



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



Form **990-PF**  
 Department of the Treasury  
 Internal Revenue Service

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).**

OMB No 1545-0052

**2013**

**Open to Public Inspection**

**For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013**

Name of foundation THE JOTOM FOUNDATION		<b>A Employer identification number</b> 54-2014304
Number and street (or P O box number if mail is not delivered to street address) Room/suite 200 NORTH MAIN STREET		<b>B Telephone number (see instructions)</b> (757) 255-0846
City or town, state or province, country, and ZIP or foreign postal code SUFFOLK, VA 23434		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,076,109	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<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 checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
<b>3</b> Interest on savings and temporary cash investments	2	2	2	
<b>4</b> Dividends and interest from securities	19,520	19,520	19,520	
<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	70,631			
<b>b</b> Gross sales price for all assets on line 6a 668,623				
<b>7</b> Capital gain net income (from Part IV, line 2)		70,631		
<b>8</b> Net short-term capital gain			1,326	
<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)	47	47	47	
<b>12 Total.</b> Add lines 1 through 11	90,200	90,200	20,895	
<b>13</b> Compensation of officers, directors, trustees, etc				
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)	195			
<b>b</b> Accounting fees (attach schedule)	1,725			
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions)	1,200			
<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)	17,248	17,223	17,223	
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	20,368	17,223	17,223	0
<b>25</b> Contributions, gifts, grants paid	333,200			333,200
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	353,568	17,223	17,223	333,200
<b>27</b> Subtract line 26 from line 12				
<b>a Excess of revenue over expenses and disbursements</b>	-263,368			
<b>b Net investment income</b> (if negative, enter -0-)		72,977		
<b>c Adjusted net income</b> (if negative, enter -0-)			3,672	

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	77,193	22,156	22,156		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)					
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	736,731	679,660	679,660		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	342,076	227,839	227,839		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	107,851	146,454	146,454		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)						
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,263,851	1,076,109	1,076,109			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
<b>27</b>	Capital stock, trust principal, or current funds . . . . .	1,263,851	1,076,109				
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,263,851	1,076,109				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,263,851	1,076,109				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,263,851
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-263,368
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	75,626
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,076,109
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>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</b>	1,076,109

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

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	70,631
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	1,326

**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 page 18 of 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			
2011			
2010			
2009			
2008			

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

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

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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>	1,460
<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>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	1,460
<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>	1,460
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	1,636
<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>	1,636
<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>	
<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>	176
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 176 <b>Refunded</b>	<b>11</b>	

**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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for 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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<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 <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<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>	<b>2</b>	No
<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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	No
<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>	<b>5</b>	No
<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? . . . . .	<b>6</b>	No
<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>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> _____		
<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 General Instruction G? <i>If "No," attach explanation .</i>	<b>8b</b>	Yes
<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> . . . . .	<b>9</b>	Yes
<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>	<b>10</b>	No

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

<b>11</b> 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). . . . .	<b>11</b>		<b>No</b>
<b>12</b> 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) . . . . .	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>BOYCE SPADY &amp; MOORE PLC</b> Telephone no <b>(757) 539-2953</b> Located at <b>1013 W WASHINGTON ST Suffolk VA</b> ZIP +4 <b>23434</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . <b>15</b>			
<b>16</b> 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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
<b>1a</b> During the year did the foundation (either directly or indirectly)				
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(2)</b> 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				
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>(5)</b> 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				
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>			<b>No</b>
<b>c</b> 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? . . . . .	<b>1c</b>			<b>No</b>
<b>2</b> 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))				
<b>a</b> 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 <b>20__ , 20__ , 20__ , 20__</b>				
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>			<b>No</b>
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20__ , 20__ , 20__ , 20__</b>				
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2013 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>			<b>No</b>
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>			<b>No</b>
<b>b</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?	<b>4b</b>			<b>No</b>



**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
<b>1</b> Cash donations to Boy Scouts of America	332,000
<b>2</b> Cash donations to WHRO, a public broadcasting station	1,200
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . **▶**

**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>	1,139,945
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	65,444
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,205,389
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<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>	1,205,389
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	18,081
<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>	1,187,308
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	59,365

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

**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>	333,200
<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>	333,200
<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>	333,200

**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				
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				
<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. . . . .				
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<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 . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<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)

**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 organization 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 . . . . .	3,672	12,489	20,239	32,522	68,922
<b>b</b> 85% of line 2a . . . . .	3,121	10,616	17,203	27,644	58,584
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	333,200	126,200	76,200	52,898	588,498
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .	333,200	126,200	76,200	52,898	588,498
<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 . . . . .	1,076,109	1,263,851	1,252,569	1,375,451	4,967,980
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<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) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization 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) )

---

**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

**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

JOSHUA PRETLOW  
200 NORTH MAIN STREET  
SUFFOLK, VA 23434  
(757) 539-3488

---

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

WRITTEN REQUEST

---

**c** Any submission deadlines

NONE

---

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

NONE

**Part XV** **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> COLONIAL VIRGINIA COUNCIL-BSA 11725 JEFFERSON AVENUE NEWPORT NEWS, VA 23606	NONE	501c3	LOCAL VIRGINIA COUNCIL THAT PROMOTES QUALITY YOUTH PROGRAMS FOR BOYS	332,000
WHRO 5200 HAMPTON BOULEVARD NORFOLK, VA 23508	NONE	501C3	PROMOTION OF QUALITY PROGRAMING FOR PUBLIC TELEVISION VIEWERS	1,200
<b>Total . . . . .</b>				<b>3a</b> 333,200
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>3b</b>





**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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.)
2529 359 FORUM ABSOLUTE STRATEGIES-I	P	2000-01-01	2013-01-09
409 836 SCHRODER US SMALL/MID CAP OPPTY-I	P	2000-01-01	2013-01-09
69 INVESCO LTD BERMUDA COM	P	2000-01-01	2013-01-11
65 ABBOTT LABS COM	P	2000-01-01	2013-01-11
63 ABBVIE INC COM	P	2000-01-01	2013-01-11
21 ALLSTATE CORP	P	2012-11-15	2013-01-11
25 AMGEN INC	P	2000-01-01	2013-01-11
30 APACHE CORP	P	2000-01-01	2013-01-11
7 APPLE INC	P	2000-01-01	2013-01-11
57 BB&T CORP	P	2000-01-01	2013-01-11
328 BANK OF AMERICA	P	2000-01-01	2013-01-11
25 BAXTER INTL	P	2000-01-01	2013-01-11
69 B/E AEROSPACE INC	P	2000-01-01	2013-01-11
19 BEAM INC	P	2012-11-15	2013-01-11
18 CVS CAREMARK CORP	P	2000-01-01	2013-01-11
67 CAMERON INTL	P	2000-01-01	2013-01-11
81 CAPITAL ONE FINL	P	2000-01-01	2013-01-11
40 CHEVRON CORP	P	2000-01-01	2013-01-11
23 COACH INC	P	2000-01-01	2013-01-11
22 COMCAST CORP	P	2012-11-15	2013-01-11
29 DARDEN RESTAURANTS INC	P	2000-01-01	2013-01-11
102 WALT DISNEY CO	P	2000-01-01	2013-01-11
105 EMC CORP	P	2000-01-01	2013-01-11
42 EMERSON ELEC	P	2000-01-01	2013-01-11
127 EXPRESS SCRIPTS HOLDING	P	2000-01-01	2013-01-11
37 FLUOR CORP	P	2000-01-01	2013-01-11
22 FLOWSERVE CORP	P	2000-01-01	2013-01-11
50 FREEPORT-MCMORAN COPPER & GOLD	P	2000-01-01	2013-01-11
47 GENERAL ELECTRIC	P	2000-01-01	2013-01-11
29 GOLDMAN SACHS GROUP INC	P	2000-01-01	2013-01-11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
4 GOOGLE INC	P	2000-01-01	2013-01-11
98 HARTFORD FINL SVCS GROUP	P	2000-01-01	2013-01-11
124 HOME DEPOT INC	P	2000-01-01	2013-01-11
13 INTERNATIONAL BUSINESS MACHS	P	2000-01-01	2013-01-11
26 INTUIT INC	P	2000-01-01	2013-01-11
150 JP MORGAN CHASE & CO	P	2000-01-01	2013-01-11
48 MACY'S INC	P	2000-01-01	2013-01-11
32 MATTEL INC	P	2012-11-15	2013-01-11
30 MERCK & CO	P	2000-01-01	2013-01-11
71 MICROSOFT CORP	P	2012-11-15	2013-01-11
49 NATIONAL OILWELL VARCO	P	2000-01-01	2013-01-11
73 OCCIDENTIAL PETROLEUM	P	2000-01-01	2013-01-11
48 ORACLE CORP	P	2000-01-01	2013-01-11
51 PNC FINL SVCS	P	2000-01-01	2013-01-11
33 PACCAR INC	P	2000-01-01	2013-01-11
78 PEPSICO INC	P	2000-01-01	2013-01-11
32 PFIZER INC	P	2000-01-01	2013-01-11
64 PHILLIP MORRIS INTL	P	2000-01-01	2013-01-11
13 PRAXAIR INC	P	2000-01-01	2013-01-11
75 PROCTOR & GAMBLE CO	P	2000-01-01	2013-01-11
36 QUALCOMM CORP	P	2000-01-01	2013-01-11
51 QUANTA SVCS	P	2000-01-01	2013-01-11
63 SCHLUMBERGER LTD	P	2000-01-01	2013-01-11
23 TERADATA CORP	P	2000-01-01	2013-01-11
70 TEVA PHARMACEUTICAL	P	2000-01-01	2013-01-11
160 TEXAS INSTRUMENTS	P	2000-01-01	2013-01-11
22 UNION PACIFIC CORP	P	2000-01-01	2013-01-11
16 UNITED PARCEL SVC	P	2000-01-01	2013-01-11
79 VERIZON COMMUNICATIONS	P	2000-01-01	2013-01-11
13 VISA INC	P	2000-01-01	2013-01-11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
11 WAL-MART STORES	P	2012-11-15	2013-01-11
117 WELLS FARGO & CO	P	2000-01-01	2013-01-11
67 WILLIAMS COS	P	2000-01-01	2013-01-11
64 FREEPORT-MCMORAN COPPER & GOLD	P	2000-01-01	2013-07-01
89 77 ABSOLUTE STRATEGIES FUND I	P	2000-01-01	2013-09-10
825 PERKINS S/C VALUE FUND	P	2000-01-01	2013-09-10
1164 14 MANNING & NAPIER WORLD OPPTY	P	2000-01-01	2013-09-10
2290 95 NEUBERGER BERMAN HI IN B INS	P	2000-01-01	2013-09-10
112 99 OPPENHEIMER DEVELOPING MKT Y	P	2000-01-01	2013-09-10
5136 60 PIMCO LOW DURANTION FUND	P	2000-01-01	2013-09-10
2018 16 RIDGEWORTH SHORT TERM BD	P	2000-01-01	2013-09-10
10675 11 RIDGEWORTH INTERMEDIATE BD	P	2000-01-01	2013-09-10
836 72 SCHRODER US S/M CAP OPPTY	P	2000-01-01	2013-09-10
5767 32 TEMPLETON GLOBAL BOND FD	P	2000-01-01	2013-09-10
255 75 WASATCH LONG/SHORT FD	P	2000-01-01	2013-09-10
12 AMGEN INC	P	2000-01-01	2013-09-11
58 APACHE CORP	P	2000-01-01	2013-09-11
4 APPLE INC	P	2000-01-01	2013-09-11
61 B/E AEROSPACE INC	P	2000-01-01	2013-09-11
71 BEAM INC	P	2012-11-15	2013-09-11
64 CAPITAL ONE FINL	P	2000-01-01	2013-09-11
93 COACH INC	P	2000-01-01	2013-09-11
81 DARDEN RESTAURANTS INC	P	2000-01-01	2013-09-11
19 DISNEY WALT CO NEW	P	2000-01-01	2013-09-11
104 EXPRESS SCRIPTS HOLDING	P	2000-01-01	2013-09-11
33 FLOWSERVE CORP	P	2000-01-01	2013-09-11
119 GENERAL ELECTRIC	P	2000-01-01	2013-09-11
2 GOOGLE INC	P	2000-01-01	2013-09-11
37 INTERNATIONAL BUSINESS MACHS	P	2000-01-01	2013-09-11
74 INTUIT INC	P	2000-01-01	2013-09-11

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
27 MACY'S INC	P	2000-01-01	2013-09-11
133 MATTEL INC	P	2012-11-15	2013-09-11
81 NATIONAL OILWELL VARCO	P	2000-01-01	2013-09-11
8 OCCIDENTIAL PETROLEUM	P	2000-01-01	2013-09-11
29 ORACLE CORP	P	2000-01-01	2013-09-11
11 PNC FINL SVCS	P	2000-01-01	2013-09-11
120 PHILLIP MORRIS INTL	P	2000-01-01	2013-09-11
77 TERADATA CORP	P	2000-01-01	2013-09-11
124 TEVA PHARMACEUTICAL	P	2000-01-01	2013-09-11
27 VISA INC	P	2000-01-01	2013-09-11
173 WILLIAMS COS	P	2000-01-01	2013-09-11
561 17 MANNING & NAPIER WORLD OPPTY	P	2000-01-01	2013-11-13
137 33 OPPENHEIMER DEVELOPING MKT Y	P	2000-01-01	2013-11-13
858 37 RIDGEWORTH SHORT TERM BD	P	2000-01-01	2013-11-13
122 03 WASATCH LONG/SHORT FD	P	2000-01-01	2013-11-13
50 LILLY ELI & CO	P	2000-01-01	2013-11-15
159 QUANTA SVCS	P	2000-01-01	2013-11-15
OPPENHEIMER DEV MKT-L/T CAP GAIN	P	2000-01-01	2013-12-10
PIMCO INVT GRD-L/T CAP GAIN	P	2000-01-01	2013-12-12
PIMCO INVT GRD-S/T CAP GAIN	P	2000-01-01	2013-12-12
CAMBIAR SMALL CAP-L/T CAP GAIN	P	2000-01-01	2013-12-13
CAMBIAR SMALL CAP-S/T CAP GAIN	P	2000-01-01	2013-12-13
EATON VANCE ATLANTA CAP-L/T CAP GAIN	P	2000-01-01	2013-12-13
T ROWE PRICE DIVERS-L/T CAP GAIN	P	2000-01-01	2013-12-16
T ROWE PRICE DIVERS-S/T CAP GAIN	P	2000-01-01	2013-12-16
MANNING & NAPIER WOR-L/T CAP GAIN	P	2000-01-01	2013-12-17
OSTERWEIS STRATEGIC-L/T CAP GAIN DIST	P	2000-01-01	2013-12-17
ABERDEEN-EQY-L/T CAP GAIN DIST	P	2000-01-01	2013-12-23
WASATCH LONG/SHORT-L/T CAP GAIN DIS	P	2000-01-01	2013-12-30
WASATCH LONG/SHORT-S/T CAP GAIN DIS	P	2000-01-01	2013-12-30

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
28,000		27,498	502
5,000		5,124	-124
1,875		1,670	205
2,156		1,705	451
2,130		1,792	338
876		816	60
2,193		1,473	720
2,393		3,333	-940
3,679		2,352	1,327
1,698		1,460	238
3,906		3,845	61
1,710		1,486	224
3,476		2,532	944
1,154		1,039	115
896		676	220
3,840		3,080	760
5,017		3,933	1,084
4,375		3,967	408
1,319		1,265	54
837		795	42
1,313		1,381	-68
5,174		3,636	1,538
2,506		2,592	-86
2,281		2,117	164
6,853		5,728	1,125
2,212		2,320	-108
3,390		2,338	1,052
1,740		2,011	-271
980		928	52
3,862		4,468	-606

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,922		2,080	842
2,329		2,870	-541
7,845		3,790	4,055
2,504		2,183	321
1,605		1,356	249
6,803		6,135	668
1,784		1,191	593
1,142		1,154	-12
1,271		1,148	123
1,883		2,054	-171
3,386		3,478	-92
5,963		6,102	-139
1,642		1,565	77
3,069		3,159	-90
1,509		1,109	400
5,427		4,571	856
835		558	277
5,530		4,233	1,297
1,477		1,230	247
5,145		4,709	436
2,296		1,780	516
1,451		1,161	290
4,556		4,813	-257
1,464		1,197	267
2,681		4,073	-1,392
5,058		4,769	289
2,860		1,900	960
1,217		1,158	59
3,411		3,061	350
2,060		986	1,074

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
754		796	-42
4,057		3,408	649
2,249		1,627	622
1,732		905	827
1,000		976	24
20,311		18,338	1,973
10,000		10,216	-216
21,443		20,000	1,443
4,000		3,974	26
52,445		53,472	-1,027
20,000		19,427	573
106,644		104,723	1,921
12,182		10,317	1,865
74,283		74,382	-99
4,000		3,680	320
1,332		707	625
5,018		2,268	2,750
1,989		1,186	803
4,315		2,187	2,128
4,523		3,882	641
4,188		2,669	1,519
4,941		3,070	1,871
3,845		3,640	205
1,168		466	702
6,820		3,689	3,131
1,952		903	1,049
2,758		2,031	727
1,760		854	906
6,781		6,213	568
4,772		3,504	1,268

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
1,216		670	546
5,488		4,795	693
6,323		4,695	1,628
712		468	244
934		912	22
806		668	138
10,112		5,091	5,021
4,381		3,812	569
4,784		5,735	-951
4,776		1,950	2,826
6,082		3,063	3,019
5,000		4,865	135
5,000		4,830	170
8,549		8,146	403
2,000		1,756	244
2,502		2,625	-123
4,709		3,468	1,241
365			365
1,070			1,070
288			288
1,087			1,087
320			320
46			46
105			105
70			70
743			743
20			20
474			474
1,045			1,045
388			388

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			502
			-124
			205
			451
			338
			60
			720
			-940
			1,327
			238
			61
			224
			944
			115
			220
			760
			1,084
			408
			54
			42
			-68
			1,538
			-86
			164
			1,125
			-108
			1,052
			-271
			52
			-606

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			842
			-541
			4,055
			321
			249
			668
			593
			-12
			123
			-171
			-92
			-139
			77
			-90
			400
			856
			277
			1,297
			247
			436
			516
			290
			-257
			267
			-1,392
			289
			960
			59
			350
			1,074

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-42
			649
			622
			827
			24
			1,973
			-216
			1,443
			26
			-1,027
			573
			1,921
			1,865
			-99
			320
			625
			2,750
			803
			2,128
			641
			1,519
			1,871
			205
			702
			3,131
			1,049
			727
			906
			568
			1,268

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			546
			693
			1,628
			244
			22
			138
			5,021
			569
			-951
			2,826
			3,019
			135
			170
			403
			244
			-123
			1,241
			365
			1,070
			288
			1,087
			320
			46
			105
			70
			743
			20
			474
			1,045
			388

**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation <b>(If not paid, enter -0-)</b>	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
WILLIAM T SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Chairman 0 00	0		
LINDA J SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
JENNIFER S SPENCE 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
WILLIAM T SPENCE JR 1795 CHERRY GROVE ROAD SUFFOLK,VA 23432	Director 0 00	0		
JOSHUA PRETLOW JR 200 NORTH MAIN STREET SUFFOLK,VA 23434	Director 0 00	0		

## TY 2013 Accounting Fees Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOYCE, SPADY & MOORE PLC	1,725	0	0	0

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	227,839	227,839

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	679,660	679,660

## TY 2013 Investments - Other Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
See Attached SunTrust IMA Schedule	FMV	146,454	146,454

## TY 2013 Legal Fees Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRETLOW & PRETLOW	195	0	0	0

**TY 2013 Other Expenses Schedule****Name:** THE JOTOM FOUNDATION**EIN:** 54-2014304**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION FEES ON INVESTMENTS	17,205	17,205	17,205	
FOREIGN TAXES PAID	18	18	18	
REGISTRATION FEE	25			

## TY 2013 Other Income Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	47		

# TY 2013 Taxes Schedule

**Name:** THE JOTOM FOUNDATION

**EIN:** 54-2014304

**Software ID:** 13000170

**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX-2012 RETURN	1,200			



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 3 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<b>INCOME PORTFOLIO</b>								
<b>Short Term Investments</b>								
<i>Short Term Investment Funds</i>								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	3,045 950	1 000	3,045 95	0 28	3,045 95	0	0 02	0 01
<b>Total Short Term Investment Funds</b>			\$3,045 95	0 28%	\$3,045 95	\$0	\$0 02	0 00%
<b>Total Short Term Investments</b>			\$3,045 95	0 28%	\$3,045 95	\$0	\$0 02	0 00%
<b>Total Income Portfolio</b>			① \$3,045 95	0 28%	\$3,045 95	\$0	\$0 02	0 00%
<b>PRINCIPAL PORTFOLIO</b>								
<b>Short Term Investments</b>								
<i>Short Term Investment Funds</i>								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	14,546 140	1 000	14 546 14	1 36	14 546 14	1	0 09	0 01
<b>Total Short Term Investment Funds</b>			\$14,546 14	1 36%	\$14,546 14	\$1	\$0 09	0 00%
<b>Total Short Term Investments</b>			① \$14,546 14	1 36%	\$14,546 14	\$1	\$0 09	0 00%
<b>Bonds</b>								
<i>Mutual Funds-Fixed Income</i>								
DOUBLELINE TOTAL RETURN BOND FUND CUSIP 258620103 BOND RATING NOT RATED YIELD TO MATURITY 0 000	3,690 037	10 780	39,778 60	3 71	40,000 00	2,055	174 56	5 17

①  
= 17,592.09  
4,563.62  
22,155.71

Checking Account  
Total Interest-bearing deposits



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 4 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Bonds - continued</i>								
EATON VANCE FLOATING-RATE FUND CUSIP 277011401 BOND RATING NOT RATED YIELD TO MATURITY 0.000	2,295,082	9.190	21,091.80	1.97	21,000.00	823	84.37	3.91
GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP 38145N303 BOND RATING NOT RATED YIELD TO MATURITY 0.000	2,004,717	8.470	16,979.95	1.58	17,000.00	898	73.71	5.29
ISHARES BARCLAYS 3-7 YEAR ETF CUSIP 464288661 BOND RATING WR YIELD TO MATURITY 0.000	215,000	120.030	25,806.45	2.41	25,693.15	199	20.73	0.77
OSTERWEIS STRATEGIC INCOME FUND CUSIP 742935489 BOND RATING NOT RATED YIELD TO MATURITY 0.000	2,364,865	11.840	28,000.00	2.61	28,000.00	1,234	50.73	4.41
PIMCO EMERGING LOCAL BOND INSTL FD CUSIP 72201F516 BOND RATING NOT RATED YIELD TO MATURITY 0.000	1,808,511	9.330	16,873.41	1.57	17,000.00	864	2.35	5.12
PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP 722005816 BOND RATING NOT RATED YIELD TO MATURITY 0.000	4,536,549	10.240	46,454.26	4.34	45,547.73	1,837	137.91	3.95
PIMCO 1-5 YEAR US TIPS INDEX ETF CUSIP 72201R205 BOND RATING NOT RATED YIELD TO MATURITY 0.000	325,000	52.896	17,191.20	1.60	17,086.23	16	0.00	0.09
WESTERN ASSET MORTGAGE BACKED SECURITIES FUND CUSIP 52469F333 BOND RATING NOT RATED YIELD TO MATURITY 0.000	1,463,861	10.700	15,663.31	1.46	16,000.00	718	45.90	4.59
<b>Total Mutual Funds-Fixed Income</b>			<b>\$227,838.98</b>	<b>21.25%</b>	<b>\$227,327.11</b>	<b>\$8,648</b>	<b>\$590.26</b>	<b>3.79%</b>
<b>Total Bonds</b>			<u><b>\$227,838.98</b></u>	<b>21.25%</b>	<b>\$227,327.11</b>	<b>\$8,648</b>	<b>\$590.26</b>	<b>3.79%</b>

*Total Bonds*



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 5 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCUMULATED INCOME	YIELD AT MARKET
<b>Common Stocks</b>								
<i>Energy</i>								
CAMERON INTERNATIONAL CORP Symbol CAM CUSIP 13342B105	73 000	59 530	4,345 69	0 41	2 834 99	0	0 00	0 00
CHEVRON CORPORATION Symbol CVX CUSIP 166764100	91 000	124 910	11,366 81	1 06	4,810 65	364	0 00	3 20
HOLLYFRONTIER CORPORATION Symbol HFC CUSIP 436106108	70 000	49 690	3,478 30	0 32	3,060 05	84	0 00	2 41
OCCIDENTAL PETE CORP Symbol OXY CUSIP 674599105	60 000	95 100	5,706 00	0 53	3,251 88	153	38 40	2 69
SCHLUMBERGER LTD Symbol SLB CUSIP 806857108	93 000	90 110	8,380 23	0 78	4,662 59	116	29 06	1 39
<b>Total Energy</b>			<b>\$33,277 03</b>	<b>3.10%</b>	<b>\$18,620.16</b>	<b>\$717</b>	<b>\$67.46</b>	<b>2.15%</b>
<i>Materials</i>								
ECOLAB INC Symbol ECL CUSIP 278865100	50 000	104 270	5,213 50	0 49	3,949 51	55	13 75	1 05
LYONDELLBASELL INDUSTRIES NV Symbol LYB CUSIP N53745100	80 000	80 280	6,422 40	0 60	5 631 60	192	0 00	2 99
PRAXAIR INC Symbol PX CUSIP 74005P104	41 000	130 030	5,331 23	0 50	1,617 18	98	0 00	1 85
<b>Total Materials</b>			<b>\$16,967.13</b>	<b>1 59%</b>	<b>\$11,198 29</b>	<b>\$345</b>	<b>\$13.75</b>	<b>2.03%</b>
<i>Industrials</i>								
B/E AEROSPACE INC Symbol BEAV CUSIP 073302101	85 000	87 030	7,397 55	0 69	2,875 28	0	0 00	0 00
EMERSON ELEC CO Symbol EMR CUSIP 291011104	81 000	70.180	5,684 58	0 53	2,560 65	139	0 00	2 45



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 6 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
FLOWSERVE CORP Symbol FLS CUSIP 34354P105	81 000	78 830	6,385 23	0 60	2 140 76	45	11 34	0 71
FLUOR CORP Symbol FLR CUSIP 343412102	71 000	80 290	5,700 59	0 53	3,150 67	45	11 36	0 80
FORTUNE BRANDS HOME & SECURITY, INC Symbol FBHS CUSIP 34964C106	120 000	45 700	5,484 00	0 51	4,542 36	57	0 00	1 05
GENERAL ELECTRIC CORP Symbol GE CUSIP 369604103	237 000	28 030	6,643 11	0 62	2,823 75	208	52 14	3 14
PACCAR INC Symbol PCAR CUSIP 693718108	72 000	59 170	4,260 24	0 40	2,420 25	57	64 80	1 35
UNION PAC CORP Symbol UNP CUSIP 907818108	37 000	168 000	6,216 00	0 58	1,727 40	116	29 23	1 88
UNITED PARCEL SERVICE CL B Symbol UPS CUSIP 911312106	50 000	105 080	5,254 00	0 49	2,377 67	124	0 00	2 36
<b>Total Industrials</b>			<b>\$53,025.30</b>	<b>4.95%</b>	<b>\$24,618 79</b>	<b>\$794</b>	<b>\$168 87</b>	<b>1.49%</b>
<i>Consumer Discretionary</i>								
COMCAST CORP-CL A Symbol CMCSA CUSIP 20030N101	189 000	51 965	9,821 39	0 92	7,505 58	147	36 86	1 50
DELPHI AUTOMOTIVE PLC Symbol DLP CUSIP G27823106	90 000	60 130	5,411 70	0 51	5,094 45	61	0 00	1 13
DISNEY WALT CO NEW Symbol DIS CUSIP 254687106	134 000	76 400	10 237 60	0 96	3,284 50	115	115 24	1 13
HOME DEPOT INC Symbol HD CUSIP 437076102	113 000	82 340	9,304 42	0 87	2,352 70	176	0 00	1 89
LEAR CORP Symbol LEA CUSIP 521865204	55 000	80 970	4,453 35	0 42	3,905 28	37	0 00	0 84



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 7 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCUMULATED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
MACY'S INC Symbol M CUSIP 55616P104	175 000	53 400	9,345 00	0 87	4,344 29	175	43 75	1 87
<b>Total Consumer Discretionary</b>			<b>\$48,573 46</b>	<b>4 55%</b>	<b>\$26,486.80</b>	<b>\$712</b>	<b>\$195.85</b>	<b>1 46%</b>
<i>Consumer Staples</i>								
CVS CAREMARK CORP Symbol CVS CUSIP 126650100	180 000	71 570	12 892 60	1 20	5,233 71	198	0 00	1 54
PEPSICO INC Symbol PEP CUSIP 713448108	57 000	82 940	4,727 58	0 44	2,681 28	129	32 35	2 74
PROCTER & GAMBLE CO Symbol PG CUSIP 742718109	75 000	81 410	6,105 75	0 57	3,001 37	180	0 00	2 95
WAL MART STORES INC Symbol WMT CUSIP 931142103	89 000	78 690	7,003 41	0 65	6,450 96	167	41 83	2 39
<b>Total Consumer Staples</b>			<b>\$30,719 34</b>	<b>2.86%</b>	<b>\$17,367.32</b>	<b>\$675</b>	<b>\$74.18</b>	<b>2.19%</b>
<i>Health Care</i>								
ABBOTT LABS Symbol ABT CUSIP 002824100	138 000	38 330	5,289 54	0 49	3,311 66	121	0 00	2 30
ABEVIE INC Symbol ABBV CUSIP 00287Y109	140 000	52 810	7,393 40	0 69	3,648 13	224	0 00	3 03
AMGEN INC Symbol AMGN CUSIP 031162100	80 000	114 080	9,126 40	0 85	4,160 35	195	0 00	2 14
BAXTER INTL INC Symbol BAX CUSIP 071813109	83 000	69 550	5,772 65	0 54	4,639 17	162	40 67	2 82
MERCK & CO INC Symbol MRK CUSIP 58933Y105	229 000	50 050	11,461 45	1 07	7 239 25	403	100 76	3 52



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 8 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCUMULATED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
PFIZER INC Symbol: PFE CUSIP: 717081102	423 000	30 630	12,956 49	1 21	8,304 73	439	0 00	3 39
<b>Total Health Care</b>			<b>\$51,999 93</b>	<b>4 85%</b>	<b>\$31,303.29</b>	<b>\$1,546</b>	<b>\$141 43</b>	<b>2 97%</b>
<i>Financials</i>								
ALLSTATE CORP Symbol: ALL CUSIP: 020002101	101 000	54 540	5,508 54	0 51	3,922 29	101	25 25	1 83
BANK OF AMERICA CORP Symbol: BAC CUSIP: 060505104	661 000	15 570	10,291 77	0 96	7,186 89	26	0 00	0 26
BB&T CORPORATION Symbol: BBT CUSIP: 054937107	123 000	37 320	4,590 36	0 43	2,870 60	113	0 00	2 46
CAPITAL ONE FINANCIAL CORP Symbol: COF CUSIP: 14040H105	73 000	76 610	5,592 53	0 52	2,766 06	87	0 00	1 57
GOLDMAN SACHS GROUP INC Symbol: GS CUSIP: 38141G104	40 000	177 260	7,090 40	0 66	3 453 96	88	0 00	1 24
HARTFORD FINL SVCS GROUP INC Symbol: HIG CUSIP: 416515104	194 000	36 230	7,028 62	0 66	4 806 40	116	29.10	1 66
INVESCO LIMITED Symbol: IVZ CUSIP: G491BT108	138 000	36 400	5,023 20	0 47	2,705 39	124	0 00	2 47
JP MORGAN CHASE & CO Symbol: JPM CUSIP: 46625H100	197 000	58 480	11,520 56	1 08	5,228 17	299	0 00	2 60
MORGAN STANLEY Symbol: MS CUSIP: 617446448	252 000	31 360	7,902 72	0 74	5,412 73	50	0 00	0 64
PNC FINANCIAL SERVICES GROUP Symbol: PNC CUSIP: 693475105	98 000	77 580	7,602 84	0 71	5 694 46	172	0 00	2 27
WELLS FARGO & CO Symbol: WFC CUSIP: 949746101	231 000	45 400	10,487 40	0 98	5,827 37	277	0 00	2 64
<b>Total Financials</b>			<b>\$82,638 94</b>	<b>7 72%</b>	<b>\$49,874 32</b>	<b>\$1,456</b>	<b>\$54.35</b>	<b>1 76%</b>



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 9 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
<i>Information Technology</i>								
APPLE INC Symbol AAPL CUSIP 037833100	31 000	561 020	17,391 62	1 62	5,852 18	378	0.00	2 17
CORNING INC Symbol GLW CUSIP 219350105	250 000	17 820	4 455 00	0 42	3,606 00	100	0 00	2 24
EMC CORP MASS Symbol EMC CUSIP 268648102	227 000	25 150	5,709 05	0 53	2,599 88	90	0 00	1 59
GOOGLE INC CL A Symbol GOOG CUSIP 38259P508	11 000	1,120 710	12,327 81	1 15	3,677 52	0	0 00	0 00
INTEL CORP Symbol INTC CUSIP 458140100	350 000	25 955	9,084.25	0 85	7,655 50	315	0 00	3 47
KLA-TENCOR CORP Symbol KLAC CUSIP 482480100	70 000	64 460	4,512 20	0 42	4,117 75	126	0 00	2 79
MICROSOFT CORP Symbol MSFT CUSIP 594918104	269 000	37 410	10 063 29	0 94	7,780 82	301	0 00	2 99
ORACLE CORPORATION Symbol ORCL CUSIP 68389X105	225 000	38 260	8,608 50	0 80	4,100 02	108	0 00	1 25
QUALCOMM INC Symbol QCOM CUSIP 747525103	94 000	74 250	6,979 50	0 65	4,646 85	131	0 00	1 89
TE CONNECTIVITY LIMITED Symbol TEL CUSIP H84989104	70 000	55 110	3,857 70	0 36	3,519 95	70	0 00	1 81
VISA INC CL A Symbol V CUSIP 92826C839	32 000	222 680	7,125 76	0 66	2,122 62	51	0 00	0 72
<b>Total Information Technology</b>			<b>\$90,114 68</b>	<b>8.40%</b>	<b>\$49,679.09</b>	<b>\$1,672</b>	<b>\$0.00</b>	<b>1.85%</b>
<i>Telecommunication Services</i>								



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 10 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Common Stocks - continued</i>								
VERIZON COMMUNICATIONS Symbol VZ CUSIP 92342V104	166 000	49 140	8,157 24	0 76	5,296 54	351	0 00	4 31
<b>Total Telecommunication Services</b>			<b>\$8,157.24</b>	<b>0 76%</b>	<b>\$5,296.54</b>	<b>\$351</b>	<b>\$0.00</b>	<b>4.31%</b>
<i>Mutual Funds-Equity</i>								
CAMBIAR SMALL CAP FUND Symbol CAMZX CUSIP 0075W0593	528 634	23 020	12 169 15	1 14	12,000 00	0	0 00	0 00
EATON VANCE ATLANTA CAPITAL SMID CAP FUND Symbol EISMX CUSIP 277902698	312 779	24 690	7,722 51	0 72	7 000 00	0	0 00	0 00
MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND Symbol EXWAX CUSIP 563821545	15,317 902	9 050	138,627 01	12 94	115 687 27	1,577	0 00	1 14
OPPENHEIMER DEVELOPING MARKETS FUND Symbol ODVYX CUSIP 683974505	2 035 793	37 560	76,464 39	7 14	62,604 61	331	0 00	0 43
T ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC Symbol PRDSX CUSIP 779917103	1,168 615	24 990	29,203 69	2 73	21,000 00	0	0 00	0 00
<b>Total Mutual Funds-Equity</b>			<b>\$264,186 75</b>	<b>24 67%</b>	<b>\$218,291.88</b>	<b>\$1,909</b>	<b>\$0 00</b>	<b>0 72%</b>
<b>Total Common Stocks</b>			<b>\$679,659.80</b>	<b>63.45%</b>	<b>\$452,736 48</b>	<b>\$10,181</b>	<b>\$715.89</b>	<b>1.49%</b>
<i>Other</i>								
<i>Other Funds</i>								
ABERDEEN EQUITY LONG SHORT FUND CUSIP 003020336	2,277 393	12 390	28,216 90	2 63	24,879 36	0	0 00	0 00
ABSOLUTE STRATEGIES FUND CUSIP 34984T600	4,757 145	10 970	52 185 88	4 87	50,395 48	0	0 00	0 00

*Total Corporate Stocks*



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 11 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Other - continued</i>								
WASATCH LONG/SHORT FUND CUSIP 936793769	4,069.753	16.230	66,052.09	6.16%	58,563.75	0	0.00	0.00%
<b>Total Other Funds</b>			<b>\$146,454.87</b>	<b>13.66%</b>	<b>\$133,838.59</b>	<b>\$0</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Other</b>			<u><b>\$146,454.87</b></u>	<b>13.66%</b>	<b>\$133,838.59</b>	<b>\$0</b>	<b>\$0.00</b>	<b>0.00%</b>

*Other publicly traded securities*

## Miscellaneous

### Other Assets

CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP 997000SS4	1.000	0.000	0.00	0.00%	0.00	0	0.00	0.00%
CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP 997000VV3	1.000	0.000	0.00	0.00%	0.00	0	0.00	0.00%
CLASS ACTION PENDING COCA COLA CO ON RCPT OF FINAL PMT CUSIP 997000ZY3	1.000	0.000	0.00	0.00%	0.00	0	0.00	0.00%
CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP 997001FA5	1.000	0.000	0.00	0.00%	0.00	0	0.00	0.00%
CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP 997001HY1	1.000	0.000	0.00	0.00%	0.00	0	0.00	0.00%
CLASS ACTION PENDING WASHINGTON MUTUAL INC ON RCPT OF FINAL PMT CUSIP 997001QH8	1.000	0.000	0.00	0.00%	0.00	0	0.00	0.00%



Statement Period  
January 1, 2013 - December 31, 2013

Account Number  
7035769

# Account Statement

THE JOTOM FOUNDATION IMA

Page 12 of 111

## Portfolio Detail

ASSET DESCRIPTION	NO. OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
<i>Miscellaneous - continued</i>								
CLASS ACTION PENDING WYETH ON RCPT OF FINAL PMT CUSIP 997001SG8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
<b>Total Other Assets</b>			\$0 00	0 00%	\$0 00	\$0	\$0.00	0.00%
<b>Total Miscellaneous</b>			\$0 00	0 00%	\$0 00	\$0	\$0 00	0.00%
<b>Total Principal Portfolio</b>			\$1,068,499.79	99 72%	\$828,448.32	\$18.831	\$1,306 24	1.76%
<b>Total Portfolio</b>			\$1,071,545 74	100 00%	\$831.494 27	\$18 831	\$1,306.26	1.75%