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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: TR JBS FOUNDATION	A Employer identification number: 58-6301523
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	C If exemption application is pending, check here ▶ ☐
Foreign country name · Foreign province/state/county · Foreign postal code	D 1. Foreign organizations, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,046,038 · J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	115,441	114,796		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	169,623			
	b	Gross sales price for all assets on line 6a 1,589,335				
	7	Capital gain net income (from Part IV, line 2)		169,623		
	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	285,064	284,419	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	29,687	14,844		14,843
	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)	6,109	3,360		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	38,296	18,204	0	17,343
	25	Contributions, gifts, grants paid	317,500			317,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	355,796	18,204	0	334,843
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-70,732			
	b	**Net investment income** (if negative, enter -0-)		266,215		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	166,751	66,894	66,894
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	4,041,926	4,070,902	4,979,144
	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)	4,208,677	4,137,796	5,046,038
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,208,677	4,137,796	
	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)	4,208,677	4,137,796	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,208,677	4,137,796	

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	4,208,677
2	Enter amount from Part I, line 27a	2	-70,732
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,137,945
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	149
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,137,796

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) 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	(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	169,623
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	321,591	4,651,307	0 069140
2011	299,085	4,712,561	0 063465
2010	270,689	4,676,392	0 057884
2009	201,992	4,009,188	0 050382
2008	244,965	5,047,221	0 048535

2	Total of line 1, column (d)	2	0 289406
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 057881
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,899,002
5	Multiply line 4 by line 3	5	283,559
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,662
7	Add lines 5 and 6	7	286,221
8	Enter qualifying distributions from Part XII, line 4	8	334,843

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ **(attach copy of letter if necessary—see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	2,662
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,662
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,662
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 2,550		
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	2,550
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	112
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to ***1a*** *or* ***1b,*** *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ __________ **(2)** On foundation managers ▶$ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶$ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304				
	Located at ▶ 303 PEACHTREE STREET 15TH FLOOR ATLANTA GA ZIP+4 ▶ 30308				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶				

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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'D	29,687		
MR JOHN C STATON JR P O BOX 4655 MC 221 ATLANTA, GA 30302	COMMT/MBER AS REQ'D			
MRS LOUISE STATON GUNN P O BOX 4655 MC 221 ATLANTA, GA 30302	COMMT/MBER AS REQ'D			
MR MARGARET A STATON P O BOX 4655 MC 221 ATLANTA, GA 30302	COMMT/MBER AS REQ'D			

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	4,807,034
b	Average of monthly cash balances	1b	166,572
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,973,606
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	4,973,606
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	74,604
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,899,002
6	**Minimum investment return.** Enter 5% of line 5	6	244,950

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	244,950
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,662		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,662
3	Distributable amount before adjustments Subtract line 2c from line 1			3	242,288
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	242,288
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	242,288

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	334,843
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	334,843
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	2,662
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	332,181

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				242,288
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			0	
b	Total for prior years. 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008				
b	From 2009 3,686				
c	From 2010 39,250				
d	From 2011 68,159				
e	From 2012 94,126				
f	**Total** of lines 3a through e	205,221			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 334,843				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				242,288
e	Remaining amount distributed out of corpus	92,555			
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	297,776			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	297,776			
10	Analysis of line 9				
a	Excess from 2009 3,686				
b	Excess from 2010 39,250				
c	Excess from 2011 68,159				
d	Excess from 2012 94,126				
e	Excess from 2013 92,555				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					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

GRANTS MANAGER P O BOX 4655, MC 221 ATLANTA, GA 30308 (414) 813-2021

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

SEE ATTACHED

c Any submission deadlines

OCTOBER 15

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

METRO ATLANTA

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 *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	317,500
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	115,441	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	169,623	
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		285,064	0

13 Total. Add line 12, columns (b), (d), and (e) 13 285,064

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara [signature] | 4/7/2014 | TRUSTEE

Signature of officer or trustee | Date | 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	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN	[signature]	4/7/2014		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	

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

Recipient(s) paid during the year

Name				
THE ATLANTA BALLET				
Street				
1695 MARIETTA BLVD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30318		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				7,500

Name				
ATLANTA BOTANICAL GARDEN				
Street				
1345 PIEDMONT AVE NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30309		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
ATLANTA HISTORY CENTER				
Street				
130 WEST PACES FERRY RD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30305		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
THE ATLANTA OPERA				
Street				
1575 NORTHSIDE DR NW #350				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30318		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				7,500

Name				
ATLANTA SYMPHONY ORCHESTRA				
Street				
1280 PEACHTREE ST NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30309		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
BOBBY DODD INSTITUTE				
Street				
2120 MARIETTA BLVD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30318		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

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

Recipient(s) paid during the year

Name					
BOY SCOUTS OF AMERICA - ATLANTA AREA COUNCIL					
Street					
1800 CIRCLE 75 PKWY					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30339		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					5,000

Name					
CHEROKEE GARDEN LIBRARY					
Street					
130 WEST PACES FERRY ROAD NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30305		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					10,000

Name					
GEORGIA STATE UNIVERSITY FOUNDATION					
Street					
33 GILMER ST					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30303		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					30,000

Name					
GEORGIA TECH FOUNDATION					
Street					
760 SPRING ST NW					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30308		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					30,000

Name					
GIRL SCOUTS OF GREATER ATLANTA, INC					
Street					
5601 NORTH ALLEN ROAD					
City		**State**	**Zip Code**	**Foreign Country**	
MABLETON		GA	30126		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					7,500

Name					
HIGH MUSEUM OF ART					
Street					
1280 PEACHTREE ST NE					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30309		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					10,000

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

Recipient(s) paid during the year

Name				
THE LOVETT SCHOOL				
Street				
4075 PACES FERRY RD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30327		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				25,000

Name				
THE SCHENCK SCHOOL				
Street				
282 MT PARAN RD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30327		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				25,000

Name				
SHEPHERD CENTER FOUNDATION				
Street				
202 PEACHTREE RD NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30309		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				30,000

Name				
UNITED WAY OF METROPOLITAN ATLANTA, INC				
Street				
100 EDGEWOOD AVE NE				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30303		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
VSA ARTS OF GEORGIA				
Street				
57 FORSYTH ST NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30303		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				30,000

Name				
THE WESTMINSTER SCHOOLS				
Street				
1424 WEST PACES FERRY RD NW				
City	**State**	**Zip Code**	**Foreign Country**	
ATLANTA	GA	30327		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				25,000

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

Recipient(s) paid during the year

Name					
WOODWARD ACADEMY					
Street					
1662 RUGBY AVE					
City		**State**	**Zip Code**	**Foreign Country**	
ATLANTA		GA	30337		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL CHARITABLE PURPOSES					25,000

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

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

	Amount
Long Term CG Distributions	205
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,589,335	1,419,712	169,623
Other sales	0	0	0

	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
1	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		11/25/2013	3,405	3,395				0	10
2	X	POWERSHARES SENIOR LOA	73936Q769			7/29/2013		11/25/2013	4,143	4,167				0	-24
3	X	POWERSHARES SENIOR LOA	73936Q769			6/12/2013		11/25/2013	2,208	2,218				0	-10
4	X	ISHARES TR DOW JONES SEL	464287168			2/6/2012		3/11/2013	2,853	2,518				0	335
5	X	ISHARES TR DOW JONES SEL	464287168			8/6/2012		3/11/2013	59,913	55,712				0	4,201
6	X	ISHARES TR DOW JONES SEL	464287168			11/19/2012		3/11/2013	15,009	13,548				0	1,461
7	X	ISHARES TR DOW JONES SEL	464287168			7/18/2011		3/11/2013	76,535	64,510				0	12,025
8	X	ISHARES DJ SELECT DIVIDEN	464287168			7/18/2011		6/12/2013	9,027	7,319				0	1,708
9	X	ISHARES DJ SELECT DIVIDEN	464287168			7/18/2011		7/29/2013	5,444	4,234				0	1,210
10	X	ISHARES DJ SELECT DIVIDEN	464287168			10/7/2013		11/25/2013	10,354	9,616				0	738
11	X	ISHARES DJ SELECT DIVIDEN	464287168			7/18/2011		11/25/2013	3,191	2,352				0	839
12	X	ISHARES MSCI EMERGING MI	464287234			3/11/2013		7/29/2013	3,237	3,603				0	-366
13	X	ISHARES MSCI EMERGING MI	464287234			11/19/2012		7/29/2013	15,239	15,784				0	-545
14	X	ISHARES MSCI EMERGING MI	464287234			11/19/2012		10/7/2013	67,017	65,916				0	1,101
15	X	ISHARES MSCI EMERGING MI	464287234			11/19/2012		11/25/2013	14,598	14,353				0	245
16	X	ISHARES IBOXX INVT GRADE	464287242			3/11/2013		6/12/2013	19,128	19,602				0	-474
17	X	ISHARES IBOXX INVT GRADE	464287242			1/26/2011		6/12/2013	23,850	22,194				0	1,456
18	X	ISHARES IBOXX INV GRD COF	464287242			7/29/2013		11/25/2013	5,604	5,620				0	-16
19	X	ISHARES IBOXX INV GRD COF	464287242			10/7/2013		11/25/2013	801	794				0	7
20	X	ISHARES TR MSCI EAFE INDE	464287465			7/18/2011		3/11/2013	20,692	20,059				0	633
21	X	ISHARES MSCI EAFE ETF	464287465			10/7/2013		11/25/2013	45,835	43,852				0	1,983
22	X	ISHARES TR RUSSELL MIDCA	464287499			8/6/2012		3/11/2013	9,926	8,454				0	1,472
23	X	ISHARES TR RUSSELL MIDCA	464287499			8/6/2012		6/12/2013	3,915	3,211				0	704
24	X	ISHARES RUSSELL MIDCAP E	464287499			8/6/2012		7/29/2013	3,272	2,568				0	704
25	X	ISHARES RUSSELL MIDCAP E	464287499			8/6/2012		10/7/2013	1,397	1,070				0	327
26	X	ISHARES RUSSELL MIDCAP E	464287499			8/6/2012		11/25/2013	6,584	4,816				0	1,768
27	X	ISHARES TR RUSSELL 1000 V	464287598			3/11/2013		6/12/2013	30,223	28,953				0	1,270
28	X	ISHARES RUSSELL 1000 VALU	464287598			7/29/2013		10/7/2013	10,998	11,245				0	-247
29	X	ISHARES RUSSELL 1000 VALU	464287598			3/11/2013		10/7/2013	114,107	107,403				0	6,704
30	X	ISHARES RUSSELL 1000 VALU	464287598			3/11/2013		11/25/2013	31,616	27,579				0	4,037
31	X	ISHARES TR RUSSELL 1000 G	464287614			7/18/2011		3/11/2013	43,992	37,968				0	6,024
32	X	ISHARES TR RUSSELL 1000 G	464287614			8/8/2011		3/11/2013	33,541	25,826				0	7,715
33	X	ISHARES TR RUSSELL 1000 G	464287614			2/6/2012		3/11/2013	86,430	76,804				0	9,626
34	X	ISHARES TR RUSSELL 1000 G	464287614			12/29/2009		3/11/2013	71,460	51,016				0	20,444
35	X	ISHARES TR RUSSELL 1000 G	464287614			12/29/2009		6/12/2013	31,788	21,677				0	10,111
36	X	ISHARES RUSSELL 1000 GRO	464287614			12/29/2009		7/29/2013	5,416	3,579				0	1,837
37	X	ISHARES RUSSELL 1000 GRO	464287614			12/29/2009		10/7/2013	162,875	105,309				0	57,566
38	X	ISHARES RUSSELL 1000 GRO	464287614			12/29/2009		11/25/2013	31,353	18,955				0	12,398
39	X	ISHARES TR RUSSELL 2000 IN	464287655			8/6/2012		3/11/2013	13,643	11,488				0	2,155
40	X	ISHARES TR RUSSELL 2000 IN	464287655			8/6/2012		6/12/2013	4,883	3,934				0	949
41	X	ISHARES RUSSELL 2000 ETF	464287655			8/6/2012		7/29/2013	5,813	4,406				0	1,407
42	X	ISHARES RUSSELL 2000 ETF	464287655			8/6/2012		10/7/2013	1,589	1,180				0	409
43	X	ISHARES RUSSELL 2000 ETF	464287655			8/6/2012		11/25/2013	560	393				0	167
44	X	ISHARES IBOXX $HIGHYLD CO	464288513			1/26/2011		6/12/2013	918	917				0	1
45	X	ISHARES IBOXX $HIGHYLD CO	464288513			5/26/2011		6/12/2013	4,772	4,781				0	-9
46	X	ISHARES IBOXX $HIGHYLD CO	464288513			7/18/2011		6/12/2013	12,022	11,908				0	114
47	X	ISHARES IBOXX $HIGHYLD CO	464288513			2/6/2012		6/12/2013	4,772	4,714				0	58
48	X	ISHARES IBOXX $HIGHYLD CO	464288513			8/6/2012		6/12/2013	96,264	96,408				0	-144
49	X	ISHARES IBOXX $HIGHYLD CO	464288513			11/19/2012		6/12/2013	1,009	1,005				0	4
50	X	ISHARES IBOXX $HIGHYLD CO	464288513			3/11/2013		6/12/2013	18,629	19,102				0	-473
51	X	ISHARES IBOXX $HIGHYLD CO	464288513			9/7/2010		6/12/2013	46,251	44,130				0	2,121
52	X	ISHARES IBOXX H/Y CORP BO	464288513			7/29/2013		11/25/2013	1,957	1,945				0	12
53	X	ISHARES IBOXX H/Y CORP BO	464288513			10/7/2013		11/25/2013	4,194	4,122				0	72
54	X	ISHARES IBOXX H/Y CORP BO	464288513			9/7/2010		11/25/2013	280	263				0	17
55	X	ISHARES BARCLAYS MBS BD	464288588			8/6/2012		6/12/2013	86,248	88,655				0	-2,407
56	X	ISHARES BARCLAYS MBS BO	464288588			8/6/2012		11/25/2013	19,042	19,604				0	-562
57	X	ISHARES BARCLAYS 3-7 YR T	464288661			8/6/2012		6/12/2013	44,101	44,688				0	-587
58	X	ISHARES BARCLAYS 3-7 YEA	464288661			8/6/2012		7/29/2013	115,814	118,086				0	-2,272
59	X	ISHARES BARCLAYS 3-7 YEA	464288661			8/6/2012		11/25/2013	7,422	7,527				0	-105
60	X	MARKET VECTORS EMERGIN	57060U522			6/12/2013		11/25/2013	10,256	10,763				0	-507
61	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			10/7/2013		11/25/2013	1,915	1,914				0	1

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

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

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		6,109	3,360	0	0
1	FOREIGN TAXES PAID	3,360	3,360		
2	PY EXCISE TAX DUE	199			
3	ESTIMATED EXCISE PAYMENT	2,550			

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
			4,041,926	4,070,902	0
1				0	
2	ISHARES TR MSCI EAFE INDEX ETF		0	906,729	0
3	ISHARES TR RUSSELL MIDCAP INDEX ET		0	112,477	0
4	ISHARES TR RUSSELL 1000 VALUE INDEX		0	510,202	0
5	ISHARES TR RUSSELL 1000 GROWTH IND		0	439,928	0
6	ISHARES TR RUSSELL 2000 INDEX ETF		0	112,750	0
7	ISHARES IBOXX $HIGHYLD CORP BD ETF		0	140,292	0
8	ISHARES BARCLAYS MBS BD ETF		0	448,867	0
9	MKT VECTORS EMRG MKT LCL CURR BD		0	250,871	0
10	POWERSHARES SR LOAN PORTFOLIO ET		0	148,666	0
11	PIMCO 1-5 YR US TIPS INDEX ETF		0	122,681	0
12	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	175,023	0
13	ISHARES TR DOW JONES SEL DIVD INDE		0	228,525	0
14	ISHARES MSCI EMERGING MKTS INDEX E		0	332,205	0
15	ISHARES IBOXX INVT GRADE CORP BD E		0	141,686	0

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

	Amount
Long Term CG Distributions	205
Short Term CG Distributions	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 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,589,130	0	0	1,419,712	169,418	0	0	0	169,418
1	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	11/25/2013	3 405		0	3,395	10	0	0	0	10
2	POWERSHARES SENIOR LOAN PORT	73936Q769		7/29/2013	11/25/2013	4,143		0	4,167	-24	0	0	0	-24
3	POWERSHARES SENIOR LOAN PORT	73936Q769		6/12/2013	11/25/2013	2,208		0	2,218	-10	0	0	0	-10
4	ISHARES TR DOW JONES SEL DIVD INC	464287168		2/6/2012	3/11/2013	2,853		0	2 518	335	0	0	0	335
5	ISHARES TR DOW JONES SEL DIVD INC	464287168		8/6/2012	3/11/2013	59,913		0	55,712	4,201	0	0	0	4,201
6	ISHARES TR DOW JONES SEL DIVD INC	464287168		11/19/2012	3/11/2013	15,009		0	13 548	1,461	0	0	0	1,461
7	ISHARES TR DOW JONES SEL DIVD INC	464287168		7/18/2011	3/11/2013	76,535		0	64 510	12 025	0	0	0	12,025
8	ISHARES DJ SELECT DIVIDEND INDEX	464287168		7/18/2011	6/12/2013	9,027		0	7,319	1,708	0	0	0	1,708
9	ISHARES DJ SELECT DIVIDEND ETF	464287168		7/18/2011	7/29/2013	5 444		0	4,234	1,210	0	0	0	1,210
10	ISHARES DJ SELECT DIVIDEND ETF	464287168		10/7/2013	11/25/2013	10,354		0	9,616	738	0	0	0	738
11	ISHARES DJ SELECT DIVIDEND ETF	464287168		7/18/2011	11/25/2013	3,191		0	2,352	839	0	0	0	839
12	ISHARES MSCI EMERGING MKT ETF	464287234		3/11/2013	7/29/2013	3,237		0	3,603	-366	0	0	0	-366
13	ISHARES MSCI EMERGING MKT ETF	464287234		11/19/2012	7/29/2013	15,239		0	15,784	-545	0	0	0	-545
14	ISHARES MSCI EMERGING MKT ETF	464287234		11/19/2012	10/7/2013	67,017		0	65 916	1,101	0	0	0	1,101
15	ISHARES MSCI EMERGING MKT ETF	464287234		11/19/2012	11/25/2013	14,598		0	14,353	245	0	0	0	245
16	ISHARES IBOXX INVT GRADE CORP BD	464287242		3/11/2013	6/12/2013	19,128		0	19,602	-474	0	0	0	-474
17	ISHARES IBOXX INVT GRADE CORP BD	464287242		1/26/2011	6/12/2013	23,650		0	22 194	1,456	0	0	0	1,456
18	ISHARES IBOXX INV GRD CORP BOND	464287242		7/29/2013	11/25/2013	5,604		0	5,620	-16	0	0	0	-16
19	ISHARES IBOXX INV GRD CORP BOND	464287242		10/7/2013	11/25/2013	801		0	794	7	0	0	0	7
20	ISHARES TR MSCI EAFE INDEX ETF	464287465		7/18/2011	3/11/2013	20,692		0	20,059	633	0	0	0	633
21	ISHARES MSCI EAFE ETF	464287465		10/7/2013	11/25/2013	45,835		0	43,852	1 983	0	0	0	1,983
22	ISHARES TR RUSSELL MIDCAP INDEX E	464287499		8/6/2012	3/11/2013	9,926		0	8,454	1,472	0	0	0	1,472
23	ISHARES TR RUSSELL MIDCAP INDEX E	464287499		8/6/2012	6/12/2013	3 915		0	3,211	704	0	0	0	704
24	ISHARES RUSSELL MIDCAP ETF	464287499		8/6/2012	7/29/2013	3 272		0	2,568	704	0	0	0	704
25	ISHARES RUSSELL MIDCAP ETF	464287499		8/6/2012	10/7/2013	1 397		0	1,070	327	0	0	0	327
26	ISHARES RUSSELL MIDCAP ETF	464287499		8/6/2012	11/25/2013	6,584		0	4,816	1,768	0	0	0	1,768
27	ISHARES TR RUSSELL 1000 VALUE IND	464287598		3/11/2013	6/12/2013	30,223		0	28,953	1,270	0	0	0	1 270
28	ISHARES RUSSELL 1000 VALUE ETF	464287598		7/29/2013	10/7/2013	10,998		0	11 245	-247	0	0	0	-247
29	ISHARES RUSSELL 1000 VALUE ETF	464287598		3/11/2013	10/7/2013	114,107		0	107,403	6,704	0	0	0	6,704
30	ISHARES RUSSELL 1000 VALUE ETF	464287598		3/11/2013	11/25/2013	31,616		0	27,579	4,037	0	0	0	4,037
31	ISHARES TR RUSSELL 1000 GROWTH I	464287614		7/18/2011	3/11/2013	43,992		0	37,968	6,024	0	0	0	6,024
32	ISHARES TR RUSSELL 1000 GROWTH I	464287614		8/8/2011	3/11/2013	33,541		0	25,826	7,715	0	0	0	7,715
33	ISHARES TR RUSSELL 1000 GROWTH I	464287614		2/6/2012	3/11/2013	86,430		0	76,804	9,626	0	0	0	9,626
34	ISHARES TR RUSSELL 1000 GROWTH I	464287614		12/29/2009	3/11/2013	71,460		0	51 016	20,444	0	0	0	20,444
35	ISHARES TR RUSSELL 1000 GROWTH I	464287614		12/29/2009	6/12/2013	31,788		0	21,677	10,111	0	0	0	10,111
36	ISHARES RUSSELL 1000 GROWTH ETF	464287614		12/29/2009	7/29/2013	5,416		0	3,579	1,837	0	0	0	1,837
37	ISHARES RUSSELL 1000 GROWTH ETF	464287614		12/29/2009	10/7/2013	162,875		0	105 309	57,566	0	0	0	57,566
38	ISHARES RUSSELL 1000 GROWTH ETF	464287614		12/29/2009	11/25/2013	31,353		0	18,955	12,398	0	0	0	12,398
39	ISHARES TR RUSSELL 2000 INDEX ETF	464287655		8/6/2012	3/11/2013	13,643		0	11,488	2,155	0	0	0	2,155
40	ISHARES TR RUSSELL 2000 INDEX ETF	464287655		8/6/2012	6/12/2013	4,883		0	3,934	949	0	0	0	949
41	ISHARES RUSSELL 2000 ETF	464287655		8/6/2012	7/29/2013	5,813		0	4,406	1 407	0	0	0	1,407
42	ISHARES RUSSELL 2000 ETF	464287655		8/6/2012	10/7/2013	1,589		0	1,180	409	0	0	0	409
43	ISHARES RUSSELL 2000 ETF	464287655		8/6/2012	11/25/2013	560		0	393	167	0	0	0	167
44	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		1/26/2011	6/12/2013	918		0	917	1	0	0	0	1
45	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		5/26/2011	6/12/2013	4,772		0	4 781	-9	0	0	0	-9
46	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		7/18/2011	6/12/2013	12,022		0	11,908	114	0	0	0	114
47	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		2/6/2012	6/12/2013	4,772		0	4,714	58	0	0	0	58
48	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		8/6/2012	6/12/2013	96,264		0	96,408	-144	0	0	0	-144
49	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		11/19/2012	6/12/2013	1,009		0	1 005	4	0	0	0	4
50	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		3/11/2013	6/12/2013	18,629		0	19 102	-473	0	0	0	-473
51	ISHARES IBOXX $HIGHYLD CORP BD E	464288513		9/7/2010	6/12/2013	46,251		0	44,130	2,121	0	0	0	2,121
52	ISHARES IBOXX H/Y CORP BOND ETF	464288513		7/29/2013	11/25/2013	1,957		0	1 945	12	0	0	0	12
53	ISHARES IBOXX H/Y CORP BOND ETF	464288513		10/7/2013	11/25/2013	4,194		0	4,122	72	0	0	0	72
54	ISHARES IBOXX H/Y CORP BOND ETF	464288513		9/7/2010	11/25/2013	280		0	263	17	0	0	0	17
55	ISHARES BARCLAYS MBS BD ETF	464288588		8/6/2012	6/12/2013	86,248		0	88,655	-2,407	0	0	0	-2,407
56	ISHARES BARCLAYS MBS BOND ETF	464288588		8/6/2012	11/25/2013	19,042		0	19,604	-562	0	0	0	-562
57	ISHARES BARCLAYS 3-7 YR TREAS BD	464288661		8/6/2012	6/12/2013	44,101		0	44,668	-567	0	0	0	-567
58	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		8/6/2012	7/29/2013	115,814		0	118,086	-2,272	0	0	0	-2,272
59	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		8/6/2012	11/25/2013	7 422		0	7,527	-105	0	0	0	-105
60	MARKET VECTORS EMERGING MARK	57060U522		6/12/2013	11/25/2013	10 256		0	10,763	-507	0	0	0	-507
61	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		10/7/2013	11/25/2013	1,915		0	1,914	1	0	0	0	1

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
										29,687	0	0
1	SUNTRUST BANKS	X	P O BOX 4655	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	29,687		
2	MR JOHN C STATON JR		P O BOX 4655 MC 221	ATLANTA	GA	30302		COMMT/MBER	AS REQ'D			
3	MRS LOUISE STATON GUNN		P O BOX 4655 MC 221	ATLANTA	GA	30302		COMMT/MBER	AS REQ'D			
4	MR MARGARET A STATON		P O BOX 4655 MC 221	ATLANTA	GA	30302		COMMT/MBER	AS REQ'D			

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	637
3	Second quarter estimated tax payment	6/13/2013	3	638
4	Third quarter estimated tax payment	9/10/2013	4	638
5	Fourth quarter estimated tax payment	12/11/2013	5	637
6	Other payments		6	
7	Total		7	2,550