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 , 2013, and ending , 20

Name of foundation: CO TUA MARION S COVINGTON FDN

A Employer identification number: 56-6286555

Number and street (or P O box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions): 877-446-1410

City or town, state or province, country, and ZIP or foreign postal code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8,102,905.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ (Part I, column (d) must be on cash basis.)

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

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

| | Line | Description | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 | Check ▶ ☐ if the foundation is not required to attach Sch. B | | | | |
| | 3 | Interest on savings and temporary cash investments | | | | |
| | 4 | Dividends and interest from securities | 155,252. | 150,299. | | STMT 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 391,451. | | | |
| | b | Gross sales price for all assets on line 6a 2,256,087. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 391,451. | | |
| | 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) | 9,517. | 2,745. | | STMT 2 |
| | 12 | **Total.** Add lines 1 through 11 | 556,220. | 544,495. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 35,289. | 21,173. | | 14,115. |
| | 14 | Other employee salaries and wages | 53,421. | | | 53,421. |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) STMT 3 | 1,300. | NONE | NONE | 1,300. |
| | c | Other professional fees (attach schedule) | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) STMT 4 | 2,964. | 2,964. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | 3,514. | | | 3,514. |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) STMT 5 | 1,906. | 5. | | 1,901. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 98,394. | 24,142. | NONE | 74,251. |
| | 25 | Contributions, gifts, grants paid | 307,600. | | | 307,600. |
| | 26 | **Total expenses and disbursements** Add lines 24 and 25 | 405,994. | 24,142. | NONE | 381,851. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 150,226. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 520,353. | | |
| | c | **Adjusted net income** (if negative, enter -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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | | NONE | |
| | 2 Savings and temporary cash investments | 295,708. | 217,378. | 217,378. |
| | 3 Accounts receivable ▶ | | | |
| | Less. allowance for doubtful accounts ▶ | | NONE | |
| | 4 Pledges receivable ▶ | | | |
| | Less· allowance for doubtful accounts ▶ | | NONE | |
| | 5 Grants receivable | | NONE | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | NONE | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | NONE | |
| | 9 Prepaid expenses and deferred charges | | NONE | |
| | 10a Investments - U S and state government obligations (attach schedule) STMT 6 | 296,793. | 297,925. | 317,939. |
| | b Investments - corporate stock (attach schedule) STMT 7 | 5,463,635. | 5,688,092. | 7,477,564. |
| | c Investments - corporate bonds (attach schedule) | | NONE | |
| | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | NONE | |
| | 13 Investments - other (attach schedule) STMT 11 | 136,158. | 133,664. | 90,024. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | NONE | |
| | 15 Other assets (describe ▶ ) | | NONE | |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 6,192,294. | 6,337,059. | 8,102,905. |
| **Liabilities** | 17 Accounts payable and accrued expenses | | NONE | |
| | 18 Grants payable | | NONE | |
| | 19 Deferred revenue | | NONE | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | NONE | |
| | 21 Mortgages and other notes payable (attach schedule) | | NONE | |
| | 22 Other liabilities (describe ▶ ) | | NONE | |
| | 23 **Total liabilities** (add lines 17 through 22) | | NONE | |
| **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, ▶ [X] check here and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 6,192,294. | 6,337,059. | |
| | 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) | 6,192,294. | 6,337,059. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 6,192,294. | 6,337,059. | |

## 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 | 6,192,294. |
| 2 Enter amount from Part I, line 27a | 2 | 150,226. |
| 3 Other increases not included in line 2 (itemize) ▶ ROUNDING | 3 | 3. |
| 4 Add lines 1, 2, and 3 | 4 | 6,342,523. |
| 5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12 | 5 | 5,464. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 6,337,059. |

## 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 | PUBLICLY TRADED SECURITIES | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (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 | 2,256,087. | | 1,864,636. | 391,451. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| | (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 | |
| a | | | | 391,451. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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** 391,451.

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**

## 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 | 279,565. | 7,054,433. | 0.039630 |
| 2011 | 335,489. | 7,068,584. | 0.047462 |
| 2010 | 297,818. | 6,608,441. | 0.045066 |
| 2009 | 334,140. | 5,935,646. | 0.056294 |
| 2008 | 493,832. | 7,169,687. | 0.068878 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.257330 |
| 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 | 0.051466 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 7,597,679. |
| 5 | Multiply line 4 by line 3 | 5 | 391,022. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 5,204. |
| 7 | Add lines 5 and 6 | 7 | 396,226. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 381,851. |

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 | 10,407. |
| 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 | |
| 3 | Add lines 1 and 2 | 3 | 10,407. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | NONE |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 10,407. |
| 6 | Credits/Payments: | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,812. | | |
| b | Exempt foreign organizations - tax withheld at source — 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) — 6c: NONE | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 2,812. |
| 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 | 7,595. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶ | 11 | |

**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 | | |
| 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) ▶ NC | | | |
| 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 ▶ BANK OF AMERICA TAX SERVICES Telephone no ▶ (877)446-1410

Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 ▶ 32203-0200

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____ , ____ , ____ , ____ | | | |
| 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 | | X |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____ | | | |
| 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 | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| **5a** | During the year did the foundation pay or incur any amount to: | | | |
| | **(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No | | | |
| | **(2)** Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No | | | |
| | **(3)** Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No | | | |
| | **(4)** Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No | | | |
| | **(5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No | | | |
| **b** | If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | 5b | | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** | If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No | | | |
| | *If "Yes," attach the statement required by Regulations section 53.4945-5(d)* | | | |
| **6a** | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No | | | |
| **b** | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 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 | | |

## 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 |
|---|---|---|---|---|
| SEE STATEMENT 13 | | 35,289. | | |
| | | | | |
| | | | | |
| | | | | |

**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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 ▶ NONE

**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 | | NONE |
| | | |
| | | |
| | | |
| | | |
| **Total** number of others receiving over $50,000 for professional services . . . ▶ | | NONE |

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

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

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

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

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 7,539,911. |
| b | Average of monthly cash balances | 1b | 173,469. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 7,713,380. |
| 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 | NONE |
| 3 | Subtract line 2 from line 1d | 3 | 7,713,380. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 115,701. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 7,597,679. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 379,884. |

**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 | 379,884. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 10,407. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 10,407. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 369,477. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 369,477. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | NONE |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 369,477. |

**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 | 381,851. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 381,851. |
| 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 | N/A |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 381,851. |

**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 | | | | | 369,477. |
| **2** Undistributed income, if any, as of the end of 2013 | | | | | |
| a Enter amount for 2012 only | | | | NONE | |
| b Total for prior years. 20 11 ,20 ,20 | | | NONE | | |
| **3** Excess distributions carryover, if any, to 2013 | | | | | |
| a From 2008 | 134,969. | | | | |
| b From 2009 | 40,524. | | | | |
| c From 2010 | NONE | | | | |
| d From 2011 | NONE | | | | |
| e From 2012 | NONE | | | | |
| f **Total** of lines 3a through e | | 175,493. | | | |
| **4** Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 381,851. | | | | | |
| a Applied to 2012, but not more than line 2a | | | | NONE | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | NONE | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | NONE | | | |
| d Applied to 2013 distributable amount | | | | | 369,477. |
| e Remaining amount distributed out of corpus | | 12,374. | | | |
| **5** Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | NONE | | | NONE |
| **6** **Enter the net total of each column as indicated below:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 | | 187,867. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | NONE | | |
| 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 | | | NONE | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | NONE | | |
| e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions | | | | NONE | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | | NONE |
| **7** Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | NONE | | | |
| **8** Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | 134,969. | | | |
| **9** **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | | 52,898. | | | |
| **10** Analysis of line 9: | | | | | |
| a Excess from 2009 | 40,524. | | | | |
| b Excess from 2010 | NONE | | | | |
| c Excess from 2011 | NONE | | | | |
| d Excess from 2012 | NONE | | | | |
| e Excess from 2013 | 12,374. | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| 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) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**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 ▶ [X] 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<br>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 STATEMENT 23 | | | | 307,600. |
| **Total** ▶ **3a** | | | | 307,600. |
| **b** *Approved for future payment* | | | | |
| **Total** ▶ **3b** | | | | |

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

| Enter gross amounts unless otherwise indicated | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 155,252. | |
| 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 | | | 14 | 2,832. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 391,451. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b EXCISE TAX REFUND | | | 1 | 6,685. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 556,220. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 556,220.

(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 |
|---|---|---|---|
| | | | |

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

[signature] | 04/14/2014 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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 |
|---|---|---|---|---|
| | | | | |

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| USGI REPORTED AS NONQUALIFIED DIVIDENDS | 1,211. | 1,211. |
| FOREIGN DIVIDENDS | 33,100. | 33,100. |
| NONDIVIDEND DISTRIBUTIONS | 4,953. | |
| DOMESTIC DIVIDENDS | 48,567. | 48,567. |
| OTHER INTEREST | 1,268. | 1,268. |
| U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE | 10,960. | 10,960. |
| NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST | 1,131. | 1,131. |
| NONQUALIFIED FOREIGN DIVIDENDS | 5,936. | 5,936. |
| NONQUALIFIED DOMESTIC DIVIDENDS | 48,126. | 48,126. |
| TOTAL | 155,252. | 150,299. |

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| NON-TAXABLE FOREIGN INCOME | 87. | |
| OTHER INCOME | 2,745. | 2,745. |
| EXCISE TAX REFUND | 6,685. | |
| TOTALS | 9,517. | 2,745. |

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE - BOA | 1,300. | | | 1,300. |
| TOTALS | 1,300. | NONE | NONE | 1,300. |

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 100. | 100. |
| FOREIGN TAXES ON QUALIFIED FOR | 2,159. | 2,159. |
| FOREIGN TAXES ON NONQUALIFIED | 705. | 705. |
| TOTALS | 2,964. | 2,964. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| OTHER CHARITABLE EXPENSES | 1,901. | | 1,901. |
| OTHER INVESTMENT FEE | 5. | 5. | |
| TOTALS | 1,906. | 5. | 1,901. |

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| 3133X9DC1 FEDERAL HOME LN BKS | 76,811. | 76,811. | 77,818. |
| 31331XPS5 FEDERAL FARM CR BKS | 103,674. | 103,674. | 114,710. |
| 912828ET3 UNITED STATES TREAS | 116,308. | 117,440. | 125,411. |
| TOTALS | 296,793. | 297,925. | 317,939. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| 94979B204 WELLS FARGO CAP TR V | 74,927. | | |
| 456837202 ING GROUP NV PERPETU | 184,640. | 184,640. | 176,330. |
| 464287168 ISHARES DJ SELECT DI | 198,047. | | |
| 464287226 ISHARES CORE TOTAL U | 267,090. | | |
| 464287234 ISHARES MSCI EMERGIN | 228,002. | 148,960. | 221,096. |
| 464287242 ISHARES IBOXX $ INVE | 258,095. | 67,207. | 79,932. |
| 464287739 ISHARES TR DOW JONES | 142,252. | | |
| 032511107 ANADARKO PETE CORP C | 13,185. | 11,576. | 12,691. |
| 26875P101 EOG RES INC COM | 14,864. | 12,582. | 20,141. |
| 637071101 NATIONAL OILWELL VAR | 13,712. | 8,489. | 10,737. |
| 674599105 OCCIDENTAL PETE CORP | 12,681. | 7,176. | 10,937. |
| 780259206 ROYAL DUTCH SHELL PL | 19,741. | | |
| 806857108 SCHLUMBERGER LTD COM | 8,474. | 14,015. | 18,923. |
| 260543103 DOW CHEM CO COM | 12,444. | 10,946. | 16,428. |
| 767204100 RIO TINTO PLC SPONSO | 14,025. | | |
| H89128104 TYCO INTL LTD NEW F | 5,605. | | |
| 00101J106 ADT CORP COM | 3,650. | | |
| 438516106 HONEYWELL INTL INC C | 16,907. | 15,022. | 21,929. |
| 445658107 HUNT J B TRANS SVCS | 9,852. | 5,244. | 9,276. |
| 701094104 PARKER HANNIFIN CORP | 6,576. | | |
| 913017109 UNITED TECHNOLOGIES | 16,520. | 9,809. | 21,622. |
| 023135106 AMAZON COM INC COM | 6,908. | | |
| 189754104 COACH INC COM | 6,024. | | |
| 254687106 DISNEY WALT CO COM D | 11,430. | 10,200. | 24,448. |
| 25470M109 DISH NETWORK CORP CO | 5,361. | 10,343. | 16,218. |
| 345370860 FORD MTR CO DEL COM | 10,696. | | |
| 548661107 LOWES COS INC COM | 13,413. | | |
| 655664100 NORDSTROM INC COM | 4,616. | | |
| 872540109 TJX COS INC NEW COM | 7,825. | 6,964. | 21,668. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| 918204108 V F CORP COM | 9,713. | 9,713. | 14,962. |
| 22160K105 COSTCO WHSL CORP NEW | 9,651. | 8,149. | 13,092. |
| 713448108 PEPSICO INC COM | 17,952. | 16,549. | 21,564. |
| 718172109 PHILIP MORRIS INTL I | 16,460. | 12,612. | 25,703. |
| 742718109 PROCTER & GAMBLE CO | 25,033. | 22,250. | 26,051. |
| 018490102 ALLERGAN INC COM | 11,005. | | |
| 125509109 CIGNA CORP COM | 11,474. | 10,015. | 18,808. |
| 375558103 GILEAD SCIENCES INC | 8,519. | 6,087. | 23,281. |
| 478160104 JOHNSON & JOHNSON CO | 24,559. | 21,789. | 29,309. |
| 58155Q103 MCKESSON CORP COM | 10,218. | 3,883. | 15,333. |
| 883556102 THERMO FISHER SCIENT | 10,527. | 4,538. | 13,919. |
| 92532F100 VERTEX PHARMACEUTICA | 5,929. | 3,458. | 5,201. |
| 172967424 CITIGROUP INC NEW CO | 14,432. | 12,545. | 24,492. |
| 38141G104 GOLDMAN SACHS GROUP | 17,194. | 15,811. | 20,385. |
| 45865V100 INTERCONTINENTAL EXC | 10,003. | | |
| 46625H100 J P MORGAN CHASE & C | 22,110. | 14,396. | 24,562. |
| 693475105 PNC FINL SVCS GROUP | 8,610. | 14,223. | 22,498. |
| 74144T108 PRICE T ROWE GROUP I | 6,983. | 6,983. | 11,728. |
| 949746101 WELLS FARGO & CO NEW | 19,482. | 16,744. | 27,013. |
| G1151C101 ACCENTURE PLC CL A C | 9,401. | 8,816. | 13,155. |
| 037833100 APPLE INC COM | 10,705. | 8,706. | 25,246. |
| 177376100 CITRIX SYS INC COM | 12,332. | 10,785. | 9,488. |
| 268648102 EMC CORP COM | 17,399. | 14,947. | 22,258. |
| 303726103 FAIRCHILD SEMICONDUC | 5,915. | | |
| 38259P508 GOOGLE INC CL A COM | 18,880. | 18,880. | 33,621. |
| 459200101 INTERNATIONAL BUSINE | 5,663. | 5,663. | 10,316. |
| 461202103 INTUIT COM | 10,635. | 5,978. | 9,540. |
| 594918104 MICROSOFT CORP COM | 14,052. | 6,333. | 11,971. |
| 747525103 QUALCOMM INC COM | 20,195. | 13,874. | 17,820. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| 92343V104 VERIZON COMMUNICATIO | 22,183. | 19,295. | 24,570. |
| 748356102 QUESTAR CORP COM | 6,977. | 6,109. | 9,196. |
| 816851109 SEMPRA ENERGY COM | 12,377. | 6,108. | 11,220. |
| 03875R205 ARBITRAGE FUND CL I | 68,000. | 68,000. | 66,805. |
| 277902698 EATON VANCE ATLANTA | 136,370. | 217,572. | 324,912. |
| 19765N245 COLUMBIA DIVIDEND IN | 742,453. | 742,453. | 1,255,567. |
| 19765P232 COLUMBIA MID CAP GRO | 176,362. | 176,362. | 370,226. |
| 19765P596 COLUMBIA SMALL CAP G | 126,452. | | |
| 19765Y688 COLUMBIA SELECT LARG | 763,820. | 799,505. | 1,323,711. |
| 314082108 FEDERATED ADJUSTABLE | 178,936. | 295,387. | 293,445. |
| 72201P175 PIMCO COMMODITIESPLU | 214,940. | | |
| 74253Q416 PRINCIPAL PFD SECS F | 109,549. | 109,549. | 106,724. |
| 19765L694 COLUMBIA STRATEGIC I | 163,808. | 163,808. | 181,053. |
| 72200Q182 PIMCO ALL ASSET ALL | 169,792. | 169,792. | 153,511. |
| 72201P100 PIMCO GLOBAL MULTI-A | 98,400. | | |
| 52106N889 LAZARD EMERGING MKTS | 114,247. | 114,247. | 120,849. |
| 552983470 MFS SER TR I RESH IN | 150,000. | 150,000. | 176,788. |
| 885215566 THORNBURG INTL VALUE | 157,209. | 157,209. | 172,773. |
| 197199813 COLUMBIA ACORN INTER | 79,167. | 79,167. | 88,410. |
| 464286533 ISHARES MSCI EMERGIN | | 116,672. | 106,616. |
| 73935X567 POWERSHARES FTSE RAF | | 117,067. | 129,981. |
| 922042676 VANGUARD GLOBAL EX-U | | 117,914. | 115,498. |
| 922908553 VANGUARD REIT ETF | | 233,591. | 221,441. |
| 902641646 ETRACS ALERIAN MLP I | | 116,777. | 119,867. |
| 56585A102 MARATHON PETE CORP C | | 6,508. | 7,338. |
| 31428X106 FEDEX CORP COM | | 10,600. | 14,377. |
| 907818108 UNION PAC CORP COM | | 15,789. | 16,800. |
| 580135101 MCDONALDS CORP COM | | 11,920. | 12,614. |
| 85590A401 STARWOOD HOTELS & RE | | 12,408. | 15,096. |

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| 518439104 LAUDER ESTEE COS INC | | 8,950. | 9,792. |
| 30219G108 EXPRESS SCRIPTS HLDG | | 13,217. | 16,858. |
| H0023R105 ACE LTD COM | | 13,330. | 16,565. |
| 744320102 PRUDENTIAL FINL INC | | 13,389. | 17,522. |
| 278642103 EBAY INC COM | | 8,360. | 8,778. |
| 68389X105 ORACLE CORP COM | | 16,143. | 18,365. |
| 92857W209 VODAFONE GROUP PLC S | | 6,706. | 9,828. |
| 262028848 DRIEHAUS SELECT CRED | | 97,844. | 98,425. |
| 74925K581 ROBECO BOSTON PARTNE | | 97,844. | 104,199. |
| 353612781 FRANKLIN FTLG RATE D | | 147,323. | 148,127. |
| 74441R508 PRUDENTIAL SHORT-TER | | 200,001. | 199,125. |
| 552981854 MFS INTERNATIONAL NE | | 78,275. | 82,379. |
| 19765Y720 COLUMBIA PACIFIC/ASI | | 136,001. | 134,521. |
| TOTALS | 5,463,635. | 5,688,092. | 7,477,564. |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | BEGINNING BOOK VALUE | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|---|
| 30Z998996 JONES LANG LASALLE I | C | 136,158. | | |
| 8EOT39993 JONES LANG LASALLE I | C | | 133,664. | 90,024. |
| TOTALS | | 136,158. | 133,664. | 90,024. |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | AMOUNT |
|---|---|
| SALES ADJUSTMENTS | 110. |
| TAX EFFECTIVE DATE ADJUSTMENT | 2,860. |
| COST ADJUSTMENTS | 1,363. |
| INFLATION INDEX BOND ADJUSTMENT | 1,131. |
| TOTAL | 5,464. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
PO BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203-0200
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION ............................................... 35,289.

OFFICER NAME:
JANE C. HILDERBRAND
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
CHAIRMAN
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
KATHLEEN CROCKETT
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
RODNEY SWINK
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JO RAMSEY LEIMENSTOLL
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
STEVEN D. SCHUSTER
ADDRESS:
C/O COVINGTON FOUNDATION
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION: 35,289.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MEBANE HISTORICAL SOCIETY
ADDRESS:
209 JACKSON ST.
MEBANE, NC 27302
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
STAINBACK GENERAL STORE EXTERNAL REPAIRS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 5,000.

RECIPIENT NAME:
OLD SALEM, INC.
ADDRESS:
600 S. MAIN ST.
WINSTON-SALEM, NC 27101
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT 1794 BOYS' SCHOOL RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 25,000.

RECIPIENT NAME:
HISTORIC PRESERVATION FDN
OF NORTH CAROLINA
ADDRESS:
PO BOX 27644
RALEIGH, NC
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 10,100.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
UNC GREENSBORO
ADDRESS:
PO BOX 26170
GREENSBORO, NC 27402
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
INTERIOR ARCHITECTURE DEPT.
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 250.

RECIPIENT NAME:
CENTRAL PARK NORTH CAROLINA
ADDRESS:
100 RUSSELL DR.
STAR, NC 27356
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
STARWORKS RENOVATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 20,000.

RECIPIENT NAME:
UNC GREENSBORO
ADDRESS:
PO BOX 26170
GREENSBORO, NC 27402
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HISTORIC PRESERVATION GRADUATE ASSISTANTSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 24,000.

RECIPIENT NAME:
THE KORNER'S FOLLY FOUNDATION
ADDRESS:
413 S. MAIN ST.
KERNERSVILLE, NC 27284
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
RESTORATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 10,000.

RECIPIENT NAME:
PIEDMONT COMMUNITY COLLEGE
ADDRESS:
PO BOX 1101
ROXBORO, NC 27573
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
KIRBY THEATRE RENOVATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 10,000.

RECIPIENT NAME:
TRYON PALACE FOUNDATION
ADDRESS:
PO BOX 1007
NEW BERN, NC 28563
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
STANLEY HOUSE HISTORIC PAINT ANALYSIS PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HIGH POINT HISTORICAL SOCIETY
ADDRESS:
1859 E. LEXINGTON AVE.
HIGH POINT, NC
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HEDGECOCK FARM PRESERVATION/EDUCATION PRO
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 8,500.

RECIPIENT NAME:
FRIENDS OF THE RANDOLPH
PUBLIC LIBRARY
ADDRESS:
PO BOX 2806
ASHEBORO, NC 27204
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 5,000.

RECIPIENT NAME:
PRESERVATION GREENSBORO
ADDRESS:
PO BOX 13136
GREENSBORO, NC
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BLANDWOOD'S HISTORIC WINDOW RESTORATION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .......................................... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MOSES CONE MEMORIAL HOSPITAL
ADDRESS:
501 N. ELAM AVE.
GREENSBORO, NC
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .............................................. 250.

RECIPIENT NAME:
CAROLINA THEATRE OF GREENSBORO
ADDRESS:
310 S. GREENE ST.
GREENSBORO, NC 27401
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
THEATRE ROOF REPLACEMENT PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .............................................. 10,000.

RECIPIENT NAME:
MOORE COUNTY HISTORICAL ASSN
ADDRESS:
PO BOX 324
SOUTHERN PINES, NC 28388
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
BRYANT HOUSE PORCH ROOF REPLACEMENT PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .............................................. 3,000.

RECIPIENT NAME:
NATIONAL TRUST FOR HISTORIC PRESERVATION
ADDRESS:
1785 MASSACHUSETTS AVE NW
WASHINGTON, NC 20036
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ROSENWALD SCHOOLS BOARD BUILDING WORKSHOPS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ............................................ 10,000.

RECIPIENT NAME:
HISTORIC PRESERVATION FDN OF NORTH CAROLINA
ADDRESS:
PO BOX 27644
RALEIGH, NC 27644
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PUBLIC OUTREACH & PRESERVATION WEBSITE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ............................................ 75,000.

RECIPIENT NAME:
APPALACHIAN BARN ALLIANCE
ADDRESS:
PO BOX 1441
MARS HILL, NC 28754
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEMORY PRESERVATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ............................................ 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NORTH CAROLINA COASTAL
FEDERATION
ADDRESS:
3609 HIGHWAY 24
NEWPORT, NC 28570
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT THE PALMGREN-O'QUINN HOUSE
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 10,000.

RECIPIENT NAME:
APEX HISTORICAL SOCIETY
ADDRESS:
PO BOX 506
APEX, NC 27502-0506
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MAYNARD-PEARSON HOUSE REPAIRS
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 2,000.

RECIPIENT NAME:
THE ROCKFORD PRESERVATION SOCIETY
ADDRESS:
4844 ROCKFORD RD.
DOBSON, NC 27017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
1830 MARK YORK TAVERN PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WEST ROWAN NEIGHBORHOOD CENTER
ADDRESS:
PO BOX 70
CLEVELAND, NC 27013
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
CLEMENT SCHOOL RESTORATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................ 7,500.

RECIPIENT NAME:
DALLAS HISTORIC COURTHOUSE FDN
ADDRESS:
210 N. HOLLAND ST.
DALLAS, NC 28034
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................ 12,500.

RECIPIENT NAME:
PURVIS CHAPEL, INC.
ADDRESS:
215-217 CRAVEN ST.
BEAUFORT, NC 28516
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PURVIS CHAPEL PRESERVATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................ 7,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
COUNTY OF WAKE
ADDRESS:
PO BOX 550
RALEIGH, NC
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT HISTORIC OAK VIEW COUNTY PARK
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID ........................................... 20,000.

TOTAL GRANTS PAID: 307,600.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.