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: JAMERSON FAMILY FOUNDATION

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: 54-6478829

B Telephone number (see instructions): (804) 270-8089

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)* ▶ $ 1,241,327

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))*

			(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	23,498	23,535		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	93,916			
	b	Gross sales price for all assets on line 6a 568,225				
	7	Capital gain net income (from Part IV, line 2)		93,916		
	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	117,414	117,451	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,274	7,637		7,637
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	432	432		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,206	8,069	0	10,137
	25	Contributions, gifts, grants paid	50,000			50,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	68,206	8,069	0	60,137
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	49,208			
	b	**Net investment income** (if negative, enter -0-)		109,382		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	21,079	29,976	29,976
	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)	986,951	1,027,262	1,211,351
	14	Land, buildings, and equipment basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,008,030	1,057,238	1,241,327
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	1,008,030	1,057,238	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,008,030	1,057,238	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,008,030	1,057,238	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,008,030
2	Enter amount from Part I, line 27a	2	49,208
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,057,238
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,057,238

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	93,916
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	54,261	1,108,321	0 048958
2011	53,435	1,113,256	0 047999
2010	47,790	1,059,750	0 045096
2009	30,517	946,881	0 032229
2008	3,974	1,063,256	0 003738

2	**Total** of line 1, column (d)	2	0 178020
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 035604
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,181,228
5	Multiply line 4 by line 3	5	42,056
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,094
7	Add lines 5 and 6	7	43,150
8	Enter qualifying distributions from Part XII, line 4	8	60,137

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	1,094
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	1,094
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	1,094
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 388		
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	388
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	706
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ ___ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (804) 270-8089

Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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		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 BANKS, INC. P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	15,274		

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,149,467
b	Average of monthly cash balances	1b	49,749
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,199,216
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,199,216
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	17,988
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,181,228
6	**Minimum investment return.** Enter 5% of line 5	6	59,061

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	59,061
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,094		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,094
3	Distributable amount before adjustments Subtract line 2c from line 1			3	57,967
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	57,967
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	57,967

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	60,137
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	60,137
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	1,094
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	59,043

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

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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				57,967
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			47,900	
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 ▶ $ 60,137				
a	Applied to 2012, but not more than line 2a			47,900	
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				12,237
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:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				45,730
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines·

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	50,000
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	23,498	
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	93,916	
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		117,414	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 117,414

(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 | 4/29/2014 | 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		4/29/2014		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

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

1 a	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	388
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	388
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	388
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 880		
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	880
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	492
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 388 **Refunded** ▶	11	104

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL, 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 2012 or the taxable year beginning in 2012 (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

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
THE MUSEUM OF THE CONFEDERACY	1201 E CLAY ST	RICHMOND	VA	23219		NONE	PC	GENERAL CHARITABLE PURPOSES	2,500
YMCA OF CENTRAL VIRGINIA	3408 OLD FOREST RD	LYNCHBURG	VA	24501		NONE	PC	GENERAL CHARITABLE PURPOSES	2,500
LYNCHBURG COLLEGE	1501 LAKESIDE DR	LYNCHBURG	VA	24501		NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
THE BAPTIST GENERAL ASSOCIATION OF VIRGINIA	2828 EMERYWOOD PARKWAY	RICHMOND	VA	23294		NONE	PC	GENERAL CHARITABLE PURPOSES	25,000

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

	Amount
Long Term CG Distributions	14,812
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	568,225	474,309	93,916
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	HARBOR CAP APPRECIATION	411511504			8/6/2012		3/11/2013	13,322	12,143				0	1,179
2	X	T ROWE PRICE INSTL LARGE	45775L408			4/17/2007		3/11/2013	272	201				0	71
3	X	T ROWE PRICE INST L/C GRV	45775L408			4/17/2007		7/29/2013	10,810	7,175				0	3,635
4	X	T ROWE PRICE INST L/C GRV	45775L408			1/7/2008		10/7/2013	14,742	9,034				0	5,708
5	X	T ROWE PRICE INST L/C GRV	45775L408			3/19/2010		10/7/2013	632	379				0	253
6	X	T ROWE PRICE INST L/C GRV	45775L408			5/24/2010		10/7/2013	2,544	1,421				0	1,123
7	X	T ROWE PRICE INST L/C GRV	45775L408			4/17/2007		10/7/2013	417	262				0	155
8	X	JANUS PERKINS SMALL CAP	47103C183			10/26/2009		3/11/2013	19,923	17,350				0	2,573
9	X	JANUS PERKINS SMALL CAP	47103C183			10/25/2010		3/11/2013	827	827				0	0
10	X	JANUS PERKINS SMALL CAP	47103C183			7/18/2011		3/11/2013	501	541				0	-40
11	X	JANUS PERKINS SMALL CAP	47103C183			8/15/2011		3/11/2013	1,574	1,553				0	21
12	X	JANUS PERKINS SMALL CAP	47103C183			2/6/2012		3/11/2013	1,274	1,209				0	65
13	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		7/29/2013	6,621	5,937				0	684
14	X	JPMORGAN U S EQUITY FUN	4812A1142			7/29/2013		10/7/2013	269	267				0	2
15	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		10/7/2013	41,722	37,857				0	3,865
16	X	MANNING & NAPIER WORLD (	563821545			10/26/2009		3/11/2013	8,382	8,208				0	174
17	X	MANNING & NAPIER WORLD (	563821545			7/29/2013		10/7/2013	439	420				0	19
18	X	MANNING & NAPIER WORLD (	563821545			10/26/2009		10/7/2013	3,188	2,906				0	282
19	X	NEUBERGER BERMAN HIGH I	64128K868			8/6/2012		3/11/2013	15,910	15,594				0	316
20	X	NEUBERGER BERMAN HI IN B	64128K868			9/12/2011		7/29/2013	27,978	26,148				0	1,830
21	X	NEUBERGER BERMAN HI IN B	64128K868			2/6/2012		7/29/2013	532	513				0	19
22	X	NEUBERGER BERMAN HI IN B	64128K868			8/6/2012		7/29/2013	50	50				0	0
23	X	OPPENHEIMER DEVELOPING	683974505			10/25/2010		3/11/2013	2,522	2,434				0	88
24	X	OPPENHEIMER DEVELOPING	683974505			10/25/2010		7/29/2013	1,131	1,117				0	14
25	X	OPPENHEIMER DEVELOPING	683974505			10/25/2010		10/7/2013	13,188	12,259				0	929
26	X	OPPENHEIMER DEVELOPING	683974505			2/22/2011		10/7/2013	2,322	2,110				0	212
27	X	PIMCO LOW DURATION-I	693390304			2/22/2011		3/11/2013	31,921	31,738				0	183
28	X	PIMCO LOW DURATION-I	693390304			2/6/2012		3/11/2013	361	360				0	1
29	X	PIMCO INVT GRADE CORP BD	722005816			2/22/2011		3/11/2013	3,333	3,171				0	162
30	X	PIMCO INVT GRADE CORP BD	722005816			5/18/2009		3/11/2013	5,604	5,094				0	510
31	X	RIDGEWORTH LARGECAP VA	76628R672			8/18/2008		3/11/2013	7,092	5,509				0	1,583
32	X	RIDGEWORTH LARGECAP VA	76628R672			10/20/2008		3/11/2013	41,767	25,172				0	16,595
33	X	RIDGEWORTH LARGECAP VA	76628R672			5/18/2009		3/11/2013	3,218	1,878				0	1,340
34	X	RIDGEWORTH LARGECAP VA	76628R672			3/19/2010		3/11/2013	32	23				0	9
35	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/7/2013	1,311	1,001				0	310
36	X	RIDGEWORTH LARGECAP VA	76628R672			8/15/2011		3/11/2013	10,287	7,755				0	2,532
37	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		3/11/2013	5,758	3,088				0	2,670
38	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		7/29/2013	3,100	1,523				0	1,577
39	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		10/7/2013	12,042	5,844				0	6,198
40	X	RIDGEWORTH INTERMEDIATE	76628T702			4/17/2007		7/29/2013	44,146	43,490				0	656
41	X	RIDGEWORTH INTERMEDIATE	76628T702			6/21/2007		7/29/2013	5,188	5,024				0	164
42	X	RIDGEWORTH INTERMEDIATE	76628T702			7/25/2007		7/29/2013	2,470	2,406				0	64
43	X	RIDGEWORTH INTERMEDIATE	76628T702			3/11/2013		7/29/2013	5,017	5,096				0	-79
44	X	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		3/11/2013	2,338	2,103				0	235
45	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		7/29/2013	1,731	1,405				0	326
46	X	VANGUARD M/B SECUR INDX	92206C755			3/11/2013		7/29/2013	22,700	23,088				0	-388
47	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		7/29/2013	119	102				0	17
48	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	199	167				0	32
49	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	5,509	4,855				0	654
50	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		7/29/2013	1,227	1,129				0	98
51	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/7/2013	341	306				0	35
52	X	DOUBLELINE TOTAL RETURN	258620103			11/19/2012		3/11/2013	7,544	7,591				0	-47
53	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		7/29/2013	532	492				0	40
54	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		10/7/2013	174	157				0	17
55	X	FEDERATED STRATEGIC VAL	314172560			2/22/2011		3/11/2013	8,123	6,903				0	1,220
56	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		3/11/2013	28,883	24,161				0	4,722
57	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		7/29/2013	2,362	1,839				0	523
58	X	HARBOR CAP APPRECIATION	411511504			11/10/2011		3/11/2013	65,580	54,948				0	10,632
59	X	HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	32,312	28,976				0	3,336

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

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

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		432	432	0	0
	Description				
1	FOREIGN TAX WITHHELD	432	432		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			986,951	1,027,262	1,211,351
1				0	
2	EATON VANCE ATLANTA CAP SMID-CAP-		0	10,895	0
3	T ROWE PRICE INSTL LARGE-CAP GRWT		0	66,732	0
4	FORUM ABSOLUTE STRATEGIES-I		0	60,283	0
5	MANNING & NAPIER WORLD OPPTYS-A		0	130,839	0
6	EATON VANCE FLTG-RT-I		0	30,584	0
7	RIDGEWORTH FD-LARGECAP VAL EQTY		0	17,585	0
8	FEDERATED STRATEGIC VALUE-I		0	48,751	0
9	PIMCO INVT GRADE CORP BD-I		0	23,310	0
10	ABERDEEN EQUITY LONG SHORT-I		0	33,354	0
11	OPPENHEIMER DEVELOPING MKTS INST		0	60,755	0
12	JOHN HANCOCK III DISCIPLINED VALUE-I		0	76,675	0
13	DOUBLELINE TOTAL RETURN BD-I		0	62,719	0
14	JPMORGAN TR I US EQUITY-I		0	54,496	0
15	PIMCO EMERGING LOCAL BD-I		0	26,705	0
16	MAINSTAY ICAP INTL-I		0	79,346	0
17	ADVISORS CAMBIAR SMALL CAP-I		0	21,653	0
18	PIMCO 1-5 YR US TIPS INDEX ETF		0	24,399	0
19	ISHARES BARCLAYS 3-7 YR TREAS BD E		0	36,554	0
20	GOLDMAN SACHS LOCAL EMRG MKTS D		0	26,895	0
21	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	18,330	0
22	OSTERWEIS STRATEGIC INCOME-I		0	30,644	0
23	WASATCH LONG/SHORT-I		0	61,127	0
24	WESTERN ASSET MTG BKD SEC-I		0	24,631	0
25	INVESTMENTS - OTHER				1,211,351

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

	Amount
Long Term CG Distributions	14,812
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
						553,413	0	0	474,309	79,104	0	0	0	79,104
1	HARBOR CAP APPRECIATION-I	411511504		8/6/2012	3/11/2013	13,322		0	12,143	1,179	0	0	0	1,179
2	T ROWE PRICE INSTL LARGE-CAP GRW	45775L408		4/17/2007	3/11/2013	272		0	201	71	0	0	0	71
3	T ROWE PRICE INST L/C GRWTH	45775L408		4/17/2007	7/29/2013	10 810		0	7,175	3,635	0	0	0	3,635
4	T ROWE PRICE INST L/C GRWTH	45775L408		1/7/2008	10/7/2013	14,742		0	9,034	5,708	0	0	0	5,708
5	T ROWE PRICE INST L/C GRWTH	45775L408		3/19/2010	10/7/2013	632		0	379	253	0	0	0	253
6	T ROWE PRICE INST L/C GRWTH	45775L408		5/24/2010	10/7/2013	2,544		0	1,421	1,123	0	0	0	1,123
7	T ROWE PRICE INST L/C GRWTH	45775L408		4/17/2007	10/7/2013	417		0	262	155	0	0	0	155
8	JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/26/2009	3/11/2013	19,923		0	17,350	2,573	0	0	0	2,573
9	JANUS PERKINS SMALL CAP VALUE-I	47103C183		10/25/2010	3/11/2013	827		0	827	0	0	0	0	0
10	JANUS PERKINS SMALL CAP VALUE-I	47103C183		7/18/2011	3/11/2013	501		0	541	-40	0	0	0	-40
11	JANUS PERKINS SMALL CAP VALUE-I	47103C183		8/15/2011	3/11/2013	1,574		0	1,553	21	0	0	0	21
12	JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/6/2012	3/11/2013	1,274		0	1,209	65	0	0	0	65
13	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	7/29/2013	6 621		0	5,937	684	0	0	0	684
14	JPMORGAN U S EQUITY FUND-INST	4812A1142		7/29/2013	10/7/2013	269		0	267	2	0	0	0	2
15	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	41,722		0	37,857	3,865	0	0	0	3,865
16	MANNING & NAPIER WORLD OPPTYS-A	563821545		10/26/2009	3/11/2013	8,382		0	8,208	174	0	0	0	174
17	MANNING & NAPIER WORLD OPPOR	563821545		7/29/2013	10/7/2013	439		0	420	19	0	0	0	19
18	MANNING & NAPIER WORLD OPPOR	563821545		10/26/2009	10/7/2013	3,188		0	2,906	282	0	0	0	282
19	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/6/2012	3/11/2013	15,910		0	15,594	316	0	0	0	316
20	NEUBERGER BERMAN HI IN B-INS	64128K868		9/12/2011	7/29/2013	27,978		0	26,148	1,830	0	0	0	1,830
21	NEUBERGER BERMAN HI IN B-INS	64128K868		2/6/2012	7/29/2013	532		0	513	19	0	0	0	19
22	NEUBERGER BERMAN HI IN B-INS	64128K868		8/6/2012	7/29/2013	50		0	50	0	0	0	0	0
23	OPPENHEIMER DEVELOPING MKTS INS	683974505		10/25/2010	3/11/2013	2,522		0	2,434	88	0	0	0	88
24	OPPENHEIMER DEVELOPING MKT Y	683974505		10/25/2010	7/29/2013	1,131		0	1,117	14	0	0	0	14
25	OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	10/7/2013	13,188		0	12 259	929	0	0	0	929
26	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/22/2011	10/7/2013	2,322		0	2 110	212	0	0	0	212
27	PIMCO LOW DURATION-I	693390304		2/22/2011	3/11/2013	31,921		0	31 738	183	0	0	0	183
28	PIMCO LOW DURATION-I	693390304		2/6/2012	3/11/2013	361		0	360	1	0	0	0	1
29	PIMCO INVT GRADE CORP BD-I	722005816		2/22/2011	3/11/2013	3,333		0	3,171	162	0	0	0	162
30	PIMCO INVT GRADE CORP BD-I	722005816		5/18/2009	3/11/2013	5,604		0	5,094	510	0	0	0	510
31	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		8/18/2008	3/11/2013	7 092		0	5,509	1,583	0	0	0	1,583
32	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		10/20/2008	3/11/2013	41,767		0	25,172	16,595	0	0	0	16,595
33	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		5/18/2009	3/11/2013	3,218		0	1,878	1,340	0	0	0	1,340
34	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		3/19/2010	3/11/2013	32		0	23	9	0	0	0	9
35	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	10/7/2013	1,311		0	1,001	310	0	0	0	310
36	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		8/15/2011	3/11/2013	10,287		0	7,755	2,532	0	0	0	2,532
37	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	3/11/2013	5,758		0	3,088	2,670	0	0	0	2,670
38	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	7/29/2013	3,100		0	1 523	1,577	0	0	0	1,577
39	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	10/7/2013	12,042		0	5,844	6,198	0	0	0	6,198
40	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		4/17/2007	7/29/2013	44,146		0	43,490	656	0	0	0	656
41	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		6/21/2007	7/29/2013	5,188		0	5 024	164	0	0	0	164
42	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		7/25/2007	7/29/2013	2 470		0	2,406	64	0	0	0	64
43	RIDGEWORTH INTERMEDIATE BD #RG	76628T702		3/11/2013	7/29/2013	5,017		0	5,096	-79	0	0	0	-79
44	T ROWE PRICE DIVRSFD SMALLCAP GI	779917103		9/4/2012	3/11/2013	2,338		0	2,103	235	0	0	0	235
45	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	7/29/2013	1,731		0	1,405	326	0	0	0	326
46	VANGUARD M/B SECUR INDX-SIG	92206C755		3/11/2013	7/29/2013	22,700		0	23,088	-388	0	0	0	-388
47	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	7/29/2013	119		0	102	17	0	0	0	17
48	WASATCH LONG/SHORT FUND INS	936793769		8/6/2012	10/7/2013	199		0	167	32	0	0	0	32
49	WASATCH LONG/SHORT FD	936793835		8/6/2012	3/11/2013	5,509		0	4,855	654	0	0	0	654
50	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	7/29/2013	1,227		0	1,129	98	0	0	0	98
51	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/7/2013	341		0	306	35	0	0	0	35
52	DOUBLELINE TOTAL RETURN BD-I	258620103		11/19/2012	3/11/2013	7,544		0	7,591	-47	0	0	0	-47
53	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	7/29/2013	532		0	492	40	0	0	0	40
54	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	10/7/2013	174		0	157	17	0	0	0	17
55	FEDERATED STRATEGIC VALUE-I	314172560		2/22/2011	3/11/2013	8,123		0	6 903	1,220	0	0	0	1,220
56	FEDERATED STRATEGIC VALUE-I	314172560		10/25/2010	3/11/2013	28,883		0	24,161	4 722	0	0	0	4,722
57	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	7/29/2013	2,362		0	1,839	523	0	0	0	523
58	HARBOR CAP APPRECIATION-I	411511504		11/10/2011	3/11/2013	65,580		0	54,948	10,632	0	0	0	10,632
59	HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	32,312		0	28,976	3,336	0	0	0	3,336

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
										15,274	0	0
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	15,274		

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

		Date		Amount
1	Credit from prior year return	12/31/2012	1	388
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	388

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	47,900
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	47,900