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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		Room/suite	B Telephone number (see instructions) (404) 813-9304	
City or town ORLANDO	State FL	ZIP code 32802-1908		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 77,894,402		J Accounting method <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		5,905,569		
7	Capital gain net income (from Part IV, line 2)				
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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ENVELOPE
POSTMARK DATE APR 23 2014SCANNED MAY 06 2014
Operating and Administrative ExpensesRECEIVED
APR 28 2014
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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	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
	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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	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

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	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 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	3,401,193

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	136,195	
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	136,195	
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	136,195	
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 <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	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 <input type="checkbox"/> Refunded <input type="checkbox"/>	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 <i>General Instruction G</i> ? <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

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

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A				
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?				
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?				
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				

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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

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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.

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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				3,417,172
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	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				3,401,193
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			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	926,314			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,022,432			
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				

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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

- 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.

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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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	3,282,331
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

- | | | | |
|--|--|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

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

**Sign
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 Allen
Signature of officer or trustee

4/14/2014
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 _____

4/14/2014

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
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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**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

1,000

Name

EMORY UNIVERSITY

Street

305 ADMINISTRATION BUILDING

City

ATLANTA

State

GA

Zip Code

30322

Foreign Country**Relationship**

NONE

Foundation Status

PC

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**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

410,166

Name

YOUNG HARRIS COLLEGE

Street

P O BOX 98

City

YOUNG HARRIS

State

GA

Zip Code

30582

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

820,334

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**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

UNRESTRICTED GIFT

Amount

410,166

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

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

Long Term CG Distributions										Amount						
Short Term CG Distributions										843,912						
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss		
															Totals	
Capital Gains/Losses															28,790,773	
Other sales															0	
Gross Sales															34,696,342	
Cost, Other Basis and Expenses															0	
Net Gain or Loss															5,905,569,593	

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

		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

		57,713,368	61,533,852	77,271,392
		Book Value	Book Value	FMV
		Beg. of Year	End of Year	End of Year
Asset Description	Basis of Valuation			
1			0	
2	ISHARES TR RUSSELL 1000 VALUE INDEX		3,339,546	4,010,700
3	PIMCO TOTAL RETURN-I		5,436,347	5,464,525
4	VANGUARD INSTL INDEX-I		8,660,953	11,666,705
5			1,348,105	1,348,106
6	T ROWE PRICE INSTL LARGE-CAP GRWT		8,730,051	11,092,139
7	EATON VANCE FLTG-RT-I		1,434,317	1,440,588
8	MFS RESEARCH INTL-I		3,117,085	4,760,779
9	INVESCO SMALL CAP GROWTH-I		1,717,092	3,082,631
10	ARTISAN INTL VALUE-INVS		3,900,504	4,716,594
11	ISHARES TR RUSSELL MIDCAP INDEX ET		4,227,042	7,814,708
12	OPPENHEIMER DEVELOPING MKTS INST		1,547,502	2,046,625
13	JOHN HANCOCK III DISCIPLINED VALUE-I		2,600,811	2,839,113
14	HARTFORD DIVIDEND & GROWTH-Y		2,010,206	2,752,871
15	ADVISORS CAMBIAR SMALL CAP-I		1,464,291	1,794,887
16	PINE GROVE OFFSHORE LTD-A		6,000,000	6,135,901
17	VOYAGER PARTNERS OFFSHR LTD S-06/I		6,000,000	6,304,520

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

Long Term CG Distributions													Short Term CG Distributions													Amount																							
Description of Property Sold													CUSIP #													How Acquired		Date Acquired		Date Sold		Gross Sales Price		Depreciation Allowed		Adjustments		Cost or Other Basis Plus Expense of Sale		Gain or Loss		F M V as of 12/31/69		Adjusted Basis as of 12/31/69		Excess of FMV Over Adj Basis		Gains Minus Excess of FMV Over Adjusted Basis of Losses	
1 INVESTCO SMALL CAP GROWTH FDRS													00141M622													1		10/15/2009		9/23/2013		6,003		0		0		3,494		2,509		5,081,657		0		5,081,657			
2 ADVISORS CAMBIAR SMALL CAP-1													0075W0593													2		6/19/2013		6/19/2013		3,627		0		0		3,627		5		5		2,509					
3 INVESTCO SMALL CAP GROWTH-1													00141M622													3		6/19/2013		6/19/2013		21,352		0		0		21,352		40		40		2,411					
4 INVESTCO SMALL CAP GROWTH-1													00141M622													4		6/19/2013		6/19/2013		26,972		0		0		26,972		2,411		2,411		1,180					
5 ADVISORS CAMBIAR SMALL CAP-1													0075W0593													5		4/25/2012		6/19/2013		19,999		0		0		19,999		1,180		1,180		3,670					
6 CAMBIAR SMALL CAP-INS													0075W0593													6		4/25/2012		6/19/2013		19,329		0		0		19,329		3,670		3,670		224					
7 ARTISAN INTL VALUE FUND-INS													04314H881													7		6/3/2013		6/19/2013		33,918		0		0		33,918		5,021		5,021		5,021					
8 ARTISAN INTL VALUE FUND-INS													04314H881													8		6/3/2013		6/19/2013		53,093		0		0		53,093		34		34		529,841					
9 EATON VANCE FLOATING RATE-1													277911481													9		9/23/2013		9/23/2013		15,992		0		0		15,992		529,841		529,841		53,159					
10 FEDERATED STRATEGIC VALUE-1													314172560													10		9/22/2011		2/6/2013		3,414,528		0		0		3,414,528		925,681		925,681		202,681					
11 HARBOR CAP APPRECIATION-1													411511504													11		8/11/2011		6/23/2013		223,586		0		0		223,586		11,349		11,349		1,404,090					
12 HARBOR CAP APPRECIATION-1													411511504													12		9/22/2011		6/23/2013		3,677,883		0		0		3,677,883		1,404,090		1,404,090		16					
13 HARBOR CAP APPRECIATION-1													411511504													13		6/2/2010		6/19/2013		617,237		0		0		617,237		6,008		6,008		10,309					
14 HARBOR CAP APPRECIATION-1													411511504													14		6/2/2010		6/19/2013		34,808		0		0		34,808		8,093		8,093		15,424					
15 HARBOR CAP APPRECIATION-1													411511504													15		6/2/2010		6/19/2013		4,385,658		0		0		4,385,658		148		148		12,483					
16 HARTFORD DIVIDEND & GROWTH-Y													416845828													16		6/23/2013		6/23/2013		3,149		0		0		3,149		8,109		8,109		15,424					
17 HARTFORD DIVIDEND & GROWTH-Y													416845828													17		3/10/2011		6/19/2013		38,721		0		0		38,721		590,305		590,305		8,093					
18 HARTFORD DIVIDEND & GROWTH-Y													416845828													18		3/10/2011		6/27/2013		62,039		0		0		62,039		148		148		12,483					
19 HARTFORD DIVIDEND & GROWTH-Y													416845828													19		4/9/2010		6/23/2013		2,575,191		0		0		2,575,191		8,093		8,093		15,424					
20 HARTFORD DIVIDEND & GROWTH-Y													416845828													20		4/9/2010		6/23/2013		30,391		0		0		30,391		590,305		590,305		8,093					
21 T ROWE PRICE INST LRG-CAP GRW													457751408													21		6/23/2013		6/23/2013		110,528		0		0		110,528		148		148		12,483					
22 T ROWE PRICE INST LRG-CAP GRW													457751408													22		6/23/2013		6/23/2013		35,030		0		0		35,030		8,093		8,093		15,424					
23 SHARES TR RUSSELL MIDCAP INDEX													464287499													23		6/3/2013		6/19/2013		54,145		0		0		54,145		8,109		8,109		15,424					
24 SHARES TR RUSSELL MIDCAP ETF													464287499													24		12/17/2012		6/19/2013		80,867		0		0		80,867		2,407		2,407		4,320					
25 SHARES TR RUSSELL 1000 VALUE ETF													464287598													25		12/17/2012		6/19/2013		28,518		0		0		28,518		1,541		1,541		1,541					
26 SHARES TR RUSSELL 1000 VALUE ETF													464287598													26		2/6/2013		6/19/2013		41,487		0		0		41,487		1,541		1,541		1,541					
27 JOHN HANCOCK III DISCPN V-1													47803J840													27		6/27/2013		6/23/2013		30,730		0		0		30,730		1,541		1,541		1,541					
28 LHP DIVERSIFIED LTD OFFSHR													532LHP115													28		1/31/2005		3/31/2013		3,667,417		0		0		3,667,417		1,086,897		1,086,897		1,086,897					
29 LHP DIVERSIFIED LTD OFFSHR													532LHP115													29		1/31/2007		3/31/2013		7,322,540		0		0		7,322,540		622,540		622,540		622,540					
30 LHP DIVERSIFIED LTD OFFSHR													532LHP115													30		10/30/2009		3/31/2013		2,491,098		0		0		2,491,098		346,995		346,995		346,995					
31 MFS RESEARCH INTL-1													52298J470													31		6/3/2009		6/23/2013		1,491,444		0		0		1,491,444		415,181		415,181		415,181					
32 MFS RESEARCH INTL-1													52298J470													32		6/3/2009		6/19/2013		34,141		0		0		34,141		9,341		9,341		9,341					
33 MFS RESEARCH INTERNATIONAL FUND													52298J470													33		6/23/2009		6/19/2013		52,156		0		0		52,156		17,424		17,424		17,424					
34 OPPENHEIMER DEVELOPING MKTS IN													683974505													34		9/22/2011		6/23/2013		26,042		0		0		26,042		5,570		5,570		5,570					
35 OPPENHEIMER DEVELOPING MKTS IN													683974505													35		12/16/2011		6/19/2013		14,824		0		0		14,824		2,285		2,285		2,285					
36 OPPENHEIMER DEVELOPING MKT-Y													683974505													36		12/16/2011		6/19/2013		22,355		0		0		22,355		5,182		5,182		5,182					
37 PIMCO TOTAL RETURN-1													683350700													37		10/18/2010		6/19/2013		3,516		0		0		3,516		197		197		197					
38 PIMCO TOTAL RETURN-1													683350700													38		10/18/2010		6/19/2013		48,653		0		0		48,653		3,718		3,718		3,718					
39 PIMCO TOTAL RETURN FUND-INST													683350700													39		10/18/2010		6/23/2013		591,786		0		0		591,786		62,087		62,087		62,087					
40 PIMCO TOTAL RETURN FUND-INST													683350700													40		10/18/2010		6/23/2013		61,766		0		0		61,766		5,109		5,109		5,109					
41 PIMCO COMMODITY REALTRN STRAT													722005657													41		6/23/2008		6/19/2013		145,116		0		0		145,116		331,356		331,356		331,356					
42 PIMCO COMMODITY REALTRN STRAT													722005657													42		6/23/2008		6/19/2013		8,339		0		0		8,339		16,178		16,178		16,178					
43 PIMCO COMMODITY REALTRN STRAT													722005657													43		6/23/2008		6/19/2013		332,729		0		0		332,729		835,880		835,880		835,880					
44 PIMCO COMMODITY REALTRN STRAT													722005657													44		10/15/2008		9/23/2013		510,348		0		0		510,348		208,052		208,052		208,052					
45 SPDR COMMODITIES REIT-1													78464A607													45		6/23/2013		6/19/2013		9,510		0		0		9,510		137		137		137					
46 SPDR COMMODITIES REIT-1													78464A607													46		6/23/2013		6/19/2013		12,921		0		0		12,921		726		726		726					
47 SPDR DOW JONES REIT-1													78464A607													47		6/23/2013		6/19/2013		1,108,606		0		0		1,108,606		195,166		195,166		195,166					
48 SPDR DOW JONES REIT-1													78464A607													48		6/23/2013		6/19/2013		72,283		0		0		72,283		3,010		3,010		3,010					
49 SPDR DOW JONES REIT-1													78464A607													49		6/23/2013		6/19/2013		73,118		0		0		73,118		49		49		49					
50 VANGUARD INSTL INDEX-1													9220M0100													50		12/16/2011		11/5/2013		21,528		0		0		21,528		911		911		911					
51 VANGUARD INSTITUTIONAL INDEX FUND													9220M0100													51		6/26/2012		9/23/2013		86,079		0		0		86,079		19,308		19,308		19,308					

1000

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers											
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
SUNTRUST BANKS, INC	X	P O BOX 1808	ORLANDO	FL	32802-1908		TRUSTEE		232,723		
									232,723	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 14,852
3 Second quarter estimated tax payment	6/13/2013	3 14,853
4 Third quarter estimated tax payment	9/10/2013	4 14,853
5 Fourth quarter estimated tax payment	12/11/2013	5 14,853
6 Other payments		6
7 Total		7 59,411