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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 <b>LOUIS D. MYERLEY TES TR</b>			A Employer identification number <b>54-6029980</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>		Room/suite	B Telephone number (see instructions) <b>(804) 273-7788</b>						
City or town <b>ORLANDO</b>	State <b>FL</b>	ZIP code <b>32802-1908</b>							
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here ► <input type="checkbox"/>						
<b>G</b> Check all that apply <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here ► <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity								
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<b>H</b> Check type of organization <table border="0"> <tr> <td><input type="checkbox"/> Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table>			<input type="checkbox"/> Section 501(c)(3) exempt private foundation	<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
<input type="checkbox"/> Section 501(c)(3) exempt private foundation									
<input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust									
<input type="checkbox"/> Other taxable private foundation									
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ <b>519,196</b>			E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>						
<b>J</b> Accounting method <table border="0"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> (Part I, column (d) must be on cash basis)			<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual								
<input type="checkbox"/> Other (specify) _____									

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)
Revenue	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				
	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 Total. Add lines 1 through 11	36,708	36,732	0		
Operating and Administrative Expenses	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 RECEIVED				
	18 Taxes (attach schedule) (see instructions)	231	177		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy MAY 19 2014				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	616			
	24 Total operating and administrative expenses.	3,717	362	0	2,685
Add lines 13 through 23					
25 Contributions, gifts, grants paid	5,399			5,399	
26 Total expenses and disbursements. 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)

HTA

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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
	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)				
	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 Total assets (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 Total liabilities (add lines 17 through 22)		0	0	
	Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	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 Total net assets or fund balances (see instructions)		430,008	457,600	
	31 Total liabilities and net assets/fund balances (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 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	457,600

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

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

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 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)**

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)

1 727

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

3 727

4 727

5 727

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 165

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 7 165

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** ► 9 562

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**

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 Yes X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?  
*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* 1b X

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  
*VA* 8b X

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* 9 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)**

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 Located at ► P.O. BOX 1908 ORLANDO FL	Telephone no ► (804) 273-7788 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	☒
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 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.

1a	During the year did the foundation (either directly or indirectly)	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	☒
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	☒
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	☒
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	☒
(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"/>	☒
(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"/>	☒
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"/>	
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?		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/>	☒
	If "Yes," list the years ► 2012, 2011, 2010, 2009		
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)		
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, 2011, 2010, 2009		
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"/>	☒
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)		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

<b>5a</b>	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(3) Provide a grant to an individual for travel, study, or other similar purposes?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?				
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/>		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
<b>c</b>	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>		
If "Yes" to 6b, file Form 8870				
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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	370		
-----				
-----				
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**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				
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000</b>				►

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**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	467,926
b	Average of monthly cash balances	1b	17,547
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	485,473
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	485,473
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	7,282
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	478,191
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	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 )

1	Minimum investment return from Part X, line 6	1	23,910
2a	Tax on investment income for 2013 from Part VI, line 5	2a	727
b	Income tax for 2013 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	727
3	Distributable amount before adjustments Subtract line 2c from line 1	3	23,183
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	23,183
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	23,183

**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	8,084
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,084
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	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

**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				23,183
2 Undistributed income, if any, as of the end of 2013			11,807	
a Enter amount for 2012 only				
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				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 8,084			8,084	
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				
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))				
6 Enter the net total of each column as indicated below:	0	0	3,723	23,183
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 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				
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				0
	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	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>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>				► 3a 5,399
<i>b Approved for future payment</i> NONE				
<b>Total</b>				► 3b 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 )
1	Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
5	Net rental income or (loss) from real estate:				14	9,600
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
13	Total. Add line 12, columns (b), (d), and (e)				13	36,723

(See worksheet in line 13 instructions to verify calculations )

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. 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.

	Yes	No
<b>1a(1)</b>		X
<b>1a(2)</b>		X
<b>1b(1)</b>		X
<b>1b(2)</b>		X
<b>1b(3)</b>		X
<b>1b(4)</b>		X
<b>1b(5)</b>		X
<b>1b(6)</b>		X
<b>1c</b>		X

**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

<b>Sign Here</b>	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		
 <u>Barbara Allen</u>	4/30/2014	 <b>TRUSTEE</b>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	May the IRS discuss this return with the preparer shown below (see instructions)?

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DONALD J ROMAN</b>	Preparer's signature 	Date <b>4/30/2014</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P00364310</b>
	Firm's name ► <b>PRICEWATERHOUSECOOPERS, LLP</b>		Firm's EIN ► <b>13-4008324</b>		
	Firm's address ► <b>600 GRANT STREET, PITTSBURGH PA 15219</b>		Phone no <b>412-355-6000</b>		

LOUIS D. MYERLEY TES TR

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**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**

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

		Amount	Tots						Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss		
			Capital Gains/Losses			Other sales			212,883		185,760		27,123		
Long Term CG Distributions		6,058					0		0						
Short Term CG Distributions															
Check "X" to indicate 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 CAMBRIAN SMALL CAP-INS	0075W0593	2/15/2011	7/29/2013	490	417					0			73	
4	X CAMBRIAN SMALL CAP-INS	0075W0593	2/15/2011	10/7/2013	162	134					0			28	
5	X DOUBLEDOME TOTAL RETURN	2586210103	1/1/2012	3/1/2013	2,285	2,299					0			-14	
6	X EATON VANCE ATLANTA CAP	277802696	3/1/2013	7/29/2013	197	182					0			15	
7	X EATON VANCE ATLANTA CAP	277802696	3/1/2013	10/7/2013	83	75					0			8	
8	X FEDERATED STRATEGIC VAL	314172560	2/28/2011	3/1/2013	3,670	3,326					0			544	
9	X FEDERATED STRATEGIC VAL	314172560	3/10/2011	3/1/2013	2,515	2,147					0			368	
10	X FEDERATED STRATEGIC VAL	314172560	7/18/2011	3/1/2013	4,303	3,795					0			499	
11	X FEDERATED STRATEGIC VAL	314172560	2/15/2011	3/1/2013	3,283	2,784					0			194	
12	X FEDERATED STRATEGIC VAL	314172560	7/29/2013	666	684					0			4,225		
13	X HARBOR CAP APPRECIATION	411511504	1/1/2011	3/1/2013	26,080	21,851					0			1,365	
14	X HARBOR CAP APPRECIATION	411511504	2/28/2012	3/1/2013	13,228	11,882					0			426	
15	X HARBOR CAP APPRECIATION	411511504	8/6/2012	3/1/2013	4,610	4,384					0			654	
16	X T ROWE PRICE INST L/C GRN	457751408	1/18/2011	7/29/2013	2,391	1,934					0			1,247	
17	X T ROWE PRICE INST L/C GRN	457751408	1/18/2011	10/7/2013	4,211	2,970					0			1,024	
18	X T ROWE PRICE INST L/C GRN	457751408	2/27/2011	10/7/2013	3,429	2,407					0			495	
19	X JOHN HANCOCK INDSPLM	478031540	3/11/2013	7/29/2013	2,569	2,304					0			1,578	
20	X UPMORGAN U.S. EQUITY FUN	48121A142	7/29/2013	10/7/2013	278	276					0			2	
21	X UPMORGAN U.S. EQUITY FUN	48121A142	3/12/2013	10/7/2013	17,016	15,440					0			116	
22	X MANNING & NAPIER WORLD	563821545	7/18/2011	3/1/2013	1,558	1,688					0			-130	
23	X MANNING & NAPIER WORLD	563821545	7/18/2011	10/7/2013	1,630	1,624					0			6	
24	X NEUBERGER BERMAN HIGH	64128K058	8/6/2012	3/1/2013	5,857	5,839					0			118	
25	X NEUBERGER BERMAN HI IN	64128K058	9/2/2011	7/29/2013	11,102	10,376					0			725	
26	X ADMSRS CAMBRIAN SMALL	0075W0593	2/15/2011	3/1/2013	852	789					0			63	
27	X RIDGEWORTH INTERMEDIAT	788281702	6/21/2007	7/29/2013	485	470					0			15	
28	X NEUBERGER BERMAN HI IN	64128K058	2/28/2012	7/29/2013	345	333					0			12	
29	X NEUBERGER BERMAN HI IN	64128K058	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	788281702	3/11/2013	7/29/2013	2,685	2,726					0			-41	
32	X OPPENHEIMER DEVELOPING	683974505	12/29/2010	10/7/2013	3,038	2,924					0			116	
33	X T ROWE PRICE DIVRSD SMA	779011703	9/4/2012	3/1/2013	645	580					0			65	
34	X OPPENHEIMER DEVELOPING	683974505	1/16/2011	10/7/2013	2,519	2,423					0			96	
35	X OPPENHEIMER DIV/DEP	683974505	4/27/2011	10/7/2013	529	526					0			3	
36	X OPPENHEIMER DEVELOPING	683974505	5/27/2011	10/7/2013	349	335					0			14	
37	X PIMCO LOW DURATION	693390304	3/11/2013	12,178	12,236					0			56		
38	X PIMCO LOW DURATION	693390304	2/28/2012	3/1/2013	626	624					0			2	
39	X PIMCO INV/ GRADE CORP	723005818	7/29/2013	3/1/2013	3,252	2,944					0			316	
40	X RIDGEWORTH LARGECAP VA	78828R872	1/18/2011	3/1/2013	6,885	5,852					0			1,136	
41	X RIDGEWORTH LARGECAP VA	78828R872	1/27/2011	3/1/2013	5,859	4,803					0			1,048	
42	X T ROWE PRICE DIVERS S/C G	779011703	8/4/2012	7/29/2013	5,459	5,433					0			126	
43	X RIDGEWORTH LARGECAP VA	78828R872	7/18/2011	3/1/2013	11,049	9,189					0			1,860	
44	X RIDGEWORTH LARGECAP VA	78828R872	12/29/2010	3/1/2013	2,881	2,413					0			533	
45	X RIDGEWORTH LARGECAP VA	78828R872	12/29/2010	7/29/2013	1,184	889					0			295	
46	X RIDGEWORTH LARGECAP VA	78828R872	12/29/2010	10/7/2013	4,978	3,661					0			1,317	
47	X RIDGEWORTH INTERMEDIAT	788281702	4/17/2007	7/29/2013	20,063	19,344					0			389	
48	X T ROWE PRICE DIVERS S/C G	779011703	8/4/2012	10/7/2013	561	428					0			133	
49	X VANGUARD MD SECUR INDX	92208C755	3/11/2013	7/29/2013	9,281	8,440					0			159	
50	X T ROWE PRICE INST L/C GRN	457751408	3/11/2013	7/29/2013	1,608	1,442					0			166	
51	X WASATCH LONG/SHORT ED	937393835	3/11/2013	3/1/2013	1,140	1,141					0			1	

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

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**

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

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	415,237	434,597	496,194
							FMV End of Year
1	OTHER INVESTMENT			0	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-LARGE CAP VAL EQTY		0	10,633			0
8	FEDERATED STRATEGIC VALUE-I		0	20,014			0
9	PIMCO INV'T 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 E		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		6,068		0		206,815		0		185,760		21,055		0		0		
Short Term CG Distributions				0																
Description of Property Sold		CUSIP #		How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allocated		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		
1	WASATCH LONG/SHORT FUND-INS	936793769		7/20/2013	10/7/2013			63				0	0	62		1	0	0	0	1
2	WASATCH LONG/SHORT U-LIN-INS	936793769		6/6/2012	10/7/2013			74				0	0	62		121	0	0	0	12
3	CAMBRI SMALL CAP INS	0075W0593		2/15/2011	7/29/2013			490				0	0	417		73	0	0	0	73
4	WASATCH LONG/SHORT FUND-INS	936793769		7/20/2013	10/7/2013			152				0	0	134		28	0	0	0	26
5	DOUBLELINE TOTAL RETURN BD-4	2770263103		1/1/2011	7/29/2013			2,265				0	0	2,265		44	0	0	0	13
6	EATON VANCE ATLANTA CAPITAL SMID	2770263103		3/11/2013	7/29/2013			197				0	0	153		44	0	0	0	13
7	EATON VANCE ATLANTA CAPITAL SMID	2770263103		3/11/2013	10/7/2013			63				0	0	75		8	0	0	0	8
8	FEDERATED STRATEGIC VALUE I	314172560		2/28/2011	3/1/2013			3,870				0	0	3,326		544	0	0	0	544
9	FEDERATED STRATEGIC VALUE-I	314172560		3/10/2011	3/1/2013			2,515				0	0	2,147		368	0	0	0	368
10	FEDERATED STRATEGIC VALUE I	314172560		7/18/2011	3/1/2013			4,303				0	0	3,795		501	0	0	0	501
11	FEDERATED STRATEGIC VALUE I	314172560		2/15/2011	3/1/2013			3,283				0	0	2,764		499	0	0	0	499
12	FEDERATED STRATEGIC VAL DIVS	314172560		2/15/2011	7/29/2013			856				0	0	684		172	0	0	0	172
13	JOHN HANCOCK DIVERSIFIED	478031640		1/1/2011	7/29/2013			265				0	0	265		0	0	0	0	4
14	HARBOR CAP APPRECIATION-I	411511504		6/6/2012	3/1/2013			12,255				0	0	11,625		630	0	0	0	630
15	HARBOR CAP APPRECIATION-I	411511504		6/6/2012	3/1/2013			4,810				0	0	4,354		456	0	0	0	456
16	IT ROWE PRICE INST LUC GRWTH	457751408		1/1/2011	7/29/2013			2,591				0	0	1,934		657	0	0	0	657
17	IT ROWE PRICE INST LUC GRWTH	457751408		1/18/2011	10/7/2013			4,211				0	0	2,970		1,241	0	0	0	1,241
18	IT ROWE PRICE INST LUC GRWTH	457751408		1/27/2011	10/7/2013			3,429				0	0	2,407		1,022	0	0	0	1,022
19	JOHN HANCOCK DISCPLN V4	478031640		3/1/2013	7/29/2013			2,569				0	0	2,304		265	0	0	0	265
20	MONROEWOOD EQUITY FUND-INST	81812A142		7/29/2013	10/7/2013			278				0	0	278		2	0	0	0	2
21	PRUDENTIAL U.S. DEVELPMT	81812A142		3/1/2013	10/7/2013			17,016				0	0	15,440		1,576	0	0	0	1,576
22	MANNING & NAPIER WORLD OPTSY-A	433121545		1/18/2011	3/1/2013			1,441				0	0	1,371		70	0	0	0	70
23	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	10/7/2013			1,630				0	0	1,624		6	0	0	0	6
24	NEUBERGER BERMAN HIGH INCOME	864128K904		8/6/2012	3/1/2013			5,957				0	0	5,639		118	0	0	0	118
25	NEUBERGER BERMAN HI IN B-WS	864128K904		9/12/2011	7/29/2013			11,102				0	0	10,376		726	0	0	0	726
26	ADVISORS CAMBRI SMALL CAP-I	0075W0593		2/15/2011	3/1/2013			852				0	0	789		63	0	0	0	63
27	RIDGEWORTH INTERMEDIATE BD-4RG	648281702		6/21/2007	7/29/2013			485				0	0	470		15	0	0	0	15
28	NEUBERGER BERMAN HI IN B-WS	864128K904		2/6/2012	7/29/2013			345				0	0	333		12	0	0	0	12
29	MONROEWOOD DEVELPMT BD-4RG	81812A142		3/1/2013	7/29/2013			231				0	0	229		2	0	0	0	2
30	OPPENHEIMER DEVELOPING MKT Y	633974505		4/27/2011	3/1/2013			1,000				0	0	937		63	0	0	0	63
31	RIDGEWORTH INTERMEDIATE BD-4RG	648281702		3/11/2013	7/29/2013			2,645				0	0	2,319		43	0	0	0	43
32	OPPENHEIMER DEVELOPING MKT Y	633974505		12/23/2010	10/7/2013			3,038				0	0	2,922		116	0	0	0	116
33	T ROWE PRICE DIVRSFD SMALL CAP G	779911703		9/4/2012	3/1/2013			645				0	0	560		65	0	0	0	65
34	OPPENHEIMER DEVELOPING MKT Y	633974505		1/18/2011	10/7/2013			2,519				0	0	2,423		98	0	0	0	98
35	OPPENHEIMER DEVELOPING MKT Y	633974505		4/27/2011	10/7/2013			529				0	0	526		3	0	0	0	3
36	PRUDENTIAL DEVELPMT BD-4RG	633974505		5/27/2011	10/7/2013			349				0	0	335		14	0	0	0	14
37	PIMCO LOW DURATION	693336934		5/27/2011	3/1/2013			17,178				0	0	12,336		58	0	0	0	58
38	PIMCO LOW DURATION	693336934		2/29/2009	3/1/2013			3,262				0	0	2,844		318	0	0	0	318
39	PIMCO HYGT GRADE CORP BD-4	722005816		2/29/2009	3/1/2013			3,262				0	0	2,844		318	0	0	0	318
40	RIDGEWORTH LARGE-CAP VALUE EQUITY	6628R8572		1/18/2011	3/1/2013			8,996				0	0	5,853		1,136	0	0	0	1,136
41	RIDGEWORTH LARGE-CAP VALUE EQUITY	6628R8572		1/27/2011	3/1/2013			5,469				0	0	4,603		886	0	0	0	886
42	T ROWE PRICE DIVRS SIC GRTH	779911703		9/4/2012	7/29/2013			659				0	0	543		126	0	0	0	126
43	RIDGEWORTH LARGE-CAP VALUE EQUITY	6628R8572		7/18/2011	3/1/2013			11,049				0	0	9,189		1,860	0	0	0	1,860
44	RIDGEWORTH LARGE-CAP VALUE EQUITY	6628R8572		12/29/2010	3/1/2013			2,644				0	0	2,413		531	0	0	0	531
45	RIDGEWORTH LARGE-CAP VALUE EQUITY	6628R8572		12/29/2010	7/29/2013			1,147				0	0	1,059		88	0	0	0	88
46	RIDGEWORTH LARGE-CAP VALUE EQUITY	6628R8572		12/29/2010	7/29/2013			4,012				0	0	3,651		1,361	0	0	0	1,361
47	RIDGEWORTH INTERMEDIATE BD-4RG	648281702		4/17/2007	7/29/2013			20,083				0	0	19,764		298	0	0	0	298
48	T ROWE PRICE DIVRS SIC GRTH	779911703		9/4/2012	10/7/2013			561				0	0	426		133	0	0	0	133
49	VANGUARD M&B SECUR IND SIC	92206C755		3/1/2013	7/29/2013			3,261				0	0	9,440		159	0	0	0	159
50	T ROWE PRICE INST LUC GRWTH	457751408		3/1/2013	7/29/2013			1,608				0	0	1,442		166	0	0	0	166
51	WASATCH LONG/SHORT FD	936793835		8/6/2012	3/1/2013			1,340				0	0	1,181		159	0	0	0	159

## 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	370	0	0
1	SUNTRUST BANKS INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS RECD	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	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**

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