Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: LAURA J HARRIS - TES TR		A Employer identification number: 54-6028968
Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908	Room/suite:	B Telephone number (see instructions): (404) 813-2126
City or town: ORLANDO	State: FL	ZIP code: 32802-1908
Foreign country name	Foreign province/state/county	Foreign postal code

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,072,935

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	42,803	43,296		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	131,414			
	b	Gross sales price for all assets on line 6a 939,868				
	7	Capital gain net income (from Part IV, line 2)		131,414		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	174,217	174,710	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,785	893		892
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,045	441		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,350			1,350
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,680	1,334	0	4,742
	25	Contributions, gifts, grants paid	30,554			30,554
	26	**Total expenses and disbursements.** Add lines 24 and 25	39,234	1,334	0	35,296
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	134,983			
	b	**Net investment income** (if negative, enter -0-)		173,376		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	75,571	95,668	95,667
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,626,597	1,741,483	1,977,268
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,702,168	1,837,151	2,072,935
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	1,702,168	1,837,151	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,702,168	1,837,151	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,702,168	1,837,151	

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	1,702,168
2	Enter amount from Part I, line 27a	2	134,983
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,837,151
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,837,151

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	131,414
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] 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			0 000000
2011			0 000000
2010			0 000000
2009			0 000000
2008			0 000000

2	**Total** of line 1, column (d)	2	0 000000
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 000000
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,468
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	3,468
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,468
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a 2,251		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,251
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,217
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** | **Refunded ▶**	11	0

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-2126
Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☒
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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		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.

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	1,785		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,888,193
b	Average of monthly cash balances	1b	82,599
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,970,792
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,970,792
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	29,562
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,941,230
6	**Minimum investment return.** Enter 5% of line 5	6	97,062

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

1	Minimum investment return from Part X, line 6			1	97,062
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,468		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,468
3	Distributable amount before adjustments Subtract line 2c from line 1			3	93,594
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	93,594
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	93,594

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	35,296
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	35,296
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	35,296

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				93,594
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012 31,188				
f	**Total** of lines 3a through e	31,188			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 35,296				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				35,296
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a))*	31,188			31,188
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				27,110
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ **3a**	30,554
b *Approved for future payment* NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	42,803	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	131,414	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		174,217	0

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 174,217

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara Alford | 4/7/2014 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		4/7/2014		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name					
BETH AHABAH CONGREGATION					
Street					
1111 W FRANKLIN ST					
City		**State**	**Zip Code**	**Foreign Country**	
RICHMOND		VA	23220-3709		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,819

Name					
GROVE AVE BAPTIST CHURCH					
Street					
12434 WALNUT HILL DRIVE					
City		**State**	**Zip Code**	**Foreign Country**	
ROCKVILLE		VA	23146		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,819

Name					
UNITED WAY					
Street					
P O BOX 11807					
City		**State**	**Zip Code**	**Foreign Country**	
RICHMOND		VA	23220		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,819

Name					
CHILDREN'S HOSPITAL					
Street					
2924 BROOK RD					
City		**State**	**Zip Code**	**Foreign Country**	
RICHMOND		VA	23220-1215		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,819

Name					
VIRGINIA BAPTIST HOME INC					
Street					
P O BOX 191					
City		**State**	**Zip Code**	**Foreign Country**	
CULPEPPER		VA	22701-0191		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,819

Name					
THE VIRGINIA HOME					
Street					
1101 HAMPTON ST					
City		**State**	**Zip Code**	**Foreign Country**	
RICHMOND		VA	23220-6605		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					3,819

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

Recipient(s) paid during the year

Name	CHILDRENS HOME SOCIETY OF VA
Street	4200 FITZHUGH AVE
City	RICHMOND
State	VA
Zip Code	23230
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,819

Name	GROVE AVENUE BAPTIST CHURCH ENDMNT
Street	12434 WALNUT HILL DRIVE
City	ROCKVILLE
State	VA
Zip Code	23146
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSES
Amount	3,821

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	22,324	Capital Gains/Losses	939,868	808,454	131,414
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	T ROWE PRICE INST L/C GRV	45775L408			4/17/2007		7/29/2013	16,509	10,958				0	5,551
2	X	T ROWE PRICE INST L/C GRV	45775L408			4/17/2007		10/7/2013	29,496	18,502				0	10,994
3	X	JANUS PERKINS SMALL CAP	47103C183			10/26/2009		3/11/2013	17,969	15,649				0	2,320
4	X	JANUS PERKINS SMALL CAP	47103C183			2/6/2012		3/11/2013	37	36				0	1
5	X	JANUS PERKINS SMALL CAP	47103C183			11/19/2012		3/11/2013	21,654	19,969				0	1,685
6	X	JOHN HANCOCK III DISCPLN	47803U640			3/11/2013		7/29/2013	9,743	8,736				0	1,007
7	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		7/29/2013	9,014	8,233				0	781
8	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		10/7/2013	19,919	18,074				0	1,845
9	X	MANNING & NAPIER WORLD (	563821545			11/19/2012		3/11/2013	7,726	6,954				0	772
10	X	MANNING & NAPIER WORLD (	563821545			11/19/2012		7/29/2013	1,000	877				0	123
11	X	MANNING & NAPIER WORLD (	563821545			11/19/2012		10/7/2013	4,518	3,785				0	733
12	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/7/2013	808	724				0	84
13	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		7/29/2013	1,079	998				0	81
14	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		10/7/2013	411	370				0	41
15	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		3/11/2013	41,221	34,481				0	6,740
16	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		7/29/2013	4,858	3,783				0	1,075
17	X	HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	163,844	146,928				0	16,916
18	X	T ROWE PRICE INSTL LARGE	45775L408			4/17/2007		3/11/2013	4,642	3,436				0	1,206
19	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		7/29/2013	5,132	2,521				0	2,611
20	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		10/7/2013	20,286	9,844				0	10,442
21	X	RIDGEWORTH INTERMEDIATI	76628T702			4/17/2007		7/29/2013	212,551	208,487				0	4,064
22	X	RIDGEWORTH INTERMEDIATI	76628T702			6/21/2007		7/29/2013	11,104	10,752				0	352
23	X	RIDGEWORTH INTERMEDIATI	76628T702			3/11/2013		7/29/2013	23,412	23,783				0	-371
24	X	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		3/11/2013	3,771	3,392				0	379
25	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		7/29/2013	3,274	2,657				0	617
26	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/7/2013	2,416	1,844				0	572
27	X	NEUBERGER BERMAN HIGH I	64128K868			9/21/2011		3/11/2013	26,079	24,201				0	1,878
28	X	NEUBERGER BERMAN HI IN B	64128K868			9/21/2011		7/29/2013	47,762	44,790				0	2,972
29	X	ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		7/29/2013	217	210				0	7
30	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		7/29/2013	2,432	2,238				0	194
31	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		3/11/2013	2,139	1,980				0	159
32	X	OPPENHEIMER DEVELOPING	683974505			7/29/2013		10/7/2013	4,751	4,470				0	281
33	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		10/7/2013	19,922	17,755				0	2,167
34	X	PIMCO LOW DURATION-I	693390304			2/22/2011		3/11/2013	70,363	69,959				0	404
35	X	PIMCO LOW DURATION-I	693390304			8/6/2012		3/11/2013	1,111	1,122				0	-11
36	X	PIMCO INVT GRADE CORP BD	722005816			11/19/2012		3/11/2013	8,261	8,455				0	-194
37	X	RIDGEWORTH LARGECAP VA	76628R672			10/20/2008		3/11/2013	70,721	42,622				0	28,099
38	X	RIDGEWORTH LARGECAP VA	76628R672			8/15/2011		3/11/2013	7,919	5,969				0	1,950
39	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		3/11/2013	1,141	612				0	529
40	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	355	298				0	57
41	X	VANGUARD M/B SECUR INDX	92206C755			8/6/2012		7/29/2013	14,749	15,167				0	-418
42	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		7/29/2013	445	380				0	65
43	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	2,783	2,453				0	330

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

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

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

		3,045	441	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	441	441		
2	PY EXCISE TAX DUE	353			
3	ESTIMATED EXCISE PAYMENTS	2,251			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,350	0	0	1,350
	Description				
1	COA FEES	1,350			1,350

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			1,626,597	1,741,483	0
1				0	
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	17,938	0
3	T ROWE PRICE INSTL LARGE-CAP GRWT		0	85,610	0
4	FORUM ABSOLUTE STRATEGIES-I		0	96,771	0
5	MANNING & NAPIER WORLD OPPTYS-A		0	124,511	0
6	EATON VANCE FLTG-RT-I		0	50,357	0
7	RIDGEWORTH FD-LARGECAP VAL EQTY		0	24,121	0
8	FEDERATED STRATEGIC VALUE-I		0	80,146	0
9	PIMCO INVT GRADE CORP BD-I		0	117,110	0
10	ABERDEEN EQUITY LONG SHORT-I		0	35,980	0
11	OPPENHEIMER DEVELOPING MKTS INST		0	63,015	0
12	JOHN HANCOCK III DISCIPLINED VALUE-I		0	99,125	0
13	DOUBLELINE TOTAL RETURN BD-I		0	144,669	0
14	JPMORGAN TR I US EQUITY-I		0	99,183	0
15	PIMCO EMERGING LOCAL BD-I		0	44,030	0
16	MAINSTAY ICAP INTL-I		0	80,396	0
17	ADVISORS CAMBIAR SMALL CAP-I		0	35,650	0
18	PIMCO 1-5 YR US TIPS INDEX ETF		0	80,304	0
19	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	120,556	0
20	GOLDMAN SACHS LOCAL EMRG MKTS DE		0	44,344	0
21	VANGUARD MTG BACKED SECS INDEX-S		0	102,296	0
22	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	30,250	0
23	OSTERWEIS STRATEGIC INCOME-I		0	50,457	0
24	WASATCH LONG/SHORT-I		0	33,548	0
25	WESTERN ASSET MTG BKD SEC-I		0	81,116	0

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

	Amount
Long Term CG Distributions	22,324
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						917,544	0	0	808,454	109,090	0	0	0	109 090
1	T ROWE PRICE INST L/C GRWTH	45775L408		4/17/2007	7/29/2013	16,509		0	10,958	5,551	0	0	0	5,551
2	T ROWE PRICE INST L/C GRWTH	45775L408		4/17/2007	10/7/2013	29,496		0	18,502	10,994	0	0	0	10,994
3	JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/26/2009	3/11/2013	17,969		0	15,649	2,320	0	0	0	2 320
4	JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/6/2012	3/11/2013	37		0	36	1	0	0	0	1
5	JANUS PERKINS SMALL CAP VALUE-I	47103C183		11/19/2012	3/11/2013	21,654		0	19,969	1,685	0	0	0	1,685
6	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	7/29/2013	9,743		0	8,736	1,007	0	0	0	1,007
7	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	7/29/2013	9,014		0	8,233	781	0	0	0	781
8	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	19,919		0	18,074	1,845	0	0	0	1,845
9	MANNING & NAPIER WORLD OPPTYS-A	563821545		11/19/2012	3/11/2013	7,726		0	6,954	772	0	0	0	772
10	MANNING & NAPIER WORLD OPPOR	563821545		11/19/2012	7/29/2013	1 000		0	877	123	0	0	0	123
11	MANNING & NAPIER WORLD OPPOR	563821545		11/19/2012	10/7/2013	4,518		0	3,785	733	0	0	0	733
12	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/7/2013	808		0	724	84	0	0	0	84
13	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	7/29/2013	1,079		0	998	81	0	0	0	81
14	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	10/7/2013	411		0	370	41	0	0	0	41
15	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	3/11/2013	41,221		0	34 481	6 740	0	0	0	6 740
16	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	7/29/2013	4,858		0	3 783	1,075	0	0	0	1,075
17	HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	163,844		0	146,928	16,916	0	0	0	16,916
18	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		4/17/2007	3/11/2013	4,642		0	3,436	1,206	0	0	0	1 206
19	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	7/29/2013	5,132		0	2,521	2,611	0	0	0	2,611
20	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	10/7/2013	20,286		0	9,844	10,442	0	0	0	10 442
21	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		4/17/2007	7/29/2013	212,551		0	208 487	4,064	0	0	0	4,064
22	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		6/21/2007	7/29/2013	11,104		0	10,752	352	0	0	0	352
23	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		3/11/2013	7/29/2013	23 412		0	23 783	-371	0	0	0	-371
24	T ROWE PRICE DIVRSFD SMALLCAP G	779917103		9/4/2012	3/11/2013	3,771		0	3,392	379	0	0	0	379
25	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	7/29/2013	3,274		0	2,657	617	0	0	0	617
26	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	10/7/2013	2,416		0	1,844	572	0	0	0	572
27	NEUBERGER BERMAN HIGH INCOME B	64128K868		9/21/2011	3/11/2013	26,079		0	24 201	1,878	0	0	0	1 878
28	NEUBERGER BERMAN HI IN B-INS	64128K868		9/21/2011	7/29/2013	47,762		0	44,790	2,972	0	0	0	2 972
29	ABERDEEN-EQY LONG SHORT-IN	003020336		3/11/2013	7/29/2013	217		0	210	7	0	0	0	7
30	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	7/29/2013	2 432		0	2,238	194	0	0	0	194
31	OPPENHEIMER DEVELOPING MKTS INS	683974505		11/19/2012	3/11/2013	2 139		0	1,980	159	0	0	0	159
32	OPPENHEIMER DEVELOPING MKT-Y	683974505		7/29/2013	10/7/2013	4 751		0	4,470	281	0	0	0	281
33	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	10/7/2013	19,922		0	17,755	2,167	0	0	0	2,167
34	PIMCO LOW DURATION-I	693390304		2/22/2011	3/11/2013	70,363		0	69 959	404	0	0	0	404
35	PIMCO LOW DURATION-I	693390304		8/6/2012	3/11/2013	1,111		0	1,122	-11	0	0	0	-11
36	PIMCO INVT GRADE CORP BD-I	722005816		11/19/2012	3/11/2013	8,261		0	8,455	-194	0	0	0	-194
37	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		10/20/2008	3/11/2013	70 721		0	42,622	28 099	0	0	0	28,099
38	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		8/15/2011	3/11/2013	7,919		0	5,969	1 950	0	0	0	1,950
39	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	3/11/2013	1,141		0	612	529	0	0	0	529
40	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	10/7/2013	355		0	298	57	0	0	0	57
41	VANGUARD M/B SECUR INDX-SIG	92206C755		8/6/2012	7/29/2013	14,749		0	15,167	-418	0	0	0	-418
42	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	7/29/2013	445		0	380	65	0	0	0	65
43	WASATCH LONG/SHORT FD	936793835		8/6/2012	3/11/2013	2,783		0	2,453	330	0	0	0	330

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										1,785	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	1,785		

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

		Date		Amount
1	Credit from prior year return .		1	0
2	First quarter estimated tax payment	5/13/2013	2	563
3	Second quarter estimated tax payment	6/13/2013	3	563
4	Third quarter estimated tax payment .	9/10/2013	4	563
5	Fourth quarter estimated tax payment .	12/11/2013	5	562
6	Other payments		6	
7	Total		7	2,251