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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 LOIS & LUCY LAMPKIN FDN U/A

Number and street (or P O box number if mail is not delivered to street address)

P O BOX 1908

A Employer identification number

58-6065402

City or town

ORLANDO

State

FL

ZIP code

32802-1908

Foreign country name

Foreign province/state/county

Foreign postal code

G Check all that apply Initial return Initial return of a former public charity Final return Amended return Address change Name changeH 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) ► \$ 2,384,932

J Accounting method Cash Accrual
 Other (specify) _____

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

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 ► **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	46,224	46,182		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	74,209			
b	Gross sales price for all assets on line 6a	1,239,536			
7	Capital gain net income (from Part IV, line 2)		74,209		
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 RECEIVED	120,433	120,391	0	
13	Compensation of officers, directors, trustees, etc	16,938	8,469		8,469
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)	6,149	566		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	247			247
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	1,000			1,000
24	Total operating and administrative expenses.	26,834	9,035	0	12,216
	Add lines 13 through 23	87,500			87,500
25	Contributions, gifts, grants paid	114,334	9,035	0	99,716
26	Total expenses and disbursements. Add lines 24 and 25				
27	Subtract line 26 from line 12	6,099			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)	111,356			
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

MAY 2014 APR 2014

SCANNED MAY 02 2014

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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		1,808		
	2 Savings and temporary cash investments		13,232	38,109	38,109
	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)				
Liabilities	11 Investments—land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach schedule) ►				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)		2,102,251	2,085,281	2,346,823
	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)		2,117,291	2,123,390	2,384,932
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	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 ►)		0	0	
	23 Total liabilities (add lines 17 through 22)		0	0	
	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.				
Part III	27 Capital stock, trust principal, or current funds		2,117,291	2,123,390	
	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)		2,117,291	2,123,390	
	31 Total liabilities and net assets/fund balances (see instructions)		2,117,291	2,123,390	

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	2,117,291
2 Enter amount from Part I, line 27a .	2	6,099
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	2,123,390
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	2,123,390

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			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	74,209	
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	101,549	2,071,132	0 049031
2011	99,391	2,084,517	0 047681
2010	89,484	1,991,087	0 044942
2009	73,318	1,747,891	0 041947
2008	125,395	2,002,789	0 062610

2 Total of line 1, column (d)	2	0 246211
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 049242
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,234,399
5 Multiply line 4 by line 3	5	110,026
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,114
7 Add lines 5 and 6	7	111,140
8 Enter qualifying distributions from Part XII, line 4	8	99,716

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

1c 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 4,421

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 4,421

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ► 9 0

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ► 10 2,194

11 Enter the amount of line 10 to be **Credited to 2014 estimated tax** ► 2,194 Refunded ► 11 0

1	2,227
2	0
3	2,227
4	
5	2,227
7	4,421
8	
9	0
10	2,194
11	0

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? 1a Yes X

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 1b Yes X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year? 1c Yes X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities 2 Yes X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes 3 Yes X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a Yes X

b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T 5 Yes X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? 6 Yes X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XIV 7 Yes X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► GA
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? If "No," attach explanation 8b Yes X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV 9 Yes X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 Yes 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 Located at ► P.O. BOX 1908 ORLANDO FL	Telephone no ► (404) 813-9304 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		► <input type="checkbox"/>
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))	2b		
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?	2b	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____	2b		
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		
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____	2b		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	<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 propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>		6b	X
7a	At any time during the tax year was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS P O BOX 4655 ATLANTA, GA 30302	TRUSTEE AS REC	16,938		
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
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	2,236,785
b	Average of monthly cash balances	1b	31,640
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,268,425
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	2,268,425
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	34,026
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,234,399
6	Minimum investment return. Enter 5% of line 5	6	111,720

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	111,720
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,227
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,227
3	Distributable amount before adjustments Subtract line 2c from line 1	3	109,493
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	109,493
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	109,493

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	99,716
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1b	
b	Program-related investments—total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	99,716
b	Cash distribution test (attach the required schedule)	5	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	99,716
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)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				109,493
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				87,377
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 ► \$ 99,716				
a Applied to 2012, but not more than line 2a				87,377
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				
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				97,154
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 <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				
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				0
	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

SUNTRUST BANK P O BOX 4655, MC 0221 ATLANTA, GA 30302

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

c Any submission deadlines

MARCH 15TH OR SEPTEMBER 15TH

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)				
<i>a Paid during the year</i> See Attached Statement				
Total				► 3a 87,500
<i>b Approved for future payment</i> NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate			14	46,224
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue. a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)		0		120,433
13	Total. Add line 12, columns (b), (d), and (e)				120,433

(See worksheet in line 13 instructions to verify calculations)

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

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

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17 Net short-term gain or (loss)	17			-495.
18 Net long-term gain or (loss):				
a Total for year	18a			24,529.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c 28% rate gain	18c			
19 Total net gain or (loss). Combine lines 17 and 18a. ►	19			24,034.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of.	
a The loss on line 19, column (3) or b \$3,000	20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution Skip this part and complete the Schedule D Tax Worksheet in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	25		
26 Subtract line 25 from line 24 If zero or less, enter -0-	26		
27 Subtract line 26 from line 21 If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% . . . ►	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33 If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15%.	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38 If zero or less, enter -0-	40		
41 Multiply line 40 by 20%	41		
42 Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ►	45		

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10
► Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2013

Name of estate or trust

JANE & MORTON SILBERMAN PRIVATE FOUNDATION

Employer identification number

52-2174880

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

(d)
Proceeds
(sales price)

(e)
Cost
(or other basis)

(g)
Adjustments
to gain or loss from
Form(s) 8949, Part I,
line 2, column (g)

(h) Gain or (loss)
Subtract column (e)
from column (d) and
combine the result with
column (g)

1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	5,097.	5,611.	19.	-495.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss) Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ►			7	-495.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

(d)
Proceeds
(sales price)

(e)
Cost
(or other basis)

(g)
Adjustments
to gain or loss from
Form(s) 8949, Part II,
line 2, column (g)

(h) Gain or (loss)
Subtract column (e)
from column (d) and
combine the result with
column (g)

8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	145,672.	121,248.		24,424.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	105.
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss) Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ►			16	24,529.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

ACR173 976M 04/09/2014 11:47:22

26

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT

PLEASE SEE ATTACHED STATEMENT

JANE & MORTON SILBERMAN PRIVATE FOUNDATION

52-2174880

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

SEE ATTACHED STATEMENT

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION
=====DREYFUS EMERGING MARKETS
SEE ATTACHED STATEMENT
FRANKLIN HIGH INCOME FUND
HARDING LOEVNER EMERGING
INVEESCO DISCIPLINED EQUITY
ISHARES TR BARCLAYS INTER
JP MORGAN MID CAP VALUE
NEUBERGER BERMAN EQUITY INCOMEBEGINNING
BOOK VALUE
=====19,000.
20,324.
85,989.
193,122.
153,983.
73,057.
19,125.
=====TOTALS
=====564,600.
=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

FEDERAL TAX PAYMENT - PRIOR YE	174.
FEDERAL ESTIMATES - PRINCIPAL	532.
 TOTALS	 706.
	=====

TR LOIS & LUCY LAMPKIN FDN U/A

58-6065402 Page 1 of 6

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

Recipient(s) paid during the year

Name

ACTION MINISTRIES

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution
GENERAL OPERATINGAmount
2,500

Name

ALICE LLOYD COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution
GENERAL OPERATINGAmount
2,500

Name

ATHENS YMCA

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution
GENERAL OPERATINGAmount
1,500

Name

BERRY COLLEGE

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution
GENERAL OPERATINGAmount
5,000

Name

CAMP KUDZU

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution
GENERAL OPERATINGAmount
2,500

Name

CAMP SUNSHINE

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution
GENERAL OPERATINGAmount
2,500

TR LOIS & LUCY LAMPKIN FDN U/A

58-6065402 Page 2 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

CARE AND COUNSELING CENTER OF GEORGIA

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		

Purpose of grant/contribution

GENERAL OPERATING

Amount

2,000

Name

GEORGIA COLLEGE AND STATE UNIVERSITY

Street

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

Name

HILLSIDE, INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING		2,500	

Name

LITERACY ACTION INC

Street

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

Name

THE MUSEUM OF CONTEMPORARY ART GA

Street

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

Name

THE POSSE FOUNDATION-ATLANTA

Street

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

TR LOIS & LUCY LAMPKIN FDN U/A

58-6065402 Page 3 of 6

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

Recipient(s) paid during the year

Name

NORTHEAST GEORGIA PRESBYTERY AND TECHNOLOGY RESOURCING

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			5,000

Name

THE TALLULAH FALLS SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			2,500

Name

TRAINING AND COUNSELING CENTER AT ST. LUKE'S

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			2,500

Name

THE ATLANTA BALLET

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			2,500

Name

CHRIS KIDS, INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			2,500

Name

ATHENS NURSES CLINIC INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			5,000

TR LOIS & LUCY LAMPKIN FDN U/A

58-6065402 Page 4 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

LORAN SMITH CENTER

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			2,000

Name

ATLANTA COMMUNITY FOOD BANK

Street

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

Name

ATLANTA MISSION

Street

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

Name

THE ATLANTA OPERA

Street

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

Name

CENTRAL OUTREACH AND ADVOCACY CENTER

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			5,000

Name

GEORGIA HEALTH SCIENCES UNIVERSITY

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution		Amount	
GENERAL OPERATING			5,000

TR LOIS & LUCY LAMPKIN FDN U/A

58-6065402 Page 5 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

MURPHY-HARPST CHILDREN'S CENTERS INC

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 2,500
--	-----------------

Name

NORTHEAST GEORGIA CANCER CARE FOUNDATION

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 5,000
--	-----------------

Name

RABUN GAP-NACOCHEE SCHOOL

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 2,500
--	-----------------

Name

REINHARDT UNIVERSITY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 2,500
--	-----------------

Name

THE SALVATION ARMY

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 2,500
--	-----------------

Name

STREET GRACE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 2,500
--	-----------------

TR LOIS & LUCY LAMPKIN FDN U/A

58-6065402 Page 6 of 6

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

Recipient(s) paid during the year

Name

UNITED WAY OF NORTHEAST GEORGIA SUCCESS BY 6

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 7,500
--	-----------------

Name

YOUNG HARRIS COLLEGE

Street

City	State	Zip Code	Foreign Country
------	-------	----------	-----------------

Relationship NONE	Foundation Status PC		
----------------------	-------------------------	--	--

Purpose of grant/contribution GENERAL OPERATING	Amount 2,500
--	-----------------

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	Gross Sales Price	Cost or Other Basis	Valuation Method	Capital Gain/Loss Other Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals	Gross Sales	Cost, Other Basis and Expenses
1 X ABERDEEN-EQU LONG SHOR	003020336				1/20/2012		1/18/2013	440	440	406			0	0	0	0
2 X ABERDEEN-EQU LONG SHOR	277911491				4/4/2013		5/3/2013	1,285	1,262				0	0	0	0
3 X EATON VANCE FLTG-RT-I	277911491				4/4/2013		9/4/2013	11,900	11,072				0	0	0	0
4 X EATON VANCE FLOATING RA	277911491				4/4/2013		11/18/2013	1,515	1,520				0	0	0	0
5 X FORUM ABSOLUTE STRATEG	349847600				9/25/2012		5/3/2013	1,984	1,972				0	0	0	0
6 X ABSOLUTE STRATEGIES FUN	349847600				11/18/2012		1/18/2013	2,797	2,832				0	0	0	0
7 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		1/9/2013	37,900	36,661				0	0	0	0
8 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		4/4/2013	45,417	44,339				0	0	0	0
9 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		4/4/2013	12,025	10,910				0	0	0	0
10 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		4/4/2013	24,358	19,300				0	0	0	0
11 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		5/3/2013	1,205	910				0	0	0	0
12 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		1/18/2013	2,005	1,327				0	0	0	0
13 X GOLDMAN SACHS GROWTH	381421401				1/25/2012		5/3/2013	1,322	1,039				0	0	0	0
14 X GOLDMAN SACHS LOCAL EN	381454303				4/4/2013		4/4/2013	1,574	1,765				0	0	0	0
15 X GOLDMAN SACHS LOCAL EN	381454303				4/4/2013		1/18/2013	28,200	28,226				0	0	0	0
16 X T ROWE PRICE INSTL LARGE	457751408				2/6/2012		5/3/2013	733	700				0	0	0	0
17 X ABERDEEN EQUITY LONG SH	003020336				12/20/2012		5/3/2013	49	47				0	0	0	0
18 X ABERDEEN EQUITY LONG SH	003020336				12/20/2012		4/6/2012	11,349	10,063				0	0	0	0
19 X T ROWE PRICE INSTL LARGE	457751408				10/18/2011		4/6/2013	81,151	65,945				0	0	0	0
20 X T ROWE PRICE INSTL LARGE	457751408				10/18/2011		5/3/2013	1,613	1,256				0	0	0	0
21 X T ROWE PRICE INSTL LARGE	457751408				10/18/2011		5/3/2013	15,000	14,843				0	0	0	0
22 X NEUBERGER BERMAN HIGH I	641281686				12/20/2012		4/4/2013	993	983				0	0	0	0
23 X NEUBERGER BERMAN HIGH I	641281686				9/25/2012		4/4/2013	15,807	15,642				0	0	0	0
24 X NEUBERGER BERMAN HIGH I	641281686				9/25/2012		5/3/2013	985	985				0	0	0	0
25 X NEUBERGER BERMAN HIGH I	641281686				9/25/2012		9/4/2013	1,019	1,019				0	0	0	0
26 X NEUBERGER BERMAN HIGH I	641281686				9/25/2012		11/18/2013	3,972	4,163				0	0	0	0
27 X OSTERWEILS STRATEGIC INC	928354489				9/25/2012		9/4/2013	1,522	1,513				0	0	0	0
28 X VANGUARD BD INDEX TOTAL	921937835				9/25/2012		4/4/2013	68,190	69,240				0	0	0	0
29 X VANGUARD BD INDEX TOTAL	921937835				9/25/2012		4/4/2013	48,883	49,700				0	0	0	0
30 X VANGUARD TOTAL BOND MA	921937835				9/25/2012		5/3/2013	4,864	4,928				0	0	0	0
31 X VANGUARD TOTAL BOND MA	921937835				9/25/2012		9/4/2013	10,441	11,234				0	0	0	0
32 X VANGUARD TOTAL BOND MA	921937835				9/25/2012		11/18/2013	3,972	4,163				0	0	0	0
33 X WASATCH LONG/SHORT-FUN	936793769				4/4/2013		5/3/2013	2,033	1,980				0	0	0	0
34 X WASATCH LONG/SHORT-FUN	936793769				4/4/2013		11/18/2013	3,169	2,865				0	0	0	0
35 X T ROWE PRICE INSTL GRIN	457751408				10/18/2011		11/18/2013	2,918	1,846				0	0	0	0
36 X ISHARES TR DOW JONES SEL	464281768				10/19/2013		4/4/2013	39,152	36,171				0	0	0	0
37 X ISHARES TR DOW JONES SEL	464281768				10/19/2013		4/4/2013	61,886	56,791				0	0	0	0
38 X ISHARES DJ SELECT DIVIDEN	464281768				9/25/2012		5/3/2013	1,184	1,043				0	0	0	0
39 X ISHARES D J SELECT DIVIDEN	464281768				9/25/2012		9/4/2013	64,718	58,066				0	0	0	0
40 X ISHARES RUSSELL MIDCAP Y	464281768				9/25/2012		5/3/2013	1,457	1,404				0	0	0	0
41 X ISHARES RUSSELL MIDCAP Y	464281768				9/25/2012		4/4/2013	2,318	2,022				0	0	0	0
42 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		1/9/2013	84,760	82,245				0	0	0	0
43 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		4/4/2013	15,019	13,478				0	0	0	0
44 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		5/3/2013	2,142	2,391				0	0	0	0
45 X ISHARES TR RUSSELL 2000 V	464281768				9/25/2012		11/18/2013	1,433	1,407				0	0	0	0
46 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		1/9/2013	38,329	39,582				0	0	0	0
47 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		5/3/2013	90,016	85,202				0	0	0	0
48 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		5/3/2013	84,760	82,245				0	0	0	0
49 X ISHARES RUSSELL 1000 GRO	464281768				9/25/2012		1/9/2013	5,053	4,629				0	0	0	0
50 X ISHARES TR RUSSELL 1000 V	464281768				9/25/2012		4/4/2013	8,046	7,387				0	0	0	0
51 X MANNING & NAPIER WORLD	563821545				7/18/2011		5/3/2013	1,433	1,407				0	0	0	0
52 X MANNING & NAPIER WORLD	563821545				7/18/2011		11/18/2013	2,981	1,511				0	0	0	0
53 X JOHN HANCOCK III DISCPLN	478031640				9/4/2013		11/18/2013	2,760	2,582				0	0	0	0
54 X JOHN HANCOCK III DISCPLN	478031640				9/4/2013		1/9/2013	4,248	4,255				0	0	0	0
55 X JPMORGAN U S EQUITY FUN	4812A1142				9/4/2013		9/4/2013	54,500	50,176				0	0	0	0
56 X JPMORGAN U S EQUITY FUN	4812A1142				9/4/2013		11/18/2013	5,770	4,894				0	0	0	0
57 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		5/3/2013	5,016	5,306				0	0	0	0
58 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		11/18/2013	7,963	7,709				0	0	0	0
59 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		1/9/2013	20,841	19,580				0	0	0	0
60 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		12/21/2011	466	441				0	0	0	0
61 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		2/6/2012	512	500				0	0	0	0
62 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		9/4/2013	127	129				0	0	0	0
63 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		11/18/2013	3,085	3,084				0	0	0	0
64 X OPPENHEIMER DEVELOPERS	683974505				7/18/2011		1/9/2013	4,668	4,358				0	0	0	0
65 X PINCO TOTAL RETURN-I	6933930700				9/25/2012		4/4/2013	28,000	27,771				0	0	0	0
66 X PINCO TOTAL RETURN-I	6933930700				9/25/2012		4/4/2013	34,700	35,622				0	0	0	0
67 X PINCO TOTAL RETURN-I	6933930700				9/25/2012		5/3/2013	2,032	2,082				0	0	0	0
68 X PINCO TOTAL RETURN-FUND	6933930700				9/25/2012		9/4/2013	17,400	19,043				0	0	0	0

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

Long Term CG Distributions		Amount	23 180	Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions				Other sales	0	1,165,327	0	74,209	0
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method
69 X	PIMCO TOTAL RETURN FUND	693380700		9/25/2012	11/18/2013	2,322	2,464		
70 X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012	4/4/2013	7,000	6,904		
71 X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012	4/4/2013	11,000	10,990		
72 X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012	5/3/2013	836	812		
73 X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012	11/18/2013	1,565	1,768		

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

	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

		6,149	566	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	566	566		
2	PRIOR YEAR EXCISE TAX DUE	1,162			
3	ESTIMATED EXCISE PAYMENTS	4,421			

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

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 MEMBERSHIP DUES	1,000			1,000

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	2,102,251	2,085,281	2,346,823
1	OTHER INVESTMENTS - SEE ATTACHED		2,102,251	0			
2	GOLDMAN SACHS GROWTH OPPORTYS-I		0	54,715	77,858		
3	ISHARES RUSSELL MIDCAP VALUE INDEX		0	75,177	87,986		
4	ISHARES TR RUSSELL 1000 VALUE INDEX		0	149,852	190,883		
5	ISHARES TR RUSSELL 1000 GROWTH INC		0	156,945	195,278		
6	ISHARES TR RUSSELL 2000 INDEX ETF		0	55,572	76,368		
7	PIMCO TOTAL RETURN-I		0	88,652	86,117		
8	T ROWE PRICE INSTL LARGE-CAP GRWT		0	68,753	114,631		
9	FORUM ABSOLUTE STRATEGIES-I		0	104,529	103,465		
10	VANGUARD BD INDEX TOTAL BD MKT ETI		0	155,503	146,972		
11	MANNING & NAPIER WORLD OPPORTYS-A		0	265,394	299,070		
12	EATON VANCE FLTG-RT-I		0	57,046	56,923		
13	ABERDEEN EQUITY LONG SHORT-I		0	39,853	44,134		
14	OPPENHEIMER DEVELOPING MKTS INSTI		0	157,050	176,317		
15	JOHN HANCOCK III DISCIPLINED VALUE-I		0	101,380	106,945		
16	JPMORGAN TR I US EQUITY-I		0	197,080	224,430		
17	PIMCO EMERGING LOCAL BD-I		0	63,336	57,432		
18	GOLDMAN SACHS LOCAL EMRG MKTS DE		0	64,526	57,695		
19	BLACKROCK GLOBAL US CREDIT-INSTL		0	67,402	68,542		
20	OSTERWEIS STRATEGIC INCOME-I		0	56,727	56,727		
21	WASATCH LONG/SHORT-I		0	105,789	119,050		

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

Long Term CG Distributions		23,180		0		1,216,395		0		0		1,165,327		51,029	
Short Term CG Distributions		0		0		0		0		0		0		0	
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F M V as of 12/31/69	Gain or Loss	F M V as of 12/31/69	Excess of FMV Over Ad-Basis	Gains Minus Excess Basis or Losses		
1 ABERDEEN EQUITY LONG SHORT IN	003020336	10/18/2011	11/18/2013	11/18/2013	440	721	0	644	77	0	0	0	0		
2 ABERDEEN EQUITY LONG SHORT IN	003020336	10/18/2011	11/18/2013	11/18/2013	1,265	1,262	0	1,102	2	0	0	0	3		
3 EATON VALE FLOATING RATE I	277911491	4/4/2013	5/2/2013	5/2/2013	11,000	11,000	0	11,022	-2	0	0	0	2		
4 EATON VALE FLOATING RATE I	277911491	4/4/2013	5/2/2013	11/18/2013	1,515	1,500	0	1,520	-5	0	0	0	5		
5 EATON VALE FLOATING RATE I	277911491	4/4/2013	5/2/2013	11/18/2013	1,984	1,972	0	1,972	2	0	0	0	2		
6 FORUM ABSOLUTE STRATEGIES FUND I	349816600	9/7/2012	11/18/2013	2/7/2013	0	2,832	0	2,832	-35	0	0	0	35		
7 ABSOLUTE STRATEGIES FUND I	349816600	9/7/2012	11/18/2013	37,900	0	38,861	0	38,861	-761	0	0	0	0		
8 GOLDMAN SACHS GROWTH OPTYS I	381422401	9/25/2012	4/4/2013	4/4/2013	45,125	0	44,339	1,078	0	0	0	0	1,078		
9 GOLDMAN SACHS GROWTH OPTYS I	381422401	9/25/2012	4/4/2013	5/2/2013	11,349	0	10,910	1,115	0	0	0	0	1,115		
10 GOLDMAN SACHS GROWTH OPTYS I	381422401	12/29/2009	4/4/2013	24,558	0	19,300	5,258	0	0	0	0	0	5,258		
11 GOLDMAN SACHS GROWTH OPTYS I	381422401	12/29/2009	5/2/2013	1,205	0	910	265	0	0	0	0	0	265		
12 GOLDMAN SACHS GROWTH OPTYS I	381422401	12/29/2009	11/18/2013	2,005	0	1,327	678	0	0	0	0	0	678		
13 GOLDMAN SACHS GROWTH OPTYS I	381422401	12/29/2009	4/4/2013	1,022	0	1,009	13	0	0	0	0	0	13		
14 GOLDMAN SACHS LOCAL EMRG MKTS 38143N303	4/4/2013	11/18/2013	1,574	0	1,765	0	1,765	-181	0	0	0	0	181		
15 GOLDMAN SACHS LOC EMG MKT	38143N303	2/6/2012	11/18/2013	28,200	0	25,826	2,374	0	0	0	0	0	2,374		
16 IT ROWE PRICE INST LARGE CAP CRM 5175L408	11/18/2013	11/18/2013	733	0	700	0	700	-33	0	0	0	0	-33		
17 ABERDEEN EQUITY LONG SHORT I	003020336	12/20/2012	5/2/2013	0	0	0	0	0	0	0	0	0	0		
18 ABERDEEN EQUITY LONG SHORT I	003020336	12/20/2012	5/2/2013	0	0	0	0	0	0	0	0	0	0		
19 IT ROWE PRICE INST LARGE CAP CRM 5175L408	11/18/2013	4/4/2013	11,349	0	10,061	1,266	0	0	0	0	0	0	1,266		
20 IT ROWE PRICE INST LARGE CAP CRM 5175L408	11/18/2013	4/4/2013	81,151	0	65,945	15,206	0	0	0	0	0	0	15,206		
21 IT ROWE PRICE INST LARGE CAP CRM 5175L408	11/18/2013	5/2/2013	1,613	0	1,256	337	0	0	0	0	0	0	337		
22 IT ROWE PRICE INST LARGE CAP CRM 5175L408	11/18/2013	4/4/2013	0	0	14,844	0	14,844	0	0	0	0	0	0		
23 NEUBERGER BERMAN HIGH INCOME BD MKT I	9/25/2012	4/4/2013	993	0	983	10	983	0	0	0	0	0	10		
24 NEUBERGER BERMAN HIGH INCOME BD MKT I	9/25/2012	4/4/2013	18,807	0	15,807	3,000	15,807	0	0	0	0	0	3,000		
25 NEUBERGER BERMAN HIGH INCOME BD MKT I	9/25/2012	5/3/2013	1,019	0	985	34	985	0	0	0	0	0	34		
26 NEUBERGER BERMAN HIGH INCOME BD MKT I	9/25/2012	8/4/2013	31,696	0	30,376	1,321	30,376	0	0	0	0	0	1,321		
27 OSTERWEILS STRATEGIC INC FDI	9/4/2013	11/18/2013	1,522	0	1,513	9	1,513	0	0	0	0	0	9		
28 VANGUARD BD INDEX TOTAL BD MKT I	9/25/2012	4/4/2013	68,190	0	69,200	1,090	69,200	0	0	0	0	0	1,090		
29 VANGUARD BD INDEX TOTAL BD MKT I	9/25/2012	4/4/2013	48,983	0	49,700	717	49,700	0	0	0	0	0	717		
30 VANGUARD BD INDEX TOTAL BD MKT I	9/25/2012	5/3/2013	4,884	0	4,928	-44	4,928	0	0	0	0	0	64		
31 VANGUARD TOTAL BOND MARKET	9/25/2012	11/18/2013	105,441	0	112,314	-6,873	112,314	0	0	0	0	0	-6,873		
32 VANGUARD TOTAL BOND MARKET	9/25/2012	3/7/2013	3,972	0	4,163	-191	4,163	0	0	0	0	0	-191		
33 WASATCH LONG/SHORT I	9/25/2012	5/3/2013	0	0	1,980	53	1,980	0	0	0	0	0	53		
34 WASATCH LONG/SHORT FUND INS	9/25/2012	4/4/2013	3,169	0	2,965	304	2,965	0	0	0	0	0	304		
35 IT ROWE PRICE INST LCL GROWTH	457193169	10/18/2011	11/18/2013	2,918	0	1,245	1,072	0	0	0	0	0	1,072		
36 SHARES TROWNE JONES SEC DIV IN	452971755	9/25/2012	4/4/2013	36,152	0	36,371	2,289	36,371	0	0	0	0	0		
37 SHARES TROWNE JONES SEC DIV IN	452971755	9/25/2012	4/4/2013	61,886	0	56,791	5,095	56,791	0	0	0	0	0		
38 SHARES D SELECT DIVIDEND INDEX	512978355	1/18/2013	1/18/2013	1,184	0	1,043	141	1,043	0	0	0	0	141		
39 SHARES D SELECT DIVIDEND INDEX	512978355	9/25/2012	5/3/2013	64,718	0	56,022	6,852	56,022	0	0	0	0	0		
40 SHARES RUSSELL MIDCAP VALUE IND	464287168	4/4/2013	1,457	0	1,404	53	1,404	0	0	0	0	0	53		
41 SHARES RUSSELL MIDCAP VALUE IND	464287473	4/4/2013	2,318	0	2,022	296	2,022	0	0	0	0	0	296		
42 SHARES RUSSELL 1000 VALUE IND	464287598	9/25/2012	4/4/2013	84,760	0	82,245	2,515	82,245	0	0	0	0	2,515		
43 SHARES RUSSELL 1000 VALUE IND	464287598	9/25/2012	4/4/2013	15,319	0	13,735	1,584	13,735	0	0	0	0	1,584		
44 SHARES RUSSELL 1000 VALUE IND	464287598	9/25/2012	5/3/2013	2,742	0	2,391	351	2,391	0	0	0	0	351		
45 SHARES THURS-SELL 1000 VALUE ETF	464287598	9/25/2012	11/18/2013	-4,985	0	4,807	-39,582	4,807	0	0	0	0	-39,582		
46 SHARES THURS-SELL 1000 GROWTH II	464287598	9/25/2012	4/4/2013	90,016	0	85,202	4,814	85,202	0	0	0	0	4,814		
47 SHARES THURS-SELL 1000 GROWTH II	464287598	9/25/2012	5/3/2013	2,966	0	2,147	219	2,147	0	0	0	0	219		
48 SHARES THURS-SELL 1000 GROWTH II	464287598	9/25/2012	4/4/2013	5,053	0	4,629	424	4,629	0	0	0	0	424		
49 SHARES THURS-SELL 1000 GROWTH ETF	464287598	9/25/2012	4/4/2013	11/18/2013	0	7,387	559	7,387	0	0	0	0	559		
50 SHARES THURS-SELL 1000 INDEX ETF	464287598	9/25/2012	4/4/2013	8,046	0	1,007	739	1,007	0	0	0	0	739		
51 SHARES THURS-SELL 2000 INDEX ETF	464287598	9/25/2012	5/3/2013	1,443	0	1,311	470	1,311	0	0	0	0	470		
52 SHARES THURS-SELL 2000 INDEX ETF	464287598	9/25/2012	11/18/2013	1,381	0	2,892	178	2,892	0	0	0	0	178		
53 JOHN HANCOCK III DISCIP V-1	478030440	9/25/2012	11/18/2013	2,760	0	4,255	173	4,255	0	0	0	0	173		
54 JPMORGAN U.S. EQUITY FUND-INST	481241142	4/4/2013	5/3/2013	54,000	0	50,776	4,324	50,776	0	0	0	0	4,324		
55 JPMORGAN U.S. EQUITY FUND-INST	481241142	4/4/2013	11/18/2013	5,770	0	4,894	876	4,894	0	0	0	0	876		
56 JPMORGAN U.S. EQUITY FUND-INST	481241142	7/1/2013	5/3/2013	5,016	0	5,006	-29	5,006	0	0	0	0	-29		
57 MANNING & NAPIER WORLD DPPY-A	563397545	11/18/2013	7/1/2013	7,965	0	7,009	254	7,009	0	0	0	0	254		
58 MANNING & NAPIER WORLD DPPY-B	563397545	10/18/2011	9/4/2013	20,941	0	19,350	1,591	19,350	0	0	0	0	1,591		
59 NEUBERGER BERMAN HIN-JNS	64128K668	12/21/2011	9/4/2013	466	0	441	25	441	0	0	0	0	25		
60 NEUBERGER BERMAN HIN-JNS	64128K668	9/25/2012	5/3/2013	512	0	500	12	500	0	0	0	0	12		
61 NEUBERGER BERMAN HIN-JNS	64128K668	9/25/2012	9/4/2013	127	0	129	-2	129	0	0	0	0	-2		
62 NEUBERGER BERMAN HIN-JNS	64128K668	9/25/2012	11/18/2013	3,085	0	3,054	31	3,054	0	0	0	0	31		
63 OPPENHEIMER DEVELOPING MKTS Y	6433974905	1/8/2013	5/3/2013	4,668	0	4,356	310	4,356	0	0	0	0	310		
64 OPPENHEIMER DEVELOPING MKTS Y	6433974905	11/18/2013	7/1/2013	29,000	0	29,771	-771	29,771	0	0	0	0	-771		
65 PINCO TOTAL RETURN	643397070	9/25/2012	4/4/2013	34,700	0	35,322	-422	35,322	0	0	0	0	-422		
66 PINCO TOTAL RETURN	643397070	9/25/2012	5/3/2013	3,203	0	2,082	1,518	2,082	0	0	0	0	1,518		
67 PINCO TOTAL RETURN FUND-INST	643397070	9/25/2012	9/4/2013	17,000	0	19,043	-1,043	19,043	0	0	0	0	-1,043		
68 PINCO TOTAL RETURN FUND-INST	643397070	9/25/2012	11/18/2013	2,322	0	2,464	-142	2,464	0	0	0	0	-142		
69 PINCO EMERGING LOCAL BD-I	72201F516	9/25/2012	4/4/2013	7,000	0	6,994	6	6,994	0	0	0	0	6		
70 PINCO EMERGING LOCAL BD-I	72201F516	9/25/2012	4/4/2013	11,000	0	10,980	10	10,980	0	0	0	0	10		
71 PINCO EMERGING LOCAL BD-I	72201F516	9/25/2012	4/4/2013	836	0	812	24	812	0	0	0	0	24		
72 PINCO EMERGING LOCAL BD-I	72201F516	9/25/2012	5/3/2013	1,565	0	1,768	-203	1,768	0	0	0	0	-203		

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 TRUSTEE AS REQD	Avg Hrs Per Week	Compensation	Benefits	Expense Account
SUNTRUST BANKS		P O BOX 4655	ATLANTA	GA	30302				16,938	-	0

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	1,105
3 Second quarter estimated tax payment	3	1,105
4 Third quarter estimated tax payment	4	1,105
5 Fourth quarter estimated tax payment	5	1,106
6 Other payments	6	
7 Total	7	4,421

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	87,377
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	87,377

TR LOIS & LUCY LAMPKIN FDN U/A

FORM 990PF, PART XV – LINES 2a – 2d

58-6065402

Mission and Grant Guidelines:

The Foundation supports a variety of organizations in North Georgia with a small focus in metro Atlanta, including education, religion, health, children and the arts.

Geographic Restrictions: Georgia

Application Deadline(s): March 15 and September 15

Application Information: Please use the attached form or submit a 2-3 page proposal narrative/letter detailing your organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project/program. Include a project/program budget (if applicable), a copy of your board list, and copy of your IRS tax letter. Have the application signed by your CEO, ED or Board Chair. If you are a 509(a)(3) supporting organization, you must state whether you are a Type I, II, or III Supporting Organization and have this information signed by your CEO, ED, Board Chair or Legal Counsel.

Application Address: SunTrust Bank, P.O. Box 4655, MC 221, Atlanta, GA 30302

Send to the attention of: Allen Mast

Contact Phone Number: 404-588-7347

Contact Email: fdnsvcs.ga@suntrust.com

TR LOIS & LUCY LAMPKIN FDN U/A
FORM 990PF, PART XV – LINE 2b

58-6065402

FOUNDATION GRANT COMMON APPLICATION

INSTRUCTIONS

- Please answer each of the following questions in the order presented below (be sure that the question itself appears on the submitted application). Your responses should be clear and concise.
- The completed grant application should not exceed 5 pages, excluding the project budget and any required attachments. Please do not submit brochures, videos, or other attachments not requested.
- Please submit one signed copy of completed grant application and attachments to the appropriate contact at SunTrust.

GRANT APPLICATION CHECKLIST

For a grant application to be considered, all grant applicants must submit the following:

- A completed copy of this Grant Application Form signed by your organization's chief executive officer or board chair.
- A copy of your organization's IRS tax-exempt determination letter indicating your current tax-exempt status.
- A list of your organization's current board of directors.
- If your organization is a §509(a)(3) Supporting Organization, you must complete Section VIII of this Grant Application Form. If not, you may skip Section VIII.

TR LOIS & LUCY LAMPKIN FDN U/A

FORM 990PF, PART XV – LINE 2b

58-6065402

FOUNDATION GRANT COMMON APPLICATION

I. PLEASE LIST THE FULL NAME OF THE FOUNDATION TO WHICH YOU ARE APPLYING:

II. CONTACT INFORMATION AND SIGNATURES

Organization Name:	
Address:	
City/State/Zip:	
Phone:	Fax:
EIN/Tax ID Number:	
E-Mail Address:	Website Address:
Contact Person/ Position:	Contact Phone Number:

Grant application submitted by:

(Contact Person)	(Executive Officer or Board Chair)
<hr/>	<hr/>
(Signature)	(Signature)
<hr/>	<hr/>
(Date)	(Date)
<hr/>	<hr/>

III. BRIEF SUMMARY OF GRANT REQUEST

Project Title: _____

Date of Request:	Amount Requested \$
Total Project Cost \$	Total Organization Budget for this year \$

TR LOIS & LUCY LAMPKIN FDN U/A

FORM 990PF, PART XV – LINE 2b

58-6065402

IV. ORGANIZATIONAL MISSION AND WORK

1. What is your organization's mission?
2. Describe your organization's key programs, including target population(s) and geographic service areas.
3. What percent of the board of directors contributes financially to your organization?

V. PROPOSED PROJECT

1. State why this project is needed.
2. Provide a summary of the proposed project, its goals, and anticipated outcomes.

VI. EVALUATION AND SUSTAINABILITY

1. State how you will know whether the project was successful (include any measures that you will use).

VII. PROJECT BUDGET

1. Please provide a detailed project budget, including the amount of funding requested from the Foundation, other sources of funding, and any pending requests.

VIII. SUPPORTING ORGANIZATIONS

All §509(a)(3) Supporting Organizations must answer the following question:

1. If you are a Supporting Organization:
State whether you are a Type I, II, or III Supporting Organization. If you are unsure, please refer to Schedule A, Part IV, of your organization's most recent IRS 990 Tax Return or contact your organization's attorney.



TR LOIS & LUCY LAMPKIN FDN U/A
ACCOUNT NO 1107730

PORTFOLIO SUMMARY
AS OF 12/31/13

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
PRINCIPAL CASH	314,987.67	13.21%		314,987.67		
STIF & MONEY MARKET FUNDS	38,109.13	1.60%	38,109.13	0.00	4	0.01%
EQUITY SECURITIES	699,486.80	29.25%	593,049.21	104,437.59	12,406	1.78%
MUTUAL FUNDS	<u>1,649,336.36</u>	<u>69.16%</u>	<u>1,492,231.61</u>	<u>157,104.75</u>	<u>20,322</u>	<u>1.23%</u>
PRINCIPAL PORTFOLIO TOTAL	2,699,919.96	113.21%	2,438,377.62	261,542.34	32,732	1.37%
INCOME PORTFOLIO						
INCOME CASH	314,987.67-	13.21-%		314,987.67-		
TOTAL ASSETS						
	3,847,932.29	100.00%		2,123,389.95	261,542.34	1.37%

2013-12-31



TR LOIS & LUCY LAMKIN FDN U/A
ACCOUNT NO 1107730

PORTFOLIO DETAIL

AS OF 12/31/13

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET			FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>								
	PRINCIPAL CASH	314,987 67		13 21 %		314,987 67		
<u>STIF & MONEY MARKET FUNDS</u>								
38,109 13	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	38,109 13	1 000	1 60 %	38,109 13	0 00	4	0 01 %
<u>EQUITY SECURITIES</u>								
<u>MUTUAL FUNDS-EQUITY</u>								
1,339	ISHARES RUSSELL MIDCAP VALUE ETF CUSIP 464287473	87,985 69	65,710	75,176 52 3 69 %	56 14	12,809 17	1,504	1 71 %
2,272	ISHARES RUSSELL 1000 GROWTH ETF CUSIP 464287614	195,278 40	85,950	156,945 14 8 19 %	69 08	38,333 26	2,517	1 29 %
2,027	ISHARES RUSSELL 1000 VALUE ETF CUSIP. 464287598	190,882 59	94,170	149,851 93 8 00 %	73 93	41,030 66	3,720	1 95 %
662	ISHARES RUSSELL 2000 ETF CUSIP. 464287655	76,368 32	115,360	55,572 18 3 20 %	83 95	20,796 14	936	1 23 %
TOTAL MUTUAL FUNDS-EQUITY		550,515 00		437,545 77	112,969 23		8,677	1 58 %



TR LOIS & LUCY LAMPKIN FDN U/A
ACCOUNT NO 1107730

PORTFOLIO DETAIL
AS OF 12/31/13

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	INCOME YIELD AT MARKET/ YIELD TO MATURITY	
					ESTIMATED ANNUAL INCOME	
<u>MUTUAL FUNDS-FIXED INCOME</u>						
1,836	VANGUARD TOTAL BOND MARKET ETF CUSIP 921937835	146,971.80 80 050 6 16 %	155,503.44 84 70	8,531.64 -	3,729	2 54 %
		<u>697,486.80</u>	<u>593,049.21</u>	<u>104,437.59</u>	<u>12,406</u>	<u>1.78 %</u>
<u>TOTAL EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS</u>						
3,562 074	ABERDEEN EQUITY LONG SHORT FUND CUSIP 003020336	44,134.10 12 390 1 85 %	39,853.37 11 19	4,280.73	0	0 00 %
9,431 635	ABSOLUTE STRATEGIES FUND CUSIP 34984T600	103,465.04 10 970 4 34 %	104,528.80 11 08	1,063.76 -	0	0 00 %
6,340.64	THE BLACKROCK GLOBAL LONG/SHORT CREDIT FUND CUSIP 091936732	68,542.32 10 810 2 87 %	67,401.00 10 63	1,141.32	919	1 34 %
6,193 968	EATON VANCE FLOATING-RATE FUND CUSIP 277911491	56,922.57 9 190 2 39 %	57,046.45 9 21	123.88 -	2,224	3 91 %
2,556 914	GOLDMAN SACHS GROWTH OPPORTUNITIES FUND CUSIP 38142Y401	77,858.03 30 450 3 26 %	54,715.09 21 40	23,142.94	0	0 00 %
6,811 738	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP 38145N303	57,695.42 8 470 2 42 %	64,526.36 9 47	6,830.94 -	3,052	5 29 %



TR LOIS & LUCY LAMPKIN FDN U/A
ACCOUNT NO 1107730

PORTFOLIO DETAIL
AS OF 12/31/13

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET			UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
		FED COST COST PER UNIT	TAX COST COST PER UNIT	INCOME YIELD AT MARKET/ YIELD TO MATURITY			
5,944 675	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP 47803U640	106,944 70 17 990 4 48 %	101,380 30 17 05	5,564 40	0	0 00 % 0 00 %	
15,917 053	JPMORGAN U.S. EQUITY FUND CUSIP 4812A1142	224,430 45 14 100 9 41 %	197,079 55 12 38	27,350.90	2,292	1 02 % 0 00 %	
33,046 401	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP 563821545	299,069 93 9 050 12 54 %	265,393 77 8 03	33,676 16	3,404	1 14 % 0 00 %	
4,694 268	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP 683974505	176,316.71 37.560 7 39 %	157,049.68 33.46	19,267.03	765	0 43 % 0 00 %	
4,791 136	OSTERWEIS STRATEGIC INCOME FUND CUSIP 742935489	56,727 05 11 840 2 38 %	56,726.91 11 84	0 14	2,501	4 41 % 0 00 %	
6,155 659	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP 72201F316	57,432 30 9 330 2 41 %	63,336 15 10 29	5,903 85-	2,942	5 12 % 0 00 %	
8,055 821	PIMCO TOTAL RETURN FUND CUSIP 693390700	86,116 73 10 690 3 61 %	88,652 10 11 00	2,535 37-	2,223	2 58 % 0 00 %	
4,205 087	T ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	114,630 67 27 260 4 81 %	68,753 17 16 35	45,877 50	0	0 00 % 0 00 %	
7,335 203	WASATCH LONG/SHORT FUND CUSIP 936793769	119,050 34 16 230 4 99 %	105,788 91 14 42	13,261 43	0	0 00 % 0 00 %	



TR LOIS & LUCY LAMPKIN FDN U/A
ACCOUNT NO 1107730

PORTFOLIO DETAIL
AS OF 12/31/13

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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	MARKET VALUE			UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
		MARKET PRICE % OF MARKET	FED COST COST PER UNIT	TAX COST COST PER UNIT			
	<u>TOTAL MUTUAL FUNDS</u>	1,649,336.36	1,492,231.61	157,104.75		20,322	1.23 %
	<u>PRINCIPAL PORTFOLIO TOTAL</u>	2,699,919.96	2,438,377.62	261,542.34		32,732	1.37 %
	<u>INCOME PORTFOLIO</u>						
	INCOME CASH	314,987.67- 13.21-%	314,987.67-				
	<u>NET AL ASSETS</u>	2,384,942.29	2,123,339.95	261,542.34		32,732	1.37 %