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Form **990-PF**

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

OMB No 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

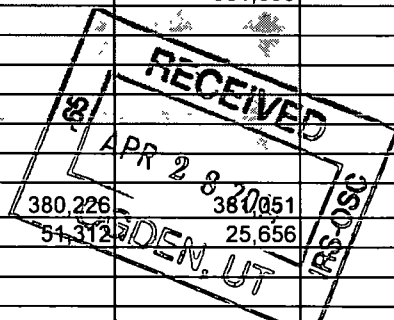
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>ROTH, IDALIA CHARITABLE TRUST</b>			A Employer identification number <b>62-6285270</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P O BOX 1908</b>		Room/suite	B Telephone number (see instructions) <b>(615) 748-4996</b>	
City or town <b>ORLANDO</b>	State <b>FL</b>	ZIP code <b>32802-1908</b>	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/country	Foreign postal code	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 4,010,153</b>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	79,131	79,956		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	301,095			
	b Gross sales price for all assets on line 6a <b>2,737,610</b>				
	7 Capital gain net income (from Part IV, line 2)		301,095		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		380,226	360,051	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	54,312	25,656		25,656
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,860	850		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	56,672	26,506	0	28,156
	25 Contributions, gifts, grants paid	144,890			144,890
26 Total expenses and disbursements. Add lines 24 and 25	201,562	26,506	0	173,046	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	178,664				
b Net investment income (if negative, enter -0-)		354,545			
c Adjusted net income (if negative, enter -0-)			0		



SCANNED MAY 06 2014

*P 15/14*

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	156,113	177,181	177,181
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	3,255,646	3,413,242	3,832,972	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	3,411,759	3,590,423	4,010,153	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,411,759	3,590,423	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	3,411,759	3,590,423		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,411,759	3,590,423		

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	3,411,759
2	Enter amount from Part I, line 27a	2	178,664
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,590,423
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	3,590,423

**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.)
<b>1a</b>	See Attached Statement			
<b>b</b>	See Attached Statement			
<b>c</b>	See Attached Statement			
<b>d</b>	See Attached Statement			
<b>e</b>	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>			0	
<b>b</b>			0	
<b>c</b>			0	
<b>d</b>			0	
<b>e</b>			0	
<b>2</b>	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 }		<b>2</b>	301,095
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	0

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

**1** Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	158,815	3,644,165	0.043581
2011	210,314	3,649,691	0.057625
2010	159,127	3,520,419	0.045201
2009	172,659	3,259,261	0.052975
2008	204,027	3,627,400	0.056246
<b>2</b>	Total of line 1, column (d)		<b>2</b> 0.255628
<b>3</b>	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		<b>3</b> 0.051126
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		<b>4</b> 3,853,666
<b>5</b>	Multiply line 4 by line 3		<b>5</b> 197,023
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b)		<b>6</b> 3,545
<b>7</b>	Add lines 5 and 6		<b>7</b> 200,568
<b>8</b>	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		<b>8</b> 173,046

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	7,091	
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b>	Add lines 1 and 2	<b>3</b>	7,091	
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	7,091	
<b>6</b>	Credits/Payments.			
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	2,484	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>	2,484	
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	4,607	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	0	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (615) 748-4996 Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	51,312		

**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,789,558
<b>b</b>	Average of monthly cash balances	<b>1b</b>	122,793
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,912,351
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,912,351
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	58,685
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	3,853,666
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	192,683

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	192,683
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	7,091
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	7,091
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	185,592
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	185,592
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	185,592

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	173,046
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	173,046
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	173,046

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				185,592
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011	29,140			
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	29,140			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4. ▶ \$ 173,046				
<b>a</b> Applied to 2012, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2013 distributable amount				173,046
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013. (If an amount appears in column (d), the same amount must be shown in column (a).)	12,546			12,546
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,594			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	16,594			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011	16,594			
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

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

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b** Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
<b>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon.					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:**
- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2) )

N/A

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- 
- b** The form in which applications should be submitted and information and materials they should include
- 
- c** Any submission deadlines
- 
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

**Part XV Supplementary Information (continued)**

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient 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
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>				<b>3a</b> 144,890
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>				<b>3b</b> 0





ROTH, IDALIA CHARITABLE TRUST

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

Recipient(s) paid during the year

**Name**

MEMPHIS JEWISH HOME

**Street**

36 BAZEBERRY ROAD

**City**

CORDOVA

**State**  
TN**Zip Code**  
38018**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

LION'S CLUB OF MEMPHIS

**Street**

P O BOX 3052

**City**

MEMPHIS

**State**  
TN**Zip Code**  
38173**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

MUSCULAR DYSTROPHY ASSOCIATION

**Street**

3300 EAST SUNRISE DRIVE

**City**

TUCSON

**State**  
AZ**Zip Code**  
85718-3208**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

MEMPHIS HUMANE SOCIETY

**Street**

935 FARM ROAD

**City**

MEMPHIS

**State**  
TN**Zip Code**  
38134**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

ST. JUDE CHILDREN'S HOSPITAL

**Street**

501 ST JUDE PLACE

**City**

MEMPHIS

**State**  
TN**Zip Code**  
38105**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

NAT'L MULTIPLE SCLEROSIS SOCIETY

**Street**

214 OVERLOOK CIRCLE, STE 153

**City**

BRENTWOOD

**State**  
TN**Zip Code**  
37027**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

ROTH, IDALIA CHARITABLE TRUST

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

Recipient(s) paid during the year

**Name**

TEMPLE ISRAEL

**Street**

1376 EAST MASSEY ROAD

**City**

MEMPHIS

**State**

TN

**Zip Code**

38120-3299

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

THE SALVATION ARMY

**Street**

696 JACKSON AVENUE

**City**

MEMPHIS

**State**

TN

**Zip Code**

38105-2006

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

**Name**

AMERICAN CANCER SOCIETY

**Street**

8400 SILVER CROSSING ROAD

**City**

OKLAHOMA CITY

**State**

OK

**Zip Code**

73132

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,785

**Name**

AMERICAN HEART ASSOCIATION

**Street**

P.O. BOX 22035

**City**

ST PETERSBURG

**State**

FL

**Zip Code**

33742

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,785

**Name**

JEWISH BRAILLE INSTITUTE

**Street**

110 EAST 30TH STREET

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,785

**Name**

JEWISH GUILD FOR THE BLIND

**Street**

15 WEST 65TH STREET 10TH FLOOR

**City**

NEW YORK

**State**

NY

**Zip Code**

10023

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,785

ROTH, IDALIA CHARITABLE TRUST

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

Recipient(s) paid during the year

**Name**

THE SEEING EYE, INC.

**Street**

P O BOX 375

**City**

MORRISTOWN

**State**

NJ

**Zip Code**

07960-0375

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

14,785

**Name**

MEMPHIS JEWISH FEDERATION

**Street**

6560 POPULAR SUITE 1

**City**

MEMPHIS

**State**

TN

**Zip Code**

38138

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

22,176

**Name**

UNITED WAY OF THE MID-SOUTH

**Street**

6775 LENOX CENTER CT SUITE 200

**City**

MEMPHIS

**State**

TN

**Zip Code**

38175-0730

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

22,176

**Name**

YOUTH VILLAGES

**Street**

P O BOX 341154

**City**

MEMPHIS

**State**

TN

**Zip Code**

38184-1154

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,957

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

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses			Net Gain or Loss	
								Gross Sales	Other Sales/Losses	Gross Sales	Other Sales/Losses	Depreciation		Adjustments
Long Term CG Distributions		Amount												
Short Term CG Distributions		36,281											307,095	
													0	
1	JANUS PERKINS SMALL CAP	47103C183			2/6/2012		1/7/2013	2,236	0	2,737,610	0	0	0	0
2	JANUS PERKINS SMALL CAP	47103C183			1/19/2012		1/7/2013	37,844	0	37,024	0	0	0	-820
3	JOHN HANCOCK III DISCIPLN	47803U640			3/11/2013		7/29/2013	28,345	0	31,612	0	0	0	3,267
4	JOHN HANCOCK III DISCIPLN	47803U640			3/11/2013		10/4/2013	39,896	0	44,572	0	0	0	4,676
5	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		7/29/2013	16,281	0	17,863	0	0	0	1,582
6	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		10/4/2013	46,394	0	41,697	0	0	0	-4,697
7	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		10/4/2013	3,018	0	3,046	0	0	0	28
8	MANNING & NAPIER WORLD	563821545			8/15/2011		3/11/2013	13,166	0	13,166	0	0	0	0
9	MANNING & NAPIER WORLD	563821545			11/19/2012		10/4/2013	17,640	0	17,640	0	0	0	0
10	NEUBERGER BERMAN HIGH	64128K868			1/7/2013		3/11/2013	41,666	0	41,326	0	0	0	-340
11	NEUBERGER BERMAN HIGH	64128K868			9/20/2011		3/11/2013	51,527	0	47,969	0	0	0	-3,558
12	NEUBERGER BERMAN HI IN B	64128K868			12/3/2010		7/29/2013	89,767	0	89,767	0	0	0	0
13	OPPENHEIMER DEVELOPING	683974505			2/23/2010		3/11/2013	3,378	0	3,322	0	0	0	-56
14	OPPENHEIMER DEVELOPING	683974505			12/3/2010		10/4/2013	10,519	0	10,519	0	0	0	0
15	OPPENHEIMER DEVELOPING	683974505			12/5/2011		10/4/2013	5,000	0	5,000	0	0	0	0
16	OPPENHEIMER DEVELOPING	683974505			12/5/2011		10/4/2013	17,061	0	17,061	0	0	0	0
17	OPPENHEIMER DEVELOPING	683974505			2/22/2011		10/4/2013	9,120	0	9,120	0	0	0	0
18	MANNING & NAPIER WORLD	563821545			7/29/2013		10/4/2013	819	0	737	0	0	0	-82
19	MANNING & NAPIER WORLD	563821545			11/19/2012		10/4/2013	1,738	0	1,524	0	0	0	-214
20	OPPENHEIMER DEVELOPING	683974505			11/19/2012		10/4/2013	9,922	0	8,810	0	0	0	-1,112
21	PIMCO LOW DURATION L	693390304			2/22/2011		1/7/2013	141,397	0	140,184	0	0	0	-1,213
22	PIMCO LOW DURATION L	693390304			2/6/2012		1/7/2013	1,443	0	1,434	0	0	0	-9
23	PIMCO INV GRADE CORP BI	722005816			6/3/2010		3/11/2013	23,940	0	24,847	0	0	0	907
24	PIMCO INV GRADE CORP BI	722005816			11/19/2012		10/4/2013	8,350	0	8,546	0	0	0	196
25	PIMCO INVESTMENT GRD CO	722005816			11/19/2012		10/4/2013	6,054	0	6,501	0	0	0	447
26	PIMCO EMERGING LOCAL BO	72201F516			1/7/2013		10/4/2013	1,156	0	1,305	0	0	0	149
27	PIMCO 1-5 YEAR US TIPS IND	72201R205			1/7/2013		10/4/2013	4,509	0	4,508	0	0	0	-1
28	OSTERWEIS STRATEGIC INC	742935489			7/29/2013		10/4/2013	2,193	0	2,202	0	0	0	9
29	RIDGEWORTH LARGE CAP VA	76628R672			5/21/2009		1/7/2013	36,243	0	22,058	0	0	0	14,185
30	RIDGEWORTH LARGE CAP VA	76628R672			7/18/2011		1/7/2013	6,945	0	6,186	0	0	0	759
31	RIDGEWORTH LARGE CAP VA	76628R672			8/15/2011		1/7/2013	23,890	0	19,288	0	0	0	4,602
32	RIDGEWORTH LARGE CAP VA	76628R672			1/12/2008		1/7/2013	32,922	0	18,912	0	0	0	14,010
33	RIDGEWORTH LARGE CAP VA	76628R672			1/12/2008		2/20/2013	99,451	0	54,594	0	0	0	44,857
34	RIDGEWORTH LARGE CAP VA	76628R672			2/2/2009		2/20/2013	189	0	189	0	0	0	0
35	RIDGEWORTH LARGE CAP VA	76628R672			4/1/2009		2/20/2013	83,361	0	44,347	0	0	0	39,014
36	RIDGEWORTH INTERMEDIAT	76628T702			10/10/2007		1/7/2013	48,190	0	48,190	0	0	0	0
37	RIDGEWORTH INTERMEDIAT	76628T702			12/3/2007		1/7/2013	50,441	0	50,000	0	0	0	441
38	RIDGEWORTH INTERMEDIAT	76628T702			1/30/2008		1/7/2013	32,070	0	31,821	0	0	0	249
39	RIDGEWORTH INTERMEDIAT	76628T702			2/26/2008		1/7/2013	110,446	0	110,124	0	0	0	322
40	RIDGEWORTH INTERMEDIAT	76628T702			2/26/2008		1/7/2013	25,923	0	25,923	0	0	0	0
41	RIDGEWORTH INTERMEDIAT	76628T702			2/28/2008		1/7/2013	78,827	0	78,874	0	0	0	47
42	RIDGEWORTH INTERMEDIAT	76628T702			3/25/2008		1/7/2013	52,066	0	51,864	0	0	0	202
43	RIDGEWORTH INTERMEDIAT	76628T702			5/21/2009		1/7/2013	35,241	0	35,241	0	0	0	0
44	RIDGEWORTH INTERMEDIAT	76628T702			2/6/2012		1/7/2013	17,996	0	17,996	0	0	0	0
45	T ROWE PRICE DIVRSFD SMA	779917103			9/4/2012		1/7/2013	73,740	0	71,816	0	0	0	1,924
46	T ROWE PRICE DIVRSFD SMA	779917103			11/19/2012		7/29/2013	4,031	0	3,816	0	0	0	215
47	T ROWE PRICE DIVRSFD SMA	779917103			3/11/2013		7/29/2013	3,219	0	2,905	0	0	0	314
48	T ROWE PRICE DIVRSFD SMA	779917103			3/11/2013		10/4/2013	3,631	0	3,040	0	0	0	591
49	VANGUARD MIB SECUR INDX	92206C755			8/6/2012		7/29/2013	143,017	0	147,073	0	0	0	4,056
50	VANGUARD MIB SECUR INDX	92206C755			11/19/2012		7/29/2013	510	0	523	0	0	0	13
51	VANGUARD MIB SECUR INDX	92206C755			10/7/2013		7/29/2013	7,193	0	7,193	0	0	0	0
52	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/4/2013	803	0	685	0	0	0	118
53	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/4/2013	3,272	0	2,731	0	0	0	541
54	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/4/2013	2,688	0	2,688	0	0	0	0
55	WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	2,270	0	2,001	0	0	0	269
56	ABERDEEN-EQY LONG SHOR	003020336			1/7/2013		7/29/2013	740	0	717	0	0	0	23
57	ABERDEEN-EQY LONG SHOR	003020336			1/7/2013		7/29/2013	375	0	352	0	0	0	23
58	ABERDEEN-EQY LONG SHOR	003020336			1/7/2013		10/4/2013	1,254	0	1,186	0	0	0	68
59	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		7/29/2013	2,401	0	2,209	0	0	0	192
60	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/4/2013	2,079	0	1,836	0	0	0	243
61	DOUBLELINE TOTAL RETURN	258620103			11/19/2012		3/11/2013	31,727	0	31,923	0	0	0	-196
62	DOUBLELINE TOTAL RET BD-	258620103			11/19/2012		10/4/2013	352	0	366	0	0	0	14
63	DOUBLELINE TOTAL RET BD-	258620103			1/7/2013		10/4/2013	6,172	0	6,398	0	0	0	226
64	EATON VANCE ATLANTA CAP	277902698			2/20/2013		3/11/2013	15,353	0	15,000	0	0	0	353
65	EATON VANCE ATLANTA CAP	277902698			1/7/2013		7/29/2013	46,591	0	42,947	0	0	0	3,644
66	EATON VANCE ATLANTA CAP	277902698			1/7/2013		10/4/2013	6,898	0	5,832	0	0	0	1,066
67	EATON VANCE ATLANTA CAP	277902698			1/7/2013		10/4/2013	6,339	0	5,205	0	0	0	1,134
68	EATON VANCE FLOATING RA	277911491			7/29/2013		10/4/2013	2,372	0	2,380	0	0	0	-8

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Totals			Net Gain or Loss
											Capital Gains/Losses	Gross Sales	Cost, Other Basis and Expenses	
											36,281	2,737,610	2,436,515	301,095
											Other sales			0
69	FEDERATED STRATEGIC VAL	314172560			12/3/2010		3/11/2013	81,253	66,732				0	14,521
70	FEDERATED STRATEGIC VAL	314172560			12/3/2010		7/29/2013	9,551	7,303				0	2,248
71	FEDERATED STRATEGIC VAL	314172560			12/3/2010		10/4/2013	1,862	1,447				0	415
72	ABSOLUTE STRATEGIES FUN	349841600			7/29/2013		10/4/2013	2,907	2,946				0	-39
73	GOLDMAN SACHS LOC EMG F	38145N303			3/11/2013		10/4/2013	569	637				0	-68
74	HARBOR CAP APPRECIATION	411511504			11/10/2011		3/11/2013	130,353	109,217				0	21,136
75	HARBOR CAP APPRECIATION	411511504			2/6/2012		3/11/2013	196,137	175,887				0	20,250
76	HARTFORD DIVIDEND & GRO	416645828			1/7/2013		3/11/2013	70,831	66,000				0	4,831
77	HARTFORD DIVIDEND & GRO	416645828			2/20/2013		3/11/2013	154,704	150,000				0	4,704
78	T. ROWE PRICE INSTL LARG	45775L408			8/15/2011		3/11/2013	7,641	5,950				0	1,691
79	T. ROWE PRICE INST L/C GRV	45775L408			8/15/2011		7/29/2013	372	260				0	112
80	T. ROWE PRICE INST L/C GRV	45775L408			4/17/2007		7/29/2013	32,364	21,481				0	10,883
81	T. ROWE PRICE INST L/C GRV	45775L408			4/17/2007		10/4/2013	67,377	41,746				0	25,631
82	SHARES BARCLAYS 3-7 YE	464288661			1/7/2013		7/29/2013	142,680	144,941				0	-2,261
83	JANUS PERKINS SMALL CAP	47103C183			1/7/2013		10/4/2013	6,902	7,907				0	-1,005
84	JANUS PERKINS SMALL CAP	47103C183			5/24/2010		1/7/2013	31,678	31,766				0	-88
85	JANUS PERKINS SMALL CAP	47103C183			8/15/2011		1/7/2013	2,802	2,833				0	-131

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

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

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

		2,860	850	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		2,860	850		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			3,255,646	3,413,242	3,832,972
1				0	3,832,972
2	EATON VANCE ATLANTA CAP SMID-CAP-		0	96,017	0
3	T ROWE PRICE INSTL LARGE-CAP GRWT		0	170,341	0
4	FORUM ABSOLUTE STRATEGIES-I		0	188,242	0
5	MANNING & NAPIER WORLD OPPTY-A		0	238,098	0
6	EATON VANCE FLTG-RT-I		0	96,994	0
7	FEDERATED STRATEGIC VALUE-I		0	150,395	0
8	PIMCO INVT GRADE CORP BD-I		0	230,488	0
9	ABERDEEN EQUITY LONG SHORT-I		0	68,705	0
10	OPPENHEIMER DEVELOPING MKTS INST		0	124,097	0
11	JOHN HANCOCK III DISCIPLINED VALUE-I		0	279,610	0
12	DOUBLELINE TOTAL RETURN BD-I		0	279,092	0
13	JPMORGAN TR I US EQUITY-I		0	193,248	0
14	PIMCO EMERGING LOCAL BD-I		0	85,042	0
15	MAINSTAY ICAP INTL-I		0	154,852	0
16	ADVISORS CAMBIAR SMALL CAP-I		0	34,605	0
17	PIMCO 1-5 YR US TIPS INDEX ETF		0	154,611	0
18	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	235,408	0
19	GOLDMAN SACHS LOCAL EMRG MKTS DB		0	86,016	0
20	VANGUARD MTG BACKED SECS INDEX-S		0	196,194	0
21	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	32,705	0
22	OSTERWEIS STRATEGIC INCOME-I		0	97,277	0
23	WASATCH LONG/SHORT-I		0	65,084	0
24	WESTERN ASSET MTG BKD SEC-I		0	156,121	0

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses	Amount	
														35,281	0
1 JANUS PERKINS SMALL CAP VALUE-I	47103C183		2/6/2012	1/7/2013	2,221			2,236	-15				-15	264,814	264,814
2 JANUS PERKINS SMALL CAP VALUE-I	47103C183		1/19/2012	1/7/2013	37,844			37,024	820				820		
3 JOHN HANCOCK III DISCIPL V-I	47803J640		3/11/2013	7/29/2013	31,612			28,345	3,267				3,267		
4 JOHN HANCOCK III DISCIPL V-I	47803J640		3/11/2013	10/4/2013	44,572			38,896	5,676				5,676		
5 JPMORGAN U.S. EQUITY FUND-INST	4612A1142		3/11/2013	7/29/2013	17,825			16,281	1,544				1,544		
6 JPMORGAN U.S. EQUITY FUND-INST	4612A1142		3/11/2013	10/4/2013	46,394			41,697	4,697				4,697		
7 WESTERN ASSET MTG BKO SEC-I	52498F333		7/29/2013	10/4/2013	3,018			3,048	-28				-28		
8 MANNING & NAPIER WORLD OPPYS-A	563821545		8/15/2012	3/11/2013	13,263			13,166	97				97		
9 MANNING & NAPIER WORLD OPPOR	563821545		1/19/2012	10/4/2013	21,101			17,640	3,461				3,461		
10 NEUBERGER BERMAN HIGH INCOME	814128K688		1/7/2013	3/11/2013	41,656			41,526	130				130		
11 NEUBERGER BERMAN HIGH INCOME	814128K688		9/20/2011	1/7/2013	47,869			47,869	0				0		
12 NEUBERGER BERMAN HI IN B-INS	64128K688		9/20/2011	7/29/2013	95,616			89,877	5,739				5,739		
13 OPPENHEIMER DEVELOPING MKTS-INS	683874505		12/3/2010	3/11/2013	3,376			3,322	54				54		
14 OPPENHEIMER DEVELOPING MKT-Y	683874505		12/3/2010	10/4/2013	11,148			10,519	629				629		
15 OPPENHEIMER DEVELOPING MKT-Y	683874505		1/25/2011	10/4/2013	5,331			5,000	331				331		
16 OPPENHEIMER DEVELOPING MKT-Y	683874505		2/22/2011	10/4/2013	18,867			17,081	1,786				1,786		
17 OPPENHEIMER DEVELOPING MKT-Y	683874505		7/29/2013	10/4/2013	9,730			9,120	610				610		
18 MANNING & NAPIER WORLD OPPYS-A	563821545		1/19/2012	3/11/2013	819			737	82				82		
19 MANNING & NAPIER WORLD OPPOR	563821545		1/19/2012	7/29/2013	1,738			1,524	214				214		
20 OPPENHEIMER DEVELOPING MKT-Y	683874505		1/19/2012	10/4/2013	8,922			8,810	112				112		
21 PIMCO LOW DURATION-I	695380304		2/22/2011	1/7/2013	141,397			141,397	0				0		
22 PIMCO LOW DURATION-I	695380304		6/3/2012	1/7/2013	1,443			1,434	9				9		
23 PIMCO INV. GRADE CORP. BD-I	722005818		1/19/2012	3/11/2013	23,940			24,847	-907				-907		
24 PIMCO INV. GRADE CORP. BD-I	722005818		1/19/2012	10/4/2013	6,350			6,546	-196				-196		
25 PIMCO EMERGING LOCAL BOND INST	722015516		1/7/2013	10/4/2013	6,054			6,501	-447				-447		
26 PIMCO EMERGING LOCAL BOND INST	722015516		1/7/2013	10/4/2013	1,158			1,305	-147				-147		
27 PIMCO 5 YEAR US TIPS INDEX ETF	722012205		7/29/2013	10/4/2013	4,569			4,508	61				61		
28 OTSWEISS STRATEGIC INC FDI I	742935489		5/21/2009	1/7/2013	2,193			2,202	-9				-9		
29 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		7/29/2013	10/4/2013	36,243			22,058	14,185				14,185		
30 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		5/21/2009	1/7/2013	6,945			6,186	759				759		
31 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		1/19/2011	1/7/2013	23,890			19,288	4,602				4,602		
32 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		1/19/2011	1/7/2013	32,922			19,912	14,010				14,010		
33 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		1/24/2008	2/20/2013	96,451			54,584	44,857				44,857		
34 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		2/2/2009	2/20/2013	351			189	162				162		
35 RIDGEWORTH LARGE CAP VALUE EQTY	76628R872		4/1/2009	2/20/2013	83,381			44,347	39,034				39,034		
36 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		10/10/2007	1/7/2013	51,707			48,190	3,517				3,517		
37 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		12/3/2007	1/7/2013	50,441			50,000	441				441		
38 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		1/3/2008	1/7/2013	32,070			31,821	249				249		
39 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		1/30/2008	1/7/2013	110,446			110,124	322				322		
40 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		2/26/2008	1/7/2013	26,101			25,923	178				178		
41 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		2/26/2008	1/7/2013	52,066			51,864	202				202		
42 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		3/25/2008	1/7/2013	7,073			7,193	-120				-120		
43 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		5/21/2009	1/7/2013	17,620			17,988	-376				-376		
44 RIDGEWORTH INTERMEDIATE BD #RG	76628T702		2/6/2012	1/7/2013	35,241			35,241	0				0		
45 T ROWE PRICE DIVRSFD SMALLCAP G	778917103		9/4/2012	1/7/2013	73,740			71,816	1,924				1,924		
46 T ROWE PRICE DIVRSFD SMALLCAP G	778917103		1/19/2012	1/7/2013	4,031			3,816	215				215		
47 T ROWE PRICE DIVERS S/C GRTH	778917103		3/11/2013	7/29/2013	3,219			2,905	314				314		
48 T ROWE PRICE DIVERS S/C GRTH	778917103		3/11/2013	10/4/2013	143,017			147,073	-4,056				-4,056		
49 VANGUARD MB SECUR INDX-SIG	82209C755		1/19/2012	7/29/2013	510			523	-13				-13		
50 VANGUARD MB SECUR INDX-SIG	82209C755		6/6/2012	7/29/2013	143,017			147,073	-4,056				-4,056		
51 VANGUARD MB SECUR INDX-SIG	82209C755		1/19/2012	10/7/2013	7,073			7,193	-120				-120		
52 WASATCH LONG/SHORT FUND-INS	836783769		6/6/2012	7/29/2013	803			685	118				118		
53 WASATCH LONG/SHORT FUND-INS	836783769		6/6/2012	10/4/2013	3,272			2,731	541				541		
54 WASATCH LONG/SHORT FUND-INS	836783769		6/6/2012	1/7/2013	2,768			2,568	200				200		
55 WASATCH LONG/SHORT FUND-INS	836783769		6/6/2012	3/11/2013	2,270			2,001	269				269		
56 ABERDEEN EQUITY LONG SHORT-I	003020338		1/7/2013	7/29/2013	740			717	23				23		
57 ABERDEEN EQUITY LONG SHORT-I	003020338		1/7/2013	10/4/2013	375			352	23				23		
58 ABERDEEN EQUITY LONG SHORT-I	003020338		1/7/2013	7/29/2013	1,254			1,166	88				88		
59 ABERDEEN EQUITY LONG SHORT-I	003020338		1/7/2013	10/4/2013	2,401			2,209	192				192		
60 CAMBIAR SMALL CAP-INS	0073W0593		3/11/2013	7/29/2013	2,070			1,836	234				234		
61 CAMBIAR SMALL CAP-INS	0073W0593		3/11/2013	10/4/2013	31,727			31,923	-196				-196		
62 DOUBLELINE TOTAL RETURN BD-I	258620103		1/19/2012	10/4/2013	357			366	-9				-9		
63 DOUBLELINE TOTAL RETURN BD-I	258620103		1/19/2012	10/4/2013	6,172			6,398	-226				-226		
64 EATON VANCE ATLANTA CAP SMID-CA	277600268		2/9/2013	10/4/2013	15,353			15,000	353				353		
65 EATON VANCE ATLANTA CAP SMID-CA	277600268		1/7/2013	3/11/2013	48,691			43,847	4,844				4,844		
66 EATON VANCE ATLANTA CAPITAL SM	277600268		1/7/2013	7/29/2013	6,858			6,832	26				26		
67 EATON VANCE ATLANTA CAPITAL SM	277600268		1/7/2013	10/4/2013	6,399			6,305	94				94		
68 EATON VANCE FLOATING RATE-I	277600268		1/7/2013	10/4/2013	2,372			2,350	22				22		
69 FEDERATED STRATEGIC VALUE-I	314172560		12/3/2010	3/11/2013	8,1283			66,732	-58,604				-58,604		
70 FEDERATED STRATEGIC VALUE-I	314172560		12/3/2010	7/29/2013	9,551			7,303	2,248				2,248		
71 FEDERATED STRATEGIC VALUE-I	314172560		12/3/2010	10/4/2013	1,882			1,447	435				435		
72 ABSOLUTE STRATEGIES FUND-I	348841900		7/29/2013	10/4/2013	2,907			2,945	-38				-38		
73 GOLDMAN SACHS LOC EMG MKT-I	38145N303		3/17/2013	10/4/2013	569			537	32				32		
74 HARBOR CAP APPRECIATION-I	411511504		11/10/2011	3/11/2013	130,353			109,217	21,136				21,136		
75 HARBOR CAP APPRECIATION-I	411511504		2/6/2012	3/11/2013	186,137			175,887	10,250				10,250		
76 HARTFORD DIVIDEND & GROWTH-Y	416645828		1/7/2013	3/11/2013	70,831			66,000	4,831				4,831		
77 HARTFORD DIVIDEND & GROWTH-Y	416645828		2/20/2013	3/11/2013	154,704			150,000	4,704				4,704		
78 T ROWE PRICE INSTL LARGE-CAP GRW	457751408		8/15/2011	7/29/2013	7,641			5,950	1,691				1,691		
79 T ROWE PRICE INSTL L/C GRWTH	457751408		8/15/2011	10/4/2013	372			260	112				112		
80 T ROWE PRICE INSTL L/C GRWTH	457751408		4/												

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	Amount		
														Long Term CG Distributions	Short Term CG Distributions	
B5 JANUS PERKINS SMALL CAP VALUE-I	47103C183...	Acquired	8/15/2011	1/7/2013	2,802			2,436,515	-131	0	0	0	0	264,814	264,814	-131

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

Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQD	Compensation	Benefits	Expense Account
1 SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		51,312		0

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

	Date	Amount
1 Credit from prior year return . . . . .	1	474
2 First quarter estimated tax payment . . . . .	2	
3 Second quarter estimated tax payment . . . . .	3	
4 Third quarter estimated tax payment . . . . .	4	
5 Fourth quarter estimated tax payment . . . . .	5	
6 Other payments . . . . .	6	2,010
7 Total . . . . .	7	2,484