



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

TRUSTEE BRIGHT WINGS FNDTN U/A

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

Room/suite

P.O. BOX 1908

City or town

State

ZIP code

ORLANDO

FL

32802-1908

Foreign country name

Foreign province/state/county

Foreign postal code

A Employer identification number

58-6346253

B Telephone number (see instructions)

(404) 813-9304

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,549,410**

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
 (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	44,879	49,348		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	72,886			
	b Gross sales price for all assets on line 6a	355,393			
	7 Capital gain net income (from Part IV, line 2)		72,886		
	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	117,765	122,234	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	15,745	7,873		7,872
	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)	4,465	649		
	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	22,710	8,522	0	10,372
	25 Contributions, gifts, grants paid	85,850			85,850
26 Total expenses and disbursements. Add lines 24 and 25	108,560	8,522	0	96,222	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	9,205				
b Net investment income (if negative, enter -0-)		113,712			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

6104

Form 990-PF (2013) TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		56,838	44,721	44,721
	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)		326,876	355,074	571,808
	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)		1,506,632	1,499,728	1,932,881	
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)		1,890,346	1,899,523	2,549,410	
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		1,890,346	1,899,523	
	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)		1,890,346	1,899,523		
31	Total liabilities and net assets/fund balances (see instructions)		1,890,346	1,899,523		

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	1,890,346
2	Enter amount from Part I, line 27a	2	9,205
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,899,551
5	Decreases not included in line 2 (itemize) COST BASIS ADJUSTMENT	5	28
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,899,523

Form 990-PF (2013)

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page 3

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	72,886
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.

(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	107,695	2,111,876	0.050995
2011	95,800	2,145,966	0.044642
2010	105,784	1,900,350	0.055666
2009	105,077	1,675,861	0.062700
2008	99,055	2,163,553	0.045783
2 Total of line 1, column (d)			2 0.259786
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 0.051957
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 2,352,265
5 Multiply line 4 by line 3			5 122,217
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,137
7 Add lines 5 and 6			7 123,354
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 96,222

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page 4

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	2,274	
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	2,274	
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	2,274	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,540	
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	2,540	
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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	266	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 266 Refunded	11	0	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2013)

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page 5

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304			
Located at ▶ P.O. BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	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? ☐ 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

Form 990-PF (2013)

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page 6

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?	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	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, INC. PO BOX 4655, MC 221 ATLANTA, GA 30302	TRUSTEE AS REQ'D	15,745		
RUTHERFORD L ELLIS, JR. PO BOX 4655, MC 221 ATLANTA, GA 30302	COMM CHAIR AS REQ'D			
MARGARET E LANGFORD PO BOX 4655, MC 221 ATLANTA, GA 30302	COMM CHAIR 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

Form 990-PF (2013)

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page 7

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

Form 990-PF (2013)

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	2,320,046
b	Average of monthly cash balances	1b	68,040
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,388,086
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	2,388,086
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	35,821
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,352,265
6	Minimum investment return. Enter 5% of line 5	6	117,613

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	117,613
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,274
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,274
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	115,339
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	115,339
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	115,339

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	96,222
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	96,222
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	96,222

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

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page **9****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				115,339
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			62,140	
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: $\$$ 96,222				
a Applied to 2012, but not more than line 2a			62,140	
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				34,082
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				81,257
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				

Form 990-PF (2013)

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253

Page **10****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

HTTP://FOUNDATIONCENTER.ORG/GRANTMAKER/BRIGHTWINGS/

- c** Any submission deadlines:

SEPTEMBER 15

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

ORGANIZATIONS THAT ARE EXEMPT FROM INCOME TAX UNDER SECTION 501(C)(3)

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	85,850
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? | | Yes | No |
| | | | | |
| 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. | | | |

[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
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 Alfred
Signature of officer or trustee

4/24/2014
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 _____

4/24/2014

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
----------	--------------

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 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

OPEN ARMS PROGRAM

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

ARTHRITIS FOUNDATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

Name

ATLANTA GIRLS' SCHOOL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

THE ATLANTA OPERA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

Name

BOBBY DODD INSTITUTE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

BOY SCOUTS OF AMERICA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 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

CAMP FIRE USA GEORGIA COUNCIL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

CAMP SUNSHINE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

CENTER FOR PUPPETRY ARTS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

COMMUNITIES IN SCHOOLS OF ATLANTA INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

THE COMMUNITY SCHOOL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

COVENANT COMMUNITY INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 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

EAST ATLANTA COMMUNITY ASSOCIATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 500

Name

EAST LAKE FOUNDATION INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 500

Name

FERNBANK MUSEUM OF NATURAL HISTORY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 10,000

Name

GEORGIA RIVER NETWORK

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 500

Name

GIRL SCOUTS OF GREATER ATLANTA INC

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 500

Name

HAWKTALK INC

Street

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

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 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

HISTORIC OAKLAND FOUNDATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

Name

HOLY INNOCENTS' PARENTS ASSOCIATION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

10,000

Name

LITERACY ACTION INC

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

MILL SPRINGS ACADEMY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

MOVING IN THE SPIRIT

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

THE MUSEUM OF CONTEMPORARY ART OF GEORGIA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 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

OUR HOUSE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

THE PICCADILLY PUPPETS COMPANY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

7,000

Name

RABUN GAP NACOOCHEE SCHOOL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

SOPO BICYCLE COOPERATIVE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

Name

SYNCHRONICITY THEATRE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,500

Name

THE TRUST FOR PUBLIC LAND

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

TRUSTEE BRIGHT WINGS FNDTN U/A

58-6346253 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

VAMOS ADELANTE FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 5,850

Name

VISITING NURSE HEALTH SYSTEM ATLANTA

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 500

Name

WOMEN'S INTERNATIONAL NETWORK FOR GUATEMALAN SOLUTIONS

Street

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

Name

WYLDE CENTER

Street

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

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

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

Amount										8,193
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Net Gain or Loss
								Capital Gains/Losses	Other sales	
1	X	ABERDEEN-EQY LONG SHOR			2/25/2010		10/28/2013	3,731	3,308	423
2	X	CAMBIAR SMALL CAP-INS			3/21/2013		10/28/2013	7,331	6,349	982
3	X	APACHE CORP COM			3/22/2005		4/25/2013	4,873	4,199	674
4	X	BIE AEROSPACE INC COM			3/4/2011		2/27/2013	3,157	2,105	1,052
5	X	BEAM INC			6/13/2012		8/23/2013	3,666	3,613	53
6	X	BEAM INC			8/17/2012		8/23/2013	1,481	1,440	51
7	X	CAPITAL ONE FINL CORP CO			2/23/2010		2/21/2013	3,908	2,793	1,115
8	X	COACH INC COM			10/14/2010		2/13/2013	5,653	4,250	1,451
9	X	DARDEN RESTAURANTS INC			3/21/2013		10/28/2013	3,745	3,231	514
10	X	EATON VANCE ATLANTA CAP			9/12/2008		5/8/2013	3,056	1,883	1,173
11	X	EXPRESS SCRIPTS HLDG CO			30219G108		5/15/2013	5,017	3,088	1,929
12	X	EXPRESS SCRIPTS HLDG CO			6/8/2010		4/9/2013	1,629	821	808
13	X	FLOWSERVE CORP COM			34354P105		10/28/2013	2,150	2,181	-31
14	X	ABSOLUTE STRATEGIES FUN			34984T600		4/9/2013	2,500	1,224	1,276
15	X	FREEMONT-MCMORAN COPP			35671D857		7/25/2013	1,867	1,544	323
16	X	GENERAL ELECTRIC CORP			369604103		7/25/2013	713	564	149
17	X	GENERAL ELECTRIC CORP			369604103		6/13/2012	8,577	7,161	1,416
18	X	INTERNATIONAL BUSINESS M			459200101		6/25/2013	5,385	4,242	1,143
19	X	INTUIT INC COM			461202103		5/15/2013	10,142	13,063	1,211
20	X	JANUS PERKINS SMALL CAP			47103C183		3/21/2013	14,274	22,250	3,213
21	X	JANUS PERKINS SMALL CAP			47103C183		3/21/2013	25,463	22,250	3,213
22	X	LILLY ELI & CO			532457108		10/15/2013	3,661	4,269	-608
23	X	MANNING & NAPIER WORLD			563821545		3/21/2013	10,075	9,433	642
24	X	MANNING & NAPIER WORLD			563821545		10/28/2013	35,185	29,346	5,839
25	X	MATTEL INC			577081102		7/30/2013	6,658	4,949	1,709
26	X	NATIONAL OILWELL VARCO II			637071101		2/6/2013	1,397	1,373	24
27	X	NATIONAL OILWELL VARCO II			637071101		26/2013	4,990	4,767	223
28	X	ORACLE CORPORATION			68389X105		12/18/2013	7,085	4,063	3,022
29	X	ORACLE CORPORATION			68389X105		12/18/2013	2,712	1,858	754
30	X	ORACLE CORPORATION			68389X105		12/18/2013	271	255	16
31	X	OPPENHEIMER DEVELOPING			683974505		10/28/2013	18,832	16,748	2,084
32	X	OPPENHEIMER DEVELOPING			683974505		10/28/2013	1,373	1,245	128
33	X	OPPENHEIMER DEVELOPING			683974505		10/28/2013	26,325	23,392	2,933
34	X	PHILIP MORRIS INTL INC COM			718172109		6/5/2013	13,101	7,129	5,972
35	X	QUANTA SERVICES INCORP			74762E102		9/10/2013	4,896	4,191	705
36	X	T ROWE PRICE DIVERS SMA			779917103		3/21/2013	9,860	7,474	182
37	X	T ROWE PRICE DIVERS SIC G			779917103		10/28/2013	23,194	17,612	5,582
38	X	SPDR S&P 500 ETF TRUST			78462F103		12/8/2013	16,917	12,889	3,928
39	X	SPDR S&P DIVIDEND ETF			78464A763		12/8/2013	5,415	4,701	714
40	X	TERADATA CORP DEL COM			88076W103		3/22/2013	5,415	4,701	11
41	X	TEVA PHARMACEUTICAL IND			881624209		4/9/2013	5,980	5,869	1105
42	X	VISA INC CL A COM			92826C839		5/8/2013	2,142	1,037	1,105
43	X	VISA INC CL A COM			92826C839		5/8/2013	536	220	316
44	X	VISA INC CL A COM			92826C839		8/23/2013	2,679	1,100	1,579
45	X	WASATCH LONG/SHORT-1			936793769		3/21/2013	9,150	8,245	905
46	X	WASATCH LONG/SHORT FUN			936793769		3/21/2013	12,310	10,230	2,080
47	X	WILLIAMS COS INC COM			969457100		6/5/2013	7,065	3,728	3,337

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

		4,465	649	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	649	649		
2	PRIOR YEAR EXCISE TAX DUE	1,276			
3	ESTIMATED EXCISE PAYMENTS	2,540			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		326,876		355,074		0		571,808	
Description		Book Value		Book Value		FMV		FMV	
		Beg. of Year		End of Year		Beg. of Year		End of Year	
1									
2	ABBOTT LABS COM	0		4,014				6,516	
3	ALLSTATE CORP COM	0		4,535				6,436	
4	AMGEN INC COM	0		6,280				12,663	
5	APPLE INC COM	0		6,332				23,002	
6	BB&T CORP COM	0		3,777				5,897	
7	BANK OF AMERICA CORP COM	0		9,215				14,683	
8	BAXTER INTL INC COM	0		3,838				6,955	
9	B/E AEROSPACE INC COM	0		4,002				9,921	
10	CVS CAREMARK CORP COM	0		6,980				15,316	
11	CAPITAL ONE FINL CORP COM	0		3,649				7,508	
12	CELGENE CORP COM	0		5,447				5,914	
13	CHEVRON CORP COM	0		7,993				16,238	
14	COMCAST CORP COM CL A	0		10,847				14,550	
15	CORNING INC COM	0		6,375				7,395	
16	WALT DISNEY CO COM	0		5,451				13,446	
17	EMC CORP COM	0		8,534				11,544	
18	ECOLAB INC COM	0		4,421				7,716	
19	EMERSON ELEC CO COM	0		4,200				6,667	
20	FLUOR CORP COM NEW	0		6,365				9,876	
21	FLOWERVE CORP COM	0		2,875				8,277	
22	GENERAL ELEC CO COM	0		6,110				8,801	
23	GOLDMAN SACHS GROUP INC COM	0		4,498				8,508	
24	GOOGLE INC CL A COM	0		7,199				17,931	
25	HARTFORD FINL SVCS GROUP INC COM	0		6,449				11,449	
26	HOME DEPOT INC COM	0		2,727				10,787	
27	INTEL CORP COM	0		10,858				12,848	
28	JP MORGAN CHASE AND COM	0		10,551				16,550	
29	KLA TENCOR CORP COM	0		8,500				9,669	
30	MICROSOFT CORP COM	0		9,355				11,896	
31	MORGAN STANLEY COM	0		4,332				9,565	
32	OCCIDENTAL PETE CORP COM	0		6,012				7,703	
33	PNC FINL SVCS GROUP INC COM	0		7,838				10,396	
34	PACCAR INC COM	0		3,516				5,325	
35	PEPSICO INC COM	0		6,604				8,211	
36	PFIZER INC COM	0		12,525				17,704	
37	PRAXAIR INC COM	0		1,843				6,632	
38	PROCTER & GAMBLE CO COM	0		4,937				7,327	
39	QUALCOMM CORP COM	0		6,353				8,465	
40	SCHLUMBERGER LTD COM	0		9,297				13,156	
41	TIBCO SOFTWARE INC COM	0		5,561				5,170	
42	UNION PACIFIC CORP COM	0		2,915				7,392	
43	UNITED PARCEL SVC INC CL B COM	0		3,485				6,305	
44	VERIZON COMMUNICATIONS COM	0		6,836				10,074	
45	WAL-MART STORES INC COM	0		8,313				8,892	
46	WELLS FARGO & CO COM NEW	0		10,395				14,437	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		326,876		355,074		0		571,808	
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year			
47	CAMERON INTL CORP COM	0		3,223		4,941			
48	MACY'S INC COM	0		5,918		12,602			
49	INVESCO LTD BERMUDA COM	0		3,586		5,970			
50	VISA INC CL A COM	0		3,079		9,353			
51	MERCK AND INC COM	0		11,662		16,517			
52	LEAR CORP COM NEW	0		8,309		9,716			
53	LYONDELLBASELL INDS NV CL A COM	0		7,566		10,035			
54	TE CONNECTIVITY LTD COM	0		5,256		5,787			
55	HOLLYFRONTIER CORP COM PAR .01	0		4,882		4,721			
56	FORTUNE BRANDS HOME & SEC INC COM	0		7,860		8,455			
57	DELPHI AUTOMOTIVE PLC SHS	0		7,241		9,020			
58	ABBVIE INC COM	0		4,353		8,978			

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

		1,506,632	1,499,728	1,932,881
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
1	Asset Description	Basis of Valuation		
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	19,316
3	SPDR S&P 500 ETF TR		0	566,628
4	FORUM ABSOLUTE STRATEGIES-I		0	92,045
5	MANNING & NAPIER WORLD OPPTY-A		0	229,694
6	ABERDEEN EQUITY LONG SHORT-I		0	55,945
7	OPPENHEIMER DEVELOPING MKTS INST		0	110,141
8	SPDR SER TR S&P DIVID ETF		0	551,767
9	MAINSTAY ICAP INTL-I		0	122,224
10	ADVISORS CAMBIAR SMALL CAP-I		0	35,711
11	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	38,912
12	WASATCH LONG/SHORT-I		0	110,498

Long Term CG Distributions	8,193
Short Term CG Distributions	0
Amount	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
			PO BOX 4655, MC 221	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	15,745		
1			PO BOX 4655, MC 221	ATLANTA	GA	30302		COMM CHAIR	AS REQ'D			
2			PO BOX 4655, MC 221	ATLANTA	GA	30302		COMM CHAIR	AS REQ'D			
3												
										15,745	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	508
3 Second quarter estimated tax payment	6/13/2013	3	677
4 Third quarter estimated tax payment	9/10/2013	4	678
5 Fourth quarter estimated tax payment	12/11/2013	5	677
6 Other payments		6	
7 Total		7	2,540

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	62,140
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	62,140