918
60	X T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/7/2013	7,441	0	0	0	1,781
61	X VANGUARD MFB SECUR INDX	92206C755			3/11/2013		7/29/2013	110,103	0	0	0	-1,884
62	X WASATCH LONG/SHORT FUN	936793769			8/6/2012		7/29/2013	5,900	0	0	0	866
63	X WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	4,506	0	0	0	726
64	X WASATCH LONG/SHORT FD	936793835			12/27/2012		3/11/2013	863	0	0	0	76
65	X WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	18,153	0	0	0	-2,154

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

		2,042	2,042	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	2,042	2,042		

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

		4,674,905	4,844,655	5,723,561
		Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
		0	0	5,726,081
Asset Description	Basis of Valuation	Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
1				
2	EATON VANCE ATLANTA CAP SMID-CAP-	0	51,499	
3	T ROWE PRICE INSTL LARGE-CAP GRWT	0	317,132	0
4	FORUM ABSOLUTE STRATEGIES-I	0	283,051	0
5	MANNING & NAPIER WORLD OPPTY-A	0	612,228	0
6	EATON VANCE FLTG-RT-I	0	144,580	0
7	RIDGEWORTH FD-LARGCAP VAL EQTY	0	83,173	0
8	FEDERATED STRATEGIC VALUE-I	0	229,866	0
9	PIMCO INVT GRADE CORP BD-I	0	110,032	0
10	ABERDEEN EQUITY LONG SHORT-I	0	157,147	0
11	OPPENHEIMER DEVELOPING MKTS INST	0	285,594	0
12	JOHN HANCOCK III DISCIPLINED VALUE-I	0	362,042	0
13	DOUBLELINE TOTAL RETURN BD-I	0	296,716	0
14	JPMORGAN TR I US EQUITY-I	0	257,574	0
15	PIMCO EMERGING LOCAL BD-I	0	126,543	0
16	MAINSTAY ICAP INTL-I	0	375,091	0
17	ADVISORS CAMBIAR SMALL CAP-I	0	102,348	0
18	PIMCO 1-5 YR US TIPS INDEX ETF	0	115,204	0
19	ISHARES BARCLAYS 3-7 YR TREAS BD ET	0	172,964	0
20	GOLDMAN SACHS LOCAL EMRG MKTS DE	0	127,434	0
21	T ROWE PRICE DIVRSFD SMALLCAP GRO	0	86,694	0
22	OSTERWEIS STRATEGIC INCOME-I	0	144,869	0
23	WASATCH LONG/SHORT-I	0	288,945	0
24	WESTERN ASSET MTG BKD SEC-I	0	116,449	0
25	LIABILITIES		-2,520	-2,520

4/30/2014 9:45:10 AM - RIC - THE FREDERICK J. GODDARD CHARITABLE

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

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	FMV 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	Amount	
														70.017	394,222
1 ABERDEEN-EQV LONG SHORT-IN	0032020336		3/11/2013	7/29/2013	1,974			1,910	64				64	394,222	
2 CAMBIAT SMALL CAP-INS	00734W0593		3/11/2013	7/29/2013	7,742			7,123	619				619		
3 CAMBIAT SMALL CAP-INS	00734W0593		3/11/2013	7/29/2013	2,805			2,515	290				290		
4 DOUBLELINE TOTAL RETURN BD-	258620103		1/11/2012	3/11/2013	28,085			28,245	-160				-160		
5 EATON VANCE ATLANTA CAPITAL SMD	277802698		3/11/2013	7/29/2013	3,475			3,213	262				262		
6 EATON VANCE ATLANTA CAPITAL SMD	277802698		3/11/2013	10/7/2013	1,423			1,281	142				142		
7 FEDERATED STRATEGIC VALUE-I	314172560		2/22/2011	3/11/2013	15,800			13,427	2,373				2,373		
8 FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	3/11/2013	220			211	9				9		
9 FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	3/11/2013	152,830			127,842	24,988				24,988		
10 FEDERATED STRATEGIC VAL DIVIS	314172560		10/25/2010	7/29/2013	15,908			12,389	3,519				3,519		
11 HARBOR CAP APPRECIATION-I	411511504		11/10/2011	3/11/2013	307,623			287,743	19,880				19,880		
12 HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	144,257			129,363	14,894				14,894		
13 HARBOR CAP APPRECIATION-I	411511504		8/6/2012	3/11/2013	14,844			13,205	1,639				1,639		
14 T ROWE PRICE INST L/C GRWTH	45775L408		3/11/2013	7/29/2013	14,724			13,205	1,519				1,519		
15 T ROWE PRICE INST L/C GRWTH	45775L408		6/27/2008	7/29/2013	47,506			29,487	18,009				18,009		
16 T ROWE PRICE INST L/C GRWTH	45775L408		6/27/2008	10/7/2013	78,616			46,130	32,486				32,486		
17 T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	10/7/2013	14,817			8,529	6,288				6,288		
18 JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/26/2009	3/11/2013	98,670			85,929	12,741				12,741		
19 JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/22/2011	3/11/2013	1,983			1,761	222				222		
20 JANUS PERKINS SMALL CAP VALUE-I	47103C183		5/7/2012	3/11/2013	3,461			3,224	237				237		
21 JANUS PERKINS SMALL CAP VALUE-I	47103C183		12/20/2012	3/11/2013	4,838			4,461	377				377		
22 JOHN HANCOCK III DISCIPL V-I	47803U640		3/11/2013	7/29/2013	36,372			34,408	1,964				1,964		
23 JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	7/29/2013	6,301			5,755	546				546		
24 JPMORGAN U S EQUITY FUND-INST	4812A1142		10/26/2009	3/11/2013	203,473			184,622	18,851				18,851		
25 MANNING & NAPIER WORLD OPPRTY-A	563821545		10/26/2009	7/29/2013	23,078			22,600	478				478		
26 MANNING & NAPIER WORLD OPPRTY-A	563821545		10/26/2009	7/29/2013	9,086			8,666	420				420		
27 MANNING & NAPIER WORLD OPPRTY-A	563821545		10/26/2009	10/7/2013	24,678			22,486	2,192				2,192		
28 NEUBERGER BERMAN HIGH INCOME	64128K688		12/20/2012	3/11/2013	2,426			2,405	21				21		
29 NEUBERGER BERMAN HIGH INCOME	64128K688		8/6/2012	3/11/2013	72,009			70,581	1,428				1,428		
30 NEUBERGER BERMAN HI IN B-INS	64128K688		8/12/2011	7/29/2013	131,109			122,534	8,575				8,575		
31 NEUBERGER BERMAN HI IN B-INS	64128K688		12/21/2011	7/29/2013	1,163			1,086	77				77		
32 NEUBERGER BERMAN HI IN B-INS	64128K688		2/6/2012	7/29/2013	804			776	28				28		
33 NEUBERGER BERMAN HI IN B-INS	64128K688		5/7/2012	7/29/2013	2,916			2,858	58				58		
34 NEUBERGER BERMAN HI IN B-INS	64128K688		8/6/2012	7/29/2013	2,532			2,508	24				24		
35 OPPENHEIMER DEVELOPING MKT-INS	683974505		10/25/2010	3/11/2013	1,964			1,896	68				68		
36 OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	7/29/2013	11,776			11,634	142				142		
37 OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	10/7/2013	66,548			61,861	4,688				4,688		
38 OPPENHEIMER DEVELOPING MKT-Y	683974505		2/22/2011	10/7/2013	9,949			9,041	908				908		
39 OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	10/7/2013	1,077			960	117				117		
40 PIMCO LOW DURATION-I	693390304		2/22/2011	3/11/2013	149,696			148,838	858				858		
41 PIMCO LOW DURATION-I	693390304		12/7/2011	3/11/2013	2			2	0				0		
42 PIMCO LOW DURATION-I	693390304		2/6/2012	3/11/2013	3,157			3,145	12				12		
43 PIMCO LOW DURATION-I	693390304		12/12/2012	3/11/2013	1,526			1,537	-11				-11		
44 PIMCO INV GRADE CORP BD-I	722005516		12/8/2010	3/11/2013	3,039			2,858	181				181		
45 PIMCO INV GRADE CORP BD-I	722005516		12/7/2011	3/11/2013	4,430			4,133	317				317		
46 PIMCO INV GRADE CORP BD-I	722005516		12/12/2012	3/11/2013	3,100			3,123	-23				-23		
47 PIMCO INV GRADE CORP BD-I	722005516		5/16/2009	3/11/2013	32,192			29,233	2,959				2,959		
48 RIDGEWORTH LARGE CAP VALUE EQI	76628R672		6/27/2008	3/11/2013	81,644			46,076	35,568				35,568		
49 RIDGEWORTH LARGE CAP VALUE EQI	76628R672		10/20/2008	3/11/2013	219,174			131,489	87,685				87,685		
50 RIDGEWORTH LARGE CAP VALUE EQI	76628R672		5/16/2009	3/11/2013	7,958			4,832	3,126				3,126		
51 RIDGEWORTH LARGE CAP VALUE EQI	76628R672		1/24/2008	3/11/2013	28,723			15,842	12,881				12,881		
52 RIDGEWORTH LARGE CAP VALUE EQI	76628R672		1/24/2008	7/29/2013	16,570			6,122	10,448				10,448		
53 RIDGEWORTH LARGE CAP VALUE EQI	76628R672		1/24/2008	10/7/2013	95,272			58,764	36,508				36,508		
54 RIDGEWORTH INTERMEDIATE BD	76628R672		4/17/2007	7/29/2013	131,979			129,305	2,674				2,674		
55 RIDGEWORTH INTERMEDIATE BD	76628R672		6/21/2007	7/29/2013	13,025			12,703	322				322		
56 RIDGEWORTH INTERMEDIATE BD	76628R672		5/24/2007	7/29/2013	7,229			7,272	-43				-43		
57 RIDGEWORTH INTERMEDIATE BD	76628R672		12/19/2012	7/29/2013	23,085			23,451	-366				-366		
58 RIDGEWORTH INTERMEDIATE BD	76628R672		3/11/2013	7/29/2013	11,304			10,188	1,116				1,116		
59 T ROWE PRICE DIVRSFD SMALLCAP G	779917103		9/4/2012	3/11/2013	10,184			5,886	4,298				4,298		
60 T ROWE PRICE DIVERS SIC GRTH	779917103		9/4/2012	7/29/2013	7,441			5,680	1,761				1,761		
61 T ROWE PRICE DIVERS SIC GRTH	779917103		3/11/2013	7/29/2013	110,103			111,987	-1,884				-1,884		
62 VANGUARD MB SECUR INDX-SIG	92206C755		8/6/2012	7/29/2013	5,900			5,034	866				866		
63 WASATCH LONGSHORT FUND-INS	936793769		8/6/2012	10/7/2013	4,506			3,760	746				746		
64 WASATCH LONGSHORT FD	936793769		12/27/2012	3/11/2013	863			787	76				76		
65 WASATCH LONGSHORT FD	936793769		8/6/2012	3/11/2013	18,153			15,989	2,164				2,164		

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

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account									
1		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	VARIOUS	61,016			61,016	0							

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

	Date		Amount
1 Credit from prior year return . . . . .	5/15/2013	1	4,049
2 First quarter estimated tax payment . . . . .		2	
3 Second quarter estimated tax payment . . . . .		3	
4 Third quarter estimated tax payment . . . . .		4	
5 Fourth quarter estimated tax payment . . . . .		5	
6 Other payments . . . . .		6	
7 Total . . . . .		7	4,049