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Form **990-PF**

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

OMB No 1545-0052

2013

Open to Public Inspection

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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation: **FLIPPEN, T/F ST JUDE**
 Number and street (or P O box number if mail is not delivered to street address): **P.O BOX 1908**
 City or town: **ORLANDO** State: **FL** ZIP code: **32802-1908**
 Foreign country name: Foreign province/state/county: Foreign postal code:

A Employer identification number
58-1951769

B Telephone number (see instructions)
(615) 748-4885

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) **\$ 3,413,596**

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	68,559	69,109		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	179,140			
b Gross sales price for all assets on line 6a 1,237,930**				
7 Capital gain net income (from Part IV, line 2)		179,140		
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	247,699	248,249	0	
13 Compensation of officers, directors, trustees, etc	44,394	22,197		22,197
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)	2,102	1,200		
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	48,996	23,397	0	24,697
25 Contributions, gifts, grants paid	120,000			120,000
26 Total expenses and disbursements. Add lines 24 and 25	168,996	23,397	0	144,697
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	78,703			
b Net investment income (if negative, enter -0-)		224,852		
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	38,424	46,547	46,547	
	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)	2,706,928	2,777,508	3,367,049		
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)	2,745,352	2,824,055	3,413,596		
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 ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
27	Capital stock, trust principal, or current funds	2,745,352	2,824,055			
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)	2,745,352	2,824,055			
31	Total liabilities and net assets/fund balances (see instructions)	2,745,352	2,824,055			

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	2,745,352
2	Enter amount from Part I, line 27a	2	78,703
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,824,055
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	2,824,055

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	179,140	
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	174,596	2,943,389	0.059318	
2011	179,048	3,057,331	0.058563	
2010	173,998	2,976,796	0.058451	
2009	151,688	2,780,016	0.054564	
2008	200,847	3,233,941	0.062106	
2	Total of line 1, column (d)	2	0.293002	
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	0.058600	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,201,634	
5	Multiply line 4 by line 3	5	187,616	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,249	
7	Add lines 5 and 6	7	189,865	
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	144,697	

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	4,497	
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	4,497	
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	4,497	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,364	
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	1,364	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	3,133	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (615) 748-4885 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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

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

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	44,394		

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	3,200,410
b	Average of monthly cash balances	1b	49,980
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,250,390
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	3,250,390
4	Cash deemed held for charitable activities. Enter 1/2 % of line 3 (for greater amount, see instructions)	4	48,756
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,201,634
6	Minimum investment return. Enter 5% of line 5	6	160,082

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	160,082
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,497
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,497
3	Distributable amount before adjustments Subtract line 2c from line 1	3	155,585
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	155,585
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	155,585

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	144,697
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	144,697
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	144,697

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				155,585
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			10,557	
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. ▶ \$ 144,697				
a Applied to 2012, but not more than line 2a			10,557	
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				134,140
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				21,445
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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	120,000
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

ST JUDE CHILDRENS RESEARCH HOSPITAL

Street

501 ST. JUDE PLACE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

120,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Capital Gains/Losses		Other sales		Net Gain or Loss
								Gross Sales Price	Cost or Other Basis	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Cost, Other Basis and Expenses	
	Long Term CG Distributions	13,125						1,237,930		1,058,790			179,140	
	Short Term CG Distributions							0		0			0	
1	QUANTA SVCS INC COM	74762E102			4/1/2011		3/25/2013	597	492				105	
2	QUANTA SERVICES INCORP	74762E102			4/1/2011		7/23/2013	85	68				17	
3	QUANTA SERVICES INCORP	74762E102			4/4/2011		7/23/2013	679	546				133	
4	QUANTA SERVICES INCORP	74762E102			4/4/2011		9/10/2013	6,954	6,070				884	
5	QUANTA SERVICES INCORP	74762E102			7/18/2011		9/10/2013	2,344	1,718				626	
6	QUANTA SERVICES INCORP	74762E102			8/25/2011		9/10/2013	1,198	802				396	
7	QUANTA SERVICES INCORP	74762E102			2/8/2012		9/10/2013	729	624				105	
8	RIDGEWORTH INTERMEDIAT	76628T702			10/10/2007		7/23/2013	81,317	79,929				1,388	
9	RIDGEWORTH INTERMEDIAT	76628T702			11/27/2012		7/23/2013	333	350				-17	
10	RIDGEWORTH INTERMEDIAT	76628T702			3/25/2013		7/23/2013	1,916	1,850				-34	
11	T ROWE PRICE DIVERS SMC	779917103			9/4/2012		3/25/2013	37,054	33,553				3,501	
12	T ROWE PRICE DIVERS S/C	779917103			9/4/2012		7/23/2013	3,768	3,037				731	
13	T ROWE PRICE DIVERS S/C	779917103			9/4/2012		10/8/2013	2,045	1,596				449	
14	SCHLUMBERGER LTD COM	806857108			7/18/2011		3/25/2013	1,551	1,838				-287	
15	SCHLUMBERGER LTD	806857108			7/18/2011		7/23/2013	585	613				-28	
16	SCHLUMBERGER LTD	806857108			9/18/2008		7/23/2013	1,003	872				131	
17	SCHLUMBERGER LTD	806857108			9/18/2008		10/8/2013	2,290	2,105				185	
18	SCHLUMBERGER LTD	806857108			8/25/2011		10/8/2013	1,497	1,265				232	
19	TERADATA CORP DEL COM	88078W103			3/18/2011		3/22/2013	10,656	9,254				1,402	
20	TERADATA CORP DEL COM	88078W103			8/25/2011		3/22/2013	2,963	2,505				458	
21	TEVA PHARMACEUTICAL IND	881624209			4/29/2010		3/25/2013	759	1,110				-351	
22	TEVA PHARMACEUTICAL IND	881624209			4/29/2010		4/9/2013	2,251	3,387				-1,136	
23	TEVA PHARMACEUTICAL IND	881624209			10/25/2010		4/9/2013	1,164	1,584				-420	
24	TEVA PHARMACEUTICAL IND	881624209			5/13/2011		4/8/2013	4,850	6,255				-1,405	
25	TEVA PHARMACEUTICAL IND	881624209			7/19/2011		4/9/2013	2,910	3,574				-664	
26	TEVA PHARMACEUTICAL IND	881624209			3/25/2011		4/9/2013	1,630	1,634				-4	
27	TEVA PHARMACEUTICAL IND	881624209			2/8/2012		4/9/2013	931	1,084				-153	
28	UNION PACIFIC CORP COM	907818108			6/30/2009		3/25/2013	826	318				508	
29	UNION PAC CORP	907818108			6/30/2009		7/23/2013	162	53				109	
30	UNION PAC CORP	907818108			6/22/2009		7/23/2013	811	248				563	
31	UNION PAC CORP	907818108			6/22/2009		10/6/2013	2,137	694				1,443	
32	UNION PAC CORP	907818108			10/29/2008		3/25/2013	592	344				248	
33	UNITED PARCEL SERVICE CL	911312106			10/29/2008		7/23/2013	700	393				307	
34	UNITED PARCEL SERVICE CL	911312106			10/29/2008		10/8/2013	1,695	834				861	
35	UNITED PARCEL SERVICE CL	911312106			3/25/2011		7/23/2013	33,361	34,000				-639	
36	VANGUARD M/B SECUR INDX	459200101			8/19/2011		6/25/2013	20,281	16,926				3,355	
37	INTUIT INC COM	461202103			10/14/2010		3/25/2013	1,043	754				289	
38	INTUIT INC COM	461202103			10/14/2010		5/15/2013	12,087	9,520				2,567	
39	INTUIT INC COM	461202103			8/25/2011		5/15/2013	598	449				149	
40	ISHARES BARCLAYS 3.7 YEAR	464288661			7/23/2013		10/8/2013	605	606				-1	
41	JP MORGAN CHASE & CO CO	46625H100			2/14/2006		3/25/2013	2,378	1,946				432	
42	JP MORGAN CHASE & CO	46625H100			6/5/2013		7/23/2013	1,594	1,490				94	
43	JP MORGAN CHASE & CO	46625H100			6/5/2013		10/8/2013	3,674	3,832				-158	
44	JP MORGAN CHASE & CO	46625H100			2/14/2006		10/8/2013	868	675				193	
45	JANUS PERKINS SMALL CAP	47103C183			5/12/2010		3/25/2013	54,097	54,376				-279	
46	JANUS PERKINS SMALL CAP	47103C183			10/25/2010		3/25/2013	1,162	1,150				12	
47	JANUS PERKINS SMALL CAP	47103C183			2/8/2012		3/25/2013	9,029	8,503				526	
48	JANUS PERKINS SMALL CAP	47103C183			6/25/2013		7/23/2013	3,205	3,010				195	
49	KLA-TENCOR CORP	482480100			6/25/2013		10/8/2013	726	665				61	
50	KLA-TENCOR CORP	482480100			9/10/2013		10/8/2013	2,335	2,162				173	
51	LEAR CORP	521865204			9/10/2013		10/8/2013	2,611	2,636				-25	
52	LILLY ELI & CO	532457106			4/9/2013		7/23/2013	437	512				-75	
53	LILLY ELI & CO	532457106			4/9/2013		10/8/2013	1,156	1,364				-208	
54	LILLY ELI & CO	532457106			4/9/2013		10/15/2013	7,178	8,356				-1,178	
55	MACYS INC COM	55616P104			9/9/2011		3/25/2013	2,165	1,279				886	
56	MACYS INC	55616P104			9/9/2011		7/23/2013	1,605	828				777	
57	MACYS INC	55616P104			9/9/2011		10/8/2013	3,010	1,780				1,230	
58	MANNING & NAPIER WORLD C	563821545			5/12/2010		3/25/2013	12,311	11,992				319	
59	MANNING & NAPIER WORLD C	563821545			5/12/2010		7/23/2013	11,475	11,475				0	
60	MANNING & NAPIER WORLD C	563821545			5/12/2010		10/8/2013	16,601	16,833				-232	
61	VERIZON COMMUNICATIONS	92343V104			7/18/2011		3/25/2013	1,674	1,243				431	
62	VERIZON COMMUNICATIONS	92343V104			7/18/2011		7/23/2013	1,359	987				372	
63	VERIZON COMMUNICATIONS	92343V104			7/18/2011		10/8/2013	1,554	439				1,115	
64	VERIZON COMMUNICATIONS	92343V104			8/29/2011		10/8/2013	931	647				284	
65	AMGEN INC	031162100			7/18/2011		7/23/2013	1,280	661				619	
66	AMGEN INC	031162100			7/18/2011		10/8/2013	3,227	1,653				1,574	
67	AMGEN INC	031162100			1/2/2004		3/25/2013	821	444				377	
68	APACHE CORP COM	037411105			1/2/2004		4/25/2013	11,545	6,414				5,131	

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

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	Costs and Expenses		Net Gain or Loss
											Expenses of Sale and Cost of Improvements	Depreciation	
Totals								Gross Sales	1,237,930	0	1,058,790	0	179,140
Capital Gains/Losses								Other sales	0	0	0	0	0
69	X	APPLE INC COM			11/9/2007		3/25/2013	466	171				295
70	X	APPLE INC			11/9/2007		7/23/2013	2,113	856				1,257
71	X	APPLE INC			11/9/2007		10/8/2013	5,775	2,054				3,721
72	X	APPLE INC			9/10/2008		10/8/2013	1,444	463				981
73	X	BBAT CORP COM			8/17/2010		3/25/2013	1,017	789				228
74	X	BBAT CORPORATION			8/17/2010		10/8/2013	712	478				234
75	X	BBAT CORPORATION			8/17/2010		10/8/2013	1,506	1,100				406
76	X	BANK OF AMERICA CORP CO			2/21/2013		3/25/2013	1,547	1,445				102
77	X	MATTEL INC COM			1/30/2012		3/25/2013	909	614				295
78	X	MATTEL INC			5/7/2011		7/23/2013	895	606				289
79	X	MATTEL INC			1/30/2012		7/30/2013	14,924	10,218				4,706
80	X	MERCK & CO INC COM			3/22/2013		3/25/2013	1,092	1,098				-6
81	X	MERCK & CO INC			3/22/2013		7/23/2013	2,148	1,976				172
82	X	MERCK & CO INC			10/25/2010		10/8/2013	1,196	935				261
83	X	MERCK & CO INC			1/30/2012		10/8/2013	1,436	1,164				272
84	X	MERCK & CO INC			3/22/2013		10/8/2013	1,436	1,317				119
85	X	MERCK & CO INC			1/18/2011		10/8/2013	1,101	821				280
86	X	MICROSOFT CORP COM			4/27/2012		3/25/2013	1,089	1,249				-150
87	X	MICROSOFT CORP			4/27/2012		7/23/2013	1,388	1,409				-11
88	X	MICROSOFT CORP			4/27/2012		10/8/2013	3,297	3,203				94
89	X	MORGAN STANLEY COM			4/22/2009		3/25/2013	462	488				-26
90	X	BANK OF AMERICA CORP			6/5/2013		7/23/2013	1,414	1,248				166
91	X	BANK OF AMERICA CORP			6/5/2013		10/8/2013	4,016	3,850				166
92	X	BAXTER INTL INC COM			11/6/2008		3/25/2013	1,773	1,461				312
93	X	VERIZON COMMUNICATIONS			11/3/2010		10/8/2013	1,846	1,318				528
94	X	VISA INC CL A COM			9/28/2010		3/25/2013	1,473	660				813
95	X	VISA INC CL A COM			9/28/2010		5/8/2013	3,392	1,394				1,998
96	X	VISA INC CL A COM			5/26/2009		5/8/2013	2,857	1,051				1,798
97	X	VISA INC CL A			5/26/2009		7/23/2013	1,137	398				739
98	X	VISA INC CL A			5/26/2009		8/23/2013	5,352	1,990				3,362
99	X	VISA INC CL A			5/26/2009		10/8/2013	2,563	929				1,634
100	X	WAL-MART STORES INC COM			8/17/2012		3/25/2013	374	361				13
101	X	WAL-MART STORES INC			6/5/2013		7/23/2013	1,019	981				38
102	X	WAL-MART STORES INC			6/5/2013		10/8/2013	2,625	2,716				-91
103	X	WASATCH LONGSHORT-I			9/4/2012		3/25/2013	12,719	11,342				1,377
104	X	WASATCH LONGSHORT FUN			9/4/2012		7/23/2013	7,325	6,255				1,070
105	X	WASATCH LONGSHORT FUN			9/4/2012		10/8/2013	2,391	2,043				348
106	X	WELLS FARGO & CO COM			3/5/2013		3/25/2013	854	826				28
107	X	WELLS FARGO & CO			9/4/2012		7/23/2013	1,915	1,544				371
108	X	WELLS FARGO & CO			3/5/2013		10/8/2013	2,585	2,298				287
109	X	WELLS FARGO & CO			3/25/2008		10/8/2013	1,414	1,070				344
110	X	WILLIAMS COS INC COM			3/1/2010		3/25/2013	1,365	666				699
111	X	WILLIAMS COS INC COM			3/1/2010		6/5/2013	11,410	6,015				5,395
112	X	MORGAN STANLEY			4/22/2009		7/23/2013	1,162	977				185
113	X	MORGAN STANLEY			4/22/2009		10/8/2013	1,998	1,744				254
114	X	MORGAN STANLEY			7/18/2011		10/8/2013	799	623				176
115	X	NATIONAL OILWELL VARCO II			5/17/2011		2/6/2013	7,378	7,255				123
116	X	NATIONAL OILWELL VARCO II			8/19/2011		2/6/2013	5,982	5,721				261
117	X	NATIONAL OILWELL VARCO II			3/7/2011		2/6/2013	2,991	2,875				116
118	X	NEUBERGER BERMAN HIGH I			8/30/2012		3/25/2013	22,237	21,750				487
119	X	NEUBERGER BERMAN HIGH I			11/27/2012		3/25/2013	152	150				2
120	X	NEUBERGER BERMAN HIGH I			2/9/2012		3/25/2013	4,979	4,766				213
121	X	NEUBERGER BERMAN HIGH I			2/9/2012		7/23/2013	42,509	40,794				1,715
122	X	OCCIDENTAL PETROLEUM CO			9/10/2008		3/25/2013	1,013	904				109
123	X	OCCIDENTAL PETRO CORP			9/10/2008		7/23/2013	1,014	765				249
124	X	OCCIDENTAL PETRO CORP			9/10/2008		10/8/2013	2,533	1,878				655
125	X	ORACLE CORP COM			6/30/2009		3/25/2013	344	288				56
126	X	ORACLE CORP COM			6/30/2009		3/25/2013	438	303				135
127	X	ORACLE CORPORATION			6/30/2009		7/23/2013	982	671				321
128	X	ORACLE CORPORATION			7/26/2007		7/23/2013	320	200				120
129	X	ORACLE CORPORATION			7/26/2007		10/8/2013	1,956	1,777				179
130	X	ORACLE CORPORATION			7/26/2007		12/18/2013	19,662	11,577				8,085
131	X	AFERDEEN-FOY LONG SHOR			9/4/2012		7/23/2013	948	870				78
132	X	CAMBIAR SMALL CAP INS			3/25/2013		7/23/2013	2,849	2,584				265
133	X	CAMBIAR SMALL CAP INS			02/0002101		10/8/2013	717	650				67
134	X	ALLSTATE CORP COM			9/7/2012		3/25/2013	632	500				132
135	X	ALLSTATE CORP			9/7/2012		7/23/2013	884	654				230
136	X	ALLSTATE CORP			02/0002101		10/8/2013	1,875	1,424				451

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

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	Cost, Other Basis and Expenses			Net Gain or Loss
											Expenses of Sale and Cost of Improvements	Depreciation	Adjustments	
	Long Term CG Distributions	Amount												
	Short Term CG Distributions	13,125												
	Totals													
	Capital Gains/Losses													
	Other sales													
														179,140
														0
														0
273	X GOLDMAN SACHS GROUP INC	38141G104			6/30/2009		3/25/2013	1,026	1,045					-19
274	X GOLDMAN SACHS GROUP INC	38141G104			6/30/2009		7/23/2013	1,162	1,044					118
275	X GOLDMAN SACHS GROUP INC	38141G104			6/30/2009		10/8/2013	2,145	2,089					56
276	X GOLDMAN SACHS GROUP INC	38141G104			5/13/2009		10/8/2013	153	130					23
277	X GOOGLE INC CL A COM	38259F508			5/22/2007		3/25/2013	2,431	1,431					1,000
278	X GOOGLE INC CL A	38259F508			5/22/2007		7/23/2013	1,809	954					855
279	X GOOGLE INC CL A	38259F508			5/22/2007		10/8/2013	4,262	2,385					1,877
280	X HARTFORD FINL SVCS GROU	416515104			12/1/2011		3/25/2013	1,041	1,113					-72
281	X HARTFORD FINL SVCS GROU	416515104			5/8/2013		7/23/2013	1,170	1,036					134
282	X HARTFORD FINL SVCS GROU	416515104			5/8/2013		10/8/2013	2,970	2,870					100
283	X HOLLYFRONTIER CORPORAT	436106108			4/25/2013		10/8/2013	769	983					-214
284	X HOME DEPOT INC COM	437076102			6/30/2009		3/25/2013	7,384	2,534					4,850
285	X HOME DEPOT INC COM	437076102			6/30/2009		7/23/2013	1,440	430					1,010
286	X HOME DEPOT INC	437076102			6/30/2009		10/8/2013	3,340	1,076					2,264
287	X INTEL CORP COM	458140100			12/20/2012		3/25/2013	6,940	6,898					42
288	X INTEL CORP	458140100			6/5/2013		7/23/2013	1,140	1,246					-106
289	X INTEL CORP	458140100			6/5/2013		10/8/2013	3,871	4,285					-414
290	X INTERNATIONAL BUSINESS M	458200101			8/18/2011		3/25/2013	1,267	876					391
291	X HOLLYFRONTIER CORPORAT	436106108			4/25/2013		7/23/2013	527	621					-94

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

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

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

		2,102	1,200	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,200	1,200		
2	ESTIMATED EXCISE TAX PAYMENT	902			
3					

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

		2,706,928	2,777,508	3,367,049
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	SUNTRUST BANK EQUITIES	2,706,927	2,777,508	3,367,049

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

Long Term CG Distributions		Short Term CG Distributions		Amount		13, 125		0		1,224,805		53		1,058,843		168,015		166,015	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Date	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	Gain Minus Excess of FMV Over Adjusted Basis or Losses					
1 QUANTA SVCS INC COM	74783E102		4/17/2011	3/25/2013	3/25/2013	597		0	492	105	0	0	0	105					
2 QUANTA SVCS INC COM	74783E102		4/17/2011	7/23/2013	7/23/2013	85		0	66	17	0	0	0	17					
3 QUANTA SVCS INC COM	74783E102		4/17/2011	7/23/2013	7/23/2013	679		0	546	133	0	0	0	133					
4 QUANTA SVCS INC COM	74783E102		4/17/2011	9/10/2013	9/10/2013	6,954		0	6,070	884	0	0	0	884					
5 QUANTA SVCS INC COM	74783E102		7/18/2011	9/10/2013	9/10/2013	2,344		0	1,718	626	0	0	0	626					
6 QUANTA SVCS INC COM	74783E102		8/25/2011	9/10/2013	9/10/2013	1,198		0	802	396	0	0	0	396					
7 QUANTA SVCS INC COM	74783E102		2/8/2012	9/10/2013	9/10/2013	729		0	624	105	0	0	0	105					
8 RIDGEWORTH INTERMEDIATE BD #RG	7669381702		10/10/2007	7/23/2013	7/23/2013	81,317		0	78,929	2,388	0	0	0	2,388					
9 RIDGEWORTH INTERMEDIATE BD #RG	7669381702		11/27/2012	7/23/2013	7/23/2013	350		0	350	0	0	0	0	0					
10 RIDGEWORTH INTERMEDIATE BD #RG	7669381702		3/25/2013	7/23/2013	7/23/2013	1,816		0	1,860	-34	0	0	0	-34					
11 T ROWE PRICE DIVERS SMC GRTH	779917103		8/4/2012	7/23/2013	7/23/2013	37,054		0	33,553	3,501	0	0	0	3,501					
12 T ROWE PRICE DIVERS SMC GRTH	779917103		8/4/2012	7/23/2013	7/23/2013	3,768		0	3,037	731	0	0	0	731					
13 T ROWE PRICE DIVERS SMC GRTH	779917103		8/4/2012	10/8/2013	10/8/2013	1,551		0	1,598	-449	0	0	0	-449					
14 SCHLUMBERGER LTD COM	806857108		7/18/2011	3/25/2013	3/25/2013	585		0	613	-287	0	0	0	-287					
15 SCHLUMBERGER LTD COM	806857108		9/18/2008	7/23/2013	7/23/2013	1,003		0	972	31	0	0	0	31					
16 SCHLUMBERGER LTD COM	806857108		9/18/2008	7/23/2013	7/23/2013	2,290		0	2,105	185	0	0	0	185					
17 SCHLUMBERGER LTD COM	806857108		8/25/2011	10/8/2013	10/8/2013	1,497		0	1,265	232	0	0	0	232					
18 TERADATA CORP DEL COM	88076W103		3/19/2011	3/22/2013	3/22/2013	19,656		0	9,254	10,402	0	0	0	10,402					
19 TERADATA CORP DEL COM	88076W103		8/25/2011	3/22/2013	3/22/2013	2,983		0	2,505	478	0	0	0	478					
20 TERADATA CORP DEL COM	88076W103		4/29/2010	3/25/2013	3/25/2013	759		0	1,110	-351	0	0	0	-351					
21 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		4/29/2010	4/9/2013	4/9/2013	2,251		0	3,387	-1,136	0	0	0	-1,136					
22 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		10/25/2010	4/9/2013	4/9/2013	1,164		0	1,584	-420	0	0	0	-420					
23 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		5/13/2011	4/9/2013	4/9/2013	4,850		0	6,255	-1,405	0	0	0	-1,405					
24 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		7/18/2011	4/9/2013	4/9/2013	2,910		0	3,574	-664	0	0	0	-664					
25 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		8/25/2011	4/9/2013	4/9/2013	1,630		0	1,634	-4	0	0	0	-4					
26 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		2/8/2012	4/9/2013	4/9/2013	931		0	1,084	-153	0	0	0	-153					
27 TEVA PHARMACEUTICAL INDS LTD ADP	881624209		6/30/2009	3/25/2013	3/25/2013	826		0	318	508	0	0	0	508					
28 UNION PAC CORP	907818106		6/30/2009	7/23/2013	7/23/2013	162		0	53	109	0	0	0	109					
29 UNION PAC CORP	907818106		6/22/2009	7/23/2013	7/23/2013	811		0	248	563	0	0	0	563					
30 UNION PAC CORP	907818106		6/22/2009	10/8/2013	10/8/2013	2,137		0	694	1,443	0	0	0	1,443					
31 UNITED PARCEL SVC INC CL B COM	913131206		10/29/2008	3/25/2013	3/25/2013	592		0	344	248	0	0	0	248					
32 UNITED PARCEL SERVICE CL B	913131206		10/29/2008	7/23/2013	7/23/2013	700		0	393	307	0	0	0	307					
33 UNITED PARCEL SERVICE CL B	913131206		10/29/2008	7/23/2013	7/23/2013	1,695		0	934	761	0	0	0	761					
34 VANGUARD MIB SECUR INDX-SIG	922096755		3/25/2013	7/23/2013	7/23/2013	33,381		0	34,000	-619	0	0	0	-619					
35 VANGUARD MIB SECUR INDX-SIG	922096755		8/18/2011	3/25/2013	3/25/2013	20,281		0	16,926	3,355	0	0	0	3,355					
36 INTERNATIONAL BUSINESS MACHS CO	459200101		10/14/2010	5/15/2013	5/15/2013	12,087		0	754	289	0	0	0	289					
37 INTUIT INC COM	461202103		8/25/2011	5/15/2013	5/15/2013	598		0	9,520	2,567	0	0	0	2,567					
38 INTUIT INC COM	461202103		8/25/2011	10/8/2013	10/8/2013	149		0	449	149	0	0	0	149					
39 INTUIT INC COM	461202103		2/14/2006	3/25/2013	3/25/2013	605		0	606	-1	0	0	0	-1					
40 ISHARES BARCLAYS 3-YEAR ETF	46625H100		2/14/2006	3/25/2013	3/25/2013	2,378		0	1,948	432	0	0	0	432					
41 JP MORGAN CHASE & CO COM	46625H100		6/5/2013	7/23/2013	7/23/2013	1,584		0	1,480	94	0	0	0	94					
42 JP MORGAN CHASE & CO COM	46625H100		6/5/2013	10/8/2013	10/8/2013	3,674		0	3,832	-158	0	0	0	-158					
43 JP MORGAN CHASE & CO COM	46625H100		2/14/2006	10/8/2013	10/8/2013	868		0	675	193	0	0	0	193					
44 JP MORGAN CHASE & CO COM	46625H100		1/20/2010	3/25/2013	3/25/2013	54,097		0	54,376	-279	0	0	0	-279					
45 JANUS PERKINS SMALL CAP VALUE I	47103C183		10/25/2010	3/25/2013	3/25/2013	8,182		0	1,150	7,032	0	0	0	7,032					
46 JANUS PERKINS SMALL CAP VALUE I	47103C183		8/25/2011	3/25/2013	3/25/2013	9,023		0	8,303	722	0	0	0	722					
47 JANUS PERKINS SMALL CAP VALUE I	47103C183		2/8/2012	3/25/2013	3/25/2013	3,295		0	3,010	285	0	0	0	285					
48 JANUS PERKINS SMALL CAP VALUE I	47103C183		6/25/2013	7/23/2013	7/23/2013	728		0	685	43	0	0	0	43					
49 ALA-TENCOR CORP	524801000		9/10/2013	10/8/2013	10/8/2013	2,335		0	2,162	173	0	0	0	173					
50 ALA-TENCOR CORP	524801000		9/10/2013	10/8/2013	10/8/2013	2,611		0	2,636	-25	0	0	0	-25					
51 LEAR CORP	532457108		4/9/2013	7/23/2013	7/23/2013	457		0	512	-55	0	0	0	-55					
52 LULU ELL & CO	532457108		4/9/2013	10/8/2013	10/8/2013	1,156		0	1,364	-208	0	0	0	-208					
53 LULU ELL & CO	532457108		4/9/2013	10/8/2013	10/8/2013	1,178		0	8,356	-7,178	0	0	0	-7,178					
54 LULU ELL & CO	532457108		9/9/2011	3/25/2013	3/25/2013	2,165		0	1,279	886	0	0	0	886					
55 MACYS INC COM	55816P104		9/9/2011	7/23/2013	7/23/2013	1,605		0	828	777	0	0	0	777					
56 MACYS INC COM	55816P104		9/9/2011	10/8/2013	10/8/2013	3,010		0	1,760	1,250	0	0	0	1,250					
57 MACYS INC COM	55816P104		5/12/2010	3/25/2013	3/25/2013	12,311		0	11,992	319	0	0	0	319					
58 MANNING & NAPIER WORLD OPPOR	563821545		5/12/2010	7/23/2013	7/23/2013	12,347		0	11,475	872	0	0	0	872					
59 MANNING & NAPIER WORLD OPPOR	563821545		5/12/2010	10/8/2013	10/8/2013	18,601		0	16,833	1,768	0	0	0	1,768					
60 MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	3/25/2013	3/25/2013	1,359		0	987	372	0	0	0	372					
61 VERIZON COMMUNICATIONS INC COM	92343V104		7/18/2011	7/23/2013	7/23/2013	1,359		0	987	372	0	0	0	372					
62 VERIZON COMMUNICATIONS INC COM	92343V104		7/18/2011	10/8/2013	10/8/2013	554		0	439	115	0	0	0	115					
63 VERIZON COMMUNICATIONS INC COM	92343V104		8/25/2011	10/8/2013	10/8/2013	831		0	647	184	0	0	0	184					
64 VERIZON COMMUNICATIONS INC COM	92343V104		7/18/2011	7/23/2013	7/23/2013	1,280		0	1,280	0	0	0	0	0					
65 AMGEN INC	031162100		7/18/2011	10/8/2013	10/8/2013	3,227		0	1,653	1,574	0	0	0	1,574					
66 AMGEN INC	031162100		7/18/2011	10/8/2013	10/8/2013	821		0	444	377	0	0	0	377					
67 APACHE CORP COM	037411105		1/22/2004	3/25/2013	3/25/2013	11,545		0	6,414	5,131	0	0	0	5,131					
68 APACHE CORP COM	037411105		1/19/2007	3/25/2013	3/25/2013	466		0	171	295	0	0	0	295					
69 APACHE CORP COM	037411105		1/19/2007	7/23/2013	7/23/2013	2,113		0	855	1,257	0	0	0	1,257					
70 APPLE INC	037833100		1/19/2007	10/8/2013	10/8/2013	5,775		0	3,721	2,054	0	0	0	2,054					
71 APPLE INC	037833100		9/10/2008	10/8/2013	10/8/2013	1,444		0	463	981	0	0	0	981					
72 APPLE INC	037833100		8/17/2010	3/25/2013	3/25/2013	1,017		0	769	248	0	0	0	248					
73 BB&T CORP COM	054837107		8/17/2010	7/23/2013	7/23/2013	712		0	478	234	0	0	0	234					
74 BB&T CORPORATION	054837107		8/17/2010	10/8/2013	10/8/2013	1,506		0	1,100	406	0	0	0	406					
75 BANK OF AMERICA CORP COM	060505104		2/21/2013	3/25/2013	3/														

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	53	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	0	166.015	
															166.015	Gains Minus Excess of FMV Over Adjusted Basis or Losses
58933Y105	MERCK & CO INC		7/18/2011	10/6/2013	1,101			0	821	280	0	0	0	0	0	280
594918104	MICROSOFT CORP COM		4/27/2012	3/25/2013	1,099			0	1,249	-150	0	0	0	0	0	-150
594918104	MICROSOFT CORP		4/27/2012	3/25/2013	1,398			0	1,409	-11	0	0	0	0	0	-11
594918104	MICROSOFT CORP		4/27/2012	10/8/2013	3,297			0	3,203	94	0	0	0	0	0	94
617446448	MORGAN STANLEY COM		4/22/2008	3/25/2013	482			0	488	-6	0	0	0	0	0	-6
06905104	BANK OF AMERICA CORP		6/5/2013	7/3/2013	1,414			0	1,248	166	0	0	0	0	0	166
06905104	BANK OF AMERICA CORP		6/5/2013	10/8/2013	4,016			0	3,850	166	0	0	0	0	0	166
071813109	VERIZON COMMUNICATIONS		11/6/2008	3/25/2013	1,773			0	1,481	292	0	0	0	0	0	292
07343V104	VERIZON COMMUNICATIONS		9/28/2010	10/8/2013	1,648			0	1,318	330	0	0	0	0	0	330
9286C839	VISA INC CL A COM		9/28/2010	3/25/2013	1,473			0	660	813	0	0	0	0	0	813
9286C839	VISA INC CL A COM		9/28/2010	9/8/2013	2,382			0	1,394	988	0	0	0	0	0	988
9286C839	VISA INC CL A COM		9/28/2010	9/8/2013	2,957			0	1,061	1,896	0	0	0	0	0	1,896
9286C839	VISA INC CL A COM		9/28/2010	7/23/2013	1,137			0	388	749	0	0	0	0	0	749
9286C839	VISA INC CL A COM		9/28/2010	7/23/2013	5,352			0	1,950	3,402	0	0	0	0	0	3,402
931142103	WAL-MART STORES INC COM		8/17/2012	10/8/2013	374			0	928	-554	0	0	0	0	0	-554
931142103	WAL-MART STORES INC		6/5/2013	7/23/2013	1,019			0	2,716	-1,697	0	0	0	0	0	-1,697
931142103	WAL-MART STORES INC		6/5/2013	10/8/2013	2,825			0	11,342	-8,517	0	0	0	0	0	-8,517
936793769	WASATCH LONGSHORT-FUND-I		9/4/2012	7/23/2013	12,719			0	6,255	6,464	0	0	0	0	0	6,464
936793769	WASATCH LONGSHORT-FUND-INS		9/4/2012	7/23/2013	7,325			0	2,043	5,282	0	0	0	0	0	5,282
936793769	WASATCH LONGSHORT-FUND-INS		9/4/2012	10/8/2013	2,391			0	826	1,565	0	0	0	0	0	1,565
949746101	WELLS FARGO & CO		3/5/2013	7/23/2013	1,915			0	1,544	371	0	0	0	0	0	371
949746101	WELLS FARGO & CO		3/5/2013	10/8/2013	2,585			0	2,288	297	0	0	0	0	0	297
949746101	WELLS FARGO & CO		3/26/2008	10/8/2013	1,414			0	1,070	344	0	0	0	0	0	344
969457100	WILLIAMS COS INC COM		3/17/2010	3/25/2013	1,385			0	666	719	0	0	0	0	0	719
969457100	WILLIAMS COS INC COM		3/17/2010	6/5/2013	11,410			0	6,015	5,395	0	0	0	0	0	5,395
617446448	MORGAN STANLEY		4/22/2009	7/23/2013	1,162			0	977	185	0	0	0	0	0	185
617446448	MORGAN STANLEY		7/18/2011	10/8/2013	799			0	623	176	0	0	0	0	0	176
637071101	NATIONAL OILWELL VARCO INC COM		5/17/2011	2/6/2013	7,378			0	7,255	123	0	0	0	0	0	123
637071101	NATIONAL OILWELL VARCO INC COM		8/18/2011	2/6/2013	5,982			0	5,721	261	0	0	0	0	0	261
637071101	NATIONAL OILWELL VARCO INC COM		8/25/2011	2/6/2013	2,991			0	2,875	116	0	0	0	0	0	116
64128K868	NEUBERGER BERMAN HIGH INCOME		8/30/2012	3/25/2013	22,237			0	21,750	487	0	0	0	0	0	487
64128K868	NEUBERGER BERMAN HIGH INCOME		11/27/2012	3/25/2013	152			0	150	2	0	0	0	0	0	2
64128K868	NEUBERGER BERMAN HIGH INCOME		2/9/2012	3/25/2013	4,979			0	4,766	213	0	0	0	0	0	213
64128K868	NEUBERGER BERMAN HIGH INCOME		2/9/2012	7/23/2013	42,509			0	40,734	1,775	0	0	0	0	0	1,775
64128K868	NEUBERGER BERMAN HIGH INCOME		2/9/2012	7/23/2013	1,013			0	904	109	0	0	0	0	0	109
674599105	OCCIDENTAL PETROLEUM CORP COM		9/10/2008	7/23/2013	1,014			0	249	765	0	0	0	0	0	765
674599105	OCCIDENTAL PETROLEUM CORP COM		9/10/2008	10/8/2013	2,533			0	1,878	655	0	0	0	0	0	655
674599105	OCCIDENTAL PETROLEUM CORP COM		8/25/2011	3/25/2013	344			0	288	56	0	0	0	0	0	56
6839X105	ORACLE CORP COM		6/30/2008	3/25/2013	438			0	303	135	0	0	0	0	0	135
6839X105	ORACLE CORP COM		6/30/2008	7/23/2013	992			0	671	321	0	0	0	0	0	321
6839X105	ORACLE CORP COM		7/26/2007	7/23/2013	320			0	200	120	0	0	0	0	0	120
6839X105	ORACLE CORP COM		7/26/2007	10/8/2013	3,177			0	1,956	1,221	0	0	0	0	0	1,221
6839X105	ORACLE CORP COM		7/26/2007	7/23/2013	19,662			0	11,577	8,085	0	0	0	0	0	8,085
093203336	ABERDEEN LTD LONG SHORT-IN		9/4/2012	7/23/2013	846			0	870	-24	0	0	0	0	0	-24
093203336	ABERDEEN LTD LONG SHORT-IN		3/25/2013	7/23/2013	2,849			0	2,544	305	0	0	0	0	0	305
093203336	ABERDEEN LTD LONG SHORT-IN		3/25/2013	10/8/2013	717			0	650	67	0	0	0	0	0	67
093203336	ABERDEEN LTD LONG SHORT-IN		9/7/2012	7/23/2013	632			0	500	132	0	0	0	0	0	132
093203336	ABERDEEN LTD LONG SHORT-IN		9/7/2012	7/23/2013	884			0	694	190	0	0	0	0	0	190
093203336	ABERDEEN LTD LONG SHORT-IN		9/7/2012	10/8/2013	1,648			0	1,424	224	0	0	0	0	0	224
093203336	ABERDEEN LTD LONG SHORT-IN		5/13/2011	7/23/2013	320			0	182	138	0	0	0	0	0	138
6839X105	ORACLE CORP COM		3/25/2013	7/23/2013	6,061			0	6,000	61	0	0	0	0	0	61
6839X105	ORACLE CORP COM		10/25/2010	7/23/2013	10,084			0	9,954	130	0	0	0	0	0	130
6839X105	ORACLE CORP COM		11/29/2012	10/6/2013	30,897			0	29,073	1,824	0	0	0	0	0	1,824
6839X105	ORACLE CORP COM		11/29/2012	3/25/2013	16,454			0	17,133	-679	0	0	0	0	0	-679
6839X105	ORACLE CORP COM		11/27/2012	3/25/2013	50,802			0	50,318	484	0	0	0	0	0	484
6839X105	ORACLE CORP COM		11/27/2012	3/25/2013	123			0	125	-2	0	0	0	0	0	-2
6839X105	ORACLE CORP COM		7/18/2011	7/23/2013	1,181			0	1,090	91	0	0	0	0	0	91
6839X105	ORACLE CORP COM		7/18/2011	10/9/2013	1,395			0	1,014	381	0	0	0	0	0	381
6839X105	ORACLE CORP COM		7/22/2011	7/23/2013	2,915			0	2,309	606	0	0	0	0	0	606
6839X105	ORACLE CORP COM		7/22/2011	3/25/2013	643			0	652	-9	0	0	0	0	0	-9
6839X105	ORACLE CORP COM		7/22/2011	7/23/2013	694			0	602	92	0	0	0	0	0	92
6839X105	ORACLE CORP COM		7/22/2011	10/8/2013	1,515			0	1,404	111	0	0	0	0	0	111
6839X105	ORACLE CORP COM		2/9/2012	3/25/2013	702			0	601	101	0	0	0	0	0	101
6839X105	ORACLE CORP COM		3/22/2013	7/23/2013	861			0	812	49	0	0	0	0	0	49
6839X105	ORACLE CORP COM		4/6/2013	7/23/2013	1,013			0	1,021	-8	0	0	0	0	0	-8
6839X105	ORACLE CORP COM		4/6/2013	7/23/2013	1,058			0	1,063	-5	0	0	0	0	0	-5
6839X105	ORACLE CORP COM		4/6/2013	7/23/2013	1,087			0	1,084	3	0	0	0	0	0	3
6839X105	ORACLE CORP COM		4/6/2013	10/8/2013	2,881			0	2,887	-6	0	0	0	0	0	-6
6839X105	ORACLE CORP COM		3/22/2013	10/8/2013	2,324			0	2,326	-2	0	0	0	0	0	-2
6839X105	ORACLE CORP COM		1/15/2008	3/25/2013	1,755			0	1,036	719	0	0	0	0	0	719
6839X105	ORACLE CORP COM		1/15/2008	6/5/2013	8,963			0	5,398	3,565	0	0	0	0	0	3,565
6839X105	ORACLE CORP COM		6/30/2008	6/5/2013	3,902			0	2,337	1,565	0	0	0	0	0	1,565
6839X105	ORACLE CORP COM		12/23/2009	6/5/2013	7,350			0	3,961	3,389	0	0	0	0	0	3,389
6839X105	ORACLE CORP COM		2/9/2012	3/25/2013	16,460			0	15,704	756	0	0	0	0	0	756
6839X105	ORACLE CORP COM		2/9/2012	10/8/2013	2,608			0	2,							

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 AS REQD	Compensation	Benefits	Expense Account
1 SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		44,394		0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return	1	462
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	902
7 Total	7	1,364

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	<u>10,557</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>10,557</u>