Amended Return

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: Arthur Vining Davis Foundation #3

A Employer identification number: 59-6159693

Number and street (or P O box number if mail is not delivered to street address): 225 Water Street — Room/suite: 1510

B Telephone number: 904-359-0670

City or town, state or province, country, and ZIP or foreign postal code: Jacksonville, FL 32202

C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [X] Amended return [ ] Address change [ ] Name change

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 155,006,439.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	829,387.	829,387.		Statement 1
	4 Dividends and interest from securities	2,292,648.	2,292,648.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,016,866.			
	b Gross sales price for all assets on line 6a 81,459,350.				
	7 Capital gain net income (from Part IV, line 2)		4,016,866.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	7,138,901.	7,138,901.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	207,778.	0.		207,778.
	14 Other employee salaries and wages	351,683.	0.		351,683.
	15 Pension plans, employee benefits	188,867.	0.		188,867.
	16a Legal fees Stmt 3	926.	0.		926.
	b Accounting fees Stmt 4	25,873.	5,175.		20,698.
	c Other professional fees Stmt 5	376,982.	374,860.		2,122.
	17 Interest	37,089.	37,089.		0.
	18 Taxes Stmt 6	129,097.	49,546.		37,958.
	19 Depreciation and depletion				
	20 Occupancy	61,387.	0.		61,387.
	21 Travel, conferences, and meetings	98,796.	0.		98,796.
	22 Printing and publications				
	23 Other expenses Stmt 7	118,276.	0.		118,276.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,596,754.	466,670.		1,088,491.
	25 Contributions, gifts, grants paid	7,041,935.			6,109,935.
	26 **Total expenses and disbursements.** Add lines 24 and 25	8,638,689.	466,670.		7,198,426.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,499,788.			
	b **Net investment income** (if negative, enter -0-)		6,672,231.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	163,800.	189,000.	189,000.
	2 Savings and temporary cash investments	4,605,643.	2,028,327.	2,028,327.
	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			
	7 Other notes and loans receivable ▶			
	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 Stmt 8	22,039,685.	14,907,868.	14,907,868.
	b Investments - corporate stock Stmt 9	86,672,013.	109,580,880.	109,580,880.
	c Investments - corporate bonds Stmt 10	9,708,961.	10,346,056.	10,346,056.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 11	16,104,024.	17,642,433.	17,642,433.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 12)	175,728.	311,875.	311,875.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	139,469,854.	155,006,439.	155,006,439.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	1,430,000.	2,362,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 13)	-25,996.	15,825.	
	23 **Total liabilities** (add lines 17 through 22)	1,404,004.	2,377,825.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	138,065,850.	152,628,614.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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**	138,065,850.	152,628,614.	
	31 **Total liabilities and net assets/fund balances**	139,469,854.	155,006,439.	

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	138,065,850.
2 Enter amount from Part I, line 27a	2	-1,499,788.
3 Other increases not included in line 2 (itemize) ▶ Unrealized gains on securities	3	16,062,552.
4 Add lines 1, 2, and 3	4	152,628,614.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	152,628,614.

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	Publicly traded securities	P		
b				
c				
d				
e				

	(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	81,459,350.		77,442,484.	4,016,866.
b				
c				
d				
e				

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				4,016,866.
b				
c				
d				
e				

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	4,016,866.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	6,791,738.	136,935,421.	.049598
2011	6,748,568.	136,203,708.	.049548
2010	6,325,792.	127,840,792.	.049482
2009	5,855,241.	114,983,305.	.050923
2008	6,020,471.	135,254,326.	.044512

2	**Total** of line 1, column (d)	2	.244063
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	.048813
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	144,362,483.
5	Multiply line 4 by line 3	5	7,046,766.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	66,722.
7	Add lines 5 and 6	7	7,113,488.
8	Enter qualifying distributions from Part XII, line 4	8	7,198,426.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	66,722.
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	66,722.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	66,722.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	25,768.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	16,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d Tax Paid w/ O.R.		-175.	7	41,593.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	25,129.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.avdf.org

14 The books are in care of ▶ Office of the President Telephone no. ▶ 904-359-0670

Located at ▶ 225 Water Street, Suite 1510, Jacksonville, FL ZIP+4 ▶ 32202

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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.

(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
See Statement 14		207,778.	56,510.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
Jane M. Estes - 225 Water Street, Suite 1510, Jacksonville, FL 32202	CFO 25.00	78,435.	32,004.	0.
William C. Keator - 225 Water Street, Suite 1510, Jacksonville, FL	VP for Programs 25.00	72,135.	32,016.	0.
Cheryl A. Tupper - 225 Water Street, Suite 1510, Jacksonville, FL 32202	Program Director 25.00	74,025.	27,583.	0.
Adora A. Flippin - 225 Water Street, Suite 1510, Jacksonville, FL 32202	VP for Administration 25.00	63,000.	23,718.	0.
Charlene Jones - 225 Water Street, Suite 1510, Jacksonville, FL 32202	Administrative Assistant 25.00	40,005.	18,084.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SunTrust Banks, Inc. 8, Jacksonville, FL 32202	Investment Mgt	374,860.

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	143,589,871.
b	Average of monthly cash balances	1b	2,659,150.
c	Fair market value of all other assets	1c	311,875.
d	**Total** (add lines 1a, b, and c)	1d	146,560,896.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	146,560,896.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,198,413.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	144,362,483.
6	**Minimum investment return.** Enter 5% of line 5	6	7,218,124.

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	7,218,124.
2a	Tax on investment income for 2013 from Part VI, line 5	2a: 66,722.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b:		
c	Add lines 2a and 2b		2c	66,722.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	7,151,402.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	7,151,402.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	7,151,402.

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	7,198,426.
b	Program-related investments - total from Part IX-B	1b	0.
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	7,198,426.
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	5	66,722.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,131,704.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				7,151,402.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009 18,439.				
c From 2010 103,976.				
d From 2011 125,365.				
e From 2012 202,577.				
f Total of lines 3a through e	450,357.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 7,198,426.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				7,151,402.
e Remaining amount distributed out of corpus	47,024.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	497,381.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	497,381.			
10 Analysis of line 9:				
a Excess from 2009 18,439.				
b Excess from 2010 103,976.				
c Excess from 2011 125,365.				
d Excess from 2012 202,577.				
e Excess from 2013 47,024.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

None

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.

None

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:

See Statement 15

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Bard College P.O. Box 5000 Annandale, NY 12504	None	Public charity	Private higher education	250,000.
Colgate University 13 Oak Drive Hamilton, NY 13346	None	Public charity	Private higher education	250,000.
Grinnell College 115 8th Avenue Grinnell, IA 50112	None	Public charity	Private higher education	250,000.
Hamilton College 198 College Hill Road Clinton, NY 13323	None	Public charity	Private higher education	250,000.
Hobart and William Smith Colleges 337 Pulteney Street Geneva, NY 14456	None	Public charity	Private higher education	250,000.
Total See continuation sheet(s)			▶ 3a	6,109,935.
b Approved for future payment				
Agnes Scott College 141 E College Avenue Decatur, GA 30030	None	Public charity	Private higher education	150,000.
College of Wooster 1101 North Bever Street Wooster, OH 44691	None	Public charity	Private higher education	250,000.
WETA - "Telling America's Stories" 3939 Campbell Avenue Arlington, VA 22206	None	Public charity	Public television	300,000.
Total See continuation sheet(s)			▶ 3b	2,362,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	829,387.	
4 Dividends and interest from securities			14	2,292,648.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	4,016,866.	
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.		7,138,901.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 7,138,901.

(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).

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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

Nancy J. Cable 9/20/2016 President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Michele M. Wales	Michele M. Wales	09/09/16		P00428093

Firm's name ▶ Batts Morrison Wales & Lee, P.A. Firm's EIN ▶ 20-4193611

Firm's address ▶ 801 North Orange Avenue, Suite 800 Orlando, FL 32801 Phone no. 407-770-6000

323622 10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Transylvania University 300 N Broadway Lexington, KY 40508	None	Public charity	Private higher education	250,000.
Washington University at St. Louis Rosedale Avenue Box 1000 St Louis, MO 63112	None	Public charity	Private higher education	250,000.
Wesleyan University 212 College Street Middleton , CT 06459	None	Public charity	Private higher education	250,000.
Columbia Theological Seminary 701 S Columbia Drive Decatur, GA 30030	None	Public charity	Religion	200,000.
Earlham School of Religion 228 College Avenue Richmond, IL 47374	None	Public charity	Religion	100,000.
Howard University School of Divinity 2244 10th Street Room 302 Washington, DC 20059	None	Public charity	Religion	200,000.
Interfaith Youth Core 325 N La Salle Drive STE 775 Chicago, IL 60654	None	Public charity	Religion	100,000.
Starr King School for the Ministry 2441 Le Conte Avenue Berkeley, CA 94709	None	Public charity	Religion	50,000.
Maryland PBS - "Chaplains" 11767 Owings Mills Boulevard Owings Mills, MD 21117	None	Public charity	Public television	250,000.
South Carolina ETV - "Extreme Realities" 1101 George Rogers Boulevard Columbia, SC 29211	None	Public charity	Public television	100,000.
Total from continuation sheets				4,859,935.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TPT/Twin Cities Public Television - "Constitution USA" 172 East Fourth Street St Paul, MN 55101	None	Public charity	Public television	241,175.
WETA - "Telling America's Stories" 3939 Campbell Avenue Arlington, VA 22206	None	Public charity	Public television	300,000.
WETA - "The Pilgrims" 3939 Campbell Avenue Arlington, VA 22206	None	Public charity	Public television	200,000.
Exploratorium 203 Ridge Road Shaftsbury, VT 05262	None	Public charity	Secondary education	200,000.
Menninger Clinic 2801 Gessner Road Houston , TX 77080	None	Public charity	Health care	100,000.
Lewis & Clark College 0615 SW Palatine Hill Road Portland, OR 97219	None	Public charity	Private higher education	250,000.
Northwestern University 633 Clark Street Evanston, IL 60208	None	PUblic charity	Private higher education	250,000.
Poivot Learning Partners 731 Market Street, Suite 400 San Francisco, CA 94103	None	Public charity	Secondary education	200,000.
Willamette University 900 State Street Salem, OR 97301	None	Public charity	Secondary education	200,000.
University of California, Davis School of Medicine 4610 X Street, Suite 3101 Sacramento, CA 95817	None	Public charity	Health care	125,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
University of New England 11 Hills Beach Road Biddeford, ME 04005	None	Public charity	Health care	200,000.
University of Texas/MD Anderson Cancer Center 1515 Holcombe Boulevard Houston, TX 77030	None	Public charity	Health care	200,000.
Blue Hill Memorial Hospital (JPD) 57 Water Street Blue Hill, ME 04614	None	Public charity	Charitable purposes	50,000.
Kneisel Hall Chamber Music (JPD) P.O. Box 648 Blue Hill, ME 04614	None	Public charity	Charitable purposes	25,000.
Furman University 3300 Poinsett Highway Greenville, SC 29613	None	Public charity	Charitable purposes	150,000.
Maine Public Broadcasting (JPD) 1450 Lisbon Street Lewiston, ME 04240	None	Public charity	Charitable purposes	100,000.
Three Bays Preservation P.O. Box 215 Osterville, MA 02655	None	Public charity	Charitable purposes	200,000.
University of the South 735 University Ave. Sewanee, TN 37383	None	Public charity	Charitable purposes	25,000.
Southeastern Council of Foundations 50 Hurt Plaza, Suite 350 Atlanta, GA 30303	None	Public charity	Charitable purposes	4,000.
Foundation Financial Officers Group 216 W Jackson Boulevard Chicago, IL 60606	None	Public charity	Charitable purposes	1,200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
United Way of Northeast Florida 1301 Riverplace Boulevard, Suite 400 Jacksonville, FL 32207	None	Public charity	Charitable purposes	30,000.
Other small special project grants 225 Water Street, Suite 1510 Jacksonville, FL 32202	None	Public charity	Charitable purposes	55,000.
Employee matching grants 255 Water Street, Suite 1510 Jacksonville, FL 32202	None	Public charity	Charitable purposes	3,560.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WGBH - "Last Days in Vietnam" One Guest Street Boston, MA 02135	None	Public charity	Public television	75,000.
WPBT - "21st Century-Panama Canal" One Guest Street Boston, MA 02135	None	Public charity	Public television	250,000.
Center for Teaching Quality 605 W Main Street STE 207 Carrboro, NC 27510	None	Public charity	Secondary education	50,000.
Massachusetts Institute of Technology 77 Massachusetts Avenue STE 520 Cambridge, MA 02139	None	Public charity	Secondary education	150,000.
Oglala Laskota College 490 Piya Wiconi Road Kyle, SD 57752	None	Public charity	Private higher education	250,000.
Wake Forest School of Divinity 1834 Wake Forest Road Winston Salem, NC 27109	None	Public charity	Religion	200,000.
Manifold Productions- "Admiral Rickover" 5508 Surrey Street Chevy Chase, MD 20815	None	Public charity	Public television	250,000.
National Humanities Center 7 TW Alexander Drive RTP, NC 27709	None	Public charity	Secondary education	150,000.
Dartmouth-Hitchcock Medical Center 1 Medical Center Drive Lebanon, NH 03756	None	Public charity	Health care	150,000.
World Affairs Council of Jacksonville 100 Festival Park Avenue Jacksonville, FL 32202	None	Public charity	Charitable purposes	100,000.
Total from continuation sheets				1,662,000.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Africa University P.O. Box 340007 Nashville, TN 37203	None	Public charity	Charitable purposes	5,000.
Atlanta Community Food Bank 732 Joseph E Lowery Boulevard NW Atlanta, GA 30318	None	Public charity	Charitable purposes	2,500.
Care and Counseling Center of Georgia, Inc. 1814 Clairmont Road Decatur, GA 30033	None	Public charity	Charitable purposes	10,000.
Olmstead Linear Park Alliance P.O. Box 5500 Altanta, GA 31107	None	Public charity	Charitable purposes	5,000.
Open Door Community 1630 Main Street 311 Walnut Creek, CA 94596	None	Public charity	Charitable purposes	2,500.
National Multiple Sclerosis Society 733 Third Avenue New York, NY 10017	None	Public charity	Charitable purposes	6,000.
SAFE Pet Rescue, Inc. P.O. Box 840215 St. Augustine, FL 32080	None	Public charity	Charitable purposes	2,000.
Riverside Presbyterian Church 46040 Center Oak Plaza Suite 130 Sterling, VA 20166	None	Public charity	Charitable purposes	2,000.
Wounded Warriors 4899 Belfort Road Suite 300 Jacksonville, FL 32256	None	Public charity	Charitable purposes	1,000.
Jacksonville Symphony Association 300 West Water Street Jacksonville, FL 32202	None	Public charity	Charitable purposes	1,000.
Total from continuation sheets				

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest Income	829,387.	829,387.	
Total to Part I, line 3	829,387.	829,387.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Dividend Income	2,292,648.	0.	2,292,648.	2,292,648.	
To Part I, line 4	2,292,648.	0.	2,292,648.	2,292,648.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	926.	0.		926.
To Fm 990-PF, Pg 1, ln 16a	926.	0.		926.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auditing & tax advisory fees	25,873.	5,175.		20,698.
To Form 990-PF, Pg 1, ln 16b	25,873.	5,175.		20,698.

Form 990-PF — Other Professional Fees — Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment management fees	374,860.	374,860.		0.
Other professional fees	2,122.	0.		2,122.
To Form 990-PF, Pg 1, ln 16c	376,982.	374,860.		2,122.

Form 990-PF — Taxes — Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Payroll taxes	37,958.	0.		37,958.
Federal excise tax	41,593.	0.		0.
Foreign taxes	49,546.	49,546.		0.
To Form 990-PF, Pg 1, ln 18	129,097.	49,546.		37,958.

Form 990-PF — Other Expenses — Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Computer equipment & maintenance	47,873.	0.		47,873.
Communications	5,114.	0.		5,114.
Office supplies	5,129.	0.		5,129.
Insurance	2,876.	0.		2,876.
Dues and subscriptions	3,411.	0.		3,411.
Office equipment	6,532.	0.		6,532.
Professional development	8,092.	0.		8,092.
Human resources search	1,031.	0.		1,031.
Relocation expense	13,162.	0.		13,162.
Trustee strategic planning	10,046.	0.		10,046.
Staff development	10,756.	0.		10,756.
Organizational memberships	3,150.	0.		3,150.
Miscellaneous	1,104.	0.		1,104.
To Form 990-PF, Pg 1, ln 23	118,276.	0.		118,276.

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
See statement attached	X		14,907,868.	14,907,868.
Total U.S. Government Obligations			14,907,868.	14,907,868.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			14,907,868.	14,907,868.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
See statement attached	109,580,880.	109,580,880.
Total to Form 990-PF, Part II, line 10b	109,580,880.	109,580,880.

Form 990-PF Corporate Bonds Statement 10

Description	Book Value	Fair Market Value
See statement attached	10,346,056.	10,346,056.
Total to Form 990-PF, Part II, line 10c	10,346,056.	10,346,056.

Form 990-PF Other Investments Statement 11

Description	Valuation Method	Book Value	Fair Market Value
See statement attached	FMV	17,642,433.	17,642,433.
Total to Form 990-PF, Part II, line 13		17,642,433.	17,642,433.

Form 990-PF	Other Assets		Statement 12
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Accrued interest and dividends	175,728.	311,875.	311,875.
To Form 990-PF, Part II, line 15	175,728.	311,875.	311,875.

Form 990-PF	Other Liabilities	Statement 13
Description	BOY Amount	EOY Amount
Federal excise tax payable (receivable)	-25,996.	15,825.
Total to Form 990-PF, Part II, line 22	-25,996.	15,825.

Form 990-PF — Part VIII - List of Officers, Directors Trustees and Foundation Managers — Statement 14

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
J.H. Dow Davis 225 Water Street, Suite 1510 Jacksonville, FL 32202	Chairman 5.00	0.	0.	0.
Holbrook R. Davis 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.
Serena Davis Hall 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.
Mrs. John L. Kee, Jr. 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.

Maynard K. Davis 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.
Haley T. Davis 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.
Dorothy Davis Kee 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 2.00	0.	0.	0.
Hilary Rosenthal 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.
Jonathan P. Davis 225 Water Street, Suite 1510 Jacksonville, FL 32202	Trustee 1.00	0.	0.	0.
Jonathan T. Howe 225 Water Street, Suite 1510 Jacksonville, FL 32202	President-term ended 06/13 25.00	67,846.	15,096.	0.
Dr. Nancy Cable 225 Water Street, Suite 1510 Jacksonville, FL 32202	President 25.00	139,932.	41,414.	0.
SunTrust Banks, Inc. 225 Water Street, Suite 1510 Jacksonville, FL 32202	Corporate Trustee 3.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		207,778.	56,510.	0.

Form 990-PF Grant Application Submission Information Statement 15
Part XV, Lines 2a through 2d

Name and Address of Person to Whom Applications Should be Submitted

Dr. Nancy Cable, Arthur Vining Davis Foundations
225 Water Street, Suite 1510
Jacksonville, FL 32202

Telephone Number

904-359-0670

Form and Content of Applications

Applicants should submit a simple statement describing the proposed project. A budget outline should also be appended. After evaluation of the initial proposal, further detailed information may be requested. Copies of audited financial statements for the past three years are normally requested. All proposals must come from the president or other primary executive of an institution. Additional information is available on the Foundation's web page.

Any Submission Deadlines

N/A

Restrictions and Limitations on Awards

The following activities/organizations are not supported by the Foundation:

A) Institutions outside the U.S. and its possessions
B) Assistance to individuals (except as chosen by a grantee institution under an organized scholarship program)
C) Support for voter registration drives, voter education, efforts to influence elections or legislation
D) Expenditures for non-charitable purposes
E) Institutions primarily supported by governmental funds (except in health care and secondary education)
F) Projects which incur obligations that extend over several years
G) Private foundations within sec. 509(A) of the 1969 Tax Reform Act

General Explanation Statement 16

Form/Line Identifier and Description/Return Reference

Form 990-PF, Page 1, Item G - Amended Return

Explanation:

This return is being amended to reflect the proper classification of income between dividends, interest, realized gains/losses, and unrealized gains/losses as reflected on tax worksheets recently provided by the Foundation's investment manager.

The net effect of these changes resulted in an increase in net investment income of $2,512,969 as well as the resulting increase in excise tax of $25,130. The changes on the amended return also caused an increase in distributable amount required which decreased the excess distributions carryover for the year.

Arthur Vining Davis Foundation #3, Inc.
EIN 59-6159693
2013 Amended Form 990-PF

SUNTRUST

Statement Period
January 1 , 2013 - December 31, 2013

Combined Account Number
ARTHUR V DAVIS FOUNDATION PF#3 FIXED

Combined Statement

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
PRINCIPAL PORTFOLIO								
Short Term Investments								
Short Term Investment Funds								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP 609068DF5	2,028,339 160	1 000	2,028,339 16	1 31	2,028,339 16	202	12 24	0 01
Acct	*418,675 010*	*1 000*	*418,675 01*	*0 27*	*418,675 01*	*41*	*4 14*	*0 01*
Acct	*1,609,664 150*	*1 000*	*1,609,664 15*	*1 04*	*1,609,664 15*	*160*	*8 10*	*0 01*
Total Short Term Investment Funds			**$2,028,339 16**	**1 31%**	**$2,028,339 16**	**$202**	**$12.24**	**0 01%**
Total Short Term Investments			**$2,028,339.16**	**1.31%**	**$2,028,339.16**	**$202**	**$12.24**	**0.01%**
Bonds								
Corporate Bonds								
AMERICAN EXPRESS CREDIT DTD 07/29/2013 2 125% 07/27/2018 NON CALLABLE CUSIP 0258M0DJ5 BOND RATING A2 YIELD TO MATURITY 2 086	264,000 000	100 168	264,443 52	0 17	265,026 96	5,610	2,368 67	2 12
Acct	*264,000 000*	*100 168*	*264,443 52*	*0 17*	*265,026 96*	*5,610*	*2,368 67*	*2 12*
ANHEUSER-BUSCH INBEV WOR DTD 07/16/2012 2 500% 07/15/2022 NON CALLABLE CUSIP 03523TBP2 BOND RATING A3 YIELD TO MATURITY 3 525	283,000 000	92 497	261,766 51	0 17	272,017 22	7,075	3,262 36	2 70
Acct	*283,000 000*	*92 497*	*261,766 51*	*0 17*	*272,017 22*	*7,075*	*3,262 36*	*2 70*
APPLE INC DTD 05/03/2013 2 400% 05/03/2023 NON CALLABLE CUSIP 037833AK6 BOND RATING AA1 YIELD TO MATURITY 3 685	434,000 000	89 921	390,257 14	0 25	404,129 35	10,416	1,678 13	2 67
Acct	*434,000 000*	*89 921*	*390,257 14*	*0 25*	*404,129 35*	*10,416*	*1,678 13*	*2 67*

Arthur Vining Davis Foundation #3, Inc.
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ARTHUR V DAVIS FOUNDATION PF#3 FIXED

Combined Statement

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Bonds** - continued*								
AT&T INC DTD 02/12/2013 0 900% 02/12/2016 NON CALLABLE CUSIP 00206RBR2 BOND RATING A3 YIELD TO MATURITY 1 144	264,000 000	99 492	262,658 88	0 17	263,209 43	2,376	917 40	0 90
Acct	*264,000 000*	*99 492*	*262,658 88*	*0 17*	*263,209 43*	*2,376*	*917 40*	*0 90*
BARRICK GOLD CORP DTD 04/03/2012 3 850% 04/01/2022 NON CALLABLE CUSIP 067901AL2 BOND RATING BAA2 YIELD TO MATURITY 5 355	304,000 000	90 063	273,791 52	0 18	262,984 32	11,704	2,926 00	4 27
Acct	*304,000 000*	*90 063*	*273,791 52*	*0 18*	*262,984 32*	*11,704*	*2,926 00*	*4 27*
BB&T CORPORATION MEDIUM TERM NOTE DTD 06/19/2013 2 050% 06/19/2018 CALLABLE CUSIP 05531FAN3 BOND RATING A2 YIELD TO MATURITY 2 286	265,000 000	99 004	262,360 60	0 17	262,644 15	5,432	181 08	2 07
Acct	*265,000 000*	*99 004*	*262,360 60*	*0 17*	*262,644 15*	*5,432*	*181 08*	*2 07*
BERKSHIRE HATHAWAY INC DTD 01/31/2012 1 900% 01/31/2017 NON CALLABLE CUSIP 084670BD9 BOND RATING AA2 YIELD TO MATURITY 1 138	388,000 000	102 302	396,931 76	0 26	395,857 00	7,372	3,092 14	1 86
Acct	*388,000 000*	*102 302*	*396,931 76*	*0 26*	*395,857 00*	*7,372*	*3,092 14*	*1 86*
BHP BILLITON FIN USA LTD DTD 02/24/2012 4 125% 02/24/2042 NON CALLABLE CUSIP 055451AR9 BOND RATING A1 YIELD TO MATURITY 4 855	290,000 000	88 859	257,691 10	0 17	261,540 30	11,962	4,220 10	4 64
Acct	*290,000 000*	*88 859*	*257,691 10*	*0 17*	*261,540 30*	*11,962*	*4,220 10*	*4 64*

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***Bonds** - continued*								
CISCO SYSTEMS INC DTD 11/17/2009 5 500% 01/15/2040 NON CALLABLE CUSIP 17275RAF9 BOND RATING A1 YIELD TO MATURITY 5 095	236,000 000	105 803	249,695 08	0 16	253,766 32	12,980	5,985 22	5 20
Acct	*236,000 000*	*105 803*	*249,695 08*	*0 16*	*253,766 32*	*12,980*	*5,985 22*	*5 20*
CITIGROUP INC DTD 08/09/2010 5 375% 08/09/2020 NON CALLABLE CUSIP 172967FF3 BOND RATING BAA2 YIELD TO MATURITY 3 057	250,000 000	113 764	284,410 00	0 18	277,645 00	13,437	5,300 35	4 72
Acct	*250,000 000*	*113 764*	*284,410 00*	*0 18*	*277,645 00*	*13,437*	*5,300 35*	*4 72*
CME GROUP INC DTD 02/09/2009 5 750% 02/15/2014 NON CALLABLE CUSIP 12572QAD7 BOND RATING AA3 YIELD TO MATURITY 0 930	291,000 000	100 586	292,705 26	0 19	294,116 87	16,732	6,321 17	5 72
Acct	*291,000 000*	*100 586*	*292,705 26*	*0 19*	*294,116 87*	*16,732*	*6,321 17*	*5 72*
COMCAST CORP DTD 03/02/2006 5 900% 03/15/2016 NON CALLABLE CUSIP 20030NAL5 BOND RATING A3 YIELD TO MATURITY 1 096	232,000 000	110 439	256,218 48	0 17	261,556 80	13,688	4,030 36	5 34
Acct	*232,000 000*	*110 439*	*256,218 48*	*0 17*	*261,556 80*	*13,688*	*4,030 36*	*5 34*
CONOCOPHILLIPS DTD 05/21/2009 4 600% 01/15/2015 NON CALLABLE CUSIP 20825CAT1 BOND RATING A1 YIELD TO MATURITY 0 504	245,000 000	104 238	255,383 10	0 16	259,876 40	11,270	5,196 72	4 41
Acct	*245,000 000*	*104 238*	*255,383 10*	*0 16*	*259,876 40*	*11,270*	*5,196 72*	*4 41*

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***Bonds** - continued*								
CREDIT SUISSE MEDIUM TERM NOTE DTD 01/14/2010 5 400% 01/14/2020 NON CALLABLE CUSIP 22546QAD9 BOND RATING BAA2 YIELD TO MATURITY 3 347	240,000 000	111 133	266,719 20	0 17	260,724 00	12,960	6,012 00	4 86
Acct	*240,000 000*	*111 133*	*266,719 20*	*0 17*	*260,724 00*	*12,960*	*6,012 00*	*4 86*
CSX CORP DTD 05/25/2011 4 250% 06/01/2021 CALLABLE CUSIP 126408GV9 BOND RATING BAA2 YIELD TO MATURITY 3 566	250,000 000	104 419	261,047 50	0 17	264,830 00	10,625	885 42	4 07
Acct	*250,000 000*	*104 419*	*261,047 50*	*0 17*	*264,830 00*	*10,625*	*885 42*	*4 07*
CVS CAREMARK CORP DTD 11/29/2012 2 750% 12/01/2022 CALLABLE CUSIP 126650BZ2 BOND RATING BAA1 YIELD TO MATURITY 3 775	288,000 000	92 297	265,815 36	0 17	268,418 88	7,920	660 00	2 98
Acct	*288,000 000*	*92 297*	*265,815 36*	*0 17*	*268,418 88*	*7,920*	*660 00*	*2 98*
DU PONT E I DE NEMOURS DTD 02/20/2009 4 750% 03/15/2015 NON CALLABLE CUSIP 263534BX6 BOND RATING A2 YIELD TO MATURITY 0 682	242,000 000	104 875	253,797 50	0 16	257,255 68	11,495	3,384 64	4 53
Acct	*242,000 000*	*104 875*	*253,797 50*	*0 16*	*257,255 68*	*11,495*	*3,384 64*	*4 53*
ENTERPRISE PRODUCTS OPER DTD 05/20/2010 5 200% 09/01/2020 NON CALLABLE CUSIP 29379VAP8 BOND RATING BAA1 YIELD TO MATURITY 3 307	231,000 000	111 238	256,959 78	0 17	257,421 78	12,012	4,004 00	4 67
Acct	*231,000 000*	*111 238*	*256,959 78*	*0 17*	*257,421 78*	*12,012*	*4,004 00*	*4 67*

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***Bonds** - continued*								
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE DTD 03/20/2002 6 750% 03/15/2032 NON CALLABLE CUSIP 36962GXZ2 BOND RATING A1 YIELD TO MATURITY 4 775	324,000 000	123 831	401,212 44	0 26	395,244 36	21,870	6,439 50	5 45
Acct	*324,000 000*	*123 831*	*401,212 44*	*0 26*	*395,244 36*	*21,870*	*6,439 50*	*5 45*
GLAXOSMITHKLINE CAP INC DTD 05/13/2008 5 650% 05/15/2018 NON CALLABLE CUSIP 377372AD9 BOND RATING A1 YIELD TO MATURITY 2 020	227,000 000	115 114	261,308 78	0 17	253,864 73	12,825	1,638 81	4 91
Acct	*227,000 000*	*115 114*	*261,308 78*	*0 17*	*253,864 73*	*12,825*	*1,638 81*	*4 91*
JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE DTD 03/08/2010 2 950% 03/09/2015 NON CALLABLE CUSIP 24422EQY8 BOND RATING A2 YIELD TO MATURITY 0 515	250,000 000	102 882	257,205 00	0 17	257,757 50	7,375	2,294 44	2 87
Acct	*250,000 000*	*102 882*	*257,205 00*	*0 17*	*257,757 50*	*7,375*	*2,294 44*	*2 87*
JPMORGAN CHASE & CO MEDIUM TERM NOTE DTD 12/22/2011 5 400% 01/06/2042 NON CALLABLE CUSIP 48126BAA1 BOND RATING A3 YIELD TO MATURITY 4 895	247,000 000	107 656	265,910 32	0 17	269,192 95	13,338	6,483 75	5 02
Acct	*247,000 000*	*107 656*	*265,910 32*	*0 17*	*269,192 95*	*13,338*	*6,483 75*	*5 02*
KINDER MORGAN ENER PART DTD 08/13/2012 5 000% 08/15/2042 CALLABLE CUSIP 494550BN5 BOND RATING BAA2 YIELD TO MATURITY 5 535	295,000 000	92 356	272,450 20	0 18	279,047 74	14,750	5,572 22	5 41
Acct	*295,000 000*	*92 356*	*272,450 20*	*0 18*	*279,047 74*	*14,750*	*5,572 22*	*5 41*

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***Bonds** - continued*								
MERCK & CO INC DTD 05/20/2013 1 300% 05/18/2018 NON CALLABLE CUSIP 58933YAG0 BOND RATING A2 YIELD TO MATURITY 1 955	272,000 000	97 261	264,549 92	0 17	266,751 33	3,536	422 36	1 34
Acct	*272,000 000*	*97 261*	*264,549 92*	*0 17*	*266,751 33*	*3,536*	*422 36*	*1 34*
MERRILL LYNCH & CO MEDIUM TERM NOTE DTD 08/28/2007 6 400% 08/28/2017 NON CALLABLE CUSIP 59018YJ69 BOND RATING BAA2 YIELD TO MATURITY 2 040	232,000 000	115 291	267,475 12	0 17	262,814 24	14,848	5,073 07	5 55
Acct	*232,000 000*	*115 291*	*267,475 12*	*0 17*	*262,814 24*	*14,848*	*5,073 07*	*5 55*
METLIFE INC DTD 06/23/2005 5 000% 06/15/2015 NON CALLABLE CUSIP 59156RAN8 BOND RATING A3 YIELD TO MATURITY 0 749	246,000 000	106 142	261,109 32	0 17	264,863 28	12,300	546 67	4 71
Acct	*246,000 000*	*106 142*	*261,109 32*	*0 17*	*264,863 28*	*12,300*	*546 67*	*4 71*
ORACLE CORP DTD 04/09/2008 5 750% 04/15/2018 NON CALLABLE CUSIP 68389XAC9 BOND RATING A1 YIELD TO MATURITY 1 950	335,000 000	115 557	387,115 95	0 25	377,368 57	19,262	4,066 53	4 98
Acct	*335,000 000*	*115 557*	*387,115 95*	*0 25*	*377,368 57*	*19,262*	*4,066 53*	*4 98*
ORACLE CORP DTD 07/08/2009 5 000% 07/08/2019 NON CALLABLE CUSIP 68389XAG0 BOND RATING A1 YIELD TO MATURITY 2 428	230,000 000	113 209	260,380 70	0 17	257,360 80	11,500	5,526 39	4 42
Acct	*230,000 000*	*113 209*	*260,380 70*	*0 17*	*257,360 80*	*11,500*	*5,526 39*	*4 42*

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***Bonds** - continued*								
PLAINS ALL AMER PIPELINE DTD 08/15/2013 3 850% 10/15/2023 CALLABLE CUSIP 72650RBD3 BOND RATING BAA2 YIELD TO MATURITY 4 156	275,000 000	97 550	268,262 50	0 17	271,471 75	10,587	3,999 72	3 95
Acct	*275,000 000*	*97 550*	*268,262 50*	*0 17*	*271,471 75*	*10,587*	*3,999 72*	*3 95*
PNC FUNDING CORP DTD 09/19/2011 2 700% 09/19/2016 CALLABLE CUSIP 693476BM4 BOND RATING A3 YIELD TO MATURITY 1 087	255,000 000	104 306	265,980 30	0 17	265,947 15	6,885	1,950 75	2 59
Acct	*255,000 000*	*104 306*	*265,980 30*	*0 17*	*265,947 15*	*6,885*	*1,950 75*	*2 59*
TARGET CORP DTD 06/26/2012 4 000% 07/01/2042 NON CALLABLE CUSIP 87612EBA3 BOND RATING A2 YIELD TO MATURITY 4 865	295,000 000	86 741	255,885 95	0 17	269,332 05	11,800	5,900 00	4 61
Acct	*295,000 000*	*86 741*	*255,885 95*	*0 17*	*269,332 05*	*11,800*	*5,900 00*	*4 61*
TIME WARNER INC DTD 11/13/2006 6 500% 11/15/2036 NON CALLABLE CUSIP 887317AD7 BOND RATING BAA2 YIELD TO MATURITY 5 495	227,000 000	112 988	256,482 76	0 17	267,453 67	14,755	1,885 36	5 75
Acct	*227,000 000*	*112 988*	*256,482 76*	*0 17*	*267,453 67*	*14,755*	*1,885 36*	*5 75*
TIME WARNER CABLE INC DTD 11/18/2008 8 250% 02/14/2014 NON CALLABLE CUSIP 88732JAQ1 BOND RATING BAA2 YIELD TO MATURITY 1 018	73,000 000	100 859	73,627 07	0 05	72,889 77	6,022	2,291 90	8 18
Acct	*73,000 000*	*100 859*	*73,627 07*	*0 05*	*72,889 77*	*6,022*	*2,291 90*	*8 18*
UNITED TECHNOLOGIES CORP DTD 02/26/2010 5 700% 04/15/2040 NON CALLABLE CUSIP 913017BS7 BOND RATING A2 YIELD TO MATURITY 4 785	340,000 000	113 598	386,233 20	0 25	397,706 40	19,380	4,091 33	5 02

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***Bonds** - continued*								
Acct	*340,000 000*	*113 598*	*386,233 20*	*0 25*	*397,706 40*	*19,380*	*4,091 33*	*5 02*
UNITEDHEALTH GROUP INC DTD 02/28/2013 1 625% 03/15/2019 NON CALLABLE CUSIP 91324PCB6 BOND RATING A3 YIELD TO MATURITY 2 385	275,000 000	96 297	264,816 75	0 17	266,158 75	4,468	1,315 80	1 69
Acct	*275,000 000*	*96 297*	*264,816 75*	*0 17*	*266,158 75*	*4,468*	*1,315 80*	*1 69*
US BANCORP MEDIUM TERM NOTE DTD 05/24/2011 4 125% 05/24/2021 CALLABLE CUSIP 91159HHA1 BOND RATING A1 YIELD TO MATURITY 3 166	250,000 000	106 275	265,687 50	0 17	267,150 00	10,312	1,059 90	3 88
Acct	*250,000 000*	*106 275*	*265,687 50*	*0 17*	*267,150 00*	*10,312*	*1,059 90*	*3 88*
VERIZON COMMUNICATIONS DTD 09/18/2013 3 650% 09/14/2018 NON CALLABLE CUSIP 92343VBP8 BOND RATING BAA1 YIELD TO MATURITY 2 328	245,000 000	105 856	259,347 20	0 17	260,383 55	8,942	2,558 55	3 45
Acct	*245,000 000*	*105 856*	*259,347 20*	*0 17*	*260,383 55*	*8,942*	*2,558 55*	*3 45*
WELLS FARGO & COMPANY MEDIUM TERM NOTE DTD 02/15/2012 1 250% 02/13/2015 NON CALLABLE CUSIP 94974BFA3 BOND RATING A2 YIELD TO MATURITY 0 507	261,000 000	100 826	263,155 86	0 17	262,020 06	3,262	1,250 63	1 24
Acct	*261,000 000*	*100 826*	*263,155 86*	*0 17*	*262,020 06*	*3,262*	*1,250 63*	*1 24*
Total Corporate Bonds			**$10,470,849 13**	**6 78%**	**$10,527,799.11**	**$413,089**	**$124,793.44**	**3 94%**

Government Bonds

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***Bonds** - continued*								
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G14517-15 YR GTD MTGE DTD 07/01/2012 2 500% 07/01/2027 NON CALLABLE CUSIP 3128MDG23 BOND RATING NOT RATED YIELD TO MATURITY 2 563	112,855 110	99 277	112,039 17	0 07	117,245 88	2,821	235 11	2 52
Acct	*112,855 110*	*99 277*	*112,039 17*	*0 07*	*117,245 88*	*2,821*	*235 11*	*2 52*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G08353-30 YR GTD MTGE DTD 07/01/2009 4 500% 07/01/2039 NON CALLABLE CUSIP 3128MJMB3 BOND RATING NOT RATED YIELD TO MATURITY 4 125	159,013 000	105 902	168,397 95	0 11	169,746 38	7,155	596 30	4 25
Acct	*159,013 000*	*105 902*	*168,397 95*	*0 11*	*169,746 38*	*7,155*	*596 30*	*4 25*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G08372-30 YR GTD MTGE DTD 11/01/2009 4 500% 11/01/2039 NON CALLABLE CUSIP 3128MJMW7 BOND RATING NOT RATED YIELD TO MATURITY 4 129	84,561 040	105 891	89,542 53	0 06	90,665 29	3,805	317 10	4 25
Acct	*84,561 040*	*105 891*	*89,542 53*	*0 06*	*90,665 29*	*3,805*	*317 10*	*4 25*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G08538-30 YR GTD MTGE DTD 07/01/2013 3 500% 07/01/2043 NON CALLABLE CUSIP 3128MJS43 BOND RATING NOT RATED YIELD TO MATURITY 3 536	1,166,235 420	99 335	1,158,479 95	0 75	1,177,351 09	40,818	3,401 52	3 52
Acct	*1,166,235 420*	*99 335*	*1,158,479 95*	*0 75*	*1,177,351 09*	*40,818*	*3,401 52*	*3 52*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G04997-29 YR GTD MTGE DTD 11/01/2008 5 000% 01/01/2037 NON CALLABLE CUSIP 3128M63E6 BOND RATING NOT RATED YIELD TO MATURITY 4 445	118,505 810	107 989	127,973 24	0 08	128,060 34	5,925	493 77	4 63
Acct	*118,505 810*	*107 989*	*127,973 24*	*0 08*	*128,060 34*	*5,925*	*493 77*	*4 63*

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***Bonds** - continued*								
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J18800-15 YR GTD MTGE DTD 04/01/2012 3 000% 04/01/2027 NON CALLABLE CUSIP 3128PYX58 BOND RATING NOT RATED YIELD TO MATURITY 2 819	102,401 360	101 994	104,443 24	0 07	107,281 44	3,072	256 00	2 94
Acct	*102,401 360*	*101 994*	*104,443 24*	*0 07*	*107,281 44*	*3,072*	*256 00*	*2 94*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J19300-15 YR GTD MTGE DTD 05/01/2012 3 000% 06/01/2027 NON CALLABLE CUSIP 3128Q0KM8 BOND RATING NOT RATED YIELD TO MATURITY 2 826	197,998 680	101 940	201,839 85	0 13	207,867 67	5,939	495 00	2 94
Acct	*197,998 680*	*101 940*	*201,839 85*	*0 13*	*207,867 67*	*5,939*	*495 00*	*2 94*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #G01779-30 YR GTD MTGE DTD 03/01/2005 5 000% 04/01/2035 NON CALLABLE CUSIP 31283H6Q3 BOND RATING NOT RATED YIELD TO MATURITY 4 404	30,313 370	108 218	32,804 52	0 02	32,662 65	1,515	126 31	4 62
Acct	*30,313 370*	*108 218*	*32,804 52*	*0 02*	*32,662 65*	*1,515*	*126 31*	*4 62*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #E09031-15 YR GTD MTGE DTD 04/01/2013 3 000% 04/01/2028 NON CALLABLE CUSIP 31294UA86 BOND RATING NOT RATED YIELD TO MATURITY 2 824	192,930 920	102 061	196,907 23	0 13	203,855 61	5,787	482 33	2 94
Acct	*192,930 920*	*102 061*	*196,907 23*	*0 13*	*203,855 61*	*5,787*	*482 33*	*2 94*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #A93996-30 YR GTD MTGE DTD 09/01/2010 4 500% 09/01/2040 NON CALLABLE CUSIP 312942NM3 BOND RATING NOT RATED YIELD TO MATURITY 4 131	36,874 700	105 953	39,069 85	0 03	39,559 64	1,659	138 28	4 25
Acct	*36,874 700*	*105 953*	*39,069 85*	*0 03*	*39,559 64*	*1,659*	*138 28*	*4 25*

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Combined Statement

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Bonds** - continued*								
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J22831-15 YR GTD MTGE DTD 03/01/2013 2 500% 03/01/2028 NON CALLABLE CUSIP 31307BEC0 BOND RATING NOT RATED YIELD TO MATURITY 2 567	138,007 110	99 202	136,905 81	0 09	142,578 59	3,450	287 51	2 52
Acct	*138,007 110*	*99 202*	*136,905 81*	*0 09*	*142,578 59*	*3,450*	*287 51*	*2 52*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J23427-15 YR GTD MTGE DTD 04/01/2013 2 500% 04/01/2028 NON CALLABLE CUSIP 31307BYY0 BOND RATING NOT RATED YIELD TO MATURITY 2 563	0 010	99 244	0 01	0 00	0 01	0	0 00	0 00
Acct	*0 010*	*99 244*	*0 01*	*0 00*	*0 01*	*0*	*0 00*	*0 00*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J23429-15 YR GTD MTGE DTD 04/01/2013 2 500% 04/01/2028 NON CALLABLE CUSIP 31307BY20 BOND RATING NOT RATED YIELD TO MATURITY 2 567	0 010	99 197	0 01	0 00	0 01	0	0 00	0 00
Acct	*0 010*	*99 197*	*0 01*	*0 00*	*0 01*	*0*	*0 00*	*0 00*
FEDERAL HOME LOAN MORTGAGE CORP GOLD POOL #J23430-15 YR GTD MTGE DTD 04/01/2013 2 500% 04/01/2028 NON CALLABLE CUSIP 31307BY38 BOND RATING NOT RATED YIELD TO MATURITY 2 567	94,635 690	99 201	93,879 55	0 06	98,539 41	2,365	197 16	2 52
Acct	*94,635 690*	*99 201*	*93,879 55*	*0 06*	*98,539 41*	*2,365*	*197 16*	*2 52*
FEDERAL HOME LOAN MORTGAGE CORP DTD 03/27/2009 3 750% 03/27/2019 NON CALLABLE CUSIP 3137EACA5 BOND RATING AAA YIELD TO MATURITY 1 935	1,100,000 000	108 997	1,198,967 00	0 77	1,203,807 80	41,250	10,770 83	3 44
Acct	*1,100,000 000*	*108 997*	*1,198,967 00*	*0 77*	*1,203,807 80*	*41,250*	*10,770 83*	*3 44*

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***Bonds** - continued*								
FEDERAL HOME LOAN MORTGAGE CORP DTD 01/07/2010 2 875% 02/09/2015 NON CALLABLE CUSIP 3137EACH0 BOND RATING AAA YIELD TO MATURITY 0 225	650,000 000	102 924	669,006 00	0 43	676,100 00	18,687	7,371 18	2 79
Acct	*650,000 000*	*102 924*	*669,006 00*	*0 43*	*676,100 00*	*18,687*	*7,371 18*	*2 79*
FEDERAL NATIONAL MORTGAGE ASSN DTD 08/17/2006 5 250% 09/15/2016 NON CALLABLE CUSIP 31359MW41 BOND RATING AAA YIELD TO MATURITY 0 693	700,000 000	112 192	785,344 00	0 51	796,005 00	36,750	10,820 83	4 68
Acct	*700,000 000*	*112 192*	*785,344 00*	*0 51*	*796,005 00*	*36,750*	*10,820 83*	*4 68*
FEDERAL NATL MTGE ASSN POOL #AL3915 30 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2013 4 000% 02/01/2042 NON CALLABLE CUSIP 3138ELK51 BOND RATING NOT RATED YIELD TO MATURITY 3 825	990,450 450	103 003	1,020,193 68	0 66	1,032,854 12	39,618	3,301 50	3 88
Acct	*990,450 450*	*103 003*	*1,020,193 68*	*0 66*	*1,032,854 12*	*39,618*	*3,301 50*	*3 88*
FEDERAL NATIONAL MORTGAGE ASSN DTD 03/13/2009 2 750% 03/13/2014 NON CALLABLE CUSIP 31398AVZ2 BOND RATING AAA YIELD TO MATURITY 0 168	704,000 000	100 516	707,632 64	0 46	716,024 32	19,360	5,808 00	2 74
Acct	*704,000 000*	*100 516*	*707,632 64*	*0 46*	*716,024 32*	*19,360*	*5,808 00*	*2 74*
FEDERAL NATL MTGE ASSN POOL #890551 30 YR GTD SINGLE FAMILY MORTGAGE DTD 10/01/2013 4 500% 08/01/2041 NON CALLABLE CUSIP 31410LL83 BOND RATING NOT RATED YIELD TO MATURITY 4 136	715,027 060	105 985	757,821 43	0 49	766,307 91	32,176	2,681 35	4 25
Acct	*715,027 060*	*105 985*	*757,821 43*	*0 49*	*766,307 91*	*32,176*	*2,681 35*	*4 25*

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***Bonds** - continued*								
FEDERAL NATL MTGE ASSN POOL #MA1460 10 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2013 2 500% 06/01/2023 NON CALLABLE CUSIP 31418ATS7 BOND RATING NOT RATED YIELD TO MATURITY 2 253	1,151,620 990	102 090	1,175,689 87	0 76	1,168,536 00	28,790	2,399 21	2 45
Acct	*1,151,620 990*	*102 090*	*1,175,689 87*	*0 76*	*1,168,536 00*	*28,790*	*2,399 21*	*2 45*
FEDL NATL MTGE ASSN POOL #190370 30 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2006 6 000% 06/01/2036 NON CALLABLE CUSIP 31368HMT7 BOND RATING NOT RATED YIELD TO MATURITY 5 155	110,048 770	111 219	122,395 14	0 08	119,084 55	6,602	550 24	5 39
Acct	*110,048 770*	*111 219*	*122,395 14*	*0 08*	*119,084 55*	*6,602*	*550 24*	*5 39*
FEDL NATL MTGE ASSN POOL #AL0005 30 YR GTD SINGLE FAMILY MORTGAGE DTD 02/01/2011 4 500% 01/01/2041 NON CALLABLE CUSIP 3138EGAF1 BOND RATING NOT RATED YIELD TO MATURITY 4 133	40,069 070	105 960	42,457 19	0 03	43,274 60	1,803	150 26	4 25
Acct	*40,069 070*	*105 960*	*42,457 19*	*0 03*	*43,274 60*	*1,803*	*150 26*	*4 25*
FEDL NATL MTGE ASSN POOL #AJ8604 15 YR GTD SINGLE FAMILY MORTGAGE DTD 02/01/2012 3 000% 02/01/2027 NON CALLABLE CUSIP 3138E1R25 BOND RATING NOT RATED YIELD TO MATURITY 2 802	118,172 030	102 167	120,732 82	0 08	124,708 41	3,545	295 43	2 94
Acct	*118,172 030*	*102 167*	*120,732 82*	*0 08*	*124,708 41*	*3,545*	*295 43*	*2 94*
FEDL NATL MTGE ASSN POOL #AP7520 15 YR GTD SINGLE FAMILY MORTGAGE DTD 09/01/2012 3 000% 09/01/2027 NON CALLABLE CUSIP 3138MBLA2 BOND RATING NOT RATED YIELD TO MATURITY 2 803	126,965 460	102 233	129,800 60	0 08	134,265 98	3,808	317 41	2 93
Acct	*126,965 460*	*102 233*	*129,800 60*	*0 08*	*134,265 98*	*3,808*	*317 41*	*2 93*

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***Bonds** - continued*								
FEDL NATL MTGE ASSN POOL #725773 30 YR GTD SINGLE FAMILY MORTGAGE DTD 08/01/2004 5 500% 09/01/2034 NON CALLABLE CUSIP 31402DJS0 BOND RATING NOT RATED YIELD TO MATURITY 4 738	82,047 360	110 036	90,281 63	0 06	81,562 62	4,512	376 05	5 00
Acct	*82,047 360*	*110 036*	*90,281 63*	*0 06*	*81,562 62*	*4,512*	*376 05*	*5 00*
FEDL NATL MTGE ASSN POOL #735500 30 YR GTD SINGLE FAMILY MORTGAGE DTD 04/01/2005 5 500% 05/01/2035 NON CALLABLE CUSIP 31402RDD8 BOND RATING NOT RATED YIELD TO MATURITY 4 694	56,764 240	110 850	62,923 16	0 04	60,897 40	3,122	260 17	4 96
Acct	*56,764 240*	*110 850*	*62,923 16*	*0 04*	*60,897 40*	*3,122*	*260 17*	*4 96*
FEDL NATL MTGE ASSN POOL #745418 30 YR GTD SINGLE FAMILY MORTGAGE DTD 03/01/2006 5 500% 04/01/2036 NON CALLABLE CUSIP 31403DDX4 BOND RATING NOT RATED YIELD TO MATURITY 4 775	79,383 460	109 929	87,265 44	0 06	86,453 55	4,366	363 84	5 00
Acct	*79,383 460*	*109 929*	*87,265 44*	*0 06*	*86,453 55*	*4,366*	*363 84*	*5 00*
FEDL NATL MTGE ASSN POOL #889529 30 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2008 6 000% 03/01/2038 NON CALLABLE CUSIP 31410KHE7 BOND RATING NOT RATED YIELD TO MATURITY 5 183	86,797 070	111 253	96,564 34	0 06	96,084 59	5,207	433 99	5 39
Acct	*86,797 070*	*111 253*	*96,564 34*	*0 06*	*96,084 59*	*5,207*	*433 99*	*5 39*
FEDL NATL MTGE ASSN POOL #AB1343 30 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2010 4 500% 08/01/2040 NON CALLABLE CUSIP 31416WP55 BOND RATING NOT RATED YIELD TO MATURITY 4 099	84,346 520	106 492	89,822 30	0 06	91,858 64	3,795	316 30	4 23
Acct	*84,346 520*	*106 492*	*89,822 30*	*0 06*	*91,858 64*	*3,795*	*316 30*	*4 23*

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***Bonds** - continued*								
GOVT NATL MTGE ASSN II POOL #MA0223 30 YR GTD SINGLE FAMILY MORTGAGE DTD 07/01/2012 5 000% 07/20/2042 NON CALLABLE CUSIP 36179MG87 BOND RATING NOT RATED YIELD TO MATURITY 4 459	506,278 060	108 727	550,460 95	0 36	549,311 69	25,313	2,109 49	4 60
Acct	*506,278 060*	*108 727*	*550,460 95*	*0 36*	*549,311 69*	*25,313*	*2,109 49*	*4 60*
GOVT NATL MTGE ASSN II POOL #MA1012 30 YR GTD SINGLE FAMILY MORTGAGE DTD 05/01/2013 3 500% 05/20/2043 NON CALLABLE CUSIP 36179NDR6 BOND RATING NOT RATED YIELD TO MATURITY 3 444	386,693 640	101 038	390,707 52	0 25	396,240 13	13,534	1,127 86	3 46
Acct	*386,693 640*	*101 038*	*390,707 52*	*0 25*	*396,240 13*	*13,534*	*1,127 86*	*3 46*
GOVT NATL MTGE ASSN II POOL #005234 30 YR GTD SINGLE FAMILY MORTGAGE DTD 11/01/2011 4 500% 11/20/2041 NON CALLABLE CUSIP 36202FY75 BOND RATING NOT RATED YIELD TO MATURITY 4 080	448,331 820	106 983	479,638 83	0 31	478,594 22	20,174	1,681 24	4 21
Acct	*448,331 820*	*106 983*	*479,638 83*	*0 31*	*478,594 22*	*20,174*	*1,681 24*	*4 21*
UNITED STATES TREASURY BONDS DTD 05/15/2008 4 500% 05/15/2038 CUSIP 912810PX0 BOND RATING AAA YIELD TO MATURITY 3 811	228,000 000	110 875	252,795 00	0 16	261,683 44	10,260	1,332 10	4 06
Acct	*228,000 000*	*110 875*	*252,795 00*	*0 16*	*261,683 44*	*10,260*	*1,332 10*	*4 06*
UNITED STATES TREASURY BONDS DTD 05/15/2009 4 250% 05/15/2039 CUSIP 912810QB7 BOND RATING AAA YIELD TO MATURITY 3 838	607,000 000	106 641	647,310 87	0 42	665,685 00	25,797	3,349 40	3 98
Acct	*607,000 000*	*106 641*	*647,310 87*	*0 42*	*665,685 00*	*25,797*	*3,349 40*	*3 98*
UNITED STATES TREASURY NOTES DTD 07/31/2009 3 250% 07/31/2016 CUSIP 912828LD0 BOND RATING AAA YIELD TO MATURITY 0 598	609,000 000	106 789	650,345 01	0 42	656,530 55	19,792	8,282 73	3 04

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***Bonds** - continued*								
Acct	*609,000 000*	*106 789*	*650,345 01*	*0 42*	*656,530 55*	*19,792*	*8,282 73*	*3 04*
UNITED STATES TREASURY NOTES DTD 05/31/2010 2 125% 05/31/2015 CUSIP 912828NF3 BOND RATING AAA YIELD TO MATURITY 0 240	643,000 000	102 660	660,103 80	0 43	664,525 43	13,663	1,207 85	2 07
Acct	*643,000 000*	*102 660*	*660,103 80*	*0 43*	*664,525 43*	*13,663*	*1,207 85*	*2 07*
UNITED STATES TREASURY NOTES DTD 05/15/2011 3 125% 05/15/2021 CUSIP 912828QN3 BOND RATING AAA YIELD TO MATURITY 2 491	680,000 000	104 242	708,845 60	0 46	726,882 81	21,250	2,758 98	3 00
Acct	*680,000 000*	*104 242*	*708,845 60*	*0 46*	*726,882 81*	*21,250*	*2,758 98*	*3 00*
UNITED STATES TREASURY NOTES DTD 05/31/2011 2 375% 05/31/2018 CUSIP 912828QQ6 BOND RATING AAA YIELD TO MATURITY 1 481	252,000 000	103 805	261,588 60	0 17	264,304 69	5,985	529 06	2 29
Acct	*252,000 000*	*103 805*	*261,588 60*	*0 17*	*264,304 69*	*5,985*	*529 06*	*2 29*
UNITED STATES TREASURY NOTES DTD 08/15/2012 1 625% 08/15/2022 CUSIP 912828TJ9 BOND RATING AAA YIELD TO MATURITY 2 828	845,000 000	90 852	767,699 40	0 50	789,212 43	13,731	5,186 53	1 79
Acct	*845,000 000*	*90 852*	*767,699 40*	*0 50*	*789,212 43*	*13,731*	*5,186 53*	*1 79*
Total Government Bonds			**$14,988,675 73**	**9.71%**	**$15,166,209 89**	**$507,216**	**$80,808.22**	**3 38%**
Mutual Funds-Fixed Income								
EATON VANCE FLOATING-RATE FUND CUSIP 277911491 BOND RATING NOT RATED YIELD TO MATURITY 0 000	385,507 980	9 190	3,542,818 34	2 29	3,519,687 86	138,397	14,171 92	3 91
Acct	*385,507 980*	*9 190*	*3,542,818 34*	*2 29*	*3,519,687 86*	*138,397*	*14,171 92*	*3 91*
ISHARES IBOXX H/Y CORP BOND ETF CUSIP 464288513 BOND RATING NOT RATED YIELD TO MATURITY 0 000	44,144 000	92 880	4,100,094 72	2 65	4,056,321 53	250,119	20,627 08	6 10

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***Bonds** - continued*								
Acct	*44,144 000*	*92 880*	*4,100,094 72*	*2 65*	*4,056,321 53*	*250,119*	*20,627 08*	*6 10*
TEMPLETON GLOBAL BOND FUND CUSIP 880208400 BOND RATING NOT RATED YIELD TO MATURITY 0 000	331,011 107	13 090	4,332,935 39	2 80	4,316,599 70	169,808	0 00	3 92
Acct	*331,011 107*	*13 090*	*4,332,935 39*	*2 80*	*4,316,599 70*	*169,808*	*0 00*	*3 92*
Total Mutual Funds-Fixed Income			**$11,975,848.45**	**7 74%**	**$11,892,609.09**	**$558,325**	**$34,799.00**	**4 66%**
Total Bonds			**$37,435,373 31**	**24.23%**	**$37,586,618.09**	**$1,478,631**	**$240,400.66**	**3.94%**
Common Stocks								
Mutual Funds-Equity								
CAMBIAR SMALL CAP FUND Symbol CAMZX CUSIP 0075W0593	178,464 051	23 020	4,108,242 45	2 65	3,322,242 94	0	0 00	0 00
Acct	*178,464 051*	*23 020*	*4,108,242 45*	*2 65*	*3,322,242 94*	*0*	*0 00*	*0 00*
FEDERATED STRATEGIC VAL DIV IS Symbol SVAIX CUSIP 314172560	2,229,860 388	5 840	13,022,384 67	8 41	11,487,283 30	441,512	0 00	3 39
Acct	*2,229,860 388*	*5 840*	*13,022,384 67*	*8 41*	*11,487,283 30*	*441,512*	*0 00*	*3 39*
GOLDMAN SACHS GROWTH OPPORTUNITIES FUND Symbol GGOIX CUSIP 38142Y401	125,959 028	30 450	3,835,452 40	2 48	3,140,487 42	0	0 00	0 00
Acct	*125,959 028*	*30 450*	*3,835,452 40*	*2 48*	*3,140,487 42*	*0*	*0 00*	*0 00*
HARTFORD DIVIDEND AND GROWTH FUND Symbol HDGYX CUSIP 416645828	580,716 055	25 280	14,680,501 87	9 48	12,175,065 11	256,095	71,461 76	1 74
Acct	*580,716 055*	*25 280*	*14,680,501 87*	*9 48*	*12,175,065 11*	*256,095*	*71,461 76*	*1 74*
ISHARES CORE S&P 500 ETF Symbol IVV CUSIP 464287200	103,574 000	185 650	19,228,513 10	12 42	13,526,512 56	346,455	0 00	1 80
Acct	*103,574 000*	*185 650*	*19,228,513 10*	*12 42*	*13,526,512 56*	*346,455*	*0 00*	*1 80*
ISHARES MSCI EAFE ETF Symbol EFA CUSIP 464287465	158,088 000	67 095	10,606,914 36	6 85	8,622,899 66	269,223	0 00	2 54
Acct	*158,088 000*	*67 095*	*10,606,914 36*	*6 85*	*8,622,899 66*	*269,223*	*0 00*	*2 54*

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***Common Stocks** - continued*								
MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND Symbol EXWAX CUSIP 563821545	737,965 049	9 050	6,678,583 69	4 31	6,535,594 01	76,010	0 00	1 14
Acct	*737,965 049*	*9 050*	*6,678,583 69*	*4 31*	*6,535,594 01*	*76,010*	*0 00*	*1 14*
OPPENHEIMER DEVELOPING MARKETS FUND Symbol ODVYX CUSIP 683974505	165,836 919	37 560	6,228,834 68	4 02	6,100,000 00	27,031	0 00	0 43
Acct	*165,836 919*	*37 560*	*6,228,834 68*	*4 02*	*6,100,000 00*	*27,031*	*0 00*	*0 43*
T ROWE PRICE REAL ESTATE FUND Symbol TRREX CUSIP 779919109	175,180 770	21 210	3,715,584 13	2 40	2,141,133 93	85,838	0 00	2 31
Acct	*175,180 770*	*21 210*	*3,715,584 13*	*2 40*	*2,141,133 93*	*85,838*	*0 00*	*2 31*
T ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND Symbol TRLGX CUSIP 45775L408	572,497 455	27 260	15,606,280 62	10 08	10,390,828 80	0	0 00	0 00
Acct	*572,497 455*	*27 260*	*15,606,280 62*	*10 08*	*10,390,828 80*	*0*	*0 00*	*0 00*
Total Mutual Funds-Equity			**$97,711,291.97**	**63.10%**	**$77,442,047.73**	**$1,502,167**	**$71,461 76**	**1.53%**
Total Common Stocks			**$97,711,291.97**	**63 10%**	**$77,442,047.73**	**$1,502,167**	**$71,461.76**	**1 53%**
Other								
Other Funds								
LIGHTHOUSE DIVERSIFIED LTD OFFSHORE FD CUSIP 532LHP115	5,527 094	1,887 755	10,433,801 02	6 74 6 74	9,000,000 00	0	0 00	0 00
Acct	*5,527 094*	*1,887 755*	*10,433,801 02*	*6 74*	*9,000,000 00*	*0*	*0 00*	*0 00*
VOYAGER PARTNERS OFFSHORE LTD CL S SER RESTRICTED JULY 2012 CUSIP 991050KX2	6,313 908	1,141 706	7,208,631 84	4 66 4 66	6,500,000 00	0	0 00	0 00
Acct	*6,313 908*	*1,141 706*	*7,208,631 84*	*4 66*	*6,500,000 00*	*0*	*0 00*	*0 00*
Total Other Funds			**$17,642,432 86**	**11.40%**	**$15,500,000.00**	**$0**	**$0.00**	**0 00%**
Total Other			**$17,642,432 86**	**11.40%**	**$15,500,000.00**	**$0**	**$0 00**	**0 00%**

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Combined Statement

Combined Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
Miscellaneous								
Other Assets								
BANKRUPTCY PENDING MF GLOBAL REMOVAL ON RCPT OF FINAL PMT CUSIP 997001PK2	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLAIM ON GOVT CUBA $4,267,083 67 60 93334% AVD FND #3-30 4666% AVD FND #2-4 3% NATHANAEL, JOEL & HOLBROOK DAVIS-4 3% NATHANAEL DAVIS & MELLON BK AS TTEE GIVE CUSIP 998058788	1 000	1 000	1 00	0 00	1 00	0	0 00	0 00
Acct	*1 000*	*1 000*	*1 00*	*0 00*	*1 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING HONEYWELL INTL INC ON RCPT OF FINAL PMT CUSIP 997000BB9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING HALLIBURTON ON RCPT OF FINAL PMT CUSIP 997000BE3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING FIRSTENERGY CORP ON RCPT OF FINAL PMT CUSIP 997000CK8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ANNUITY & LIFE HLDGS ON RCPT OF FINAL PMT CUSIP 997000DA9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*

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***Miscellaneous** - continued*								
CLASS ACTION PENDING TITAN INC ON RCPT OF FINAL PMT CUSIP 997000HR8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING COMPUTER ASSOCIATES RESTITUTION FUND ON RCPT OF FINAL PMT CUSIP 997000HW7	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ASPEN TEC ON RCPT OF FINAL PMT CUSIP 997000JP0	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP 997000KE3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING AT & T ON RCPT OF FINAL PMT CUSIP 997000KY9	2 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*2 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING WILLIAMS COMMUNICATION ON RCPT OF FINAL PMT CUSIP 997000MK7	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT CUSIP 997000ND2	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00

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***Miscellaneous** - continued*								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP 997000NN0	2 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*2 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP 997000QD9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ORANGE 21 INC ON RCPT OF FINAL PMT CUSIP 997000RH9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING FANNIE MAE ON RCPT OF FINAL PMT CUSIP 997000SS4	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP 997000TT1	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING AAIPHARMA INC ON RCPT OF FINAL PMT CUSIP 997000UE2	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*

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***Miscellaneous* - continued**								
CLASS ACTION PENDING MERRILL LYNCH & CO INC ON RCPT OF FINAL PMT CUSIP 997000UK8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING KEY ENERGY SERVICES INC ON RCPT OF FINAL PMT CUSIP 997000VU5	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING STILLWATER MINING ON RCPT OF FINAL PMT CUSIP 997000WD2	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING SFBC INTL INC ON RCPT OF FINAL PMT CUSIP 997000WJ9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP 997000WS9	2 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*2 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING MARTEK BIOSCIENCES CORP ON RCPT OF FINAL PMT CUSIP 997000XD1	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING MOTIVE INC ON RCPT OF FINAL PMT CUSIP 997000XR0	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00

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***Miscellaneous** - continued*								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING WORKSTREAM INC ON RCPT OF FINAL PMT CUSIP 997000XU3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING TNS INC ON RCPT OF FINAL PMT CUSIP 997000YW8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING BUCA INC ON RCPT OF FINAL PMT CUSIP 997000ZE7	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING R & G FINANCIAL CORP ON RCPT OF FINAL PMT CUSIP 997000ZF4	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP 997000ZM9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING COCA COLA CO ON RCPT OF FINAL PMT CUSIP 997000ZY3	3 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*3 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*

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ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
***Miscellaneous** - continued*								
CLASS ACTION PENDING MAGMA DESIGN AUTOMATION ON RCPT OF FINAL PMT CUSIP 997000ZZ0	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP 997001AH5	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING MERGE TECHNOLOGIES INC ON RCPT OF FINAL PMT CUSIP 997001AM4	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ESCALA GROUP INC ON RCPT OF FINAL PMT CUSIP 997001AU6	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ACCREDO HEALTH INC ON RCPT OF FINAL PMT CUSIP 997001BV3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING SELECT MEDICAL CORP ON RCPT OF FINAL PMT CUSIP 997001CX8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ACE LTD ON RCPT OF FINAL PMT CUSIP 997001DK5	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00

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***Miscellaneous** - continued*								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT	2 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CUSIP 997001FA5								
Acct	*2 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CUSIP 997001FD9								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING CONNETICS CORP ON RCPT OF FINAL PMT	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CUSIP 997001FT4								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING HEELYS INC ON RCPT OF FINAL PMT	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CUSIP 997001FV9								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CUSIP 997001HY1								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING TETRA TECHNOLOGIES INC ON RCPT OF FINAL PMT	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
CUSIP 997001LC4								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*

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***Miscellaneous** - continued*								
CLASS ACTION PENDING NATIONAL CITY CORP ON RCPT OF FINAL PMT CUSIP 997001PQ9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING LEHMAN BROTHERS HLDGS INC ON RCPT OF FINAL PMT CUSIP 997001PZ9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ARTHROCARE CORP ON RCPT OF FINAL PMT CUSIP 997001QB1	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING CARTERS INC ON RCPT OF FINAL PMT CUSIP 997001QC9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING MOTOROLA INC ON RCPT OF FINAL PMT CUSIP 997001QD7	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING CIT GROUP INC ON RCPT OF FINAL PMT CUSIP 997001QJ4	2 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*2 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ALLSCRIPTS SECURITIES ON RCPT OF FINAL PMT CUSIP 997001QL9	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00

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***Miscellaneous** - continued*								
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING ARBITRON INC ON RCPT OF FINAL PMT CUSIP 997001QQ8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING COINSTAR INC ON RCPT OF FINAL PMT CUSIP 997001QW5	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING SONOCO PRODUCTS CO ON RCPT OF FINAL PMT CUSIP 997001QX3	2 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*2 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING SLM CORPORATION ON RCPT OF FINAL PMT CUSIP 997001QY1	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING STURM RUGER & CO INC ON RCPT OF FINAL PMT CUSIP 997001RJ3	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING BEAR STEARNS COMPANIES INC ON RCPT OF FINAL PMT CUSIP 997001RL8	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*

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***Miscellaneous** - continued*								
CLASS ACTION PENDING MEDTRONIC, INC ON RCPT OF FINAL PMT CUSIP 997001RQ7	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
CLASS ACTION PENDING PHARMACIA CORP ON RCPT OF FINAL PMT CUSIP 997001RZ7	1 000	0 000	0 00	0 00	0 00	0	0 00	0 00
Acct	*1 000*	*0 000*	*0 00*	*0 00*	*0 00*	*0*	*0 00*	*0 00*
Total Other Assets			**$1 00**	**0 00%**	**$1 00**	**$0**	**$0.00**	**0 00%**
Total Miscellaneous			**$1.00**	**0 00%**	**$1.00**	**$0**	**$0.00**	**0 00%**
Total Principal Portfolio			**$154,817,438.30**	**100.00%**	**$132,557,005 98**	**$2,981,001**	**$311,874 66**	**1 92%**
Total Portfolio			**$154,817,438.30**	**100.00%**	**$132,557,005.98**	**$2,981,001**	**$311,874.66**	**1 92%**

Combined Investment Sales and Maturities

DATE	DESCRIPTION	NO OF SHARES/PAR VALUE	TAX COST BASIS	PROCEEDS	REALIZED GAIN/LOSS
1/8/2013	SOLD 36,000 PAR VALUE OF WATSON PHARMACEUTICA 3 250% 10/01/22 TRADE DATE 1/3/13 SOLD THROUGH RBC CAPITAL MARKETS CORP SOLD INTEREST $312 00 TAXABLE TO FEDERAL AND STATE TRDH EXTERNAL REF# 59914 36,000 PAR VALUE AT 101 264 %	36,000 00	-35,699 40	36,455 04	755 64
	Acct	*36,000 00*	*-35,699 40*	*36,455 04*	*755 64*