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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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation SHACKELFORD CHARITABLE TRUST			A Employer identification number 62-6363101	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908		Room/suite	B Telephone number (see instructions) (615) 748-4665	
City or town ORLANDO	State FL	ZIP code 32802-1908	C If exemption application is pending, check here <input type="checkbox"/>	
Foreign country name	Foreign province/state/county	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) \$ 8,590,542		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input 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	171,370	170,487		
5a	Gross rents	2,500	2,500		
b	Net rental income or (loss) 2,500				
6a	Net gain or (loss) from sale of assets not on line 10	1,544,418			
b	Gross sales price for all assets on line 6a 8,600,160				
7	Capital gain net income (from Part IV, line 2)		1,544,418		
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	1,718,288	1,717,405	0	
13	Compensation of officers, directors, trustees, etc.	92,792	46,396		46,396
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)	6,864			6,864
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	5,956	1,026		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	3,511	3,401		110
24	Total operating and administrative expenses. Add lines 13 through 23	111,623	50,823	0	55,870
25	Contributions, gifts, grants paid	315,000			315,000
26	Total expenses and disbursements. Add lines 24 and 25	426,623	50,823	0	370,870
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	1,291,665			
b	Net investment income (if negative, enter -0-)		1,666,582		
c	Adjusted net income (if negative, enter -0-)			0	

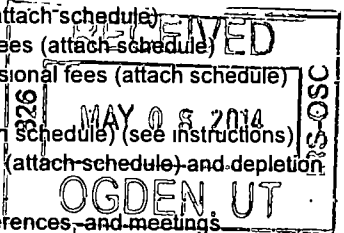
For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

EXPIRES DATE MAY 05 2014

SCANNED MAY 16 2014



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		2,954	2,954
	2	Savings and temporary cash investments	247,155	29,841	29,841
	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)	6,511,013	7,727,288	7,991,747	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶		289,780	566,000	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	6,758,168	8,049,863	8,590,542	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	6,758,168	8,049,863	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	6,758,168	8,049,863		
31	Total liabilities and net assets/fund balances (see instructions)	6,758,168	8,049,863		

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	6,758,168
2	Enter amount from Part I, line 27a	2	1,291,665
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	30
4	Add lines 1, 2, and 3	4	8,049,863
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,049,863

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,544,418	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	541,558	8,131,565	0.066599
2011	547,943	8,283,564	0.066148
2010	581,637	8,213,766	0.070812
2009	620,700	7,832,445	0.079247
2008	661,553	9,201,747	0.071894
2	Total of line 1, column (d)	2	0.354700
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.070940
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,493,659
5	Multiply line 4 by line 3	5	602,540
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,666
7	Add lines 5 and 6	7	619,206
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	370,870

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	33,332	
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	33,332	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	33,332	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,697	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	7,697	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	25,635	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

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

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) 748-4665 Located at ▶ P O BOX 1908 ORLANDO FL ZIP+4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	67,792		
PAUL CALAME 326 SOUTH GOODLETT MEMPHIS, TN 38117	ADVISORY BOARD AS REQ'D	10,000		
W. CARLYLE BLAKENEY 578 EAST BAY STREET, SUITE A CHARLESTON, SC	ADVISORY BOARD AS REQ'D	10,000		
ORMA R SMITH III 1005 PEACHTREE CORINTH, MS 38834	ADVISORY BOARD AS REQ'D	5,000		

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	
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	8,400,051
b	Average of monthly cash balances	1b	222,953
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,623,004
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,623,004
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	129,345
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,493,659
6	Minimum investment return. Enter 5% of line 5	6	424,683

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)

1	Minimum investment return from Part X, line 6	1	424,683
2a	Tax on investment income for 2013 from Part VI, line 5	2a	33,332
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33,332
3	Distributable amount before adjustments Subtract line 2c from line 1	3	391,351
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	391,351
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	391,351

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	370,870
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	370,870
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	370,870

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				391,351
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2013				
a From 2008	205,616			
b From 2009	232,072			
c From 2010	176,339			
d From 2011	143,243			
e From 2012	141,691			
f Total of lines 3a through e	898,961			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 370,870				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				370,870
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	20,481			20,481
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	878,480			
b Prior years' undistributed income. Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	185,135			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	693,345			
10 Analysis of line 9				
a Excess from 2009	232,072			
b Excess from 2010	176,339			
c Excess from 2011	143,243			
d Excess from 2012	141,691			
e Excess from 2013				

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

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

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

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

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

N/A

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

N/A

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

- a** The name, address, and telephone number or e-mail address of the person to whom applications should be addressed.

PAUL A CALAME JR 326 SOUTH GOODLET STREET MEMPHIS, TN 38117 (901) 458-6654

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

LETTER STATING REQUEST

- c** Any submission deadlines.

NONE

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

NONE

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>a <i>Paid during the year</i> See Attached Statement</p>				
Total				▶ 3a 315,000
<p>b <i>Approved for future payment</i> NONE</p>				
Total				▶ 3b 0

SHACKELFORD 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

UNIVERSITY OF TENNESSE

Street

1331 CIRCLE PARK DR

City

KNOXVILLE

State

TN

Zip Code

37916

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

78,750

Name

NATIONAL AUDUBON SOCIETY

Street

225 VARICK STREET

City

NEW YORK

State

NY

Zip Code

10014

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

236,250

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****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 #	Amount	Long Term CG Distributions		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Capital Gains/Losses		Totals			Net Gain or Loss
				Short Term CG Distributions	Amount						Gross Sales	Cost, Other Basis and Expenses	Gross Sales	Cost or Other Basis	Valuation Method	
1	MERCK & CO INC	58933Y105	130,985							10/23/2013	32,262	19,025				13,237
2	MERCK & CO INC	58933Y105								10/23/2013	10,243	7,005				3,238
3	MERCK & CO INC	58933Y105								10/23/2013	22,346	16,310				6,036
4	MERCK & CO INC	58933Y105								10/23/2013	10,381	7,965				2,416
5	MERCK & CO INC	58933Y105								10/23/2013	5,866	5,532				334
6	MICROSOFT CORP	594918104								8/6/2013	1,407	1,570				-163
7	MICROSOFT CORP	594918104								8/6/2013	1,182	1,185				-23
8	MICROSOFT CORP	594918104								10/23/2013	40,098	34,837				5,261
9	MICROSOFT CORP	594918104								10/23/2013	762	703				59
10	ORACLE CORPORATION	674599105								10/23/2013	41,521	30,182				11,339
11	ORACLE CORPORATION	68389X105								4/2/2013	1,437	974				463
12	ORACLE CORPORATION	68389X105								8/6/2013	1,688	1,129				559
13	ORACLE CORPORATION	68389X105								10/23/2013	49,118	30,100				19,018
14	ORACLE CORPORATION	68389X105								10/23/2013	2,899	1,970				929
15	OPPENHEIMER DEVELOPING	683974505								8/6/2013	13,872	14,000				-128
16	OPPENHEIMER DEVELOPING	683974505								8/6/2013	5,431	5,381				50
17	OPPENHEIMER DEVELOPING	683974505								10/23/2013	56,116	52,533				3,583
18	OPPENHEIMER DEVELOPING	683974505								10/23/2013	57,384	51,179				6,205
19	ABBOTT LABS	002824100								10/23/2013	6,158	4,316				1,842
20	ABBOTT LABS	002824100								10/23/2013	6,678	4,093				2,585
21	ABBOTT LABS	002824100								10/23/2013	1,869	1,141				728
22	ABBOTT LABS	002824100								10/23/2013	12,057	7,484				4,573
23	ABBOTT LABS	002824100								10/23/2013	6,678	4,569				2,109
24	ABBOTT LABS	002824100								4/2/2013	2,638	1,632				1,006
25	ABBOTT LABS	002824100								8/6/2013	224	141				83
26	ABBOTT LABS	002824100								10/23/2013	15,791	8,116				7,675
27	ABBOTT LABS	002824100								10/23/2013	8,746	4,955				3,791
28	MICROSOFT CORP	594918104								10/23/2013	11,043	10,410				633
29	MICROSOFT CORP	594918104								10/23/2013	3,228	2,800				428
30	MICROSOFT CORP	594918104								10/23/2013	3,432	3,128				304
31	MANNING & NAPIER WORLD	563821545								10/23/2013	15,062	12,000				3,062
32	MANNING & NAPIER WORLD	563821545								10/23/2013	603,634	503,556				100,078
33	MORGAN STANLEY	617446448								8/6/2013	1,957	1,674				283
34	MORGAN STANLEY	617446448								10/23/2013	12,517	10,000				2,517
35	MORGAN STANLEY	617446448								10/23/2013	4,949	3,529				1,420
36	MORGAN STANLEY	617446448								10/23/2013	2,988	2,104				884
37	MORGAN STANLEY	617446448								10/23/2013	26,345	13,257				13,088
38	MORGAN STANLEY	617446448								10/23/2013	689	360				329
39	MORGAN STANLEY	617446448								4/2/2013	873	652				221
40	MORGAN STANLEY	617446448								10/23/2013	8,746	4,439				4,307
41	MORGAN STANLEY	617446448								10/23/2013	2,186	1,239				948
42	MORGAN STANLEY	617446448								10/23/2013	8,454	4,905				3,549
43	MORGAN STANLEY	617446448								12/30/2013	1,212	1,207				5
44	MORGAN STANLEY	617446448								8/6/2013	6,425	5,808				617
45	MORGAN STANLEY	617446448								10/23/2013	1,468	1,525				-57
46	MORGAN STANLEY	617446448								12/30/2013	2,774	2,737				37
47	MORGAN STANLEY	617446448								4/2/2013	1,045	808				237
48	MORGAN STANLEY	617446448								8/6/2013	203	154				49
49	MORGAN STANLEY	617446448								10/23/2013	114,063	103,096				10,967
50	MORGAN STANLEY	617446448								2/6/2013	21,138	20,784				354
51	MORGAN STANLEY	617446448								8/18/2011	14,290	13,666				624
52	MORGAN STANLEY	617446448								4/2/2013	61,666	60,316				1,350
53	MORGAN STANLEY	617446448								8/6/2013	121,839	120,934				905
54	MORGAN STANLEY	617446448								12/30/2013	1,013	1,039				-26
55	MORGAN STANLEY	617446448								4/2/2013	1,611	1,391				220
56	MORGAN STANLEY	617446448								8/6/2013	348	348				0
57	MORGAN STANLEY	617446448								10/23/2013	34,527	25,013				9,514
58	MORGAN STANLEY	617446448								4/2/2013	2,159	1,560				599
59	MORGAN STANLEY	617446448								4/2/2013	2,865	1,696				1,169
60	MORGAN STANLEY	617446448								12/31/2009	55,938	49,579				6,359
61	MORGAN STANLEY	617446448								4/2/2013	1,755	1,169				586
62	MORGAN STANLEY	617446448								10/23/2013	36,551	25,025				11,526
63	MORGAN STANLEY	617446448								7/30/2013	1,883	1,844				39
64	MORGAN STANLEY	617446448								3/22/2013	2,024	1,844				180
65	MORGAN STANLEY	617446448								8/6/2013	1,106	1,056				50
66	MORGAN STANLEY	617446448								4/27/2007	15,558	12,447				3,111
67	MORGAN STANLEY	617446448								10/23/2013	13,728	10,393				3,335
68	MORGAN STANLEY	617446448								5/24/2010						

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	Capital Gains/Losses		Net Gain or Loss
											Gross Sales	Other sales	
		Amount						8,600,160			7,055,742	1,544,418	0
	Short Term CG Distributions	130,985											
137	SCHLUMBERGER LTD COM	806857108			9/18/2008		4/2/2013	1,644	1,781			138	
138	SCHLUMBERGER LTD	806857108			9/18/2008		8/6/2013	740	729			11	
139	SCHLUMBERGER LTD	806857108			9/18/2008		10/23/2013	3,994	3,481			0	513
140	SCHLUMBERGER LTD	806857108			5/4/2010		10/23/2013	31,210	23,311			0	7,899
141	SCHLUMBERGER LTD	806857108			5/24/2010		10/23/2013	14,882	9,598			0	5,284
142	SCHLUMBERGER LTD	806857108			2/6/2012		10/23/2013	6,585	5,964			0	621
143	PNC FINANCIAL SERVICES G	693475105			10/25/2010		10/23/2013	1,506	1,101			0	405
144	PNC FINANCIAL SERVICES G	693475105			12/1/2011		10/23/2013	40,295	32,386			0	7,909
145	PNC FINANCIAL SERVICES G	693475105			7/18/2011		10/23/2013	11,298	8,449			0	2,849
146	PACCAR INC COM	693718108			7/22/2011		4/2/2013	1,159	1,154			0	5
147	PACCAR INC	693718108			7/22/2011		8/6/2013	837	752			0	85
148	PACCAR INC	693718108			7/22/2011		10/23/2013	22,510	19,359			0	3,151
149	PACCAR INC	693718108			2/6/2012		10/23/2013	4,315	3,239			0	1,076
150	PEPSICO INC COM	713448108			4/2/2007		4/2/2013	1,989	1,654			0	325
151	SCHLUMBERGER LTD	806857108			4/25/2013		10/23/2013	13,283	10,556			0	2,727
152	SCHLUMBERGER LTD	806857108			10/11/2008		10/23/2013	2,044	1,762			0	282
153	SHELL INTL FIN 5.200%	822582AC6			7/20/2010		10/23/2013	113,191	111,675			0	1,516
154	TERADATA CORP DEL COM	80076W103			3/18/2011		3/22/2013	30,087	26,129			0	3,958
155	TEVA PHARMACEUTICAL IND	86162A209			12/02/2010		4/2/2013	2,084	3,061			0	-987
156	BBAT CORP COM	054837107			8/17/2010		4/2/2013	980	765			0	215
157	BBAT CORPORATION	054837107			8/17/2010		8/6/2013	1,224	813			0	411
158	BBAT CORPORATION	054837107			8/17/2010		10/23/2013	25,468	17,474			0	7,994
159	PFIZER INC	717081103			3/22/2013		10/23/2013	11,904	11,005			0	899
160	PFIZER INC	717081103			4/9/2013		10/23/2013	10,676	10,192			0	484
161	PHILIP MORRIS INTL INC COM	718172109			1/15/2008		4/2/2013	6,125	5,544			0	581
162	PHILIP MORRIS INTL INC COM	718172109			1/15/2008		6/5/2013	15,789	9,488			0	6,301
163	PHILIP MORRIS INTL INC COM	718172109			1/16/2008		6/5/2013	14,862	8,914			0	5,968
164	PHILIP MORRIS INTL INC COM	718172109			12/23/2009		6/5/2013	18,693	10,075			0	8,618
165	BAXTER INTL INC	071813109			1/16/2008		10/23/2013	19,228	17,239			0	1,989
166	BAXTER INTL INC	071813109			10/25/2010		10/23/2013	11,081	8,782			0	2,299
167	BAXTER INTL INC	071813109			2/6/2012		10/23/2013	3,780	3,307			0	473
168	BE AEROSPACE INC COM	073302101			5/17/2011		3/1/2013	1,044	1,069			0	-25
169	BE AEROSPACE INC COM	073302101			5/18/2011		3/1/2013	756	756			0	0
170	BE AEROSPACE INC COM	073302101			3/4/2011		3/1/2013	2,871	1,931			0	940
171	BE AEROSPACE INC COM	073302101			3/4/2011		4/2/2013	296	176			0	120
172	ABSOLUTE STRATEGIES FUN	34984T600			10/29/2007		10/23/2013	54,233	53,694			0	539
173	ABSOLUTE STRATEGIES FUN	34984T600			4/21/2008		10/23/2013	920	891			0	29
174	ABSOLUTE STRATEGIES FUN	34984T600			11/24/2008		10/23/2013	8,329	6,803			0	1,526
175	ABSOLUTE STRATEGIES FUN	34984T600			2/20/2009		10/23/2013	2,114	1,652			0	462
176	ABSOLUTE STRATEGIES FUN	34984T600			7/20/2009		10/23/2013	2,957	2,518			0	339
177	ABSOLUTE STRATEGIES FUN	34984T600			12/02/2010		10/23/2013	58,602	55,799			0	2,803
178	ABSOLUTE STRATEGIES FUN	34984T600			10/25/2010		10/23/2013	77,433	75,956			0	1,467
179	ABSOLUTE STRATEGIES FUN	34984T600			2/22/2011		10/23/2013	15,597	15,330			0	267
180	ABSOLUTE STRATEGIES FUN	34984T600			8/31/2012		10/23/2013	134,931	137,121			0	-2,190
181	ABSOLUTE STRATEGIES FUN	34984T600			8/9/2012		10/23/2013	5,496	5,620			0	-124
182	ABSOLUTE STRATEGIES FUN	34984T600			4/2/2013		10/23/2013	10,805	11,000			0	-195
183	ABSOLUTE STRATEGIES FUN	34984T600			8/6/2013		10/23/2013	18,066	18,246			0	-180
184	FREEMONT-MCMORAN COPP	35671D857			10/10/2008		4/2/2013	319	174			0	145
185	FREEMONT-MCMORAN COPP	35671D857			10/10/2008		4/9/2013	14,451	7,435			0	7,016
186	BE AEROSPACE INC	073302101			3/4/2011		8/6/2013	1,280	632			0	648
187	BE AEROSPACE INC	073302101			3/4/2011		10/23/2013	49,251	21,835			0	27,416
188	BEAM INC COM	073730103			4/12/2012		4/2/2013	1,039	911			0	128
189	BEAM INC	073730103			4/12/2012		8/23/2013	27,829	25,513			0	2,316
190	BEAM INC	073730103			4/12/2012		10/23/2013	77,787	75,127			0	2,660
191	BERKSHIRE HATHAWAY 2.2	0846708B3			7/19/2011		4/2/2013	3,256	2,163			0	1,093
192	CVS CAREMARK CORP COM	126650100			7/19/2011		8/6/2013	2,287	1,993			0	894
193	CVS CAREMARK CORP	126650100			4/25/2006		4/2/2013	2,724	3,977			0	-1,253
194	GENERAL ELECTRIC CO COM	369604103			4/25/2006		7/25/2013	9,359	12,950			0	-3,591
195	GENERAL ELECTRIC CORP	369604103			4/10/2006		8/6/2013	5,625	7,771			0	-2,146
196	GENERAL ELECTRIC CORP	369604103			4/10/2006		10/23/2013	3,595	1,052			0	2,543
197	GENERAL ELECTRIC CORP	369604103			4/10/2006		10/23/2013	3,595	4,751			0	-1,156
198	GENERAL ELECTRIC CORP	369604103			12/02/2010		10/23/2013	180	116			0	64
199	GENERAL ELECTRIC CORP	369604103			5/24/2010		10/23/2013	10,658	6,787			0	3,871
200	CVS CAREMARK CORP	126650100			7/24/2007		10/23/2013	52,878	31,010			0	21,868
201	CVS CAREMARK CORP	126650100			5/24/2010		10/23/2013	13,883	7,692			0	6,191
202	CVS CAREMARK CORP	126650100			10/25/2010		10/23/2013	3,065	1,584			0	1,501
203	CVS CAREMARK CORP	126650100			7/19/2011		10/23/2013	1,234	733			0	501

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	Gross Sales/Other sales	Totals		Net Gain or Loss
										Gross Sales	Capital Gains/Losses	
									8,600,160	7,055,742	1,544,418	
273	INTERNATIONAL BUSINESS M	459200101			8/19/2011		4/20/2013	2,567	0	8,600,160	7,055,742	1,544,418
274	VISA INC CL A	92826C839			5/26/2009		10/23/2013	46,495	0			0
275	WAL-MART STORES INC COM	931142103			8/17/2012		4/20/2013	1,213	0			0
276	WAL-MART STORES INC	931142103			6/5/2013		8/6/2013	1,092	0			0
277	WAL-MART STORES INC	931142103			8/17/2012		10/23/2013	26,247	0			0
278	WAL-MART STORES INC	931142103			7/20/2010		10/23/2013	19,420	0			0
278	WAL-MART STORES INC	931142103			8/31/2012		10/23/2013	118,075	0			0
280	WASATCH LONG/SHORT-FUN	936793769			8/31/2012		4/20/2013	13,120	0			0
281	WASATCH LONG/SHORT-FUN	936793769			8/31/2012		8/6/2013	1,717	0			0
282	HOME DEPOT INC COM	437076102			2/27/2009		4/20/2013	17,114	0			0
283	HOME DEPOT INC	437076102			2/27/2009		8/6/2013	1,274	0			0
284	INTERNATIONAL BUSINESS M	459200101			8/19/2011		6/23/2013	46,802	0			0
285	INTUIT INC COM	461202103			10/14/2010		4/20/2013	1,308	0			0
286	INTUIT INC COM	461202103			10/14/2010		5/15/2013	29,440	0			0
287	ISHARES CORE S&P 500 ETF	464287200			10/23/2013		10/23/2013	3,142	0			0
288	ISHARES BARCLAYS 3-YEAR	464288661			8/6/2013		10/23/2013	161,539	0			0
289	JP MORGAN CHASE & CO CO	46625H100			11/12/2006		4/20/2013	5,055	0			0
290	JP MORGAN CHASE & CO CO	46625H100			8/31/2012		12/30/2013	1,819	0			0
291	WELLS FARGO & CO COM	949746101			3/5/2013		4/20/2013	1,269	0			0
292	WELLS FARGO & CO	949746101			3/5/2013		8/6/2013	1,952	0			0
293	WELLS FARGO & CO	949746101			3/26/2008		10/23/2013	3,380	0			0
294	CAPITAL ONE FINANCIAL CO	14040H105			3/12/2010		8/6/2013	1,867	0			0
295	CAPITAL ONE FINANCIAL CO	14040H105			3/12/2010		10/23/2013	35,227	0			0
296	CAPITAL ONE FINANCIAL CO	14040H105			10/25/2010		10/23/2013	1,691	0			0
297	CELGENE CORP COM	151020104			10/15/2010		10/23/2013	24,614	0			0
298	CHEVRON CORP COM	166764100			3/12/2013		4/20/2013	2,618	0			0
299	CHEVRON CORPORATION	166764100			3/12/2013		8/6/2013	1,234	0			0
300	CHEVRON CORPORATION	166764100			10/6/2000		10/23/2013	62,483	0			0
301	CHEVRON CORPORATION	166764100			3/12/2013		2/13/2013	20,187	0			0
302	COACH INC COM	189754104			9/28/2009		10/23/2013	32,045	0			0
303	COLGATE-PALM CO MTN 5.2	19416QD00			6/3/2010		10/23/2013	112,538	0			0
304	JP MORGAN CHASE & CO	46625H100			11/12/2006		10/23/2013	28,224	0			0
305	JP MORGAN CHASE & CO	46625H100			5/24/2010		10/23/2013	10,061	0			0
306	JP MORGAN CHASE & CO	46625H100			10/25/2010		10/23/2013	8,472	0			0
307	JP MORGAN CHASE & CO	46625H100			7/18/2012		10/23/2013	13,503	0			0
308	JP MORGAN CHASE & CO	46625H100			2/8/2012		10/23/2013	7,466	0			0
309	JP MORGAN CHASE & CO	46625H100			6/5/2010		10/23/2013	12,338	0			0
310	JP MORGAN CHASE & CO	46625H100			12/02/2010		4/20/2013	140,828	0			0
311	JANUS PERKINS SMALL CAP	47103C183			2/13/2013		4/20/2013	130,261	0			0
312	COMCAST CORP CL A COM	20030N101			2/13/2013		4/20/2013	508	0			0
313	COMCAST CORP-CL A	20030N101			2/13/2013		8/6/2013	2,732	0			0
314	COMCAST CORP-CL A	20030N101			9/7/2012		10/23/2013	26,024	0			0
315	COMCAST CORP-CL A	20030N101			2/13/2013		10/23/2013	32,683	0			0
316	COMCAST CORP-CL A	20030N101			3/5/2013		10/23/2013	11,254	0			0
317	CORNING INC	219350105			5/15/2013		8/6/2013	764	0			0
318	CORNING INC	219350105			5/15/2013		10/23/2013	29,635	0			0
319	CORNING INC	219350105			6/25/2013		10/23/2013	8,337	0			0
320	DARDEN RESTAURANTS INC	237194105			10/14/2010		3/5/2013	25,944	0			0
321	JANUS PERKINS SMALL CAP	47103C183			2/8/2012		4/20/2013	9,332	0			0
322	JOHN HANCOCK III DISCIPLN	482480100			10/25/2013		12/30/2013	4,585	0			0
323	KLA-TENCOR CORP	482480100			6/25/2013		8/6/2013	350	0			0
324	KLA-TENCOR CORP	482480100			6/25/2013		10/23/2013	38,471	0			0
325	LEAR CORP	521865204			7/30/2013		8/6/2013	1,110	0			0
326	LEAR CORP	521865204			7/30/2013		10/23/2013	35,178	0			0
327	LEAR CORP	521865204			9/10/2013		10/23/2013	14,026	0			0
328	WESTERN ASSET MTG BKO S	52469F333			8/6/2013		10/23/2013	104,336	0			0
329	WALT DISNEY CO COM	254687106			9/8/2003		4/20/2013	1,088	0			0
330	DISNEY WALT CO NEW	254687106			9/8/2003		8/6/2013	1,401	0			0
331	DISNEY WALT CO NEW	254687106			10/6/2003		10/23/2013	31,240	0			0
332	DISNEY WALT CO NEW	254687106			10/6/2003		10/23/2013	34,104	0			0
333	DOUBLELINE TOTAL RETURN	258620103			11/27/2012		4/20/2013	30,587	0			0
334	DOUBLELINE TOTAL RET BD-	258620103			8/31/2012		10/23/2013	194,887	0			0
335	DOUBLELINE TOTAL RET BD-	258620103			11/27/2012		10/23/2013	45,989	0			0
336	DOUBLELINE TOTAL RET BD-	258620103			8/6/2013		10/23/2013	26,970	0			0
337	EMC CORP COM	288648102			5/15/2008		4/20/2013	832	0			0
338	EMC CORP MASS	288648102			5/15/2008		8/6/2013	1,075	0			0
339	EMC CORP MASS	288648102			5/15/2008		10/23/2013	33,889	0			0
340	EMC CORP MASS	288648102			8/23/2013		10/23/2013	12,744	0			0

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	Gross Sales/Losses/Other sales	Totals		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
										Gross Sales	Cost, Other Basis and Expenses					
	Long Term CG Distributions	130,985							8,600,160	0	7,055,742	0				1,544,418
	Short Term CG Distributions															0
341	EATON VANCE ATLANTA CAP	27792698			4/2/2013		8/6/2013	16,849	15,233							1,616
342	LILLY ELI & CO	532457108			4/9/2013		8/6/2013	481	512							-31
343	LILLY ELI & CO	532457108			4/9/2013		10/15/2013	19,825	23,079							-3,254
344	MACY'S INC COM	55616P104			9/8/2011		4/2/2013	1,299	777							522
345	MACY'S INC	55616P104			9/8/2011		8/6/2013	2,316	1,204							1,112
346	MANNING & NAPIER WORLD	55816P104			9/9/2011		10/23/2013	56,664	31,946							24,718
347	MANNING & NAPIER WORLD	563921545			12/02/2010		4/2/2013	6,765	6,666							-99
348	MANNING & NAPIER WORLD	563921545			4/2/2013		8/6/2013	15,169	14,654							515
349	EATON VANCE ATLANTA CAP	27792698			4/2/2013		10/23/2013	243,089	211,267							31,822
350	EATON VANCE FLOATING RA	277911491			4/2/2013		10/23/2013	122,981	123,650							-669
351	EATON VANCE FLOATING RA	277911491			8/6/2013		10/23/2013	9,479	9,500							-21
352	ECOLAB INC COM	278865100			3/6/2012		4/2/2013	1,040	772							268
353	ECOLAB INC	278865100			3/6/2012		8/6/2013	839	534							305
354	ECOLAB INC	278865100			3/6/2012		10/23/2013	41,435	23,806							17,629
355	EMERSON ELEC CO COM	291011104			12/15/2005		4/2/2013	1,151	798							353
356	EMERSON ELEC CO	291011104			12/15/2005		8/6/2013	1,295	798							497
357	WELLS FARGO & CO	949746101			5/12/2009		10/23/2013	26,309	15,406							10,903
358	MANNING & NAPIER WORLD	563921545			12/02/2010		10/23/2013	225,700	203,500							22,200
359	MANNING & NAPIER WORLD	563921545			5/24/2010		10/23/2013	148,479	116,186							32,293
360	WELLS FARGO & CO	949746101			5/24/2010		10/23/2013	7,469	5,181							2,305
361	WELLS FARGO & CO	949746101			10/25/2010		10/23/2013	4,706	2,890							1,816
362	WELLS FARGO & CO	949746101			7/19/2011		10/23/2013	11,764	7,390							4,374
363	WELLS FARGO & CO	949746101			2/8/2012		10/23/2013	6,759	4,820							1,939
364	WELLS FARGO & CO	949746101			3/5/2013		10/23/2013	11,551	9,896							1,655
365	WILLIAMS COS INC COM	969457100			3/1/2010		4/2/2013	2,367	1,135							1,232
366	WILLIAMS COS INC COM	969457100			3/1/2010		6/5/2013	24,896	13,093							11,743
367	WILLIAMS COS INC COM	969457100			5/24/2010		6/5/2013	10,420	4,808							5,612
368	WILLIAMS COS INC COM	969457100			10/25/2010		6/5/2013	1,993	1,393							600
369	DELPHI AUTOMOTIVE PLC	G27823106			6/25/2013		8/6/2013	1,056	931							125
370	DELPHI AUTOMOTIVE PLC	G27823106			6/25/2013		10/23/2013	38,835	32,369							6,466
371	DELPHI AUTOMOTIVE PLC	G27823106			6/25/2013		10/23/2013	7,013	5,928							1,085
372	INVESCO LTD BERMUDA COM	G491BT108			5/23/2008		4/2/2013	373	353							20
373	INVESCO LIMITED	G491BT108			5/23/2008		8/6/2013	1,450	1,194							256
374	INVESCO LIMITED	G491BT108			5/23/2008		10/23/2013	1,725	9,653							1,872
375	INVESCO LIMITED	G491BT108			5/24/2010		10/23/2013	6,137	3,628							2,509
376	INVESCO LIMITED	G491BT108			7/18/2011		10/23/2013	2,584	1,607							777
377	INVESCO LIMITED	G491BT108			2/8/2012		10/23/2013	5,491	3,729							1,762
378	INVESCO LIMITED	G491BT108			2/8/2012		10/23/2013	2,261	1,701							560
379	TE CONNECTIVITY LIMITED	H84989104			2/6/2013		10/23/2013	30,182	28,281							1,901
380	LYONDELLBASELL INDS NV C	N53745100			2/6/2013		4/2/2013	778	791							13
381	LYONDELLBASELL INDS NV C	N53745100			2/19/2013		8/6/2013	895	791							104
382	LYONDELLBASELL INDS NV C	N53745100			2/6/2013		8/6/2013	138	122							16
383	BANK NOVA SCOTIA 3.400%	064149A64			4/8/2011		10/23/2013	51,721	51,660							61
384	BAXTER INTL INC COM	071813109			11/6/2008		4/2/2013	2,744	2,221							523
385	BAXTER INTL INC	071813109			11/6/2008		8/6/2013	1,580	1,286							294
386	LYONDELLBASELL INDUSTRI	N53745100			2/6/2013		10/23/2013	34,028	26,150							7,878
387	LYONDELLBASELL INDUSTRI	N53745100			4/9/2013		10/23/2013	17,963	13,579							4,384
388	EMERSON ELEC CO	291011104			12/19/2005		10/23/2013	34,013	19,506							14,507
389	EXPRESS SCRIPTS HLDG CO	30219G108			10/16/2007		4/2/2013	2,918	1,451							1,467
390	EXPRESS SCRIPTS HLDG CO	30219G108			10/16/2007		5/8/2013	13,767	6,530							7,237
391	EXPRESS SCRIPTS HLDG CO	30219G108			10/16/2007		10/16/2013	27,488	12,915							14,273
392	FEDERAL ULTRA SHORT B	31428Q747			10/25/2013		12/30/2013	1,035	1,035							0
393	FLUOR CORP COM NEW	343412102			11/20/2009		4/2/2013	803	618							185
394	FLUOR CORP	343412102			11/20/2009		8/6/2013	1,967	928							1,039
395	FLUOR CORP	343412102			11/20/2009		10/23/2013	34,339	19,921							14,418
396	FLUOR CORP	343412102			9/10/2013		10/23/2013	17,131	14,956							2,175
397	FLORSERVE CORP COM	34354P105			6/8/2010		4/2/2013	1,627	821							806
398	FLORSERVE CORP COM	34354P105			6/8/2010		4/9/2013	7,321	3,696							3,625
399	FLORSERVE CORP	34354P105			6/8/2010		8/6/2013	1,126	548							578
400	FORTUNE BRANDS HOME & S	34964C106			5/15/2013		10/23/2013	38,116	16,371							21,745
401	FORTUNE BRANDS HOME & S	34964C106			5/15/2013		8/6/2013	365	390							25
402	FORTUNE BRANDS HOME & S	34964C106			5/15/2013		10/23/2013	26,191	28,181							-1,990
403	FORTUNE BRANDS HOME & S	34964C106			7/25/2013		10/23/2013	14,121	14,295							-174
404	FORTUNE BRANDS HOME & S	34964C106			5/3/2013		10/23/2013	362	392							-30

Part I, Line 16a (990-PF) - Legal Fees

		6,864	0	0	6,864
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	6,864			6,864

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

		5,956	1,026	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	1,026	1,026		
2	FEDERAL ESTIMATED TAX PAYMENTS	4,930			

Part I, Line 23 (990-PF) - Other Expenses

		3,511	3,401	0	110
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	RENTAL PROPERTY TAX PAYMENTS	1,661	1,661		
2	RENTAL INSURANCE	140	140		
3	INVESTMENT EXPENSES	110			110
4	APPRAISAL FEES	1,600	1,600		

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1			6,511,013	7,727,288	0
2	GOLDMAN SACHS GROWTH OPPTY-S-I		0	405,482	0
3	ISHARES TR S&P 500 INDEX ETF		0	807,300	0
4	PIMCO SHORT-TERM.FD-I		0	275,464	0
5	PIMCO TOTAL RETURN-I		0	274,965	0
6	T ROWE PRICE REAL ESTATE FD		0	161,394	0
7	PIMCO FOREIGN BD US HEDGED-I		0	161,395	0
8	T ROWE PRICE INSTL LARGE-CAP GRWT		0	1,213,416	0
9	VANGUARD BD INDEX SHORT TERM BD E		0	273,932	0
10	SPDR GOLD TR GOLD ETF		0	167,359	0
11	ABERDEEN EQUITY LONG SHORT-I		0	301,114	0
12	OPPENHEIMER DEVELOPING MKTS INST		0	397,522	0
13	JOHN HANCOCK III DISCIPLINED VALUE-I		0	1,212,436	0
14	FEDERATED ULTRASHORT BD-I		0	274,965	0
15	ADVISORS CAMBIAR SMALL CAP-I		0	393,417	0
16	NEUBERGER BERMAN HIGH INCOME BD-		0	274,961	0
17	WASATCH LONG/SHORT-I		0	403,403	0
18	ADVISORS INNER CIRCLE FD CAM INTL		0	728,763	0

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

	Asset Description	Cost or Other Basis	Accumulated Depreciation Beg. of Year	Accumulated Depreciation End of Year	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1					0	0	566,000
2					0	289,780	566,000

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adj Basis on Capital
1 MERCK & CO INC	589331Y105		6/17/2009	10/23/2013	32,262			19,025	13,237				13,237
2 MERCK & CO INC	589331Y105		5/24/2010	10/23/2013	10,243			7,005	3,238				3,238
3 MERCK & CO INC	589331Y105		1/12/2011	10/23/2013	22,346			16,310	6,036				6,036
4 MERCK & CO INC	589331Y105		7/18/2011	10/23/2013	10,381			7,965	2,416				2,416
5 MERCK & CO INC	589331Y105		3/22/2013	10/23/2013	5,866			5,532	334				334
6 MICROSOFT CORP COM	584918104		4/27/2012	10/23/2013	1,407			1,570	-163				-163
7 MICROSOFT CORP	584918104		4/27/2012	8/6/2013	1,162			1,185	-23				-23
8 MICROSOFT CORP	584918104		1/30/2012	10/23/2013	40,088			34,837	5,251				5,251
9 MICROSOFT CORP	584918104		2/9/2012	10/23/2013	782			703	79				79
10 OCCIDENTAL PETE CORP	84389X105		9/10/2008	10/23/2013	41,521			30,182	11,339				11,339
11 ORACLE CORP COM	84389X105		5/24/2010	4/2/2013	1,437			974	463				463
12 ORACLE CORPORATION	84389X105		5/24/2010	8/6/2013	1,688			1,129	559				559
13 ORACLE CORPORATION	84389X105		7/26/2007	10/23/2013	49,118			30,100	19,018				19,018
14 ORACLE CORPORATION	84389X105		5/24/2010	10/23/2013	2,899			1,970	929				929
15 OPPENHEIMER DEVELOPING MKT-Y	683974505		4/2/2013	8/6/2013	13,872			14,000	-128				-128
16 OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	8/6/2013	5,431			5,381	50				50
17 OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	10/23/2013	58,116			52,533	5,583				5,583
18 OPPENHEIMER DEVELOPING MKT-Y	683974505		10/26/2007	10/23/2013	6,158			4,316	1,842				1,842
19 ABBOTT LABS	00287Y1109		5/24/2010	10/23/2013	6,878			4,093	2,785				2,785
20 ABBOTT LABS	00287Y1109		10/25/2010	10/23/2013	1,669			1,141	528				528
21 ABBOTT LABS	00287Y1109		1/21/2011	10/23/2013	12,057			7,484	4,573				4,573
22 ABBOTT LABS	00287Y1109		7/18/2011	10/23/2013	6,678			4,569	2,109				2,109
23 ABBOTT LABS	00287Y1109		10/26/2007	4/2/2013	2,638			1,832	806				806
24 ABBVIE INC	00287Y1109		1/21/2011	8/6/2013	224			141	83				83
25 ABBVIE INC	00287Y1109		10/23/2013	8/6/2013	15,791			6,116	9,675				9,675
26 ABBVIE INC	00287Y1109		7/18/2011	10/23/2013	8,746			4,955	3,791				3,791
27 ABBVIE INC	00287Y1109		4/27/2012	10/23/2013	11,043			10,410	633				633
28 MICROSOFT CORP	584918104		8/24/2012	10/23/2013	3,228			3,280	-52				-52
29 MICROSOFT CORP	584918104		8/31/2012	10/23/2013	3,432			3,128	304				304
30 MICROSOFT CORP	584918104		8/31/2012	10/23/2013	15,062			12,000	3,062				3,062
31 MANNING & NAPIER WORLD OPPOR	563921545		11/29/2012	10/23/2013	603,634			503,356	100,278				100,278
32 MANNING & NAPIER WORLD OPPOR	563921545		4/22/2009	8/6/2013	1,987			1,874	113				113
33 MORGAN STANLEY	817446448		4/22/2009	10/23/2013	12,517			10,000	2,517				2,517
34 MORGAN STANLEY	817446448		7/18/2011	10/23/2013	4,949			3,528	1,420				1,420
35 MORGAN STANLEY	817446448		2/9/2012	10/23/2013	2,988			2,104	884				884
36 MORGAN STANLEY	817446448		8/24/2012	10/23/2013	26,345			13,257	13,088				13,088
37 MORGAN STANLEY	817446448		9/31/2012	10/23/2013	689			360	329				329
38 MORGAN STANLEY	817446448		4/22/2013	10/23/2013	873			652	221				221
39 ABBVIE INC	00287Y1109		5/24/2010	10/23/2013	8,746			4,439	4,307				4,307
40 ABBVIE INC	00287Y1109		10/25/2010	10/23/2013	2,185			1,238	948				948
41 ABBVIE INC	00287Y1109		10/26/2007	10/23/2013	8,454			4,905	3,549				3,549
42 BERKSHIRE HATHAWAY SHORT-INT	053020396		10/23/2013	12/30/2013	1,212			1,207	5				5
43 BERKSHIRE HATHAWAY SHORT-INT	053020396		4/22/2013	8/6/2013	6,425			5,808	617				617
44 CAMBARI SMALL CAP	00739N593		10/23/2013	12/30/2013	1,488			1,525	-37				-37
45 CAMBARI SMALL CAP	00739N593		10/23/2013	12/30/2013	2,774			2,737	37				37
46 ADVISORS UNDER CIRCLE FID-CAM INTL	007690543		10/23/2013	12/30/2013	1,045			808	237				237
47 ADVISORS UNDER CIRCLE FID-CAM INTL	007690543		9/7/2012	4/22/2013	1,045			154	891				891
48 ALLSTATE CORP COM	053020396		9/7/2012	4/22/2013	203			103,096	10,967				10,967
49 ALLSTATE CORP COM	053020396		8/17/2012	10/23/2013	114,063			20,784	93,279				93,279
50 MORGAN STANLEY MTN & 625% 8P24	817446448		9/17/2010	10/23/2013	21,138			13,666	7,472				7,472
51 NATIONAL OILWELL VARCO INC COM	633721101		8/19/2011	2/6/2013	14,280			60,315	-46,035				-46,035
52 NATIONAL OILWELL VARCO INC COM	633721101		8/31/2012	4/22/2013	61,956			120,934	-58,978				-58,978
53 NEUBERGER BERMAN HIGH INCOME B	84128K686		8/31/2012	8/6/2013	121,839			1,039	120,800				120,800
54 NEUBERGER BERMAN HIGH INCOME B	84128K686		10/23/2013	12/30/2013	1,013			1,391	-378				-378
55 NEUBERGER BERMAN HIGH INCOME B	84128K686		9/10/2008	4/22/2013	1,611			348	1,263				1,263
56 OCCIDENTAL PETROLEUM CORP COM	874599105		9/10/2008	8/6/2013	441			25,013	-24,572				-24,572
57 OCCIDENTAL PETROLEUM CORP COM	874599105		10/23/2013	8/6/2013	34,927			9,514	25,413				25,413
58 ALLSTATE CORP	007002101		9/7/2012	10/23/2013	1,559			1,886	-327				-327
59 ABBOTT LABS COM	00287Y1109		10/26/2007	4/22/2013	2,159			468	1,691				1,691
60 ABBOTT LABS COM	00287Y1109		10/26/2007	8/6/2013	2,965			49,579	6,359				6,359
61 MANNING & NAPIER WORLD OPPOR	0311024371545		5/13/2011	4/22/2013	95,351			25,025	70,326				70,326
62 MANNING & NAPIER WORLD OPPOR	0311024371545		1/9/2012	7/6/2013	36,351			1,844	34,507				34,507
63 MATEL INC COM	577081102		3/22/2013	8/6/2013	1,653			1,844	-191				-191
64 MATEL INC COM	577081102		8/6/2013	8/6/2013	1,704			1,844	-140				-140
65 MERCK & CO INC	589331Y105		4/27/2013	8/6/2013	15,559			1,059	14,500				14,500
66 MERCK & CO INC	589331Y105		4/27/2013	8/6/2013	15,559			1,059	14,500				14,500
67 PEPSICO INC	713448108		5/24/2010	10/23/2013	13,728			12,447	1,281				1,281
68 PEPSICO INC	713448108		10/25/2010	10/23/2013	1,684			10,393	-8,709				-8,709
69 PEPSICO INC	713448108		10/25/2010	10/23/2013	1,684			1,306	358				358
70 PEPSICO INC	713448108		6/5/2013	10/23/2013	12,646			12,175	471				471
71 PRIZER INC	717081103		3/22/2013	4/22/2013	1,516			1,952	-436				-436
72 PRIZER INC	717081103		4/6/2013	8/6/2013	1,983			4,372	-2,389				-2,389
73 PRIZER INC	717081103		8/30/2011	10/23/2013	71,484			27,810	43,674				43,674
74 PRIZER INC	717081103		10/19/2011	10/23/2013	788			1,138	-350				-350
75 BB&T CORPORATION	054937107		10/19/2011	10/23/2013	1,742			604	1,138				1,138
76 BANK OF AMERICA CORP COM	060505104		2/21/2013	4/2/2013	2,797			2,559	238				238
77 BANK OF AMERICA CORP	060505104		6/5/2013	8/6/2013	1,218			1,091	127				127
78 BANK OF AMERICA CORP	060505104		5/29/2009	10/23/2013	27,200			21,075	6,125				6,125
79 BANK OF AMERICA CORP	060505104		2/9/2012	10/23/2013	7,828			5,402	2,426				2,426
80 BANK OF AMERICA CORP	060505104		2/9/2012	10/23/2013	3,459			1,977	1,482				1,482
81 BANK OF AMERICA CORP	060505104		2/21/2013	10/23/2013	20,283			16,573	3,710				3,710
82 BANK OF AMERICA CORP	060505104		6/5/2013	10/23/2013	12,696			11,723	973				973
83 PHILIP MORRIS INTL INC COM	718172109		1/15/2010	6/5/2013	20,871			10,887	10,784				10,784
84 PHILIP MORRIS INTL INC COM	718172109		5/24/2010	6/5/2013	20,871			10,887	10,784				10,784

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Acquired Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
85	PIMCO INVNT GRADE CORP-BD1		8/31/2012	4/2/2013	40,580			40,580	-109				-109
86	PIMCO INVESTMENT GRD CORP-IN		8/31/2012	10/23/2013	89,225			89,225	-4,172				-4,172
87	PIMCO INVESTMENT GRD CORP-IN		8/6/2013	10/23/2013	12,866			12,866	166				166
88	PIMCO EMERGING LOCAL BOND INST		8/31/2012	10/23/2013	83,908			83,908	-5,200				-5,200
89	PIMCO EMERGING LOCAL BOND INST		4/2/2013	10/23/2013	8,000			8,000	-627				-627
90	PIMCO EMERGING LOCAL BOND INST		7/18/2011	4/2/2013	2,012			1,047	865				865
91	AMGEN INC		7/18/2011	8/6/2013	105			55	50				50
92	AMGEN INC		3/30/2008	10/23/2013	53,422			23,279	30,143				30,143
93	AMGEN INC		5/24/2010	10/23/2013	2,528			1,147	1,381				1,381
94	AMGEN INC		7/18/2011	10/23/2013	12,637			6,061	6,576				6,576
95	APACHE CORP COM		4/27/2007	4/2/2013	911			889	22				22
96	APACHE CORP COM		4/27/2007	4/25/2013	26,648			27,187	-539				-539
97	APPLE INC		4/2/2013	8/6/2013	1,860			1,715	145				145
98	APPLE INC		1/19/2007	8/6/2013	5,581			2,054	3,527				3,527
99	APPLE INC		1/19/2007	10/23/2013	24,584			8,043	16,541				16,541
100	PIMCO EMERGING LOCAL BOND INST		8/10/2008	10/23/2013	89,921			26,211	62,710				62,710
101	PIMCO 1-5 YEAR US TIPS INDEX ETF		8/6/2013	10/23/2013	17,109			16,750	359				359
102	PIMCO 1-5 YEAR US TIPS INDEX ETF		8/6/2013	10/23/2013	106,399			106,515	-116				-116
103	PRAXAIR INC COM		10/10/2008	4/2/2013	963			948	825				825
104	PRAXAIR INC		10/10/2008	10/23/2013	32,654			15,998	17,038				17,038
105	PROCTER & GAMBLE CO COM		7/21/2000	4/2/2013	2,438			1,050	1,388				1,388
106	PROCTER & GAMBLE CO		12/12/2000	8/6/2013	816			339	477				477
107	PROCTER & GAMBLE CO		7/27/18/08	8/6/2013	38,398			16,095	22,303				22,303
108	PROCTER & GAMBLE CO		7/27/18/08	10/23/2013	133,313			132,750	563				563
109	OSTERWEIS STRATEGIC INC FD I		8/6/2013	10/23/2013	330			278	51				51
110	QUALCOMM CORP COM		6/14/2011	4/2/2013	1,377			1,170	207				207
111	QUALCOMM CORP COM		6/14/2011	10/23/2013	32,612			27,085	5,527				5,527
112	QUALCOMM INC		7/18/2011	10/23/2013	9,052			6,987	1,465				1,465
113	QUALCOMM INC		4/12/2011	4/2/2013	809			683	126				126
114	QUANTA SVCS INC COM		4/12/2011	8/6/2013	988			819	170				170
115	QUANTA SERVICES INCORPORATED		4/4/2011	8/6/2013	350			273	77				77
116	QUANTA SERVICES INCORPORATED		4/4/2011	10/23/2013	18,518			16,163	2,355				2,355
117	QUANTA SERVICES INCORPORATED		7/18/2011	9/10/2013	5,730			4,199	1,531				1,531
118	QUANTA SERVICES INCORPORATED		7/18/2011	9/10/2013	2,552			2,182	370				370
119	QUANTA SERVICES INCORPORATED		2/8/2012	9/10/2013	220,190			215,001	4,189				4,189
120	RIDGEWORTH INTERMEDIATE BD #RGR		5/7/2007	8/6/2013	21,775			22,250	-475				-475
121	RIDGEWORTH INTERMEDIATE BD #RGR		4/2/2013	8/6/2013	84,641			75,906	8,955				8,955
122	ROWE PRICE DIVRSPD SMALLCAP G		8/31/2012	4/2/2013	1,793			1,591	182				182
123	ROWE PRICE DIVRSPD SMALLCAP G		1/29/2012	12/30/2013	139,011			140,333	-1,322				-1,322
124	ROWE PRICE DIVRSPD SMALLCAP G		8/31/2012	4/2/2013	1,039			1,039	-2				-2
125	PIMCO LOW DURATION		10/23/2013	12/30/2013	1,034			1,035	-1				-1
126	PIMCO SHORT-TERM FUND-INSTL		10/23/2013	12/30/2013	1,045			1,039	6				6
127	PIMCO TOTAL RETURN FUND-INSTL		10/23/2013	12/30/2013	599			605	-6				-6
128	PIMCO FOREIGN ED US\$ FUND		10/23/2013	12/30/2013	38			34	4				4
129	PNC FINANCIAL SERVICES GROUP		1/2/2013	8/6/2013	1,524			1,524	0				0
130	PNC FINANCIAL SERVICES GROUP		8/6/2013	8/6/2013	3,211			3,211	0				0
131	ROWE PRICE DIVRSPD SMALLCAP G		8/31/2012	10/23/2013	80,305			80,305	0				0
132	ROWE PRICE DIVRSPD SMALLCAP G		1/27/2013	10/23/2013	2,750			2,750	0				0
133	ROWE PRICE DIVRSPD SMALLCAP G		10/23/2013	12/30/2013	569			569	0				0
134	ROWE PRICE REAL ESTATE FUND		12/20/13	11/30/2013	56			56	0				0
135	UIT		12/20/13	12/17/2013	54			54	0				0
136	UIT		12/20/13	12/17/2013	54			54	0				0
137	SPDR GOLD TRUST		10/23/2013	12/30/2013	581			644	-63				-63
138	SCHLUMBERGER LTD COM		8/16/2008	4/2/2013	1,644			1,781	-137				-137
139	SCHLUMBERGER LTD		8/16/2008	8/6/2013	740			729	11				11
140	SCHLUMBERGER LTD		8/16/2008	10/23/2013	3,994			3,481	513				513
141	SCHLUMBERGER LTD		5/4/2010	10/23/2013	31,210			23,311	7,899				7,899
142	SCHLUMBERGER LTD		2/8/2012	10/23/2013	14,862			9,598	5,264				5,264
143	SCHLUMBERGER LTD		10/25/2010	10/23/2013	1,506			1,101	405				405
144	PNC FINANCIAL SERVICES GROUP		7/18/2011	10/23/2013	40,295			32,386	7,909				7,909
145	PNC FINANCIAL SERVICES GROUP		1/18/2011	10/23/2013	11,298			8,449	2,849				2,849
146	PACCAR INC COM		7/22/2011	4/2/2013	1,159			1,154	5				5
147	PACCAR INC		7/22/2011	8/6/2013	837			752	85				85
148	PACCAR INC		7/22/2011	10/23/2013	22,510			19,359	3,151				3,151
149	PACCAR INC		2/8/2012	10/23/2013	4,315			3,239	1,076				1,076
150	PEPSICO INC COM		4/27/2007	4/2/2013	1,989			1,654	325				325
151	PEPSICO INC COM		4/25/2013	10/23/2013	13,283			10,556	2,727				2,727
152	SCHLUMBERGER LTD		10/11/2008	10/23/2013	2,044			1,762	282				282
153	SHELL INTL FIN 5.200% 3/22/17		7/20/2010	10/23/2013	113,191			111,675	1,516				1,516
154	TEVAPARACETAMOL CORP DEL COM		3/16/2010	3/22/2013	30,087			26,129	3,958				3,958
155	TEVAPARACETAMOL CORP DEL COM		1/20/2010	4/2/2013	2,094			3,051	-957				-957
156	BBAT CORP COM		8/17/2010	4/2/2013	880			765	115				115
157	BBAT CORPORATION		8/17/2010	10/23/2013	1,224			813	411				411
158	PFIZER INC		3/22/2013	10/23/2013	25,468			17,474	7,994				7,994
159	PFIZER INC		4/9/2013	10/23/2013	11,904			10,192	1,712				1,712
160	PFIZER INC		1/15/2008	4/2/2013	6,125			4,889	1,236				1,236
161	PHILIP MORRIS INTL INC COM		7/18/12/09	6/6/2013	14,882			10,075	4,807				4,807
162	PHILIP MORRIS INTL INC COM		7/18/12/09	6/6/2013	18,693			17,239	1,454				1,454
163	PHILIP MORRIS INTL INC COM		7/18/12/09	10/23/2013	11,081			8,782	2,299				2,299
164	PHILIP MORRIS INTL INC COM		07/18/13/09	10/23/2013	3,780			3,307	473				473
165	BAKTER INTL INC		07/18/13/09	10/23/2013	15,136			10,592	4,444				4,444
166	BAKTER INTL INC		07/18/13/09	10/23/2013	15,136			10,592	4,444				4,444
167	BAKTER INTL INC		07/18/13/09	10/23/2013	15,136			10,592	4,444				4,444
168	AE AEROSPACE INC COM		07/23/2010	3/1/2013	15,136			10,592	4,444				4,444

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/89	Adjusted Basis 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
253	VERIZON COMMUNICATIONS		2/6/2012	8/6/2013	932			722	210	230	0	0	0
254	VERIZON COMMUNICATIONS		5/24/2010	10/23/2013	9,982			4,925	4,757	4,757	0	0	0
255	VERIZON COMMUNICATIONS		10/25/2010	10/23/2013	2,293			1,455	638	638	0	0	0
256	VERIZON COMMUNICATIONS		11/3/2010	10/23/2013	26,732			17,302	9,430	9,430	0	0	0
257	VERIZON COMMUNICATIONS		7/18/2011	10/23/2013	10,856			7,857	3,089	3,089	0	0	0
258	VERIZON COMMUNICATIONS		2/8/2012	10/23/2013	4,637			3,459	1,178	1,178	0	0	0
259	VISA INC CL A COM		9/28/2010	4/2/2013	1,510			660	850	850	0	0	0
260	VISA INC CL A COM		9/28/2010	5/8/2013	15,176			6,235	8,941	8,941	0	0	0
261	VISA INC CL A COM		9/28/2010	8/6/2013	1,101			440	661	661	0	0	0
262	VISA INC CL A COM		9/28/2010	8/23/2013	535			220	315	315	0	0	0
263	HOLLYFRONTIER CORPORATION		5/28/2008	8/23/2013	11,952			4,444	7,508	7,508	0	0	0
264	HOLLYFRONTIER CORPORATION		4/25/2013	10/23/2013	11,720			13,187	-1,467	-1,467	0	0	0
265	HOLLYFRONTIER CORPORATION		5/8/2013	10/23/2013	12,180			3,419	-1,238	-1,238	0	0	0
266	HOLLYFRONTIER CORPORATION		8/6/2013	10/23/2013	781			762	-1	-1	0	0	0
267	HOMER DEPOT INC		2/27/2009	10/23/2013	54,306			15,033	39,273	39,273	0	0	0
268	HOMER DEPOT INC		10/25/2013	12/30/2013	4,824			4,584	240	240	0	0	0
269	INTEL CORP COM		12/20/2012	4/2/2013	14,630			14,384	246	246	0	0	0
270	INTEL CORP		6/5/2013	8/6/2013	341			374	-33	-33	0	0	0
271	INTEL CORP		12/20/2012	10/23/2013	50,485			44,919	5,566	5,566	0	0	0
272	INTEL CORP		6/5/2013	10/23/2013	12,645			13,328	-684	-684	0	0	0
273	INTERNATIONAL BUSINESS MACHS CO		8/18/2011	4/2/2013	2,587			1,953	614	614	0	0	0
274	VISA INC CL A		5/26/2009	10/23/2013	46,495			15,522	30,973	30,973	0	0	0
275	WAL-MART STORES INC COM		8/17/2012	4/2/2013	1,213			1,156	57	57	0	0	0
276	WAL-MART STORES INC COM		6/5/2013	8/6/2013	1,092			1,056	36	36	0	0	0
277	WAL-MART STORES INC		8/17/2012	10/23/2013	26,247			24,989	1,258	1,258	0	0	0
278	WAL-MART STORES INC		6/5/2013	10/23/2013	19,420			19,315	105	105	0	0	0
279	WAL-MART STORES INC		7/6/2010	10/23/2013	117,720			118,075	-355	-355	0	0	0
280	WASATCH LONGSHORT-FUND		8/31/2012	4/2/2013	13,120			11,795	1,325	1,325	0	0	0
281	WASATCH LONGSHORT-FUND		8/31/2012	8/6/2013	1,711			1,488	229	229	0	0	0
282	HOMER DEPOT INC COM		2/27/2009	4/2/2013	17,114			5,032	12,082	12,082	0	0	0
283	HOMER DEPOT INC		2/27/2009	8/6/2013	1,274			333	941	941	0	0	0
284	INTERNATIONAL BUSINESS MACHS CO		8/18/2011	6/25/2013	46,802			39,060	7,742	7,742	0	0	0
285	INTUIT INC COM		10/14/2010	4/2/2013	1,308			943	365	365	0	0	0
286	INTUIT INC COM		4/12/2013	5/15/2013	28,440			23,187	5,253	5,253	0	0	0
287	ISHARES CORE S&P 500 ETF		10/14/2010	10/23/2013	3,142			2,984	158	158	0	0	0
288	ISHARES BARCLAYS 3-7 YEAR ETF		10/23/2013	12/30/2013	161,539			160,206	1,333	1,333	0	0	0
289	JP MORGAN CHASE & CO COM		1/11/2006	4/2/2013	5,055			4,284	771	771	0	0	0
290	WASATCH LONGSHORT-FUND		8/31/2012	12/30/2013	1,818			1,519	300	300	0	0	0
291	WELLS FARGO & CO COM		3/5/2013	4/2/2013	1,288			1,257	32	32	0	0	0
292	WELLS FARGO & CO		3/5/2013	6/6/2013	1,982			1,616	366	366	0	0	0
293	WELLS FARGO & CO		9/29/2008	10/23/2013	3,380			2,416	964	964	0	0	0
294	CAPITAL ONE FINANCIAL CORP		10/25/2010	8/6/2013	1,987			1,066	921	921	0	0	0
295	CAPITAL ONE FINANCIAL CORP		3/17/2010	10/23/2013	35,227			18,688	16,539	16,539	0	0	0
296	CAPITAL ONE FINANCIAL CORP		10/15/2013	10/23/2013	1,691			948	743	743	0	0	0
297	CELVENE CORP		3/17/2013	4/2/2013	2,618			2,098	518	518	0	0	0
298	CHEVRON CORP COM		3/17/2013	8/6/2013	1,234			1,166	68	68	0	0	0
299	CHEVRON CORPORATION		10/6/2000	10/23/2013	62,483			17,472	45,011	45,011	0	0	0
300	CHEVRON CORPORATION		3/17/2013	10/23/2013	20,187			19,585	602	602	0	0	0
301	CHEVRON CORPORATION		9/29/2009	2/13/2013	32,045			21,317	10,728	10,728	0	0	0
302	CHRYSLER INC COM		6/29/2010	10/23/2013	112,539			112,673	-135	-135	0	0	0
303	COLGATE-PALM CO MTN 3 200% 1/07		6/5/2013	8/6/2013	944			905	39	39	0	0	0
304	JP MORGAN CHASE & CO		1/17/2008	10/23/2013	28,224			21,747	6,477	6,477	0	0	0
305	JP MORGAN CHASE & CO		5/24/2010	10/23/2013	10,951			7,596	3,355	3,355	0	0	0
306	JP MORGAN CHASE & CO		10/25/2010	10/23/2013	8,472			6,051	2,421	2,421	0	0	0
307	JP MORGAN CHASE & CO		7/19/2011	10/23/2013	13,503			10,112	3,391	3,391	0	0	0
308	JP MORGAN CHASE & CO		2/8/2012	10/23/2013	7,466			5,402	2,064	2,064	0	0	0
309	JP MORGAN CHASE & CO		6/9/2013	10/23/2013	12,358			12,401	-43	-43	0	0	0
310	JP MORGAN CHASE & CO		1/2/2010	4/2/2013	140,828			130,261	10,567	10,567	0	0	0
311	JANUS PERKS SMALL CAP VALUE I		2/13/2013	4/2/2013	506			491	15	15	0	0	0
312	CONCAST CORP CL A COM		2/13/2013	8/6/2013	2,732			2,497	235	235	0	0	0
313	CONCAST CORP CL A		9/10/12	10/23/2013	28,024			19,167	8,857	8,857	0	0	0
314	CONCAST CORP CL A		4/5/2013	10/23/2013	32,983			28,537	4,446	4,446	0	0	0
315	CONCAST CORP CL A		4/5/2013	8/6/2013	1,234			960	274	274	0	0	0
316	CORNING INC		5/15/2013	8/6/2013	799			799	0	0	0	0	0
317	CORNING INC		6/15/2013	10/23/2013	2,635			2,725	-90	-90	0	0	0
318	CORNING INC		6/25/2013	10/23/2013	25,847			24,918	929	929	0	0	0
319	DARDEN RESTAURANTS INC COM		10/74/2010	4/2/2013	6,332			4,585	1,747	1,747	0	0	0
320	JOHN HANCOCK III DISCIPL V1		10/25/2013	12/30/2013	4,350			4,350	0	0	0	0	0
321	JOHN HANCOCK III DISCIPL V1		6/25/2013	10/23/2013	38,471			38,471	0	0	0	0	0
322	LEAR CORP		6/25/2013	10/23/2013	1,110			1,110	0	0	0	0	0
323	LEAR CORP		7/10/2013	10/23/2013	35,178			31,879	3,299	3,299	0	0	0
324	LEAR CORP		9/10/2013	10/23/2013	14,026			13,189	837	837	0	0	0
325	LEAR CORP		8/6/2013	10/23/2013	104,336			105,000	-664	-664	0	0	0
326	WESTERN ASSET MTG BKD SEC-I		8/6/2013	4/2/2013	1,088			989	99	99	0	0	0
327	WALT DISNEY CO COM		8/6/2013	8/6/2013	1,401			1,401	0	0	0	0	0
328	WALT DISNEY CO NEW		8/6/2013	10/23/2013	31,240			9,607	21,633	21,633	0	0	0
329	DISNEY WALT CO NEW		8/6/2013	10/23/2013	34,104			10,441	23,663	23,663	0	0	0
330	DISNEY WALT CO NEW		10/6/2012	4/2/2013	30,657			30,722	-65	-65	0	0	0
331	DISNEY WALT CO NEW		11/27/2012	10/23/2013	194,887			200,000	-5,113	-5,113	0	0	0
332	DOUBLELINE TOTAL RETURN BD-I		8/31/2012	10/23/2013	47,448			45,889	1,559	1,559	0	0	0
333	DOUBLELINE TOTAL RET BD-I		11/27/2012	10/23/2013	26,970			26,756	214	214	0	0	0
334	DOUBLELINE TOTAL RET BD-I		8/6/2013	10/23/2013	26,970			26,756	214	214	0	0	0
335	DOUBLELINE TOTAL RET BD-I		8/6/2013	10/23/2013	26,970			26,756	214	214	0	0	0

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

CUSIP #	Description of Property Sold	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis of Losses
337	EMC CORP COM		5/15/2008	4/22/2013	832			617		215			215
338	EMC CORP COM		5/15/2008	4/22/2013	1,508			1,075		533			533
339	EMC CORP MASS		8/23/2013	10/23/2013	33,889			25,306		8,583			8,583
340	EMC CORP MASS		8/23/2013	10/23/2013	12,744			14,188		-1,444			-1,444
341	EATON VANCE ATLANTA CAPITAL SMID		4/22/2013	8/6/2013	16,849			15,233		1,616			1,616
342	LILLY EU & CO		4/22/2013	8/6/2013	481			512		-31			-31
343	LILLY EU & CO		4/22/2013	10/15/2013	18,825			23,079		-3,254			-3,254
344	MACY'S INC COM		9/9/2011	4/22/2013	1,299			777		522			522
345	MACY'S INC		9/9/2011	4/22/2013	2,316			1,204		1,112			1,112
346	MANNING & NAPIER WORLD OPPOR		1/20/2010	4/22/2013	6,666			31,848		24,716			24,716
347	MANNING & NAPIER WORLD OPPOR		1/20/2010	4/22/2013	15,169			6,765		-8,999			-8,999
348	EATON VANCE ATLANTA CAPITAL SMID		4/22/2013	10/23/2013	243,089			211,267		31,822			31,822
349	EATON VANCE FLOATING RATE		4/22/2013	10/23/2013	122,881			123,657		-669			-669
350	EATON VANCE FLOATING RATE		8/6/2012	10/23/2013	9,478			9,500		-21			-21
351	ECOLAB INC COM		3/6/2012	4/22/2013	1,040			772		268			268
352	ECOLAB INC		3/6/2012	4/22/2013	839			534		305			305
353	EMERSON ELEC CO COM		3/6/2012	10/23/2013	41,435			23,806		17,629			17,629
354	EMERSON ELEC CO COM		12/15/2005	8/6/2013	1,151			788		353			353
355	WELLS FARGO & CO		5/12/2008	10/23/2013	26,309			15,406		10,903			10,903
356	WELLS FARGO & CO		5/12/2008	10/23/2013	225,700			203,500		22,200			22,200
357	MANNING & NAPIER WORLD OPPOR		5/24/2010	10/23/2013	148,479			116,186		32,293			32,293
358	MANNING & NAPIER WORLD OPPOR		5/24/2010	10/23/2013	7,486			5,181		2,305			2,305
359	WELLS FARGO & CO		10/25/2010	10/23/2013	4,706			2,890		1,816			1,816
360	WELLS FARGO & CO		7/18/2011	10/23/2013	11,764			7,390		4,374			4,374
361	WELLS FARGO & CO		9/4/2011	10/23/2013	6,759			4,820		1,939			1,939
362	WELLS FARGO & CO		2/9/2012	10/23/2013	11,551			9,696		1,855			1,855
363	WELLS FARGO & CO		3/1/2010	10/23/2013	2,367			1,135		1,232			1,232
364	WILLIAMS COS INC COM		3/1/2010	4/22/2013	24,838			13,093		11,743			11,743
365	WILLIAMS COS INC COM		5/24/2010	6/5/2013	10,420			4,808		5,612			5,612
366	WILLIAMS COS INC COM		10/25/2010	6/5/2013	2,733			1,393		1,340			1,340
367	WILLIAMS COS INC COM		9/25/2013	8/6/2013	1,056			931		125			125
368	DELPHI AUTOMOTIVE PLC		6/5/2013	10/23/2013	38,635			32,369		6,266			6,266
369	DELPHI AUTOMOTIVE PLC		6/5/2013	10/23/2013	7,013			5,928		1,085			1,085
370	DELPHI AUTOMOTIVE PLC		6/23/2008	4/22/2013	373			20		353			353
371	DELPHI AUTOMOTIVE PLC		5/23/2008	6/6/2013	1,450			1,194		256			256
372	INVESCO LIMITED		5/23/2008	10/23/2013	11,725			9,853		1,872			1,872
373	INVESCO LIMITED		5/24/2010	10/23/2013	6,137			3,628		2,509			2,509
374	INVESCO LIMITED		10/25/2010	10/23/2013	2,584			1,807		777			777
375	INVESCO LIMITED		7/18/2011	10/23/2013	5,491			3,729		1,762			1,762
376	INVESCO LIMITED		2/8/2012	10/23/2013	2,261			1,701		560			560
377	INVESCO LIMITED		8/23/2013	10/23/2013	30,162			28,281		1,881			1,881
378	TE CONNECTIVITY LIMITED		2/6/2013	4/22/2013	778			791		-13			-13
379	YONDELLBELL INDUS NV CL A COM		2/13/2013	8/6/2013	895			122		773			773
380	YONDELLBELL INDUSTRIES NV		2/6/2013	8/6/2013	138			791		104			104
381	YONDELLBELL INDUSTRIES NV		2/6/2013	8/6/2013	51,721			51,660		61			61
382	BANK NOVA SCOTIA 3 400% 1/22/15		1/16/2008	4/22/2013	2,744			2,221		523			523
383	BAXTER INTL INC COM		1/16/2008	4/22/2013	1,560			1,286		284			284
384	BAXTER INTL INC		12/15/2005	10/23/2013	34,028			26,150		7,878			7,878
385	EMERSON ELEC CO		12/15/2005	10/23/2013	34,013			13,578		20,435			20,435
386	EMERSON ELEC CO		10/16/2007	4/22/2013	2,918			1,451		1,467			1,467
387	EXPRESS SCRIPTS HLDG CO COM		10/16/2007	5/6/2013	13,767			6,530		7,237			7,237
388	EXPRESS SCRIPTS HLDG CO COM		10/16/2007	5/6/2013	21,188			12,915		8,273			8,273
389	FEDERATED ULTRA SHORT BD-IS		1/20/2009	8/6/2013	1,035			1,035		0			0
390	FLOUR CORP COM NEW		1/20/2009	8/6/2013	903			618		285			285
391	FLOUR CORP		1/20/2009	8/6/2013	1,367			928		439			439
392	FLOUR CORP		8/10/2013	10/23/2013	34,338			19,821		14,517			14,517
393	FLOUR CORP		4/30/2010	4/22/2013	17,151			14,959		2,192			2,192
394	FLOUR CORP		6/6/2010	4/22/2013	1,627			821		806			806
395	FLOUR CORP		4/30/2010	10/23/2013	1,321			3,656		3,655			3,655
396	FLOUR CORP		5/6/2010	10/23/2013	1,118			16,371		15,253			15,253
397	FORTUNE BRANDS HOME & SECURITY		5/15/2013	10/23/2013	38,166			28,960		9,206			9,206
398	FORTUNE BRANDS HOME & SECURITY		7/25/2013	10/23/2013	28,121			28,960		-839			-839
399	FORTUNE BRANDS HOME & SECURITY		5/29/2013	10/23/2013	14,362			14,362		0			0
400	FORTUNE BRANDS HOME & SECURITY		5/29/2013	10/23/2013	362			392		-30			-30

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		67,792		0
2	PAUL CALAME		326 SOUTH GOODLETT	MEMPHIS	TN	38117		ADVISORY BOARD	AS REQ'D	10,000		
3	W CARLYLE BLAKENEY		578 EAST BAY STREET, SUITE A	CHARLESTON	SC	29413		ADVISORY BOARD	AS REQ'D	10,000		
4	ORMA R SMITH III		1005 PEACHTREE	CORINTH	MS	38834		ADVISORY BOARD	AS REQ'D	5,000		

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	2,767
2 First quarter estimated tax payment	5/13/2013	2	986
3 Second quarter estimated tax payment	6/13/2013	3	1,315
4 Third quarter estimated tax payment	9/10/2013	4	1,315
5 Fourth quarter estimated tax payment	12/11/2013	5	1,314
6 Other payments		6	
7 Total		7	7,697