Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: SUNTRUST BANK CHARITABLE-IRR TR

Number and street (or P O box number if mail is not delivered to street address): P O. BOX 1908 | Room/suite:

City or town: ORLANDO | State: FL | ZIP code: 32802-1908

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number: 54-6054608

B Telephone number (see instructions): (804) 782-7907

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 12,518,569

J 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).)

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	135,538	136,467		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	752,908			
	b	Gross sales price for all assets on line 6a 3,795,714				
	7	Capital gain net income (from Part IV, line 2)		752,908		
	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)	580,659	580,659		
	12	**Total.** Add lines 1 through 11	1,469,105	1,470,034	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	63,550	31,775		31,775
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,000			1,000
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,771	1,771		
	19	Depreciation (attach schedule) and depletion	86,739	86,739		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	44,030	44,030		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	197,090	164,315	0	32,775
	25	Contributions, gifts, grants paid	1,528,958			1,528,958
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,726,048	164,315	0	1,561,733
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-256,943			
	b	**Net investment income** (if negative, enter -0-)		1,305,719		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.
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
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,147,195	1,442,091	1,442,091
	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)	5,697,346	6,245,000	11,076,479
	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)	7,844,541	7,687,091	12,518,570
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,844,541	7,687,091	
	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)	7,844,541	7,687,091	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,844,541	7,687,091	

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	7,844,541
2	Enter amount from Part I, line 27a	2	-256,943
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	99,493
4	Add lines 1, 2, and 3	4	7,687,091
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	7,687,091

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	752,908
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	1,102,397	11,868,375	0 092885
2011	144,930	10,748,939	0 013483
2010	2,281,268	8,846,030	0.257886
2009	124,657	9,941,726	0.012539
2008	558,219	8,192,226	0 068140

2	**Total** of line 1, column (d)	2	0 444933
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	0.088987
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,539,311
5	Multiply line 4 by line 3	5	1,026,849
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,057
7	Add lines 5 and 6	7	1,039,906
8	Enter qualifying distributions from Part XII, line 4	8	1,561,733

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter: ______________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	13,057
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	13,057
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	13,057
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 11,116		
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	11,116
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,941
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** | **Refunded ▶**	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (804) 782-7907
Located at ▶ SHIRLEY SWARTWOUT RICHMOND VA ZIP+4 ▶ 23219

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 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? **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 BANK 919 EAST MAIN ST RICHMOND, VA 23219	TRUSTEE VARIOUS	63,550		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	10,667,647
b	Average of monthly cash balances	1b	1,047,390
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,715,037
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	11,715,037
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	175,726
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,539,311
6	**Minimum investment return.** Enter 5% of line 5	6	576,966

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	576,966
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13,057		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,057
3	Distributable amount before adjustments Subtract line 2c from line 1			3	563,909
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	563,909
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	563,909

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	1,561,733
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,561,733
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	13,057
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,548,676

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					563,909
2	Undistributed income, if any, as of the end of 2013:					
a	Enter amount for 2012 only				0	
b	Total for prior years. 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2013.					
a	From 2008					
b	From 2009					
c	From 2010	1,314,395				
d	From 2011					
e	From 2012	531,210				
f	**Total** of lines 3a through e		1,845,605			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,561,733					
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					563,909
e	Remaining amount distributed out of corpus		997,824			
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:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,843,429			
b	Prior years' undistributed income Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions				0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0
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		2,843,429			
10	Analysis of line 9:					
a	Excess from 2009					
b	Excess from 2010	1,314,395				
c	Excess from 2011					
d	Excess from 2012	531,210				
e	Excess from 2013	997,824				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

CHERYL HECHLER C/O SUNTRUST BANK 919 E MAIN STREET RICHMOND, VA 23219

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

SEE ATTACHED

c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . ▶ 3a				1,528,958
b *Approved for future payment*				
NONE				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		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	135,538	
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	752,908	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a BUCKHORN PARTNERHIP K			01	580,659	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,469,105	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,469,105

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara Allred — 4/30/2014 — TRUSTEE

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J. ROMAN		4/30/2014		P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	SUNTRUST FOUNDATION
Street	919 E MAIN STREET
City	RICHMOND
State	VA
Zip Code	23219
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL OPERATING
Amount	1,528,958

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
Long Term CG Distributions	69,737
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	3,795,714	3,042,806	752,908
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	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		3/11/2013	12,734	11,385				0	1,349
2	X	CAMBIAR SMALL CAP-INS	0075W0593			3/28/2011		7/29/2013	74,421	61,220				0	13,201
3	X	CAMBIAR SMALL CAP-INS	0075W0593			3/28/2011		10/7/2013	700	561				0	139
4	X	EATON VANCE ATLANTA CAP	277902698			7/29/2013		10/7/2013	4,975	4,846				0	129
5	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		3/11/2013	257,221	228,591				0	28,630
6	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		7/29/2013	13,428	11,110				0	2,318
7	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		3/11/2013	2,203	1,561				0	642
8	X	GOLDMAN SACHS GRTH OPP	38142Y401			11/3/2009		7/29/2013	163,205	107,844				0	55,361
9	X	GOLDMAN SACHS GRTH OPP	38142Y401			7/18/2011		7/29/2013	19,344	12,782				0	6,562
10	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/8/2011		7/29/2013	25,446	16,815				0	8,631
11	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		3/11/2013	331,526	246,063				0	85,463
12	X	HARBOR CAP APPRECIATION	411511504			6/24/2010		3/11/2013	54,128	40,174				0	13,954
13	X	HARBOR CAP APPRECIATION	411511504			1/26/2011		3/11/2013	6,346	4,710				0	1,636
14	X	HARBOR CAP APPRECIATION	411511504			7/18/2011		3/11/2013	190,030	141,043				0	48,987
15	X	HARBOR CAP APPRECIATION	411511504			8/8/2011		3/11/2013	26,872	19,944				0	6,928
16	X	HARTFORD DIVIDEND & GRO	416645828			4/6/2010		3/11/2013	246,880	196,491				0	50,389
17	X	HARTFORD DIVIDEND & GRO	416645828			6/24/2010		3/11/2013	69,587	55,384				0	14,203
18	X	HARTFORD DIVIDEND & GRO	416645828			1/26/2011		3/11/2013	26,974	21,468				0	5,506
19	X	HARTFORD DIVIDEND & GRO	416645828			7/18/2011		3/11/2013	47,521	37,822				0	9,699
20	X	HARTFORD DIVIDEND & GRO	416645828			8/8/2011		3/11/2013	16,198	12,892				0	3,306
21	X	HARTFORD DIVIDEND & GRO	416645828			8/6/2012		3/11/2013	60,605	54,550				0	6,055
22	X	HARTFORD DIVIDEND & GRO	416645828			11/19/2012		3/11/2013	5,821	5,232				0	589
23	X	T ROWE PRICE INST L/C GRV	45775L408			10/18/2011		7/29/2013	60,551	45,837				0	14,714
24	X	T ROWE PRICE INST L/C GRV	45775L408			10/18/2011		10/7/2013	103,387	73,962				0	29,425
25	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		7/29/2013	58,480	52,436				0	6,044
26	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		10/7/2013	53,202	48,064				0	5,138
27	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		10/7/2013	99,333	90,753				0	8,580
28	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		3/11/2013	23,493	22,457				0	1,036
29	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		7/29/2013	65,390	60,876				0	4,514
30	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		10/7/2013	14,860	13,222				0	1,638
31	X	NEUBERGER BERMAN HIGH I	64128K868			8/8/2011		3/11/2013	83,489	79,081				0	4,408
32	X	NEUBERGER BERMAN HI IN B	64128K868			8/8/2011		7/29/2013	7,508	7,187				0	321
33	X	NEUBERGER BERMAN HI IN B	64128K868			10/18/2011		7/29/2013	62,651	59,969				0	2,682
34	X	NEUBERGER BERMAN HI IN B	64128K868			2/6/2012		7/29/2013	2,202	2,107				0	95
35	X	NEUBERGER BERMAN HI IN B	64128K868			8/6/2012		7/29/2013	87,607	83,856				0	3,751
36	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		3/11/2013	2,817	2,586				0	231
37	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		7/29/2013	41,868	39,338				0	2,530
38	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		10/7/2013	84,236	74,468				0	9,768
39	X	PIMCO LOW DURATION-I	693390304			1/26/2011		3/11/2013	218,637	217,249				0	1,388
40	X	PIMCO LOW DURATION-I	693390304			7/18/2011		3/11/2013	7,087	7,041				0	46
41	X	PIMCO LOW DURATION-I	693390304			2/6/2012		3/11/2013	9,963	9,900				0	63
42	X	PIMCO TOTAL RETURN FUND	693390700			6/24/2010		7/29/2013	3,377	3,427				0	-50
43	X	PIMCO TOTAL RETURN FUND	693390700			9/7/2010		7/29/2013	155,569	157,876				0	-2,307
44	X	PIMCO TOTAL RETURN FUND	693390700			10/18/2011		7/29/2013	4,943	5,017				0	-74
45	X	PIMCO TOTAL RETURN FUND	693390700			2/6/2012		7/29/2013	3,202	3,250				0	-48
46	X	PIMCO TOTAL RETURN FUND	693390700			3/11/2013		7/29/2013	19,960	20,700				0	-740
47	X	PIMCO INVESTMENT GRD CO	722005816			1/26/2011		7/29/2013	40,497	40,611				0	-114
48	X	RIDGEWORTH TOTAL RETUR	76628T512			12/10/2009		3/11/2013	3,642	3,623				0	19
49	X	RIDGEWORTH TOTAL RETUR	76628T512			12/10/2009		7/29/2013	285,461	291,615				0	-6,154
50	X	RIDGEWORTH TOTAL RETUR	76628T512			6/24/2010		7/29/2013	22,919	23,413				0	-494
51	X	RIDGEWORTH TOTAL RETUR	76628T512			9/7/2010		7/29/2013	163,710	167,240				0	-3,530
52	X	RIDGEWORTH TOTAL RETUR	76628T512			2/6/2012		7/29/2013	31,706	32,390				0	-684
53	X	T ROWE PRICE DIVERS S/C G	779917103			7/29/2013		10/7/2013	4,024	3,823				0	201
54	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		7/29/2013	242	206				0	36
55	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	516	433				0	83
56	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	7,154	6,305				0	849
57	X	BUCKHORN CO COMPANY 12				1/1/2000		12/31/2013	235,920	0					235,920
58	X	BUCKHORN CO COMPANY LT				1/1/2000		12/31/2013	209	0					209

Part I, Line 11 (990-PF) - Other Income

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		580,659	580,659	0
	Description			
1	BUCKHORN GAS ROYALTIES	578,261	578,261	
2	RENTAL INCOME - BUCKHORN K-1	2,398	2,398	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,000	0	0	1,000
1	TAX PREP FEES	1,000			1,000

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,771	1,771	0	0
	Description				
1	FOREIGN TAX WITHHELD	1,771	1,771		

Part I, Line 19 (990-PF) - Depreciation and Depletion

	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
							86,739	86,739	0
1	PARTNERSHIP DEPLETION						86,739	86,739	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		44,030	44,030	0	0
	Description				
1	PORTFOLIO 2% - BUCKHORN K-1	43,775	43,775		
2	ROYALTY INC DEDUCTIONS	255	255		

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

			5,697,346	6,245,000	11,076,479
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		5,697,346	6,245,000	11,076,479
2			0	0	0
3			0	0	0
4			0	0	0
5			0	0	0
6			0	0	0
7			0	0	0
8			0	0	0
9			0	0	0
10			0	0	0
11			0	0	0
12			0	0	0
13			0	0	0
14			0	0	0
15			0	0	0
16			0	0	0
17			0	0	0
18			0	0	0
19			0	0	0
20			0	0	0
21			0	0	0
22			0	0	0
23			0	0	0
24			0	0	0

SUNTRUST

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO SUMMARY

AS OF 12/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	284,108.12-	2.27-%	284,108.12-			
STIF & MONEY MARKET FUNDS	1,442,090.74	11.52 %	1,442,090.74	0.00	144	0.01 %
EQUITY SECURITIES	4,771,167.49	38.11 %	598,683.09	4,172,484.40	2,285	0.05 %
MUTUAL FUNDS	6,305,312.07	50.37 %	5,646,316.29	658,995.78	96,328	1.53 %
PRINCIPAL PORTFOLIO TOTAL	12,234,462.18	97.73 %	7,402,982.00	4,831,480.18	98,757	0.79 %
INCOME PORTFOLIO						
INCOME CASH	284,108.12	2.27 %	284,108.12			
TOTAL ASSETS	12,518,570.30	100.00 %	7,687,090.12	4,831,480.18	98,757	0.79 %

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO DETAIL

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	1,451,132.26- 11.59-%	1,451,132.26-			
STIF & MONEY MARKET FUNDS						
1,442,090.74	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	1,442,090.74 1.000 11.52 %	1,442,090.74 1.00	0.00	144	0.01 % 0.00 %
EQUITY SECURITIES						
MUTUAL FUNDS-FIXED INCOME						
2,254	ISHARES BARCLAYS 3-7 YEAR ETF CUSIP: 464288661	270,547.62 120.030 2.16 %	272,826.75 121.04	2,279.13-	2,092	0.77 % 0.00 %
3,857	PIMCO 1-5 YEAR US TIPS INDEX ETF CUSIP: 72201R205	204,019.87 52.896 1.63 %	204,581.34 53.04	561.47-	193	0.09 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		474,567.49	477,408.09	2,840.60-	2,285	0.48 %

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
LTD PARTNERSHIP & CLOSELY HELD						
693	BUCKHORN COAL LP CUSIP: 1183710A2	4,296,600.00 6,200.000 34.32 %	121,275.00 175.00	4,175,325 00	0	0.00 % 0.00 %
TOTAL EQUITY SECURITIES		4,771,167.49	598,683.09	4,172,484.40	2,285	0.05 %
MUTUAL FUNDS						
11,158 693	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	138,256.21 12.390 1 10 %	125,379.11 11.24	12,877.10	0	0.00 % 0.00 %
30,896.77	ABSOLUTE STRATEGIES FUND CUSIP: 34984T600	338,937 57 10.970 2.71 %	342,725.67 11.09	3,788.10-	0	0.00 % 0.00 %
2,921.604	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	67,255.32 23 020 0.54 %	54,147.62 18.53	13,107 70	0	0.00 % 0.00 %
31,124.347	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	335,520.46 10.780 2.68 %	348,938.43 11.21	13,417.97-	17,336	5.17 % 0.00 %
11,920.491	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	294,316.92 24.690 2.35 %	263,681.26 22.12	30,635.66	0	0.00 % 0.00 %
18,657.248	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	171,460.11 9.190 1.37 %	171,086.00 9.17	374.11	6,698	3.91 % 0.00 %

SUNTRUST

SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO DETAIL

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
61,411.681	FEDERATED STRATEGIC VAL DIV IS CUSIP: 314172560	358,644.22 5.840 2.86 %	288,920.00 4.70	69,724.22	12,160	3.39 % 0.00 %
15,537.127	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	131,599.47 8.470 1.05 %	150,466.00 9.68	18,866.53-	6,961	5.29 % 0.00 %
39,329.133	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	707,531.10 17.990 5.65 %	610,781.44 15.53	96,749.66	0	0.00 % 0.00 %
32,258.343	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	454,842.64 14.100 3 63 %	400,817.39 12.43	54,025.25	4,645	1.02 % 0.00 %
9,056.44	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	325,669.58 35.960 2.60 %	307,285.00 33.93	18,384.58	3,297	1.01 % 0.00 %
69,517.682	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	629,135.02 9.050 5.03 %	545,580.04 7.85	83,554.98	7,160	1.14 % 0.00 %
9,172.084	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	344,503.48 37.560 2.75 %	300,417.51 32.75	44,085.97	1,495	0.43 % 0.00 %
14,467.019	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	171,289.50 11.840 1.37 %	171,422.00 11.85	132.50-	7,552	4.41 % 0.00 %
14,021.271	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	130,818.46 9.330 1.04 %	149,438.00 10.66	18,619.54-	6,702	5.12 % 0.00 %

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PORTFOLIO DETAIL

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
25,841.249	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	264,614.39 10.240 2.11 %	274,151.17 10.61	9,536.78-	10,466	3 96 % 0.00 %
2,929.631	T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	73,211.48 24.990 0.58 %	63,309.34 21.61	9,902.14	0	0.00 % 0.00 %
27,819.339	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	758,355 18 27.260 6.06 %	481,619.31 17.31	276,735.87	0	0.00 % 0.00 %
13,246.437	VANGUARD MORTGAGE-BACKED SECURITIES INDEX FUND CUSIP: 92206C755	270,624.71 20.430 2.16 %	275,489.60 20.80	4,864.89-	2,663	0.98 % 0.00 %
8,524.883	WASATCH LONG/SHORT FUND CUSIP: 936793769	138,358.85 16.230 1.11 %	113,980.40 13.37	24,378.45	0	0.00 % 0.00 %
18,725.925	WESTERN ASSET MORTGAGE BACKED SECURITIES FUND CUSIP: 52469F333	200,367.40 10.700 1.60 %	206,681.00 11.04	6,313.60-	9,194	4.59 % 0.00 %
TOTAL MUTUAL FUNDS		6,305,312.07	5,646,316.29	658,995.78	96,328	1.53 %
PRINCIPAL PORTFOLIO TOTAL		**11,067,438.04**	**6,235,957.86**	**4,831,480.18**	**98,757**	**0.79 %**
INCOME PORTFOLIO						
	INCOME CASH	1,451,132 26 11.59 %	1,451,132.26			

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SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO DETAIL

AS OF 12/31/13

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL ASSETS		12,518,570.30	7,687,090.12	4,831,480.18	98,757	0.79 %

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SUNTRUST BANK CHARITABLE-IRR TR
ACCOUNT NO. 7015561

PORTFOLIO SUMMARY

AS OF 12/31/13

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	284,108.12-	2.27-%	284,108.12-			
STIF & MONEY MARKET FUNDS	1,442,090.74	11.52 %	1,442,090.74	0.00	144	0.01 %
EQUITY SECURITIES	4,771,167.49	38.11 %	598,683.09	4,172,484.40	2,285	0.05 %
MUTUAL FUNDS	6,305,312.07	50 37 %	5,646,316.29	658,995.78	96,328	1.53 %
PRINCIPAL PORTFOLIO TOTAL	12,234,462.18	97.73 %	7,402,982.00	4,831,480.18	98,757	0.79 %
INCOME PORTFOLIO						
INCOME CASH	284,108.12	2.27 %	284,108.12			
TOTAL ASSETS	12,518,570.30	100.00 %	7,687,090.12	4,831,480.18	98,757	0.79 %

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	BUCKHORN PARTNERSHIP ADJUSTMENT	1	86,823
2	FEDERAL EXCISE TAX REFUND	2	12,670
3	Total	3	99,493

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

	Amount
Long Term CG Distributions	69,737
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						3,725,977	0	0	3,042,806	683,171	0	0	0	683,171
1	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	3/11/2013	12,734		0	11,385	1,349	0	0	0	1,349
2	CAMBIAR SMALL CAP-INS	0075W0593		3/28/2011	7/29/2013	74,421		0	61,220	13 201	0	0	0	13,201
3	CAMBIAR SMALL CAP-INS	0075W0593		3/28/2011	10/7/2013	700		0	561	139	0	0	0	139
4	EATON VANCE ATLANTA CAPITAL SMID	277902698		7/29/2013	10/7/2013	4,975		0	4,846	129	0	0	0	129
5	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	3/11/2013	257,221		0	228,591	28,630	0	0	0	28 630
6	FEDERATED STRATEGIC VAL DIV IS	314172560		7/18/2011	7/29/2013	13,428		0	11,110	2,318	0	0	0	2,318
7	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	3/11/2013	2,203		0	1,561	642	0	0	0	642
8	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		11/3/2009	7/29/2013	163,205		0	107,844	55,361	0	0	0	55,361
9	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		7/18/2011	7/29/2013	19,344		0	12,782	6 562	0	0	0	6,562
10	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		8/8/2011	7/29/2013	25,446		0	16 815	8,631	0	0	0	8 631
11	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	3/11/2013	331,526		0	246 063	85,463	0	0	0	85,463
12	HARBOR CAP APPRECIATION-I	411511504		6/24/2010	3/11/2013	54,128		0	40 174	13,954	0	0	0	13,954
13	HARBOR CAP APPRECIATION-I	411511504		1/26/2011	3/11/2013	6 346		0	4 710	1 636	0	0	0	1,636
14	HARBOR CAP APPRECIATION-I	411511504		7/18/2011	3/11/2013	190 030		0	141,043	48 987	0	0	0	48,987
15	HARBOR CAP APPRECIATION-I	411511504		8/8/2011	3/11/2013	26 872		0	19,944	6 928	0	0	0	6,928
16	HARTFORD DIVIDEND & GROWTH-Y	416645828		4/6/2010	3/11/2013	246,880		0	196,491	50 389	0	0	0	50,389
17	HARTFORD DIVIDEND & GROWTH-Y	416645828		6/24/2010	3/11/2013	69,587		0	55,384	14,203	0	0	0	14,203
18	HARTFORD DIVIDEND & GROWTH-Y	416645828		1/26/2011	3/11/2013	26,974		0	21,468	5,506	0	0	0	5,506
19	HARTFORD DIVIDEND & GROWTH-Y	416645828		7/18/2011	3/11/2013	47,521		0	37,822	9 699	0	0	0	9,699
20	HARTFORD DIVIDEND & GROWTH-Y	416645828		8/8/2011	3/11/2013	16,198		0	12,892	3,306	0	0	0	3,306
21	HARTFORD DIVIDEND & GROWTH-Y	416645828		8/6/2012	3/11/2013	60,605		0	54,550	6,055	0	0	0	6,055
22	HARTFORD DIVIDEND & GROWTH-Y	416645828		11/19/2012	3/11/2013	5,821		0	5,232	589	0	0	0	589
23	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	7/29/2013	60,551		0	45,837	14,714	0	0	0	14,714
24	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	10/7/2013	103,387		0	73,962	29 425	0	0	0	29,425
25	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	7/29/2013	58,480		0	52,436	6,044	0	0	0	6 044
26	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	10/7/2013	53,202		0	48,064	5,138	0	0	0	5,138
27	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	99,333		0	90,753	8 580	0	0	0	8,580
28	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	3/11/2013	23 493		0	22,457	1,036	0	0	0	1,036
29	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	7/29/2013	65,390		0	60,876	4,514	0	0	0	4,514
30	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	10/7/2013	14 860		0	13,222	1,638	0	0	0	1,638
31	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/8/2011	3/11/2013	83,489		0	79,081	4,408	0	0	0	4,408
32	NEUBERGER BERMAN HI IN B-INS	64128K868		8/8/2011	7/29/2013	7,508		0	7 187	321	0	0	0	321
33	NEUBERGER BERMAN HI IN B-INS	64128K868		10/18/2011	7/29/2013	62,651		0	59,969	2,682	0	0	0	2,682
34	NEUBERGER BERMAN HI IN B-INS	64128K868		2/6/2012	7/29/2013	2,202		0	2 107	95	0	0	0	95
35	NEUBERGER BERMAN HI IN B-INS	64128K868		8/6/2012	7/29/2013	87,607		0	83 856	3,751	0	0	0	3,751
36	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/6/2012	3/11/2013	2 817		0	2,586	231	0	0	0	231
37	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/6/2012	7/29/2013	41,868		0	39,338	2,530	0	0	0	2,530
38	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/6/2012	10/7/2013	84,236		0	74,468	9,768	0	0	0	9,768
39	PIMCO LOW DURATION-I	693390304		1/26/2011	3/11/2013	218,637		0	217,249	1,388	0	0	0	1,388
40	PIMCO LOW DURATION-I	693390304		7/18/2011	3/11/2013	7,087		0	7,041	46	0	0	0	46
41	PIMCO LOW DURATION-I	693390304		2/6/2012	3/11/2013	9,963		0	9,900	63	0	0	0	63
42	PIMCO TOTAL RETURN FUND-INST	693390700		6/24/2010	7/29/2013	3,377		0	3,427	-50	0	0	0	-50
43	PIMCO TOTAL RETURN FUND-INST	693390700		9/7/2010	7/29/2013	155,569		0	157,876	-2,307	0	0	0	-2,307
44	PIMCO TOTAL RETURN FUND-INST	693390700		10/18/2011	7/29/2013	4,943		0	5,017	-74	0	0	0	-74
45	PIMCO TOTAL RETURN FUND-INST	693390700		2/6/2012	7/29/2013	3 202		0	3 250	-48	0	0	0	-48
46	PIMCO TOTAL RETURN FUND-INST	693390700		3/11/2013	7/29/2013	19,960		0	20 700	-740	0	0	0	-740
47	PIMCO INVESTMENT GRD CORP-IN	722005816		1/26/2011	7/29/2013	40,497		0	40,611	-114	0	0	0	-114
48	RIDGEWORTH TOTAL RETURN BD #RG	76628T512		12/10/2009	3/11/2013	3 642		0	3 623	19	0	0	0	19
49	RIDGEWORTH TOTAL RETURN BD #RG	76628T512		12/10/2009	7/29/2013	285,461		0	291 615	-6,154	0	0	0	-6,154
50	RIDGEWORTH TOTAL RETURN BD #RG	76628T512		6/24/2010	7/29/2013	22,919		0	23 413	-494	0	0	0	-494
51	RIDGEWORTH TOTAL RETURN BD #RG	76628T512		9/7/2010	7/29/2013	163 710		0	167,240	-3,530	0	0	0	-3,530
52	RIDGEWORTH TOTAL RETURN BD #RG	76628T512		2/6/2012	7/29/2013	31 706		0	32,390	-684	0	0	0	-684
53	T ROWE PRICE DIVERS S/C GRTH	779917103		7/29/2013	10/7/2013	4,024		0	3,823	201	0	0	0	201
54	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	7/29/2013	242		0	206	36	0	0	0	36
55	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	10/7/2013	516		0	433	83	0	0	0	83
56	WASATCH LONG/SHORT FD	936793835		8/6/2012	3/11/2013	7,154		0	6,305	849	0	0	0	849
57	BUCKHORN CO COMPANY 1231			1/1/2000	12/31/2013	235,920			0	235 920	0	0	0	235,920
58	BUCKHORN CO COMPANY LT			1/1/2000	12/31/2013	209			0	209	0	0	0	209

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
										63,550	0	0
1	SUNTRUST BANK		919 EAST MAIN ST	RICHMOND	VA	23219		TRUSTEE	VARIOUS	63,550		

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

		Date		Amount
1	Credit from prior year return	5/15/2013	1	11,116
2	First quarter estimated tax payment		2	
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	11,116