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Form **990-PF****Return of Private Foundation**  
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

LOUIS D. MYERLEY TES TR

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 1908

City or town

State

ZIP code

ORLANDO

FL

32802-1908

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

54-6029980

B Telephone number (see instructions)

(804) 273-7788

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 ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ \$ 519,196J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	9,585	9,609		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	27,123			
b Gross sales price for all assets on line 6a 212,883				
7 Capital gain net income (from Part IV, line 2)		27,123		
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 <b>Total.</b> Add lines 1 through 11	36,708	36,732	0	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc	370	185		185
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)	231	177		
19 Depreciation (attach schedule) and depletion				
20 Occurrence				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	616			
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	3,717	362	0	2,685
25 Contributions, gifts, grants paid	5,399			5,399
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	9,116	362	0	8,084
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	27,592			
b Net investment income (if negative, enter -0-)		36,370		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

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Form 990-PF (2013) LOUIS D. MYERLEY TES TR

54-6029980

Page 2

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	14,771	23,003	23,003
	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)			
Liabilities	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	415,237	434,597	496,194
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	430,008	457,600	519,197
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds	430,008	457,600	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	430,008	457,600	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	430,008	457,600	

**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	430,008
2	Enter amount from Part I, line 27a	2	27,592
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	457,600
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	457,600

Form 990-PF (2013)

LOUIS D. MYERLEY TES TR

54-6029980

Page 3

**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) FMV 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	27,123
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }			3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☒ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 0

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	727	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	727	
<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>	727	
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	165	
<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>	165	
<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>	562	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 273-7788 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	▶ <input checked="" type="checkbox"/>		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 2012, 2013, 2014, 2015		
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. ▶ 2012, 2013, 2014, 2015		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945–5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

N/A

6b

X

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	370		

**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		
<b>Total number of others receiving over \$50,000 for professional services</b>		

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total. Add lines 1 through 3</b>	

0



**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>	467,926
<b>b</b>	Average of monthly cash balances	<b>1b</b>	17,547
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	485,473
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	485,473
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	7,282
<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>	478,191
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	23,910

**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>	23,910
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	727
<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>	727
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	23,183
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	23,183
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	23,183

**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>	8,084
<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>	8,084
<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>	8,084

**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.

Form 990-PF (2013)

LOUIS D. MYERLEY TES TR

54-6029980

Page 9

**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				23,183
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			11,807	
<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> Total of lines 3a through e	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 8,084				
<b>a</b> Applied to 2012, but not more than line 2a			8,084	
<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 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			3,723	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				23,183
<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> Excess distributions carryover to 2014. 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)

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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

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

N/A

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

N/A

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

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

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

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

- c** Any submission deadlines.

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

**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			<b>3a</b>	5,399
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			<b>3b</b>	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	9,600	
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	27,123	
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		36,723	0
13	Total. Add line 12, columns (b), (d), and (e)				13 36,723	36,723

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]



LOUIS D. MYERLEY TES TR

54-6029980 Page 1 of 1

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

Recipient(s) paid during the year

Name

AUGUSTA HEALTH CARE, INC

Street

P O BOX 100

City

FISHERVILLE

State

VA

Zip Code

22939

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,399

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

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		6,068			Capital Gains/Losses		212,883		185,760		27,123			
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 WASATCH LONG/SHORT FUN	936793769			7/29/2013		10/7/2013	63	62				0	1
2	X WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	74	62				0	12
3	X CAMBIAR SMALL CAP-INS	0075W0593			2/15/2011		7/29/2013	490	417				0	73
4	X CAMBIAR SMALL CAP-INS	0075W0593			2/15/2011		10/7/2013	162	134				0	28
5	X DOUBLELINE TOTAL RETURN	258620103			11/19/2012		3/11/2013	2,285	2,299				0	-14
6	X EATON VANCE ATLANTA CAP	277902698			3/11/2013		7/29/2013	197	182				0	15
7	X EATON VANCE ATLANTA CAP	277902698			3/11/2013		10/7/2013	83	75				0	8
8	X FEDERATED STRATEGIC VAL	314172560			2/28/2011		3/11/2013	3,870	3,326				0	544
9	X FEDERATED STRATEGIC VAL	314172560			3/10/2011		3/11/2013	2,315	2,147				0	368
10	X FEDERATED STRATEGIC VAL	314172560			7/18/2011		3/11/2013	4,303	3,796				0	507
11	X FEDERATED STRATEGIC VAL	314172560			2/15/2011		3/11/2013	3,283	2,784				0	499
12	X FEDERATED STRATEGIC VAL	314172560			2/15/2011		7/29/2013	866	684				0	182
13	X HARBOR CAP APPRECIATION	411511504			11/10/2011		3/11/2013	26,080	21,651				0	4,229
14	X HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	13,228	11,862				0	1,366
15	X HARBOR CAP APPRECIATION	411511504			8/6/2012		3/11/2013	4,810	4,384				0	426
16	X T. ROWE PRICE INST LAC GRV	45775L408			1/18/2011		7/29/2013	2,591	1,934				0	657
17	X T. ROWE PRICE INST LAC GRV	45775L408			1/18/2011		10/7/2013	4,211	2,670				0	1,241
18	X T. ROWE PRICE INST LAC GRV	45775L408			1/27/2011		10/7/2013	3,429	2,407				0	1,022
19	X JOHN HANCOCK III DISCIPLIN	47803U640			3/11/2013		7/29/2013	2,569	2,304				0	265
20	X JPMORGAN U.S. EQUITY FUN	4812A1142			7/29/2013		10/7/2013	278	276				0	2
21	X JPMORGAN U.S. EQUITY FUN	4812A1142			3/11/2013		10/7/2013	17,016	15,440				0	1,576
22	X MANNING & NAPIER WORLD	563821545			7/18/2011		3/11/2013	1,558	1,668				0	-110
23	X MANNING & NAPIER WORLD	563821545			7/18/2011		10/7/2013	1,630	1,624				0	6
24	X NEUBERGER BERMAN HI IN F	64128K968			8/6/2012		3/11/2013	5,957	5,639				0	118
25	X NEUBERGER BERMAN HI IN F	64128K968			9/12/2012		7/29/2013	11,102	10,375				0	728
26	X ADVISORS CAMBIAR SMALL C	0075W0593			2/15/2011		3/11/2013	852	789				0	63
27	X RIDGEWORTH INTERMEDIAT	78628R702			6/21/2007		7/29/2013	485	470				0	15
28	X NEUBERGER BERMAN HI IN F	64128K968			2/6/2012		7/29/2013	345	333				0	12
29	X NEUBERGER BERMAN HI IN F	64128K968			8/6/2012		7/29/2013	231	229				0	2
30	X OPPENHEIMER DEVELOPING	683974505			4/27/2011		7/29/2013	268	283				0	-15
31	X RIDGEWORTH INTERMEDIAT	78628R702			3/11/2013		7/29/2013	2,685	2,728				0	-43
32	X OPPENHEIMER DEVELOPING	683974505			12/29/2010		10/7/2013	3,038	2,922				0	116
33	X T. ROWE PRICE DIVERSD SMA	779917103			9/4/2012		3/11/2013	845	580				0	65
34	X OPPENHEIMER DEVELOPING	683974505			1/18/2011		10/7/2013	2,519	2,423				0	96
35	X OPPENHEIMER DEVELOPING	683974505			4/27/2011		10/7/2013	520	526				0	3
36	X OPPENHEIMER DEVELOPING	683974505			5/27/2011		10/7/2013	349	335				0	14
37	X PIMCO LOW DURATION-I	693390304			5/27/2011		3/11/2013	12,178	12,236				0	-58
38	X PIMCO LOW DURATION-I	693390304			2/6/2012		3/11/2013	626	624				0	2
39	X PIMCO INV. GRADE CORP BT	722005819			7/22/2009		3/11/2013	3,292	2,944				0	348
40	X RIDGEWORTH LARGE CAP VA	78628R672			1/18/2011		3/11/2013	6,985	5,552				0	1,136
41	X RIDGEWORTH LARGE CAP VA	78628R672			1/27/2011		3/11/2013	5,489	4,603				0	886
42	X T. ROWE PRICE DIVERS S.C.G	779917103			8/4/2012		7/29/2013	669	543				0	126
43	X RIDGEWORTH LARGE CAP VA	78628R672			7/18/2011		3/11/2013	11,049	9,189				0	1,860
44	X RIDGEWORTH LARGE CAP VA	78628R672			12/29/2010		3/11/2013	2,944	2,413				0	531
45	X RIDGEWORTH LARGE CAP VA	78628R672			12/29/2010		7/29/2013	1,184	889				0	295
46	X RIDGEWORTH LARGE CAP VA	78628R672			12/29/2010		10/7/2013	4,978	3,691				0	1,287
47	X RIDGEWORTH INTERMEDIAT	78628R702			4/17/2007		7/29/2013	20,062	19,784				0	278
48	X T. ROWE PRICE DIVERS S.C.G	779917103			9/4/2012		10/7/2013	501	428				0	133
49	X VANGUARD MBS SECUR INDX	92206C755			3/11/2013		7/29/2013	9,281	9,440				0	-159
50	X T. ROWE PRICE INST LAC GRV	45775L408			3/11/2013		7/29/2013	1,608	1,442				0	166
51	X WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	1,340	1,181				0	159



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

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

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

		231	177	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	177	177		
2	ESTIMATED EXCISE PAYMENT	54			

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

		616	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		616			

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

			415,237	434,597	496,194
	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENT			0	496,194
2	EATON VANCE ATLANTA CAP SMID-CAP-		0	4,463	0
3	T ROWE PRICE INSTL LARGE-CAP GRWT		0	33,619	0
4	FORUM ABSOLUTE STRATEGIES-I		0	24,947	0
5	MANNING & NAPIER WORLD OPPTYS-A		0	55,473	0
6	EATON VANCE FLTG-RT-I		0	12,527	0
7	RIDGEWORTH FD-LARGCAP VAL EQTY		0	10,633	0
8	FEDERATED STRATEGIC VALUE-I		0	20,014	0
9	PIMCO INVT GRADE CORP BD-I		0	9,524	0
10	ABERDEEN EQUITY LONG SHORT-I		0	14,219	0
11	OPPENHEIMER DEVELOPING MKTS INST		0	27,174	0
12	JOHN HANCOCK III DISCIPLINED VALUE-I		0	31,400	0
13	DOUBLELINE TOTAL RETURN BD-I		0	25,695	0
14	JPMORGAN TR I US EQUITY-I		0	22,322	0
15	PIMCO EMERGING LOCAL BD-I		0	10,940	0
16	MAINSTAY ICAP INTL-I		0	32,501	0
17	ADVISORS CAMBIAR SMALL CAP-I		0	7,960	0
18	PIMCO 1-5 YR US TIPS INDEX ETF		0	9,972	0
19	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	15,009	0
20	GOLDMAN SACHS LOCAL EMRG MKTS DE		0	11,014	0
21	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	7,512	0
22	OSTERWEIS STRATEGIC INCOME-I		0	12,552	0
23	WASATCH LONG/SHORT-I		0	25,038	0
24	WESTERN ASSET MTG BKD SEC-I		0	10,089	0

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

Long Term CG Distributions		Amount	Short Term CG Distributions		Amount	206,815		0	0	185,760	21,055	0	0	21,055
		0,060			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 12/31/13	Adjusted Basis as of 12/31/13	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	
1 WASATCH LONG/SHORT FUND-INS	936753789		7/29/2013	10/7/2013	83		0	62	21	0	0	0	21	
2 WASATCH LONG/SHORT FUND-INS	936753789		8/6/2012	10/7/2013	74		0	63	11	0	0	0	11	
3 CAMBIAR SMALL CAP-INS	0075W0593		2/15/2011	7/29/2013	490		0	417	73	0	0	0	73	
4 CAMBIAR SMALL CAP-INS	0075W0593		2/15/2011	10/7/2013	162		0	134	28	0	0	0	28	
5 DOUBLELINE TOTAL RETURN BD-I	256620103		1/18/2012	3/11/2013	2,285		0	2,299	-14	0	0	0	-14	
6 EATON VANCE ATLANTA CAPITAL SMIT	277902698		3/11/2013	7/29/2013	197		0	192	5	0	0	0	5	
7 EATON VANCE ATLANTA CAPITAL SMIT	277902698		3/11/2013	10/7/2013	83		0	75	8	0	0	0	8	
8 FEDERATED STRATEGIC VALUE I	314172560		2/28/2011	3/11/2013	3,870		0	3,326	544	0	0	0	544	
9 FEDERATED STRATEGIC VALUE I	314172560		3/10/2011	3/11/2013	2,515		0	2,147	368	0	0	0	368	
10 FEDERATED STRATEGIC VALUE I	314172560		7/18/2011	3/11/2013	4,303		0	3,796	507	0	0	0	507	
11 FEDERATED STRATEGIC VALUE I	314172560		2/15/2011	3/11/2013	3,283		0	2,784	499	0	0	0	499	
12 FEDERATED STRATEGIC VAL DIV IS	314172560		2/15/2011	7/29/2013	866		0	864	2	0	0	0	2	
13 HARBOR CAP APPRECIATION-I	411511504		1/10/2011	3/11/2013	26,080		0	21,851	4,229	0	0	0	4,229	
14 HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	13,228		0	11,862	1,366	0	0	0	1,366	
15 HARBOR CAP APPRECIATION-I	411511504		8/6/2012	3/11/2013	4,810		0	4,354	456	0	0	0	456	
16 T. ROWE PRICE INST LUC GRWTH	45775L408		1/18/2011	7/29/2013	2,591		0	1,934	657	0	0	0	657	
17 T. ROWE PRICE INST LUC GRWTH	45775L408		1/18/2011	10/7/2013	4,211		0	2,870	1,341	0	0	0	1,341	
18 T. ROWE PRICE INST LUC GRWTH	45775L408		1/27/2011	10/7/2013	3,429		0	2,407	1,022	0	0	0	1,022	
19 JOHN HANCOCK IR DISCIPLIN V-I	47803U840		3/11/2013	7/29/2013	2,569		0	2,304	265	0	0	0	265	
20 JPMORGAN U.S. EQUITY FUND-INST	4812A1142		7/29/2013	10/7/2013	278		0	276	2	0	0	0	2	
21 JPMORGAN U.S. EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	17,016		0	15,440	1,576	0	0	0	1,576	
22 MANNING & NAPIER WORLD OPP-ITS-A	563821545		7/18/2011	3/11/2013	1,558		0	1,668	-110	0	0	0	-110	
23 MANNING & NAPIER WORLD OPP-ITS-A	563821545		7/18/2011	10/7/2013	1,630		0	1,624	6	0	0	0	6	
24 NEUBERGER BERMAN HIGH INCOME	864128X868		8/6/2012	3/11/2013	5,957		0	5,839	118	0	0	0	118	
25 NEUBERGER BERMAN HI IN B-INS	84128X868		9/12/2011	7/29/2013	11,102		0	10,378	724	0	0	0	724	
26 ADVISORS CAMBIAR SMALL CAP-I	0075W0593		2/15/2011	3/11/2013	852		0	789	63	0	0	0	63	
27 RIDGEWORTH INTERMEDIATE BD #RG	766281702		6/27/2007	7/29/2013	485		0	470	15	0	0	0	15	
28 NEUBERGER BERMAN HI IN B-INS	84128X868		2/6/2012	7/29/2013	345		0	333	12	0	0	0	12	
29 NEUBERGER BERMAN HI IN B-INS	84128X868		8/6/2012	7/29/2013	731		0	729	2	0	0	0	2	
30 OPPENHEIMER DEVELOPING MKT Y	683974505		4/27/2011	7/29/2013	268		0	283	-15	0	0	0	-15	
31 RIDGEWORTH INTERMEDIATE BD #RG	766281702		3/11/2013	7/29/2013	2,685		0	2,728	-43	0	0	0	-43	
32 OPPENHEIMER DEVELOPING MKT Y	683974505		12/29/2010	10/7/2013	3,038		0	2,822	216	0	0	0	216	
33 T. ROWE PRICE DIVERSD SMALLCAP G	779917103		9/4/2012	3/11/2013	645		0	586	59	0	0	0	59	
34 OPPENHEIMER DEVELOPING MKT Y	683974505		1/18/2011	10/7/2013	2,519		0	2,423	96	0	0	0	96	
35 OPPENHEIMER DEVELOPING MKT Y	683974505		4/27/2011	10/7/2013	529		0	526	3	0	0	0	3	
36 OPPENHEIMER DEVELOPING MKT Y	683974505		5/27/2011	10/7/2013	349		0	335	14	0	0	0	14	
37 PIMCO LOW DURATION-I	693390304		5/27/2011	3/11/2013	12,178		0	12,236	-58	0	0	0	-58	
38 PIMCO LOW DURATION-I	693390304		2/8/2012	3/11/2013	626		0	624	2	0	0	0	2	
39 PIMCO INVY GRADE CORP BD-I	722005816		2/2/2009	3/11/2013	3,262		0	2,844	418	0	0	0	418	
40 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		1/18/2011	3/11/2013	6,868		0	5,852	1,016	0	0	0	1,016	
41 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/7/2011	3/11/2013	5,488		0	4,863	625	0	0	0	625	
42 T. ROWE PRICE DIVERS SAC GRTH	779917103		9/4/2012	7/29/2013	689		0	543	146	0	0	0	146	
43 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		7/18/2011	3/11/2013	11,049		0	9,188	1,860	0	0	0	1,860	
44 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/29/2010	3/11/2013	2,944		0	2,413	531	0	0	0	531	
45 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/29/2010	7/29/2013	1,184		0	889	295	0	0	0	295	
46 RIDGEWORTH LARGE CAP VALUE EOT	76628R872		12/29/2010	10/7/2013	4,878		0	3,891	987	0	0	0	987	
47 RIDGEWORTH INTERMEDIATE BD #RG	766281702		4/17/2007	7/29/2013	20,062		0	19,764	298	0	0	0	298	
48 T. ROWE PRICE DIVERS SAC GRTH	779917103		9/4/2012	10/7/2013	561		0	428	133	0	0	0	133	
49 VANGUARD MFS SECUR INDX SIG	92206C155		3/11/2013	7/29/2013	9,281		0	9,440	-159	0	0	0	-159	
50 T. ROWE PRICE INST LUC GRWTH	45775L408		3/11/2013	7/29/2013	1,608		0	1,442	166	0	0	0	166	
51 WASATCH LONG/SHORT FD	936753835		8/6/2012	3/11/2013	1,340		0	1,181	159	0	0	0	159	

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

370											0	0
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	
SUNTRUST BANKS INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	370			

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

	Date		Amount
1 Credit from prior year return		1	111
2 First quarter estimated tax payment	5/13/2013	2	54
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	165

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

<b>1</b>	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	<b>1</b>	<u>11,807</u>
<b>2</b>		<b>2</b>	
<b>3</b>		<b>3</b>	
<b>4</b>		<b>4</b>	
<b>5</b>		<b>5</b>	
<b>6</b>		<b>6</b>	
<b>7</b>		<b>7</b>	
<b>8</b>		<b>8</b>	
<b>9</b>		<b>9</b>	
<b>10</b>	Total	<b>10</b>	<u>11,807</u>