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Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

ENVELOPE POSTMARK DATE MAY 02 2014

Name of foundation  
**TUA ANNE M ORRELL CHARITABLE**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**P O BOX 40200, FL9-100-10-19**

City or town, state or province, country, and ZIP or foreign postal code  
**JACKSONVILLE, FL 32203-0200**

**A** Employer identification number  
**32-6118085**

**B** Telephone number (see instructions)  
**877-446-1410**

**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

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

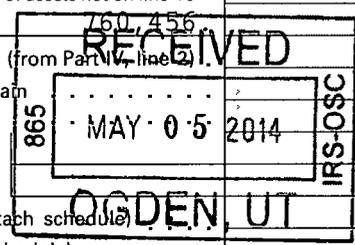
**H** Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **1,209,947.**

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

SCANNED MAY 09 2014

<b>Part I Analysis of Revenue and Expenses</b> (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>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	21,044.	20,919.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	27,745.			
<b>b</b>	Gross sales price for all assets on line 6a				
<b>7</b>	Capital gain net income (from Part IV, line 2)		27,745.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	4.			STMT 2
<b>12</b>	<b>Total</b> Add lines 1 through 11	48,793.	48,664.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	12,585.	7,551.		5,034.
<b>14</b>	Other employee salaries and wages				
<b>15</b>	Pension plans, employee benefits				
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
<b>c</b>	Other professional fees (attach schedule)	497.	497.		
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions)	1,032.	402.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings				
<b>22</b>	Printing and publications				
<b>23</b>	Other expenses (attach schedule)				
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	15,364.	8,450.	NONE	6,284.
<b>25</b>	Contributions, gifts, grants paid	45,000.			45,000.
<b>26</b>	<b>Total expenses and disbursements</b> Add lines 24 and 25	60,364.	8,450.	NONE	51,284.
<b>27</b>	Subtract line 26 from line 12				
<b>a</b>	Excess of revenue over expenses and disbursements	-11,571.			
<b>b</b>	<b>Net investment income</b> (if negative, enter -0-)		40,214.		
<b>c</b>	<b>Adjusted net income</b> (if negative, enter -0-)				



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1	Cash - non-interest-bearing . . . . .		NONE
	2	Savings and temporary cash investments . . . . .	29,922.	154,814. 154,814.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶		NONE
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶		NONE
	5	Grants receivable . . . . .		NONE
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .		NONE
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶		
	8	Inventories for sale or use . . . . .		NONE
	9	Prepaid expenses and deferred charges . . . . .		NONE
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .		NONE
	b	Investments - corporate stock (attach schedule) <b>STMT 6</b> . . . . .	935,329.	798,920. 1,055,133.
	c	Investments - corporate bonds (attach schedule) . . . . .		NONE
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		
	12	Investments - mortgage loans . . . . .		NONE
	13	Investments - other (attach schedule) . . . . .		NONE
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶		NONE
15	Other assets (describe ▶ )		NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	965,251.	953,734. 1,209,947.	
Liabilities	17	Accounts payable and accrued expenses . . . . .		NONE
	18	Grants payable . . . . .		NONE
	19	Deferred revenue . . . . .		NONE
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .		NONE
	21	Mortgages and other notes payable (attach schedule) . . . . .		NONE
	22	Other liabilities (describe ▶ )		NONE
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .		
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
	<b>Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	913,057.	913,057.
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .		
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	52,194.	40,677.	
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	965,251.	953,734.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	965,251.	953,734.	

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) . . . . .	1 965,251.
2	Enter amount from Part I, line 27a . . . . .	2 -11,571.
3	Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 7</b> . . . . .	3 179.
4	Add lines 1, 2, and 3 . . . . .	4 953,859.
5	Decreases not included in line 2 (itemize) ▶ <b>BASIS ADJUSTMENT ON SALES</b> . . . . .	5 125.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	6 953,734.

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
<b>1a PUBLICLY TRADED SECURITIES</b>						
b						
c						
d						
e						
(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 760,456.		732,711.	27,745.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(l) 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			27,745.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	27,745.	
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	

**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	35,831.	1,044,746.	0.034296
2011	67,078.	1,066,164.	0.062915
2010	12,745.	1,023,699.	0.012450
2009			
2008			

2 Total of line 1, column (d)	2	0.109661
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	0.036554
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,117,702.
5 Multiply line 4 by line 3	5	40,856.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	402.
7 Add lines 5 and 6	7	41,258.
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	51,284.

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

Table with 11 rows for excise tax calculations. Includes sub-sections 1a-11 and 6a-6d. Values include 402, NONE, 790, 388.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions 1a-10 regarding political activities, IRS reporting, and state reporting.

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 na
14 The books are in care of SEE STATEMENT 8 Telephone no
Located at ZIP+4
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
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

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? . . . . . Yes No X
If "Yes," list the years
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
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 X
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . . 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? . . . . . 4b X

**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)?  Yes  No  
 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?  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?  Yes  No  
 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?  Yes  No

5b  
6b  
7b

**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
BANK OF AMERICA, N.A. P.O. BOX 40200, FL9-100-10-19, JACKSONVILLE, FL 32203	TRUSTEE 1	12,585.	-0-	-0-
-----				
-----				
-----				

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

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

**Total number of other employees paid over \$50,000**  **NONE**

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services</b>		NONE

**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>	

**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>	1,069,614.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	65,109.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,134,723.
<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>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,134,723.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	17,021.
<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>	1,117,702.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	55,885.

**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>	55,885.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	402.
<b>2b</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>	402.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	55,483.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	55,483.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	55,483.

**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>	51,284.
<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>	NONE
<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>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<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>	51,284.
<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>	402.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	50,882.

**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 . . . . .				55,483.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			30,548.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>51,284.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			30,548.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				20,736.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<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)) . . . . .	NONE			NONE
<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 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<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 . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				34,747.
<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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

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

**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 Paid during the year</b></p> <p>GLOUCESTER MATTHEWS HUMANE SOCIETY 6620 JACKSON LANE GLOUCESTER VA 23227</p>	N/A	PC	UNRESTRICTED GENERAL SUPPORT	45,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				45,000.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Sign Here

Signature of officer or trustee: Susan J. Kisir

Date: 04/03/2014

Title: SVP Tax

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

BANK OF AMERICA, N.A.

Paid Preparer Use Only

Form fields for paid preparer: Print/Type preparer's name, Preparer's signature, Date, Check self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	273.	273.
FOREIGN DIVIDENDS	3,096.	3,096.
NONDIVIDEND DISTRIBUTIONS	125.	
DOMESTIC DIVIDENDS	10,572.	10,572.
NONQUALIFIED FOREIGN DIVIDENDS	1,478.	1,478.
NONQUALIFIED DOMESTIC DIVIDENDS	5,500.	5,500.
TOTAL	21,044.	20,919.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
NON-TAXABLE FOREIGN INCOME	4.
	-----
TOTALS	4.
	=====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	497.	497.
TOTALS	497.	497.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	13.	13.
EXCISE TAX ESTIMATES	630.	
FOREIGN TAXES ON QUALIFIED FOR	250.	250.
FOREIGN TAXES ON NONQUALIFIED	139.	139.
TOTALS	1,032.	402.

TUA ANNE M ORRELL CHARITABLE

32-6118085

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHED SCHEDULE	798,920.	1,055,133.
TOTALS	798,920.	1,055,133.
	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION -----	AMOUNT -----
TAX EFFECTIVE POSTING ADJUSTMENT	168.
ROUNDING ADJUSTMENT	11.
	-----
TOTAL	179.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: BANK OF AMERICA, N.A.

ADDRESS: P.O. BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203

TELEPHONE NUMBER: (877)446-1410

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**TUA ANNE M ORRELL CHARITABLE**  
**32-6118085**  
**Balance Sheet**  
**12/31/2013**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
00287Y109	ABBVIE INC	125 000	5,518 13	6,601 25
023135106	AMAZON COM INC	25.000	5,764 38	9,969.75
025537101	AMERICAN ELEC PWR INC	100.000	4,411.50	4,674.00
025816109	AMERICAN EXPRESS CO	63 000	2,978 99	5,715.99
031162100	AMGEN INC	75.000	6,594 38	8,556.00
037833100	APPLE INC	10.000	6,159.95	5,610 20
00206R102	AT&T INC	150 000	5,211 75	5,274.00
053015103	AUTOMATIC DATA PROCESSING INC	75.000	4,348 13	6,059.93
067901108	BARRICK GOLD CORP	243.000	7,536.32	4,284.09
071813109	BAXTER INTL INC	70.000	3,474 10	4,868.50
075887109	BECTON DICKINSON & CO	38 000	2,795 81	4,198 62
09247X101	BLACKROCK INC	35 000	6,602.93	11,076.45
097023105	BOEING CO	75 000	5,434.13	10,236.75
166764100	CHEVRON CORP	21 000	520.12	2,623.11
171232101	CHUBB CORP	52 000	3,492 31	5,024 76
17275R102	CISCO SYS INC	136.000	2,956.59	3,050 48
197199763	COLUMBIA ACORN INTL SELECT	901.161	25,577.00	24,511.58
19765P232	COLUMBIA MID CAP GROWTH FUND	1691 093	23,235 62	53,540 00
19765Y688	COLUMBIA SELECT LARGE CAP	6535 170	74,760 00	125,736 67
20825C104	CONOCOPHILLIPS	68 000	2,938 16	4,804 20
126650100	CVS CAREMARK CORP	47 000	1,932.78	3,363 79
25179M103	DEVON ENERGY CORP NEW	73 000	3,944 98	4,516 51
260543103	DOW CHEM CO	125 000	4,737 01	5,550.00
26138E109	DR PEPPER SNAPPLE INC	114.000	4,394 51	5,554.08
263534109	DU PONT E I DE NEMOURS & CO	100 000	4,500 50	6,497 00
277902698	EATON VANCE ATLANTA CAP SMID-	2264 676	27,777 65	55,914 85
268648102	EMC CORP	250.000	5,696 25	6,287.50
30161N101	EXELON CORP	217.000	7,413 58	5,943 63
30219G108	EXPRESS SCRIPTS HLDG CO	54 000	3,341 40	3,792.96
30231G102	EXXON MOBIL CORP	68 000	1,721 43	6,881.60
315807552	FIDELITY ADVISOR FLOATING RATE	4500 000	44,820 00	44,820 00
369604103	GENERAL ELEC CO	250 000	6,764 23	7,007 50
375558103	GILEAD SCIENCES INC	85 000	5,980 09	6,383 50
37733W105	GLAXOSMITHKLINE PLC	65 000	2,991 86	3,470 35

**TUA ANNE M ORRELL CHARITABLE**  
**32-6118085**  
**Balance Sheet**  
**12/31/2013**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
38259P508	GOOGLE INC	6 000	6,445 91	6,724 26
42217K106	HEALTH CARE REIT INC	100.000	5,384 69	5,357 00
437076102	HOME DEPOT INC	100.000	6,585 76	8,234 00
438516106	HONEYWELL INTL INC	75 000	4,585 13	6,852.75
458140100	INTEL CORP	300 000	6,788 50	7,786.50
459200101	INTERNATIONAL BUSINESS MACHS	30 000	5,743 35	5,627 10
464287465	ISHARES MSCI EAFE ETF	1100.000	71,123 93	73,804.50
464287234	ISHARES MSCI EMERGING MARKETS	1000.000	41,050 00	41,795.00
464287614	ISHARES RUSSELL 1000 GROWTH ETF	1000 000	44,912 80	85,950.00
466001864	IVY ASSET STRATEGY FUND	600 000	16,971 50	19,368 00
46625H100	J P MORGAN CHASE & CO	125.000	5,226 88	7,310 00
478160104	JOHNSON & JOHNSON	48 000	3,160 04	4,396.32
494368103	KIMBERLY CLARK CORP	65.000	5,771 03	6,789.90
554489104	MACK CALI RLTY CORP	85.000	1,789 02	1,825.80
580135101	MCDONALDS CORP	75 000	6,732.12	7,277.25
585055106	MEDTRONIC INC	126.000	4,831 53	7,231 14
58933Y105	MERCK & CO INC	150 000	6,996 88	7,507 50
59156R108	METLIFE INC	115 000	5,851 77	6,200 80
594918104	MICROSOFT CORP	164 000	4,009 44	6,135 24
60871R209	MOLSON COORS BREWING CO	143.000	6,243 81	8,029 45
651639106	NEWMONT MNG CORP	97.000	4,317.33	2,233.91
655844108	NORFOLK SOUTHERN CORP	75 000	4,597 88	6,962.25
666807102	NORTHROP GRUMMAN CORP	49.000	2,886 59	5,615.89
713448108	PEPSICO INC	87 000	5,402 55	7,215.78
717081103	PFIZER INC	200 000	5,092 00	6,126 00
718172109	PHILIP MORRIS INTL INC	100 000	9,473 50	8,713 00
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	500 000	5,530 00	4,950 00
693475105	PNC FINL SVCS GROUP INC	77 000	4,710 01	5,973 66
742718109	PROCTER & GAMBLE CO	67.000	4,084 92	5,454 47
74460D109	PUBLIC STORAGE INC	35.000	5,240 20	5,268 20
747525103	QUALCOMM INC	85 000	5,291 68	6,311 25
755111507	RAYTHEON CO	100 000	5,548 50	9,070 00
74925K581	ROBECO BOSTON PARTNERS LONG/	750 000	10,300 00	10,822 50
808513105	SCHWAB CHARLES CORP NEW	156 000	1,768 13	4,056 00

TUA ANNE M ORRELL CHARITABLE  
32-6118085  
Balance Sheet  
12/31/2013



Cusip	Asset	Units	Basis	Market Value
826552101	SIGMA ALDRICH CORP	33 000	2,054.91	3,102 33
828806109	SIMON PPTY GROUP INC NEW	35 000	5,343 18	5,325 60
867914103	SUNTRUST BKS INC	118 000	2,078.48	4,343 58
874039100	TAIWAN SEMICONDUCTOR MFG LTD	214 000	3,391.77	3,732 16
87612E106	TARGET CORP	101 000	4,962.35	6,390 27
887317303	TIME WARNER INC	100 000	4,416.00	6,972 00
872540109	TJX COS INC NEW	100 000	4,227.50	6,373 00
891027104	TORCHMARK CORP	38 000	1,658.32	2,969 70
89417E109	TRAVELERS COS INC	46 000	2,743.44	4,164 84
913017109	UNITED TECHNOLOGIES CORP	50.000	3,899.67	5,690 00
902973304	US BANCORP DEL	140 000	3,623.26	5,656 00
922042676	VANGUARD GLOBAL EX-U S REAL	350 000	20,767.25	19,068 00
922908629	VANGUARD MID-CAP ETF	350.000	32,157.34	38,507 00
922908751	VANGUARD SMALL-CAP ETF	300 000	26,909.12	32,985 00
92343V104	VERIZON COMMUNICATIONS INC	100 000	4,433 50	4,914.00
92826C839	VISA INC	30 000	6,398.29	6,680.40
931142103	WAL-MART STORES INC	87.000	5,210 04	6,846 03
949746101	WELLS FARGO & CO	133.000	3,871.81	6,038 20
	Cash/Cash Equivalent	154814 060	154,814.06	154,814 06
		Totals	953,734 24	1,209,947 19