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Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning _____, and ending _____

Name of foundation THE W I H PITTS MEMORIAL FUND			A Employer identification number 58-6374908							
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1908			B Telephone number (see instructions) (404) 813-9304							
City or town ORLANDO			State FL	ZIP code 32802-1908						
Foreign country name Foreign province/state/county Foreign postal code										
G Check all that apply <table style="margin-left: 20px; border: none;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	C If exemption application is pending, check here ► <input type="checkbox"/>	
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity									
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return									
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change									
H Check type of organization: <table style="margin-left: 20px; border: none;"> <tr><td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td></tr> <tr><td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td></tr> <tr><td><input type="checkbox"/> Other taxable private foundation</td></tr> </table>			<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/> Other taxable private foundation	D 1. Foreign organizations, check here ► <input type="checkbox"/>				
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation										
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust										
<input type="checkbox"/> Other taxable private foundation										
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 77,894,402 (Part I, column (d) must be on cash basis)			D 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>							
J Accounting method <table style="margin-left: 20px; border: none;"> <tr><td><input checked="" type="checkbox"/> Cash</td><td><input type="checkbox"/> Accrual</td></tr> <tr><td colspan="2"><input type="checkbox"/> Other (specify) _____</td></tr> </table>			<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual	<input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
<input checked="" type="checkbox"/> Cash	<input type="checkbox"/> Accrual									
<input type="checkbox"/> Other (specify) _____										
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>										

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,027,093	1,030,241		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	5,905,569			
b Gross sales price for all assets on line 6a	34,696,342			
7 Capital gain net income (from Part IV, line 2)		5,905,569		
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	6,932,662	6,935,810	0	
13 Compensation of officers, directors, trustees, etc.	232,723	116,361		116,362
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)	85,713	9,718		
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	320,936	126,079	0	118,862
25 Contributions, gifts, grants paid	3,282,331			3,282,331
26 Total expenses and disbursements. Add lines 24 and 25	3,603,267	126,079	0	3,401,193
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	3,329,395			
b Net investment income (if negative, enter -0-)		6,809,731		
c Adjusted net income (if negative, enter -0-)				0

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

14

Form 990-PF (2013) THE W I H PITTS MEMORIAL FUND

58-6374908 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	1,114,099	623,010	623,010
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	57,713,368	61,533,852	77,271,392
	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)	58,827,467	62,156,862	77,894,402
Net Assets or Fund Balances	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	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	58,827,467	62,156,862	
	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)	58,827,467	62,156,862	
	31	Total liabilities and net assets/fund balances (see instructions)	58,827,467	62,156,862	

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	58,827,467
2	Enter amount from Part I, line 27a	2	3,329,395
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	62,156,862
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	62,156,862

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement					
b See Attached Statement					
c See Attached Statement					
d See Attached Statement					
e See Attached Statement					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			0		
b			0		
c			0		
d			0		
e			0		
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	5,905,569	
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	3,323,099	65,072,280	0 051068
2011	3,152,560	66,172,618	0 047641
2010	3,655,752	62,290,769	0 058689
2009	4,110,015	56,543,422	0 072688
2008	4,589,283	76,685,213	0 059846
2 Total of line 1, column (d)			2 0 289932
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 057986
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 71,067,331
5 Multiply line 4 by line 3			5 4,120,910
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 68,097
7 Add lines 5 and 6			7 4,189,007
8 Enter qualifying distributions from Part XII, line 4			8 3,401,193
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)

1 136,195

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

2 0

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

3 136,195

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

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

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013 6a 59,411

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 59,411

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

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 9 76,784

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

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? 2 X

If "Yes," attach a detailed description of the activities

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

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? 5 X

If "Yes," attach the statement required by General Instruction T

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

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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)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► SUNTRUST BANK Located at ► P.O. BOX 1908 ORLANDO FL	Telephone no ► (404) 813-9304 ZIP+4 ► 32802-1908	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	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 X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			5b N/A
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i>			6b X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC. P. O. BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	232,723		

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 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	70,642,030
b	Average of monthly cash balances	1b	1,507,545
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	72,149,575
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	72,149,575
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,082,244
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	71,067,331
6	Minimum investment return. Enter 5% of line 5	6	3,553,367

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	3,553,367
2a	Tax on investment income for 2013 from Part VI, line 5	2a	136,195
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	136,195
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,417,172
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,417,172
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	3,417,172

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	3,401,193
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	3,401,193
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	3,401,193

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)

1 Distributable amount for 2013 from Part XI, line 7

2 Undistributed income, if any, as of the end of 2013

 a Enter amount for 2012 only

 b Total for prior years 20____, 20____, 20____

3 Excess distributions carryover, if any, to 2013

 a From 2008 942,293

 b From 2009 1,303,226

 c From 2010 590,310

 d From 2011

 e From 2012 128,896

 f Total of lines 3a through e 2,964,725

4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 3,401,193

 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

 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

 b Prior years' undistributed income Subtract line 4b from line 2b

 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

 f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014

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 1,303,226

 b Excess from 2010 590,310

 c Excess from 2011

 d Excess from 2012 128,896

 e Excess from 2013

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,417,172
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 942,293				
b From 2009 1,303,226				
c From 2010 590,310				
d From 2011				
e From 2012 128,896				
f Total of lines 3a through e 2,964,725				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 3,401,193				
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				
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))	15,979			15,979
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,948,746			
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				
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)				0
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	926,314			
10 Analysis of line 9				
a Excess from 2009 1,303,226				
b Excess from 2010 590,310				
c Excess from 2011				
d Excess from 2012 128,896				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities				
	Subtract line 2d from line 2c				
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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				► 3a 3,282,331
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		6,932,662	0
13 Total Add line 12, columns (b), (d), and (e)		13		6,932,662	

(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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

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

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

Da

4/14/2014

P

Check if self-employed

Fax: 800 BE (2012)

THE W I H PITTS MEMORIAL FUND

58-6374908 Page 1 of 1

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

Recipient(s) paid during the year

Name

WAVERLY HALL UNITED METHODIST CHURCH

Street

P O BOX 9

City WAVERLY HALL	State GA	Zip Code 31831	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 1,000
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Name

EMORY UNIVERSITY

Street

305 ADMINISTRATION BUILDING

City ATLANTA	State GA	Zip Code 30322	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution CHANDLER SCHOOL OF THEOLOGY	Amount 1,640,665
--	---------------------

Name

SUPERANNUATED MINISTERS OF THE SOUTH GA CONFERENCE UMC

Street

P O BOX 52101

City MACON	State GA	Zip Code 31208-4013	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 410,166
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Name

YOUNG HARRIS COLLEGE

Street

P.O. BOX 98

City YOUNG HARRIS	State GA	Zip Code 30582	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 820,334
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Name

THE METHODIST HOME OF THE SOUTH GEORGIA CONFERENCE, INC

Street

P.O. BOX 2600

City MACON	State GA	Zip Code 31203-2600	Foreign Country
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Relationship NONE	Foundation Status PC		
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Purpose of grant/contribution UNRESTRICTED GIFT	Amount 410,166
--	-------------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status		
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions		Short Term CG Distributions		Amount		Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss	
				843,912		Other sales		20,790,773		5,905,569	
Check "X" to include in Part IV		Description		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Gross Sales	
1	X	INVESTEC SMALL CAP GROWTH	00141M622			10/15/2009	Acquisition Date	9/23/2013	Cost or Other Basis	3,494	Net Gain or Loss
2	X	ADVISORS CANTABRIAN SMALL CAP GROWTH	00141M622			6/3/2013	Acquisition Method	6/19/2013	Valuation Method	6,622	2,509
3	X	INVESTEC SMALL CAP GROWTH	00141M622			6/3/2013		6/19/2013		21,352	5
4	X	INVESTEC SMALL CAP GROWTH	00141M622			6/3/2013		9/23/2013		26,972	40
5	X	ADVISORS CANTABRIAN SMALL CAP GROWTH	00141M622			4/25/2012		9/19/2013		8,427	2,411
6		ADVISORS CANTABRIAN SMALL CAP GROWTH	00141M622			4/25/2012		9/23/2013		16,329	1,180
7	X	ARTISAN INTL VALUE-INV\$	04314W0593			6/3/2013		6/19/2013		33,918	3,670
8	X	ARTISAN INTL VALUE FUND-II	04314W0593			6/3/2013		9/23/2013		34,142	3,670
9		EA FUND VALUE FLOATING RA	04314W0593			9/6/2013		9/23/2013		53,093	224
10	X	FEDERATED STRATEGIC VAL	314172560			9/22/2011		2/6/2013		16,072	0
11	X	HARRIER CAP APPRECIATION	411511504			8/11/2011		6/3/2013		223,568	5,021
12	X	HARRIER CAP APPRECIATION	411511504			9/22/2010		6/3/2013		3,677,883	925,661
13	X	HARRIER CAP APPRECIATION	411511504			6/2/2010		6/19/2013		617,297	20,661
14	X	HARRIER CAP APPRECIATION	411511504			6/2/2010		6/19/2013		414,616	11,349
15	X	HARRIER CAP APPRECIATION	411511504			6/2/2010		6/27/2013		34,808	0
16	X	HARFORD DIVIDEND & GROWTH	416844828			6/2/2010		6/27/2013		29,915	1,404,050
17	X	HARFORD DIVIDEND & GROWTH	416844828			6/2/2010		6/19/2013		3,149	-16
18	X	HARFORD DIVIDEND & GROWTH	416844828			3/10/2011		6/19/2013		38,721	6,808
19	X	HARFORD DIVIDEND & GROWTH	416844828			3/10/2011		6/27/2013		62,039	31,159
20	X	HARFORD DIVIDEND AND GROWTH	416844828			4/9/2010		6/27/2013		2,575,191	590,305
21	X	TRIONE PRICE INSTL LARGE	457754108			6/3/2013		9/23/2013		30,591	8,033
22	X	TRIONE PRICE INSTL GRV	457754108			6/2/2013		6/19/2013		34,884	146
23	X	ISHARES TR RUSSELL MIDCAP E	464287498			12/17/2012		9/23/2013		110,538	12,463
24	X	ISHARES TR RUSSELL MIDCAP E	464287498			2/8/2013		6/19/2013		51,730	6,808
25	X	ISHARES TR RUSSELL 1000 VAL	464287598			9/23/2013		6/19/2013		28,518	15,424
26	X	ISHARES RUSSELL 1000 VAL	464287598			6/2/2013		9/23/2013		41,487	2,407
27	X	JOHN HANCOCK III DISCIPIN	478031640			6/2/2013		9/23/2013		30,730	1,320
28	X	LHP DIVERSIFIED LTD OFFSH	532LHP15			1/31/2006		3/31/2013		29,189	1,541
29	X	LHP DIVERSIFIED LTD OFFSH	532LHP15			1/17/2007		3/31/2013		3,687,417	1,086,887
30	X	LHP DIVERSIFIED LTD OFFSH	532LHP15			10/30/2009		3/31/2013		54,145	62,500
31	X	MFS RESEARCH INTL-I	552983470			6/3/2009		6/19/2013		80,867	346,935
32	X	MFS RESEARCH INTL-I	552983470			6/2/2009		6/19/2013		65,443	415,181
33	X	MFS RESEARCH INTERNATIONAL	552983470			6/2/2009		6/19/2013		3,516	9,321
34	X	OPENHEIMER DEVELOPING	68397505			9/22/2011		3/31/2013		52,161	17,424
35	X	OPENHEIMER DEVELOPING	68397505			12/16/2011		6/19/2013		29,042	5,570
36	X	OPENHEIMER DEVELOPING	68397505			10/18/2010		9/23/2013		14,624	2,235
37	X	PIMCO TOTAL RETURN-I	693390700			6/1/2010		2/23/2013		22,335	5,182
38	X	PIMCO TOTAL RETURN-I	693390700			10/18/2010		6/19/2013		3,713	-197
39	X	PIMCO TOTAL RETURN-I	693390700			6/1/2010		6/19/2013		48,653	835,880
40	X	PIMCO TOTAL RETURN FUND	693390700			10/18/2010		9/6/2013		591,766	-208,052
41	X	PIMCO COMMODITY REALITI	722005667			6/2/2008		6/19/2013		61,260	-62,087
42	X	PIMCO COMMODITY REALITI	722005667			6/2/2008		6/19/2013		145,116	-5,109
43	X	PIMCO COMMODITY RR STR	722005667			6/2/2008		6/19/2013		6,839	-331,536
44	X	PIMCO COMMODITY RR STR	722005667			10/15/2009		9/6/2013		332,729	-16,178
45	X	SPDR DOW JONES RETT ETF	784644607			6/2/2013		6/19/2013		510,348	-835,880
46	X	SPDR DOW JONES RETT ETF	784644607			12/16/2011		1/15/2013		12,921	-195,166
47	X	SPDR DOW JONES RETT ETF	784644607			6/2/2013		1/15/2013		1,106,606	-3,010
48	X	SPDR DOW JONES RETT ETF	784644607			6/2/2013		1/15/2013		72,283	-49
49	X	VANGUARD INSTITUTIONAL INDEX FUND	922040100			6/4/2013		6/19/2013		73,119	911
50		VANGUARD INSTITUTIONAL INDEX FUND	922040100			6/26/2013		9/23/2013		21,528	20,617
51		VANGUARD INSTITUTIONAL INDEX FUND	922040100			9/23/2013		86,079		66,771	19,308

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

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

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

	85,713	9,718	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAXES PAID	9,718	9,718		
2 PRIOR YEAR TAX DUE	16,584			
3 ESTIMATED EXCISE PAYMENTS	59,411			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	ISHARES TR RUSSELL 1000 VALUE INDEX		0	3,339,546	4,010,700
3	PIMCO TOTAL RETURN-I		0	5,436,347	5,464,525
4	VANGUARD INSTL INDEX-I		0	8,660,953	11,666,705
5			0	1,348,105	1,348,106
6	T ROWE PRICE INSTL LARGE-CAP GRWT		0	8,730,051	11,092,139
7	EATON VANCE FLTG-RT-I		0	1,434,317	1,440,588
8	MFS RESEARCH INTL-I		0	3,117,085	4,760,779
9	INVEESCO SMALL CAP GROWTH-I		0	1,717,092	3,082,631
10	ARTISAN INTL VALUE-INV\$		0	3,900,504	4,716,594
11	ISHARES TR RUSSELL MIDCAP INDEX ET		0	4,227,042	7,814,708
12	OPPENHEIMER DEVELOPING MKTS INST		0	1,547,502	2,046,625
13	JOHN HANCOCK III DISCIPLINED VALUE-I		0	2,600,811	2,839,113
14	HARTFORD DIVIDEND & GROWTH-Y		0	2,010,206	2,752,871
15	ADVISORS CAMBIAR SMALL CAP-I		0	1,464,291	1,794,887
16	PINE GROVE OFFSHORE LTD-A		0	6,000,000	6,135,901
17	VOYAGER PARTNERS OFFSHR LTD S-06/		0	6,000,000	6,304,520

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

5.061657										
Long Term CG Distributions		84,312		0		0		28,790,773		5,061,657
Short Term CG Distributions		0		0		0		0		0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	F MV as of 12/31/09	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 INVESTOP SMALL CAP GROWTH FD-RS	00141M622	10/15/2009	9/23/2013	6/19/2013	3,627	3,627	0	3,494	2,509	2,509
2 ADVISOR CANTABR SMALL CAP GROWTH-1	00141M623	6/3/2013	6/19/2013	21,352	0	0	0	21,312	5	40
3 INVESTOP SMALL CAP GROWTH-1	00141M622	6/3/2013	6/23/2013	26,917	0	0	0	24,561	2,411	2,411
4 INVESTOP SMALL CAP GROWTH-FD-RS	00141M622	6/23/2013	6/19/2013	9,607	0	0	0	8,427	1,180	1,180
5 ADVISOR CANTABR SMALL CAP-1	00155W053	4/7/2012	6/19/2013	19,939	0	0	0	16,329	3,670	3,670
6 CANTABR SMALL CAP-1NS	00155W053	4/7/2012	6/23/2013	33,918	0	0	0	34,142	224	224
7 ARTISAN INT'L VALUE-FUND-INV	04314H881	6/3/2013	6/19/2013	53,053	0	0	0	46,072	5,021	5,021
8 ARTISAN INT'L VALUE-FUND-INV	04314H881	6/3/2013	9/23/2013	15,982	0	0	0	2,884	529,841	529,841
9 EATON VANCE FLOATING RATE-1	27791191	9/23/2013	9/23/2013	3,414,529	0	0	0	2,223	53,159	53,159
10 FEDERATED STRATEGIC VALUE-1	314120211	9/22/2011	2/26/2013	223,586	0	0	0	2,752,202	925,681	925,681
11 HARBOR CAP APPRECIATION-1	411511504	8/1/2011	8/1/2013	3,677,883	0	0	0	414,616	11,349	11,349
12 HARBOR CAP APPRECIATION-1	411511504	9/21/2011	8/22/2013	6,172,297	0	0	0	2,911,559	1,140,450	1,140,450
13 HARBOR CAP APPRECIATION-1	411511504	6/22/2010	6/19/2013	34,859	0	0	0	29,158	1,104,050	1,104,050
14 HARBOR CAP APPRECIATION-1	411511504	6/22/2010	6/27/2013	4,355,658	0	0	0	3,165	10	10
15 HARBOR CAP APPRECIATION-1	411511504	6/3/2013	6/19/2013	3,159	0	0	0	3,191,913	6,808	6,808
16 HARTFORD DIVIDEND & GROWTH-Y	418645228	3/10/2011	6/19/2013	38,721	0	0	0	0	10,309	10,309
17 HARTFORD DIVIDEND & GROWTH-Y	418645228	3/10/2011	6/27/2013	62,039	0	0	0	1,984,886	590,305	590,305
18 HARTFORD DIVIDEND & GROWTH-Y	418645228	3/10/2011	6/27/2013	2,575,191	0	0	0	22,498	8,093	8,093
19 HARTFORD DIVIDEND & GROWTH-Y	418645228	4/9/2010	6/23/2013	50,581	0	0	0	34,894	148	148
20 HARTFORD DIVIDEND AND GROWTH-H	418645228	4/9/2010	6/23/2013	55,030	0	0	0	0	12,463	12,463
21 ROWE PRICE INST LARG-EZ-AP GRWTH	55775L408	6/3/2013	6/19/2013	10,539	0	0	0	98,065	10,109	10,109
22 ROWE PRICE INST LARG-EZ-AP GRWTH	55775L408	6/3/2013	9/23/2013	10,539	0	0	0	0	15,424	15,424
23 ISHARES ST RET MIDCAP INDEX	452879793	12/17/2012	6/23/2013	54,115	0	0	0	6,465	9,124	9,124
24 ISHARES RUSSELL MIDCAP EFT	452879798	6/23/2013	6/19/2013	28,518	0	0	0	26,111	2,407	2,407
25 ISHARES RUSSELL 1000 VALUE-IND	452879798	2/28/2013	6/23/2013	41,487	0	0	0	37,167	4,320	4,320
26 ISHARES RUSSELL 1000 VALUE EFT	452879798	2/28/2013	6/23/2013	20,730	0	0	0	29,189	1,541	1,541
27 JOHN HANCOCK III DISCIPN INVA	478031840	6/23/2013	6/23/2013	3,687,417	0	0	0	2,580,520	1,086,897	1,086,897
28 IAP DIVERSIFIED LTD OFF SFR	532LHP115	1/1/2013	3/1/2013	7,322,540	0	0	0	6,020,000	622,540	622,540
29 IAP DIVERSIFIED LTD OFF SFR	532LHP115	1/1/2013	3/31/2009	11,312,600	0	0	0	7,000,000	346,956	346,956
30 IAP DIVERSIFIED LTD OFF SFR	532LHP115	1/1/2013	6/19/2013	7,322,540	0	0	0	2,144,103	346,956	346,956
31 IFS RESEARCH INT'L-F	552981370	6/2/2009	6/23/2013	1,491,444	0	0	0	1,076,263	415,161	415,161
32 IFS RESEARCH INT'L-F	552981370	6/3/2009	6/19/2013	34,141	0	0	0	0	0	0
33 IMES RESEARCH INTERNATIONAL FUND	552981370	6/3/2009	6/23/2013	52,156	0	0	0	34,800	9,341	9,341
34 OPENHEIMER DEVELOPING MKTS INS	6839144505	6/22/2011	6/1/2013	29,042	0	0	0	34,732	17,424	17,424
35 OPENHEIMER DEVELOPING MKTS INS	6839144505	12/16/2011	6/1/2013	14,624	0	0	0	12,359	5,570	5,570
36 OPENHEIMER DEVELOPING MKTS INS	6839144505	12/16/2011	9/23/2013	22,355	0	0	0	17,173	5,182	5,182
37 PIMCO TOTAL RETURN-1	693339070	10/18/2010	6/19/2013	3,530	0	0	0	3,734	197	197
38 PIMCO TOTAL RETURN-1	693339070	10/18/2010	6/26/2013	48,653	0	0	0	52,371	3,718	3,718
39 PIMCO TOTAL RETURN-FUND-INST	693339070	10/18/2010	9/23/2013	56,081	0	0	0	62,081	4,007	4,007
40 PIMCO TOTAL RETURN-FUND-INST	693339070	10/18/2010	9/23/2013	1,106,606	0	0	0	66,359	5,108	5,108
41 PIMCO COMMODITY REALTN STRATE	722005667	6/23/2008	6/19/2013	8,619	0	0	0	0	31,356	31,356
42 PIMCO COMMODITY REALTN STRATE	722005667	6/23/2008	6/19/2013	321,729	0	0	0	23,017	16,178	16,178
43 PIMCO COMMODITY REALTN STRATE	722005667	6/23/2008	6/27/2013	318,886	0	0	0	-33,886	835,880	835,880
44 PIMCO COMMODITY REALTN STRATE	722005667	10/18/2010	6/19/2013	510,348	0	0	0	0	208,052	208,052
45 PIMCO TOTAL RETURN-ETF	78464A607	—	6/3/2013	9,647	0	0	0	0	-137	-137
46 PIMCO TOTAL RETURN-ETF	78464A607	—	6/3/2013	13,677	0	0	0	0	0	0
47 PIMCO TOTAL RETURN-ETF	78464A607	—	6/3/2013	12,921	0	0	0	0	0	0
48 PIMCO TOTAL RETURN-ETF	78464A607	—	6/15/2013	1,106,606	0	0	0	0	195,668	195,668
49 VANGUARD INSTITUTIONAL INDEX-FUN	922040100	6/4/2013	6/19/2013	73,119	0	0	0	73,233	-30,10	-30,10
50 VANGUARD INSTITUTIONAL INDEX-FUN	922040100	6/4/2013	6/19/2013	20,617	0	0	0	73,168	-48	-48
51 VANGUARD INSTITUTIONAL INDEX-FUN	922040100	6/4/2013	6/26/2012	911	0	0	0	0	911	911
52 VANGUARD INSTITUTIONAL INDEX-FUN	922040100	6/4/2013	6/26/2012	68,771	0	0	0	0	19,308	19,308

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

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

	Date	Amount
1 Credit from prior year return	1	0
2 First quarter estimated tax payment	2	14,852
3 Second quarter estimated tax payment	3	14,853
4 Third quarter estimated tax payment	4	14,853
5 Fourth quarter estimated tax payment	5	14,853
6 Other payments	6	
7 Total	7	59,411