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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation
TR A W LEDBETTER FOUNDATION UA

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

City or town State ZIP code
ORLANDO FL 32802-1908

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

A Employer identification number
58-6038952

B Telephone number (see instructions)
(866) 763-0588

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) **\$ 604,322**

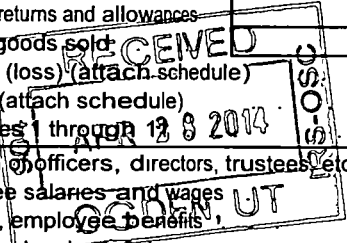
J Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis)

APR 25 2014

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	12,778	12,920		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	39,530			
b	Gross sales price for all assets on line 6a 283,919				
7	Capital gain net income (from Part IV, line 2)		39,530		
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	52,308	52,450	0	
13	Compensation of officers, directors, trustees, etc.	10,378	5,189		5,189
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)	539	131		
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	13,417	5,320	0	7,689
25	Contributions, gifts, grants paid	25,000			25,000
26	Total expenses and disbursements. Add lines 24 and 25	38,417	5,320	0	32,689
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	13,891			
b	Net investment income (if negative, enter -0-)		47,130		
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	31,602	15,802	15,802
	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)	491,371	521,062	588,520	
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)	522,973	536,864	604,322	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	522,973	536,864	
	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)	522,973	536,864		
31	Total liabilities and net assets/fund balances (see instructions)	522,973	536,864		

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)	1 522,973
2	Enter amount from Part I, line 27a	2 13,891
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 536,864
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	6 536,864

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	39,530
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	4,706	547,313	0.008598
2011	35,432	557,600	0.063544
2010	28,835	533,437	0.054055
2009	28,545	492,672	0.057939
2008	36,191	566,574	0.063877
2	Total of line 1, column (d)		0.248013
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		0.049603
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		589,542
5	Multiply line 4 by line 3		29,243
6	Enter 1% of net investment income (1% of Part I, line 27b)		471
7	Add lines 5 and 6		29,714
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		32,689

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	471	
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	471	
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	471	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	383	
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	383	
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	88	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?	N/A	
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) ▶ GA		
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? <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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (866) 763-0588 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 ▶	16	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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 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? Yes No
 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? Yes No

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	10,378	N/A	N/A
CECIL WRIGHT III ROME, GA	TRUSTEE AS REQ'D	0	N/A	N/A
BRAD WRIGHT ROME, GA	TRUSTEE AS REQ'D	0	N/A	N/A
JOEL SNIDER ROME, GA	TRUSTEE AS REQ'D	0	N/A	N/A

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 0

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 ▶ 0

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	
3 All other program-related investments See instructions 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	564,200
b	Average of monthly cash balances	1b	34,320
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	598,520
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	598,520
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	8,978
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	589,542
6	Minimum investment return. Enter 5% of line 5	6	29,477

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	29,477
2a	Tax on investment income for 2013 from Part VI, line 5	2a	471
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	471
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	29,006
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	29,006
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	29,006

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	32,689
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	32,689
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	471
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,218

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				29,006
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			0	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011	4,803			
e From 2012				
f Total of lines 3a through e	4,803			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 32,689				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				29,006
e Remaining amount distributed out of corpus	3,683			
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	8,486			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	8,486			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	4,803			
d Excess from 2012				
e Excess from 2013	3,683			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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(i)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)
 N/A

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total</p>			▶ 3a	25,000
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total</p>			▶ 3b	0

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

Recipient(s) paid during the year

Name
BOYS AND GIRLS CLUB OF N W. GEORGIA

Street
P.O BOX 2939

City ROME	State GA	Zip Code 30164	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,125

Name
FIRST BAPTIST CHURCH

Street
100 EAST 4TH AVENUE

City ROME	State GA	Zip Code 30161	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,125

Name
FIRST PRESBYTERIAN CHURCH

Street
101 EAST THIRD AVENUE

City ROME	State GA	Zip Code 30161	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,125

Name
ST PETERS EPISCOPAL

Street
101 EAST 4TH AVENUE

City ROME	State GA	Zip Code 30161	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,125

Name
DARLINGTON SCHOOL ANNUAL FUND

Street
1014 CAVE SPRINGS ROAD

City ROME	State GA	Zip Code 30161	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,125

Name
DARLINGTON SCHOOL - E L WRIGHT SCHOLARSHIP FUND

Street
1014 CAVE SPRINGS ROAD

City ROME	State GA	Zip Code 30161	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

TR A W LEDBETTER FOUNDATION UA

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

Recipient(s) paid during the year

Name

BOY SCOUTS OF AMERICA

Street

100 EAST 2ND AVENUE

City

ROME

State

GA

Zip Code

30161

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,125

Name

EXCHANGE CLUB FAMILY RESOURCE CENTER

Street

P O BOX 168

City

ROME

State

GA

Zip Code

30162-0168

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

3,125

Name

FREE CLINIC OF ROME

Street

315 WEST 10TH STREET

City

ROME

State

GA

Zip Code

30165

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

2,500

Name

HARBOR HOUSE

Street

P O BOX 5143

City

ROME

State

GA

Zip Code

30162

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL OPERATING PURPOSES

Amount

625

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals			
													Capital Gains/Losses	Other sales		
													Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss	
1	X	ABERDEEN-EQY LONG SHOR			3/11/2013		7/29/2013	123	119					283,919	0	39,530
2	X	CAMBIAR SMALL CAP-INS			3/11/2013		7/29/2013	768	725							0
3	X	JANUS PERKINS SMALL CAP			10/26/2009		3/11/2013	5,075	4,420							63
4	X	JANUS PERKINS SMALL CAP			8/15/2011		3/11/2013	319	315							655
5	X	JANUS PERKINS SMALL CAP			2/6/2012		3/11/2013	320	304							4
6	X	JANUS PERKINS SMALL CAP			11/19/2012		3/11/2013	6,198	5,716							16
7	X	JOHN HANCOCK III DISCIPLN			3/11/2013		7/29/2013	3,081	2,763							482
8	X	JPMORGAN U.S. EQUITY FUN			3/11/2013		7/29/2013	2,892	2,642							318
9	X	JPMORGAN U.S. EQUITY FUN			3/11/2013		10/7/2013	5,957	5,405							250
10	X	MANNING & NAPIER WORLD			10/26/2009		3/11/2013	2,449	2,399							552
11	X	MANNING & NAPIER WORLD			10/26/2009		7/29/2013	523	499							24
12	X	MANNING & NAPIER WORLD			10/26/2009		10/7/2013	1,378	1,256							122
13	X	NEUBERGER BERMAN HIGH			9/21/2011		3/11/2013	7,873	7,306							567
14	X	NEUBERGER BERMAN HIGH			9/21/2011		7/29/2013	14,299	13,410							889
15	X	OPPENHEIMER DEVELOPING			10/29/2010		3/11/2013	726	701							25
16	X	OPPENHEIMER DEVELOPING			10/29/2010		10/7/2013	2,774	2,578							196
17	X	CAMBIAR SMALL CAP-INS			3/11/2013		7/29/2013	249	223							26
18	X	EATON VANCE ATLANTA CAP			3/11/2013		7/29/2013	353	326							27
19	X	EATON VANCE ATLANTA CAP			3/11/2013		10/7/2013	126	113							13
20	X	FEDERATED STRATEGIC VAL			10/29/2010		3/11/2013	12,462	10,424							2,038
21	X	FEDERATED STRATEGIC VAL			10/29/2010		7/29/2013	1,604	1,289							355
22	X	HARBOR CAP APPRECIATION			4/15/2011		3/11/2013	19,952	16,717							3,235
23	X	HARBOR CAP APPRECIATION			2/6/2012		3/11/2013	28,489	25,548							2,941
24	X	HARBOR CAP APPRECIATION			8/6/2012		3/11/2013	690	690							67
25	X	T. ROWE PRICE INSTL LARGE			8/15/2011		3/11/2013	875	681							194
26	X	T. ROWE PRICE INSTL LARGE			4/17/2007		3/11/2013	672	497							175
27	X	T. ROWE PRICE INSTL L/C GRV			4/17/2007		7/29/2013	5,212	3,459							1,753
28	X	T. ROWE PRICE INSTL L/C GRV			4/17/2007		10/7/2013	8,820	5,533							3,287
29	X	OPPENHEIMER DEVELOPING			2/22/2011		10/7/2013	582	529							53
30	X	OPPENHEIMER DEVELOPING			7/29/2013		10/7/2013	1,264	1,191							73
31	X	OPPENHEIMER DEVELOPING			11/19/2012		10/7/2013	2,745	2,447							288
32	X	PIMCO LOW DURATION-I			2/22/2011		3/11/2013	21,461	21,338							123
33	X	PIMCO INVT GRADE CORP BE			11/19/2012		3/11/2013	2,580	2,640							-60
34	X	RIDGEMORTH LARGCAP VA			10/20/2008		3/11/2013	18,947	11,419							7,528
35	X	RIDGEMORTH LARGCAP VA			7/18/2011		3/11/2013	1,012	841							171
36	X	RIDGEMORTH LARGCAP VA			8/15/2011		3/11/2013	3,863	2,912							951
37	X	RIDGEMORTH LARGCAP VA			11/24/2008		3/11/2013	185	105							90
38	X	RIDGEMORTH LARGCAP VA			11/24/2008		7/29/2013	1,641	806							835
39	X	RIDGEMORTH LARGCAP VA			11/24/2008		10/7/2013	6,053	2,937							3,116
40	X	RIDGEMORTH INTERMEDIATE			4/17/2007		7/29/2013	62,450	61,522							928
41	X	RIDGEMORTH INTERMEDIATE			6/21/2007		7/29/2013	3,447	3,338							109
42	X	RIDGEMORTH INTERMEDIATE			2/6/2012		7/29/2013	1,256	1,308							-52
43	X	RIDGEMORTH INTERMEDIATE			3/11/2013		7/29/2013	6,816	6,924							-108
44	X	T. ROWE PRICE DIV/RSFD SMA			9/4/2012		3/11/2013	1,104	993							111
45	X	T. ROWE PRICE DIVERS SIC G			9/4/2012		10/7/2013	729	556							173
46	X	T. ROWE PRICE DIVERS SIC G			9/4/2012		7/29/2013	1,040	844							196
47	X	VANGUARD MB SECUR INDX			8/6/2012		7/29/2013	4,565	4,694							-129
48	X	WASATCH LONG/SHORT FUN			8/6/2012		7/29/2013	183	165							28
49	X	WASATCH LONG/SHORT FUN			8/6/2012		10/7/2013	114	96							18
50	X	WASATCH LONG/SHORT FD			8/6/2012		3/11/2013	870	767							103

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

		539	131	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	131	131		
2	PY EXCISE TAX DUE	25			
3	ESTIMATE EXCISE PAYMENTS	383			

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

		491,371	521,062	588,520
Asset Description		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1		0	0	588,520
2	DOUBLELINE TOTAL RETURN BD-I	0	43,067	0
3	JPMORGAN TRI US EQUITY-I	0	29,523	0
4	PIMCO EMERGING LOCAL BD-I	0	13,111	0
5	MAINSTAY ICAP INTL-I	0	23,931	0
6	ADVISORS CAMBIAR SMALL CAP-I	0	10,612	0
7	PIMCO 1-5 YR US TIPS INDEX ETF	0	23,922	0
8	ISHARES BARCLAYS 3-7 YR TREAS BD ET	0	35,828	0
9	GOLDMAN SACHS LOCAL EMRG MKTS DE	0	13,206	0
10	VANGUARD MTG BACKED SECS INDEX-S	0	30,454	0
11	T ROWE PRICE DIVRSFD SMALLCAP GRC	0	8,980	0
12	OSTERWEIS STRATEGIC INCOME-I	0	15,019	0
13	WASATCH LONG/SHORT-I	0	9,986	0
14	WESTERN ASSET MTG BKD SEC-I	0	24,145	0
15	EATON VANCE ATLANTA CAP SMID-CAP-I	0	5,340	0
16	T ROWE PRICE INSTL LARGE-CAP GRWT	0	26,122	0
17	FORUM ABSOLUTE STRATEGIES-I	0	28,843	0
18	MANNING & NAPIER WORLD OPPTY-A	0	38,670	0
19	EATON VANCE FLTG-RT-I	0	14,989	0
20	RIDGEWORTH FD-LARGECAP VAL EQTY	0	7,183	0
21	FEDERATED STRATEGIC VALUE-I	0	23,852	0
22	PIMCO INVT GRADE CORP BD-I	0	35,021	0
23	ABERDEEN EQUITY LONG SHORT-I	0	10,708	0
24	OPPENHEIMER DEVELOPING MKTS INST	0	19,048	0
25	JOHN HANCOCK III DISCIPLINED VALUE-I	0	29,502	0

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 REQ'D	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		10,378	N/A	N/A
2	CECIL WRIGHT III			ROME	GA			TRUSTEE	AS REQ'D	0	N/A	N/A
3	BRAD WRIGHT			ROME	GA			TRUSTEE	AS REQ'D	0	N/A	N/A
4	JOEL SNIDER			ROME	GA			TRUSTEE	AS REQ'D	0	N/A	N/A

10,378

0

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

	<u>Date</u>	<u>Amount</u>
1 Credit from prior year return		1 0
2 First quarter estimated tax payment	5/13/2013	2 95
3 Second quarter estimated tax payment	6/13/2013	3 96
4 Third quarter estimated tax payment	9/10/2013	4 96
5 Fourth quarter estimated tax payment	12/11/2013	5 96
6 Other payments		6
7 Total		7 383