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2013

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Form **990-PF****Return of Private Foundation**

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

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			A Employer identification number 58-6065402	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908		Room/suite	B Telephone number (see instructions) (404) 813-9304	
City or town ORLANDO	State FL	ZIP code 32802-1908		
Foreign country name		Foreign province/state/country	Foreign postal code	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change			C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,384,932		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		
			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B Interest on savings and temporary cash investments				
	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	120,433	120,391	0		
Operating and Administrative Expenses	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				
	21 Travel, conferences, and meetings	247			247
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,000			1,000
	24 Total operating and administrative expenses. Add lines 13 through 23	26,834	9,035	0	12,216
	25 Contributions, gifts, grants paid	87,500			87,500
26 Total expenses and disbursements. Add lines 24 and 25	114,334	9,035	0	99,716	
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.

Form 990-PF (2013)

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FOI REQUEST
DATE APR 25 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)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	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			
	19 Deferred revenue			
Net Assets or Fund Balances	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	
	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	2,117,291	2,123,390	
Part III Analysis of Changes in Net Assets or Fund Balances	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	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,117,291
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	99,716

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		0
3	Add lines 1 and 2		2,227
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-		2,227
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 <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	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 Refunded	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?	Yes	No
1a			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
1b			X
c	Did the foundation file Form 1120-POL for this year?		X
1c			X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
2			X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
3			X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4a			X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
4b		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
5			X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
6		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	
7		X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) GA		
8a			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
8b		X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
9			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
10			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 ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SUNTRUST BANK</u> Telephone no ▶ <u>(404) 813-9304</u> Located at ▶ <u>P.O. BOX 1908 ORLANDO FL</u> ZIP+4 ▶ <u>32802-1908</u>			
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 ▶ <u>15</u>			
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		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(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)?			5b	N/A
Organizations relying on a current notice regarding disaster assistance check here		<input checked="" type="checkbox"/>		
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	<input type="checkbox"/> Yes <input type="checkbox"/> 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?		<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?			6b	X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year was the foundation a party to a prohibited tax shelter transaction?		<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 REQ	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 1/2 % 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		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	99,716
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	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)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	99,716

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 \blacktriangleright \$ 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				12,339
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 ☐ 4942(j)(3) or ☐ 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	
				0
b 85% of line 2a				0
c Qualifying distributions from Part XII, line 4 for each year listed				0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	87,500
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a** Transfers from the reporting foundation to a noncharitable exempt organization of
- (1)** Cash
- (2)** Other assets
- b** Other transactions
- (1)** Sales of assets to a noncharitable exempt organization
- (2)** Purchases of assets from a noncharitable exempt organization
- (3)** Rental of facilities, equipment, or other assets
- (4)** Reimbursement arrangements
- (5)** Loans or loan guarantees
- (6)** Performance of services or membership or fundraising solicitations
- c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Her
e**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Barbara altered

3/24/2014
Date

TRUSTEE
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DONALD J ROMAN

Preparer's signature

[Handwritten signature]

Date	
------	--

3/24/2014

Check ☒ if self-employed

PTIN

P00364310

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶ 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219

Phone no	412-355-6000
----------	--------------

Part 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 wrksh)	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:	20	()
a	The loss on line 19, column (3) or		
b	\$3,000		

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) 2013

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ 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

OMB No 1545-0092

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 -----	BEGINNING BOOK VALUE -----
DREYFUS EMERGING MARKETS	19,000.
SEE ATTACHED STATEMENT	
FRANKLIN HIGH INCOME FUND	20,324.
HARDING LOEVNER EMERGING	85,989.
INVESCO DISCIPLINED EQUITY	193,122.
ISHARES TR BARCLAYS INTER	153,983.
JP MORGAN MID CAP VALUE	73,057.
NEUBERGER BERMAN EQUITY INCOME	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 NONE	Foundation Status PC
----------------------	-------------------------

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

Name

ALICE LLOYD COLLEGE

Street

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

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

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

Name

ATHENS YMCA

Street

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

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

Purpose of grant/contribution GENERAL OPERATING	Amount 1,500
--	-----------------

Name

BERRY COLLEGE

Street

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

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

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

Name

CAMP KUDZU

Street

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

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

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

Name

CAMP SUNSHINE

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 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 NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL OPERATING			Amount 2,000

Name

GEORGIA COLLEGE AND STATE UNIVERSITY

Street

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

Name

HILLSIDE, INC

Street

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

Name

LITERACY ACTION INC

Street

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

Name

THE MUSEUM OF CONEMPORARY ART GA

Street

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

Name

THE POSSE FOUNDATION-ATLANTA

Street

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

Name

THE TALLULAH FALLS SCHOOL

Street

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

Name

TRAINING AND COUNSELING CENTER AT ST LUKE'S

Street

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

Name

THE ATLANTA BALLET

Street

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

Name

CHRIS KIDS, INC

Street

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

Name

ATHENS NURSES CLINIC INC

Street

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

Purpose of grant/contribution GENERAL OPERATING	Amount 2,000
--	-----------------

Name

ATLANTA COMMUNITY FOOD BANK

Street

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

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

Purpose of grant/contribution GENERAL OPERATING	Amount 1,000
--	-----------------

Name

ATLANTA MISSION

Street

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

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

Purpose of grant/contribution GENERAL OPERATING	Amount 1,000
--	-----------------

Name

THE ATLANTA OPERA

Street

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

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

Purpose of grant/contribution GENERAL OPERATING	Amount 1,000
--	-----------------

Name

CENTRAL OUTREACH AND ADVOCACY CENTER

Street

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

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

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

Name

GEORGIA HEALTH SCIENCES UNIVERSITY

Street

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

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

Purpose of grant/contribution GENERAL OPERATING	Amount 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-NACOOCHEE 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	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	7,500

Name

YOUNG HARRIS COLLEGE

Street

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

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	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

Long Term CG Distributions										Amount						
Short Term CG Distributions										23,180						
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
															Totals	
															Gross Sales	Cost, Other Basis and Expenses
Capital Gains/Losses										1,239,536		1,165,327		74,209		
Other sales										0		0		0		
1	X	ABERDEEN-EQY LONG SHOR	003020336		12/20/2012		11/18/2013	440	406					34		
2	X	ABERDEEN-EQY LONG SHOR	003020336		10/18/2011		11/18/2013	721	644					77		
3	X	EATON VANCE FLT-GRT-J	277911491		4/4/2013		5/3/2013	1,265	1,262					3		
4	X	EATON VANCE FLOATING RA	277911491		4/4/2013		11/18/2013	11,000	11,072					-72		
5	X	EATON VANCE FLOATING RA	277911491		4/4/2013		11/18/2013	1,515	1,520					-5		
6	X	FORUM ABSOLUTE STRATEG	349841600		9/25/2012		5/3/2013	1,984	1,972					12		
7	X	ABSOLUTE STRATEGIES FUN	349841600		9/25/2012		11/18/2013	2,797	2,832					-35		
8	X	GOLDMAN SACHS GROWTH C	38142Y401		9/25/2012		19/2013	37,900	38,661					-761		
9	X	GOLDMAN SACHS GROWTH C	38142Y401		9/25/2012		4/4/2013	45,417	44,339					1,078		
10	X	GOLDMAN SACHS GROWTH C	38142Y401		12/5/2012		4/4/2013	12,025	10,910					1,115		
11	X	GOLDMAN SACHS GROWTH C	38142Y401		12/29/2009		4/4/2013	24,558	19,300					5,258		
12	X	GOLDMAN SACHS GROWTH C	38142Y401		12/29/2009		5/3/2013	1,205	910					295		
13	X	GOLDMAN SACHS GRTH OPP	38142Y401		12/29/2009		5/3/2013	2,005	1,327					678		
14	X	GOLDMAN SACHS LOCAL EM	38145N303		4/4/2013		5/3/2013	1,022	1,009					13		
15	X	GOLDMAN SACHS LOC EM	38145N303		4/4/2013		11/18/2013	1,574	1,765					-191		
16	X	T ROWE PRICE INSTL LARGE	45775L408		2/6/2012		19/2013	28,200	25,826					2,374		
17	X	ABERDEEN EQUITY LONG SH	003020336		2/6/2012		5/3/2013	733	700					33		
18	X	ABERDEEN EQUITY LONG SH	003020336		12/20/2012		5/3/2013	49	47					2		
19	X	T ROWE PRICE INSTL LARGE	45775L408		2/6/2012		4/4/2013	11,349	10,063					1,286		
20	X	T ROWE PRICE INSTL LARGE	45775L408		10/18/2011		4/4/2013	81,151	65,945					15,206		
21	X	T ROWE PRICE INSTL LARGE	45775L408		10/18/2011		5/3/2013	1,613	1,256					357		
22	X	NEUBERGER BERMAN HIGH I	64128K868		9/25/2012		4/4/2013	15,000	14,844					156		
23	X	NEUBERGER BERMAN HIGH I	64128K868		12/20/2012		4/4/2013	993	983					10		
24	X	NEUBERGER BERMAN HIGH I	64128K868		9/25/2012		4/4/2013	15,807	15,842					165		
25	X	NEUBERGER BERMAN HIGH I	64128K868		9/25/2012		5/3/2013	1,019	985					34		
26	X	NEUBERGER BERMAN HI IN	64128K868		9/6/2011		9/4/2013	31,696	30,375					1,321		
27	X	OSTERWEIS STRATEGIC INC	742935489		9/4/2013		11/18/2013	1,522	1,513					9		
28	X	VANGUARD BD INDEX TOTAL	921937835		9/25/2012		4/4/2013	68,190	69,240					-1,050		
29	X	VANGUARD BD INDEX TOTAL	921937835		9/25/2012		4/4/2013	48,883	49,700					-817		
30	X	VANGUARD BD INDEX TOTAL	921937835		9/25/2012		5/3/2013	4,864	4,928					-64		
31	X	VANGUARD TOTAL BOND MA	921937835		9/25/2012		9/4/2013	105,441	112,314					-6,873		
32	X	VANGUARD TOTAL BOND MA	921937835		9/25/2012		11/18/2013	3,972	4,163					-191		
33	X	WASATCH LONG/SHORT-J	936793769		4/4/2013		5/3/2013	2,033	1,980					53		
34	X	WASATCH LONG/SHORT-J	936793769		4/4/2013		11/18/2013	3,169	2,865					304		
35	X	T ROWE PRICE INST L/C GRV	45775L408		10/18/2011		11/18/2013	2,918	1,846					1,072		
36	X	ISHARES TR DOW JONES SEL	464287168		19/2012		4/4/2013	39,152	36,171					2,981		
37	X	ISHARES TR DOW JONES SEL	464287168		9/25/2012		4/4/2013	61,886	56,791					5,095		
38	X	ISHARES DJ SELECT DIVIDEN	464287168		9/25/2012		5/3/2013	1,184	1,043					141		
39	X	ISHARES DJ SELECT DIVIDEN	464287168		9/25/2012		9/4/2013	64,718	58,066					6,652		
40	X	ISHARES RUSSELL MIDCAP V	464287473		4/4/2013		5/3/2013	1,457	1,404					53		
41	X	ISHARES RUSSELL MIDCAP V	464287473		4/4/2013		11/18/2013	2,318	2,022					296		
42	X	ISHARES TR RUSSELL 1000 V	464287598		9/25/2012		19/2013	84,760	82,245					2,515		
43	X	ISHARES TR RUSSELL 1000 V	464287598		9/25/2012		4/4/2013	15,019	13,478					1,541		
44	X	ISHARES TR RUSSELL 1000 V	464287598		9/25/2012		5/3/2013	2,742	2,391					351		
45	X	ISHARES RUSSELL 1000 VAL	464287598		9/4/2013		11/18/2013	4,965	4,607					358		
46	X	ISHARES TR RUSSELL 1000 G	464287614		9/25/2012		19/2013	39,529	39,582					-53		
47	X	ISHARES TR RUSSELL 1000 G	464287614		9/25/2012		4/4/2013	90,016	85,202					4,814		
48	X	ISHARES TR RUSSELL 1000 G	464287614		9/25/2012		5/3/2013	2,366	2,147					219		
49	X	ISHARES RUSSELL 1000 GRO	464287614		9/4/2013		11/18/2013	5,053	4,629					424		
50	X	ISHARES TR RUSSELL 2000 IN	464287655		9/25/2012		4/4/2013	8,046	7,387					659		
51	X	ISHARES TR RUSSELL 2000 IN	464287655		9/25/2012		5/3/2013	1,143	1,007					136		
52	X	ISHARES RUSSELL 2000 ETF	464287655		9/25/2012		11/18/2013	1,981	1,511					470		
53	X	JOHN HANCOCK III DISCIPLN	47803U640		9/4/2013		11/18/2013	2,760	2,582					178		
54	X	JP MORGAN TR I US EQUITY-I	4812A1142		4/4/2013		5/3/2013	4,428	4,255					173		
55	X	JP MORGAN U S EQUITY FUN	4812A1142		4/4/2013		9/4/2013	54,500	50,176					4,324		
56	X	JP MORGAN U S EQUITY FUN	4812A1142		4/4/2013		11/18/2013	5,770	4,894					876		
57	X	MANNING & NAPIER WORLD C	563821545		7/18/2011		5/3/2013	5,016	5,306					-290		
58	X	MANNING & NAPIER WORLD C	563821545		7/18/2011		11/18/2013	7,963	7,709					254		
59	X	NEUBERGER BERMAN HI IN B	64128K868		10/18/2011		9/4/2013	20,841	19,550					1,291		
60	X	NEUBERGER BERMAN HI IN B	64128K868		12/21/2011		9/4/2013	466	441					25		
61	X	NEUBERGER BERMAN HI IN B	64128K868		2/6/2012		9/4/2013	512	500					12		
62	X	NEUBERGER BERMAN HI IN B	64128K868		9/25/2012		9/4/2013	127	129					-2		
63	X	OPPENHEIMER DEVELOPING	683974505		19/2013		5/3/2013	3,085	3,054					31		
64	X	OPPENHEIMER DEVELOPING	683974505		19/2013		11/18/2013	4,668	4,358					310		
65	X	PIMCO TOTAL RETURN-I	693390700		9/25/2012		4/4/2013	29,000	29,771					-771		
66	X	PIMCO TOTAL RETURN-I	693390700		9/25/2012		4/4/2013	34,700	35,622					-922		
67	X	PIMCO TOTAL RETURN-I	693390700		9/25/2012		5/3/2013	2,032	2,082					-50		
68	X	PIMCO TOTAL RETURN FUND	693390700		9/25/2012		9/4/2013	17,400	19,043					-1,643		

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	Totals			Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
									Cost or Other Basis	Valuation Method	Cost, Other Basis and Expenses				
	Long Term CG Distributions	23,180							1,239,536		0		1,165,327		74,209,327
	Short Term CG Distributions												0		0
69	X	PIMCO TOTAL RETURN FUND	693390700		9/25/2012		11/18/2013	2,322	2,464					0	-142
70	X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012		4/4/2013	7,000	6,994					0	6
71	X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012		4/4/2013	11,000	10,990					0	10
72	X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012		5/3/2013	836	812					24	24
73	X	PIMCO EMERGING LOCAL BD	72201F516		9/25/2012		11/18/2013	1,565	1,768					0	-203

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

		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

		1,000	0	0	1,000
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	FMV End of Year
1	OTHER INVESTMENTS - SEE ATTACHED		2,102,251	2,085,281	2,346,823
2	GOLDMAN SACHS GROWTH OPPTY'S-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 IND		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 ET		0	155,503	146,972
11	MANNING & NAPIER WORLD OPPTY'S-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 INST		0	157,050	176,317
15	JOHN HANCOCK III DISCIPLINED VALUE-I		0	101,380	106,945
16	JPMORGAN TRI 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 L/S 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

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

Long Term CG Distributions													Amount	
Short Term CG Distributions													23,180	0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Ad-Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	
1 ABERDEEN-EQ LONG SHORT-IN	003020336		12/20/2011	11/18/2013	720			406	34		0	0	51,029	
2 ABERDEEN-EQ LONG SHORT-IN	003020336		4/4/2013	5/3/2013	1,265			1,262	3		0	0	-3	
3 EATON VANCE FLT-GRT-I	27791491		4/4/2013	9/4/2013	11,000			1,020	-72		0	0	-72	
5 EATON VANCE FLOATING RATE-I	27791491		4/4/2013	11/18/2013	1,515			1,520	-5		0	0	5	
6 FORUM ABSOLUTE STRATEGIES-I	349841600		9/25/2012	5/3/2013	1,994			1,972	12		0	0	12	
7 ABSOLUTE STRATEGIES FUND I	349841600		9/25/2012	11/18/2013	2,797			2,832	-35		0	0	-35	
8 GOLDMAN SACHS GROWTH OPTPTS-I	38142Y401		9/25/2012	1/19/2013	37,900			38,661	-761		0	0	-761	
9 GOLDMAN SACHS GROWTH OPTPTS-I	38142Y401		9/25/2012	4/4/2013	45,417			44,339	1,078		0	0	1,078	
10 GOLDMAN SACHS GROWTH OPTPTS-I	38142Y401		12/5/2012	4/4/2013	12,025			10,910	1,115		0	0	1,115	
11 GOLDMAN SACHS GROWTH OPTPTS-I	38142Y401		12/29/2009	4/4/2013	24,558			19,300	5,258		0	0	5,258	
12 GOLDMAN SACHS GROWTH OPTPTS-I	38142Y401		12/29/2009	5/3/2013	1,205			910	295		0	0	295	
13 GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		12/29/2009	11/18/2013	2,005			1,327	678		0	0	678	
14 GOLDMAN SACHS LOCAL EMRG MKTS	38145N303		4/4/2013	5/3/2013	1,022			1,009	13		0	0	13	
15 GOLDMAN SACHS LOC EMG MKT-I	38145N303		4/4/2013	11/18/2013	1,574			1,765	-191		0	0	-191	
16 T ROWE PRICE INSTL LARGE CAP GRW	45775LJ08		2/6/2012	1/19/2013	28,200			25,628	2,572		0	0	2,572	
17 ABERDEEN EQUITY LONG SHORT-I	003020336		2/6/2012	5/3/2013	733			707	26		0	0	26	
18 ABERDEEN EQUITY LONG SHORT-I	003020336		12/20/2012	5/3/2013	49			47	2		0	0	2	
19 T ROWE PRICE INSTL LARGE-CAP GRW	45775LJ08		2/6/2012	4/4/2013	11,349			10,953	1,286		0	0	1,286	
20 T ROWE PRICE INSTL LARGE-CAP GRW	45775LJ08		10/18/2011	4/4/2013	81,151			65,945	15,206		0	0	15,206	
21 T ROWE PRICE INSTL LARGE-CAP GRW	45775LJ08		9/25/2012	5/3/2013	1,613			1,255	357		0	0	357	
22 NEUBERGER BERMAN HIGH INCOME B	84128K388		9/25/2012	4/4/2013	15,000			14,844	156		0	0	156	
23 NEUBERGER BERMAN HIGH INCOME B	84128K388		12/20/2012	4/4/2013	993			993	0		0	0	0	
24 NEUBERGER BERMAN HIGH INCOME B	84128K388		9/25/2012	5/4/2013	15,807			15,642	165		0	0	165	
25 NEUBERGER BERMAN HIGH INCOME B	84128K388		9/25/2012	5/3/2013	1,019			995	24		0	0	24	
26 NEUBERGER BERMAN HI IN BINS	84128K388		8/8/2011	9/4/2013	31,695			30,375	1,321		0	0	1,321	
27 OSTERWEIS STRATEGIC INC BD-I	742933489		9/4/2013	11/18/2013	922			913	9		0	0	9	
28 VANGUARD 80 INDEX TOTAL BD-MKT	921337832		9/25/2012	4/4/2013	68,190			69,240	-1,050		0	0	-1,050	
29 VANGUARD 80 INDEX TOTAL BD-MKT	921337832		9/25/2012	4/4/2013	48,683			49,700	-817		0	0	-817	
30 VANGUARD 80 INDEX TOTAL BD-MKT	921337832		9/25/2012	5/3/2013	103,884			104,428	-544		0	0	-544	
31 VANGUARD TOTAL RETURN BD-I	921337832		9/25/2012	9/4/2013	103,884			112,314	-8,430		0	0	-8,430	
32 VANGUARD TOTAL RETURN MARKET	921337832		9/25/2012	11/18/2013	2,973			4,635	-1,662		0	0	-1,662	
33 WASATCH LONG SHORT-I	936937669		4/4/2013	5/3/2013	2,653			2,880	-227		0	0	-227	
34 WASATCH LONG SHORT FUND INS	936937669		4/4/2013	11/18/2013	2,938			4,868	-1,930		0	0	-1,930	
35 T ROWE PRICE INSTL LC GRWTH	45775LJ08		10/18/2011	11/18/2013	2,938			2,931	7		0	0	7	
36 SHARES TR DOW JONES SEL DIVD INC	454287168		18/07/2011	4/4/2013	39,152			38,171	981		0	0	981	
37 SHARES TR DOW JONES SEL DIVD INC	454287168		9/25/2012	4/4/2013	61,086			58,151	2,935		0	0	2,935	
38 SHARES DJ SELECT DIVIDEND INDEX	454287168		9/25/2012	5/3/2013	1,184			1,043	141		0	0	141	
39 SHARES DJ SELECT DIVIDEND ETF	454287168		9/25/2012	9/4/2013	64,718			53,066	6,652		0	0	6,652	
40 SHARES RUSSELL MIDCAP VALUE ETF	454287473		4/4/2013	5/3/2013	1,457			1,404	53		0	0	53	
41 SHARES RUSSELL MIDCAP VALUE IND	454287473		4/4/2013	11/18/2013	2,318			2,022	296		0	0	296	
42 SHARES TR RUSSELL 1000 VALUE IND	454287598		9/25/2012	1/19/2013	84,760			83,245	1,515		0	0	1,515	
43 SHARES TR RUSSELL 1000 VALUE IND	454287598		9/25/2012	4/4/2013	15,019			13,478	1,541		0	0	1,541	
44 SHARES TR RUSSELL 1000 VALUE IND	454287598		9/25/2012	5/3/2013	2,422			2,391	31		0	0	31	
45 SHARES RUSSELL 1000 VALUE ETF	454287598		9/4/2013	11/18/2013	4,965			4,607	358		0	0	358	
46 SHARES TR RUSSELL 1000 GROWTH II	454287614		9/25/2012	1/19/2013	39,129			39,592	-463		0	0	-463	
47 SHARES TR RUSSELL 1000 GROWTH II	454287614		9/25/2012	4/4/2013	90,016			85,202	4,814		0	0	4,814	
48 SHARES TR RUSSELL 1000 GROWTH I	454287614		9/25/2012	5/3/2013	2,966			2,147	819		0	0	819	
49 SHARES RUSSELL 1000 GROWTH ETF	454287614		9/4/2013	11/18/2013	5,033			4,629	404		0	0	404	
50 SHARES TR RUSSELL 2000 INDEX ETF	454287655		9/25/2012	4/4/2013	8,046			7,387	659		0	0	659	
51 SHARES TR RUSSELL 2000 INDEX ETF	454287655		9/25/2012	5/3/2013	1,143			1,007	136		0	0	136	
52 SHARES RUSSELL 2000 ETF	454287655		9/25/2012	11/18/2013	1,981			1,511	470		0	0	470	
53 JOHN HANCOCK III DISCIPL V-I	47003J640		9/4/2013	11/18/2013	2,760			2,582	178		0	0	178	
54 JPMORGAN TR US EQUITY-I	4812A1142		4/4/2013	5/3/2013	4,228			4,255	-27		0	0	-27	
55 JPMORGAN U S EQUITY FUND-INST	4812A1142		4/4/2013	9/4/2013	54,900			50,176	4,724		0	0	4,724	
56 JPMORGAN U S EQUITY FUND-INST	4812A1142		4/4/2013	11/18/2013	5,770			4,884	886		0	0	886	
57 MANNING & NAPIER WORLD OPPORT	563821545		7/18/2011	5/3/2013	5,016			5,306	-290		0	0	-290	
58 NEUBERGER BERMAN HI IN BINS	84128K388		10/18/2011	9/4/2013	7,963			7,709	254		0	0	254	
59 NEUBERGER BERMAN HI IN BINS	84128K388		12/1/2011	9/4/2013	20,841			19,550	1,291		0	0	1,291	
60 NEUBERGER BERMAN HI IN BINS	84128K388		2/6/2012	9/4/2013	466			441	25		0	0	25	
61 NEUBERGER BERMAN HI IN BINS	84128K388		9/25/2012	9/4/2013	512			500	12		0	0	12	
62 NEUBERGER BERMAN HI IN BINS	84128K388		9/25/2012	9/4/2013	127			129	-2		0	0	-2	
63 OPPENHEIMER DEVELOPING MKTS INS	663974505		1/9/2012	5/3/2013	3,085			3,054	31		0	0	31	
64 OPPENHEIMER DEVELOPING MKT Y	663974505		1/9/2012	11/18/2013	4,668			4,358	310		0	0	310	
65 PIMCO TOTAL RETURN-I	663390700		9/25/2012	4/4/2013	29,000			29,771	-771		0	0	-771	
66 PIMCO TOTAL RETURN-I	663390700		9/25/2012	4/4/2013	34,700			32,622	2,078		0	0	2,078	
67 PIMCO TOTAL RETURN-I	663390700		9/25/2012	5/3/2013	2,032			2,082	-50		0	0	-50	
68 PIMCO TOTAL RETURN FUND-INST	663390700		9/25/2012	9/4/2013	17,000			19,043	-1,643		0	0	-1,643	
69 PIMCO TOTAL RETURN FUND-INST	663390700		9/25/2012	11/18/2013	2,322			2,484	-162		0	0	-162	
70 PIMCO EMERGING LOCAL BD-I	72201F516		9/25/2012	4/4/2013	7,000			6,964	36		0	0	36	
71 PIMCO EMERGING LOCAL BD-I	72201F516		9/25/2012	4/4/2013	11,000			10,980	20		0	0	20	
72 PIMCO EMERGING LOCAL BD-I	72201F516		9/25/2012	5/3/2013	836			812	24		0	0	24	
73 PIMCO EMERGING LOCAL BOND INST	72201F516		9/25/2012	11/18/2013	1,565			1,768	-203		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	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS		P O BOX 4655	ATLANTA	GA	30302		TRUSTEE AS REQ'D		16,938		
										16,938	0	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	5/13/2013	2	1,105
3 Second quarter estimated tax payment	6/13/2013	3	1,105
4 Third quarter estimated tax payment	9/10/2013	4	1,105
5 Fourth quarter estimated tax payment	12/11/2013	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)

(Signature)

(Signature)

(Date)

(Date)**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
<u>PRINCIPAL PORTFOLIO</u>						
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	697,486.80	29.25 %	593,049.21	104,437.59	12,406	1.78 %
MUTUAL FUNDS	1,649,336.36	69.16 %	1,492,231.61	157,104.75	20,322	1.23 %
PRINCIPAL PORTFOLIO TOTAL	2,699,919.96	113.21 %	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			
TOTAL ASSETS	2,384,932.29	100.00 %	2,123,589.95	261,542.34	32,732	1.37 %



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

PORTFOLIO DETAIL

AS OF 12/31/13

PAGE 3

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 1 00	0 00	4	0 01 % 0 00 %
<u>EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS-EQUITY</u>						
1,339	ISHARES RUSSELL MIDCAP VALUE ETF CUSIP 464287473	87,985 69 65.710 3 69 %	75,176 52 56 14	12,809 17	1,504	1 71 % 0 00 %
2,272	ISHARES RUSSELL 1000 GROWTH ETF CUSIP 464287614	195,278 40 85 950 8 19 %	156,945 14 69 08	38,333 26	2,517	1 29 % 0 00 %
2,027	ISHARES RUSSELL 1000 VALUE ETF CUSIP. 464287598	190,882 59 94 170 8 00 %	149,851 93 73 93	41,030 66	3,720	1 95 % 0 00 %
662	ISHARES RUSSELL 2000 ETF CUSIP. 464287655	76,368 32 115 360 3 20 %	55,572 18 83 95	20,796 14	936	1 23 % 0 00 %
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)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MUTUAL FUNDS-FIXED INCOME						
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 % 0 00 %
TOTAL EQUITY SECURITIES				104,437.59	12,406	1.78 %
MUTUAL FUNDS						
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 % 0 00 %
9,431 635	ABSOLUTE STRATEGIES FUND CUSIP 349847600	103,465 04 10 970 4 34 %	104,528 80 11 08	1,063 76-	0	0 00 % 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 % 0 00 %
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 % 0 00 %
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 % 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 % 0 00 %



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)	ESTIMATED ANNUAL INCOME	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 72201F516	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: 457751408	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 %



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
	TOTAL MUTUAL FUNDS	1,649,336.36	1,492,231.61	157,104.75	20,322	1.23 %
	PRINCIPAL PORTFOLIO TOTAL	2,699,919.96	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	2,384,913.29	2,123,389.95	261,542.34	32,732	1.37 %