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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE MILLSAPS CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 1908

City or town State ZIP code
ORLANDO FL 32802-1908

Foreign country name Foreign province/state/country Foreign postal code

A Employer identification number
65-6347501

B Telephone number (see instructions)
(407) 237-5724

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **J** Accounting method. Cash Accrual
line 16) **\$** 5,133,932 Other (specify) _____
(Part I, column (d) must be on cash basis)

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 checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	104,983	106,736		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	340,106			
	b Gross sales price for all assets on line 6a 2,308,434				
	Capital gain net income (from Part IV, line 2)		340,106		
	Net short-term capital gain				
	Income modifications				
	5a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
d Other income (attach schedule)					
12 Total. Add lines 1 through 11	445,089	446,842	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	39,495	19,747		19,748
	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)	1,645	800		
	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	43,640	20,547	0	22,248
	25 Contributions, gifts, grants paid	288,000			288,000
26 Total expenses and disbursements. Add lines 24 and 25	331,640	20,547	0	310,248	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	113,449				
b Net investment income (if negative, enter -0-)		426,295			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments	268,400	263,156	263,156	
	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)	159,745	161,299	165,214	
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)	584,572	358,154	359,364	
	11	Investments—land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)	3,456,433	3,799,990	4,346,200		
14	Land, buildings, and equipment, basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,469,150	4,582,599	5,133,934		
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 and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	4,469,150	4,582,599		
	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)	4,469,150	4,582,599			
31	Total liabilities and net assets/fund balances (see instructions)	4,469,150	4,582,599			

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	4,469,150
2	Enter amount from Part I, line 27a	2	113,449
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,582,599
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	4,582,599

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			
1b	See Attached Statement			
1c	See Attached Statement			
1d	See Attached Statement			
1e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	340,106	
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	298,280	4,833,153	0.061715
2011	302,059	4,947,905	0.061048
2010	353,394	4,924,022	0.071769
2009	124,946	3,029,422	0.041244
2008	208,010	3,198,047	0.065043
2	Total of line 1, column (d)	2	0.300819
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	0.060164
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,999,421
5	Multiply line 4 by line 3	5	300,785
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,263
7	Add lines 5 and 6	7	305,048
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	310,248

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
1			4,263	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		0	
3	Add lines 1 and 2		4,263	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4,263	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,792	
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	1,792	
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	2,471	
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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <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) ▶ FL		
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 General Instruction G? <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 ▶ (407) 237-5724 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	X
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 propaanda, 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)? Yes No

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? 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? Yes No

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? Yes No

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	39,495		

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	4,825,962
b	Average of monthly cash balances	1b	249,592
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,075,554
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	5,075,554
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	76,133
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,999,421
6	Minimum investment return. Enter 5% of line 5	6	249,971

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	249,971
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,263
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,263
3	Distributable amount before adjustments Subtract line 2c from line 1	3	245,708
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	245,708
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	245,708

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	310,248
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	310,248
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	4,263
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	305,985

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				245,708
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	524			
b From 2009				
c From 2010	111,365			
d From 2011	60,142			
e From 2012	60,206			
f Total of lines 3a through e	232,237			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 310,248				
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				245,708
e Remaining amount distributed out of corpus	64,540			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	296,777			
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)	524			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	296,253			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	111,365			
c Excess from 2011	60,142			
d Excess from 2012	60,206			
e Excess from 2013	64,540			

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	
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

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>a <i>Paid during the year</i> See Attached Statement</p>				
<p>Total</p>			▶	<p>3a 288,000</p>
<p>b <i>Approved for future payment</i> NONE</p>				
<p>Total</p>			▶	<p>3b 0</p>

THE MILLSAPS 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

FAMILY CENTRAL INC

Street

City	State	Zip Code	Foreign Country
-------------	--------------	-----------------	------------------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 5,000
--	------------------------

Name

FLORIDA SOUTHERN COLLEGE

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,000
--	------------------------

Name

CHILDREN'S DIAGNOSTIC & TREATMENT

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 26,000
--	-------------------------

Name

CHRIST UNITED METHODIST CHURCH

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 25,000
--	-------------------------

Name

UNITED WAY OF BROWARD

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 20,500
--	-------------------------

Name

CLASSICAL SOUTH FLORIDA

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,500
--	------------------------

THE MILLSAPS 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
 AGING & DISABILITY RESOURCE CENTER
Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 5,000
--	------------------------

Name
 CARNTYNE HIGH PARISH CHURCH
Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 2,000
--	------------------------

Name
 INSTITUTE FOR NURSING EXCELLENCE
Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 200,000
--	--------------------------

Name
 SALVATION ARMY
Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,000
--	------------------------

Name
 WPBT CHANNEL 2
Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 1,000
--	------------------------

Name
Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
---------------------	--------------------------

Purpose of grant/contribution	Amount
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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	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	Amount												
	Short Term CG Distributions	45,310												
	Totals							2,308,434				1,969,328		340,106
1	JANUS PERKINS SMALL CAP	47103C183			11/8/2012		3/15/2013	45,786	41,500					4,286
2	JANUS PERKINS SMALL CAP	47103C183			12/17/2012		3/15/2013	5,268	4,972					296
3	T. ROWE PRICE INST LC GRV	45775L408			12/22/2013		12/22/2013	26,570	13,740					12,830
4	IBM CORP 2.100% 5/06	459200GR6			12/11/2009		5/6/2013	100,000	100,460					-460
5	ISHARES BARCLAYS 3.7 YEAR	464286661			3/15/2013		12/22/2013	19,393	19,806					-413
6	ISHARES BARCLAYS 3.7 YEAR	464286661			10/22/2009		12/22/2013	10,924	11,072					-148
7	JANUS PERKINS SMALL CAP	47103C183			10/22/2009		3/15/2013	36,727	31,524					5,203
8	JANUS PERKINS SMALL CAP	47103C183			12/22/2010		3/15/2013	2,948	2,600					348
9	T. ROWE PRICE DIVERS S/C G	779917103			11/8/2012		12/22/2013	2,367	1,645					722
10	VANGUARD MIB SECUR INDX	92206C755			2/28/2010		12/17/2012	163,630	168,037					-4,407
11	ABERDEEN-EQV LONG SHOR	003020336			2/28/2010		12/22/2013	1,087	964					133
12	ABERDEEN-EQV LONG SHOR	003020336			12/22/2010		12/22/2013	2,681	2,353					328
13	CAMBIAR SMALL CAP-INS	0075W0593			3/15/2013		8/13/2013	395	362					33
14	CAMBIAR SMALL CAP-INS	0075W0593			3/15/2013		8/13/2013	2,826	2,588					238
15	CAMBIAR SMALL CAP-INS	0075W0593			3/15/2013		8/13/2013	2,246	1,904					342
16	BERKSHIRE HATHAWAY 2.1	084670AL2			2/24/2010		2/11/2013	100,000	100,812					-812
17	DOUBLELINE TOTAL RET BD-	258620103			3/15/2013		12/22/2013	1,212	1,212					0
18	EATON VANCE ATLANTA CAP	277902698			3/15/2013		8/13/2013	9,743	8,842					901
19	EATON VANCE ATLANTA CAP	277902698			3/15/2013		12/22/2013	6,428	5,490					938
20	EATON VANCE ATLANTA CAP	277902698			3/15/2013		3/15/2013	4,501	4,506					-5
21	EATON VANCE FLOATING R	277911491			10/29/2010		3/15/2013	10,748	8,862					1,886
22	FEDERATED STRATEGIC VAL	314172560			10/29/2010		3/15/2013	90,446	75,087					15,359
23	FEDERATED STRATEGIC VAL	314172560			10/29/2010		8/13/2013	979	763					216
24	FEDERATED STRATEGIC VAL	314172560			10/29/2010		8/13/2013	4,998	4,498					1,237
25	FEDERATED STRATEGIC VAL	314172560			10/29/2010		12/22/2013	10,061	7,561					2,440
26	ABSOLUTE STRATEGIES FUN	349847600			4/1/2010		12/22/2013	3,719	3,601					118
27	ABSOLUTE STRATEGIES FUN	349847600			8/13/2013		12/22/2013	1,569	1,590					-21
28	ABSOLUTE STRATEGIES FUN	349847600			2/28/2010		12/22/2013	3,332	3,186					146
29	ABSOLUTE STRATEGIES FUN	349847600			3/15/2013		12/22/2013	3,190	3,698					-508
30	GOLDMAN SACHS LOC EMG	38145N303			11/10/2011		3/15/2013	132,341	111,300					21,041
31	HARBOR CAP APPRECIATION	411511504			12/22/2011		3/15/2013	12,180	9,906					2,274
32	HARBOR CAP APPRECIATION	411511504			12/22/2011		3/15/2013	218,709	205,149					13,560
33	HARBOR CAP APPRECIATION	411511504			12/17/2012		3/15/2013	23,150	19,500					3,650
34	HARBOR CAP APPRECIATION	411511504			12/17/2012		3/15/2013	18,441	18,441					0
35	HARBOR CAP APPRECIATION	411511504			12/22/2010		8/13/2013	5,316	3,122					2,194
36	T. ROWE PRICE INST LC GRV	45775L408			12/22/2011		8/13/2013	18,307	12,734					5,573
37	T. ROWE PRICE INST LC GRV	45775L408			5/24/2010		8/13/2013	20,867	12,181					8,686
38	T. ROWE PRICE INST LC GRV	45775L408			12/22/2011		8/13/2013	12,181	12,181					0
39	JANUS PERKINS SMALL CAP	47103C183			11/8/2012		3/15/2013	4,010	3,634					376
40	JOHN HANCOCK III DISCIPL	47803U640			3/15/2013		8/13/2013	4,635	4,146					489
41	JOHN HANCOCK III DISCIPL	47803U640			3/15/2013		8/13/2013	34,528	30,983					3,545
42	JOHN HANCOCK III DISCIPL	47803U640			3/15/2013		12/22/2013	22,737	19,234					3,483
43	JOHN HANCOCK III DISCIPL	47803U640			3/15/2013		8/13/2013	2,739	2,486					253
44	JPMORGAN U S EQUITY FUN	4812A1142			3/15/2013		12/22/2013	18,161	15,284					1,830
45	JPMORGAN U S EQUITY FUN	4812A1142			3/15/2013		12/22/2013	7,027	7,092					-65
46	JPMORGAN U S EQUITY FUN	4812A1142			10/29/2010		3/15/2013	9,131	9,538					-407
47	WESTERN ASSET MGT BKO S	52469F333			12/22/2010		8/13/2013	1,085	1,023					62
48	MANNING & NAPIER WORLD	563821545			12/22/2010		8/13/2013	1,223	1,236					-13
49	MANNING & NAPIER WORLD	563821545			10/29/2010		3/15/2013	16,171	14,472					1,699
50	MANNING & NAPIER WORLD	563821545			12/22/2010		3/15/2013	59,227	54,662					4,565
51	MANNING & NAPIER WORLD	563821545			12/22/2010		3/15/2013	6,853	6,346					507
52	NEUBERGER BERMAN HIGH I	64128K668			12/22/2011		8/13/2013	12,869	12,132					737
53	NEUBERGER BERMAN HIGH I	64128K668			11/16/2011		8/13/2013	108,403	101,850					6,553
54	NEUBERGER BERMAN HIGH I	64128K668			4/1/2010		12/22/2013	200	159					41
55	NEUBERGER BERMAN HIGH I	64128K668			12/17/2012		12/22/2013	3,786	3,000					786
56	OPPENHEIMER DEVELOPING	683974505			12/17/2012		12/22/2013	4,007	4,007					0
57	OPPENHEIMER DEVELOPING	683974505			12/22/2010		12/22/2013	965	917					48
58	OPPENHEIMER DEVELOPING	683974505			12/22/2010		12/22/2013	5,010	3,693					1,317
59	OPPENHEIMER DEVELOPING	683974505			12/17/2012		12/22/2013	169,318	169,964					-646
60	PIMCO LOW DURATIONH	693390304			12/17/2012		3/15/2013	19,899	19,975					-76
61	PIMCO LOW DURATIONH	693390304			12/17/2012		3/15/2013	3,376	3,388					-12
62	PIMCO INVNT GRADE CORP BI	722005816			12/17/2012		12/22/2013	11,554	11,994					-440
63	PIMCO INVESTMENT GRD CO	722005816			12/17/2012		12/22/2013	3,184	3,759					-574
64	PIMCO INVESTING LOCAL BO	72201F516			12/17/2012		12/22/2013	7,108	7,113					-5
65	PIMCO 1-5 YEAR US TIPS IND	72201R205			12/22/2011		12/22/2013	25,000	25,146					-146
66	PIMCO 1-5 YEAR US TIPS IND	72201R205			12/22/2011		12/22/2013	4,602	4,567					35
67	PRAXAIR INC 2.125% 6/1	74005FAX2			8/13/2013		12/22/2013							
68	OSTERWEIS STRATEGIC INC	742935489			8/13/2013		12/22/2013							

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

Check "X" to include in Part IV	Description	CUIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	
															Totals
	Long Term CG Distributions	Amount	45,310												
	Short Term CG Distributions														
69	X RIDGEWORTH LARGE CAP VA	76628R672			1/22/2010		3/15/2013	24,907	17,141					7,766	
70	X RIDGEWORTH LARGE CAP VA	76628R672			6/30/2010		3/15/2013	14,097	9,300					4,797	
71	X RIDGEWORTH LARGE CAP VA	76628R672			3/24/2009		3/15/2013	286,865	145,432					141,433	
72	X RIDGEWORTH LARGE CAP VA	76628R672			7/18/2011		3/15/2013	24,442	20,198					4,244	
73	X RIDGEWORTH LARGE CAP VA	76628R672			12/22/2011		3/15/2013	18,526	14,581					3,945	
74	X RIDGEWORTH INTERMEDI	76628T702			12/17/2012		3/15/2013	62,901	64,920					-2,019	
75	X T ROWE PRICE DIVRSFD SMA	77991T103			11/8/2012		3/15/2013	6,304	5,471					833	
76	X T ROWE PRICE DIVRSFD SMA	77991T103			9/4/2012		3/15/2013	51,230	45,869					5,361	
77	X T ROWE PRICE DIVERS S/C G	77991T103			9/4/2012		8/13/2013	4,253	3,348					905	
78	X T ROWE PRICE DIVERS S/C G	77991T103			11/8/2012		8/13/2013	564	430					134	
79	X VANGUARD MIB SECUR INDX	92206C755			12/17/2012		8/14/2013	19,723	20,254					-531	
80	X VANGUARD MIB SECUR INDX	92206C755			12/17/2012		12/22/2013	9,003	9,186					-183	
81	X WASATCH LONG/SHORT FUN	936793769			12/17/2012		8/13/2013	590	522					68	
82	X WASATCH LONG/SHORT FUN	936793769			12/17/2012		8/13/2013	4,903	4,338					565	
83	X WASATCH LONG/SHORT FUN	936793769			12/17/2012		12/22/2013	4,177	3,528					649	
								Totals							
								Capital Gains/Losses							
								Other sales							
								Gross Sales	2,308,434						
								Cost, Other Basis and Expenses	1,959,328						
								Net Gain or Loss	340,106						

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

Description		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

		1,645	800	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	800	800		
2	ESTIMATED EXCISE PAYMENTS	845			

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Federal		State/Local		161,299		0		165,214	
		159,745		0		161,299		0		165,214	
		Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation	State/Local Obligation
1	US TRSY INFL INDEX 0.500% 4/15/15		159,745	161,299	161,299		165,214		165,214		0

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1				584,572	358,154	0	359,364
2	MICROSOFT CORP 2.950% 6/01/14			0	102,574		101,049
3	SHELL INTL FIN 3.250% 9/22/15			0	25,396		26,165
4	CISCO SYSTEMS INC 2.900% 11/17/14			0	127,193		127,736
5	MORGAN STANLEY 4.000% 7/24/15			0	102,991		104,414

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	3,456,433	3,799,990	4,346,200
1	PY BALANCE INFORMATION		3,456,433	0			
2	EATON VANCE ATLANTA CAP SMID-CAP-I		0	132,370			158,650
3	T ROWE PRICE INSTL LARGE-CAP GRWT		0	247,840			510,922
4	FORUM ABSOLUTE STRATEGIES-I		0	233,783			240,167
5	MANNING & NAPIER WORLD OPPTY-A		0	326,836			386,096
6	EATON VANCE FLTG-RT-I		0	122,163			122,167
7	FEDERATED STRATEGIC VALUE-I		0	191,146			253,823
8	PIMCO INVT GRADE CORP BD-I		0	117,571			108,083
9	ABERDEEN EQUITY LONG SHORT-I		0	87,315			98,880
10	OPPENHEIMER DEVELOPING MKTS INST		0	207,975			255,914
11	JOHN HANCOCK III DISCIPLINED VALUE-I		0	389,456			449,411
12	DOUBLELINE TOTAL RETURN BD-I		0	353,259			335,669
13	JPMORGAN TRI US EQUITY-I		0	284,726			324,284
14	PIMCO EMERGING LOCAL BD-I		0	108,075			93,023
15	MAINSTAY ICAP INTL-I		0	14,070			14,293
16	ADVISORS CAMBIAR SMALL CAP-I		0	44,450			48,726
17	PIMCO 1-5 YR US TIPS INDEX ETF		0	30,043			29,939
18	ISHARES BARCLAYS 3-7 YR TREAS BD E		0	111,787			110,908
19	GOLDMAN SACHS LOCAL EMRG MKTS DB		0	107,170			93,676
20	VANGUARD MTG BACKED SECS INDEX-S		0	248,018			242,531
21	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	38,036			54,520
22	OSTERWEIS STRATEGIC INCOME-I		0	121,968			121,865
23	WASATCH LONG/SHORT-I		0	86,569			101,225
24	WESTERN ASSET MTG BKD SEC-I		0	195,364			191,428

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

Long Term CG Distributions		Short Term CG Distributions		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 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
Amount	45,310	0	0													
1	JANUS PERKINS SMALL CAP VALUE-I	47103C183			1/18/2012	3/15/2013	45,786				41,500	4,286	0	0	0	284,796
2	JANUS PERKINS SMALL CAP VALUE-I	47103C183			12/17/2012	3/15/2013	5,268				4,972	296	0	0	0	4,286
3	T. ROWE PRICE INST LC GRWTH	45775L408			1/22/2010	1/22/2013	28,570				13,740	14,830	0	0	0	296
4	JPM CORP 2 100% 506913	459200G6R			12/11/2009	5/9/2013	100,000				100,460	-460	0	0	0	12,830
5	ISHARES BARCLAYS 3.7 YEAR ETF	464286661			3/15/2013	8/13/2013	19,393				19,806	-413	0	0	0	-460
6	ISHARES BARCLAYS 3.7 YEAR ETF	464286661			10/27/2009	3/15/2013	36,727				11,072	25,655	0	0	0	-148
7	JANUS PERKINS SMALL CAP VALUE-I	47103C183			12/22/2011	3/15/2013	2,948				2,600	348	0	0	0	5,203
8	T. ROWE PRICE DIVERS SIC GRTH	779917103			1/18/2012	12/2/2013	1,645				1,645	0	0	0	0	348
9	VANGUARD MB SECUR INDX-SIG	92206C755			2/26/2010	8/14/2013	163,830				168,037	-4,207	0	0	0	722
10	ABERDEEN-EQ LONG SHORT-IN	8005020338			1/22/2010	12/2/2013	1,097				964	133	0	0	0	4,407
11	ABERDEEN-EQ LONG SHORT-IN	8005020338			1/22/2010	12/2/2013	2,881				3,328	-447	0	0	0	328
12	CAMBIAR SMALL CAP-INS	0075W06593			3/15/2013	8/13/2013	395				362	33	0	0	0	33
13	CAMBIAR SMALL CAP-INS	0075W06593			3/15/2013	8/13/2013	2,826				2,588	238	0	0	0	238
14	CAMBIAR SMALL CAP-INS	0075W06593			3/15/2013	12/2/2013	2,246				1,904	342	0	0	0	236
15	BERKSHIRE HATHAWAY 2.125% 2/11/11	259620103			2/24/2010	2/11/2013	100,000				100,812	-812	0	0	0	-812
16	DOUBLELINE TOTAL RET BD-I	277902698			12/17/2012	12/2/2013	12,372				12,121	251	0	0	0	-557
17	EATON VANCE ATLANTA CAPITAL SMIC	277902698			3/15/2013	8/13/2013	1,335				1,235	100	0	0	0	123
18	EATON VANCE ATLANTA CAPITAL SMIC	277902698			3/15/2013	8/13/2013	9,743				8,842	901	0	0	0	901
19	EATON VANCE ATLANTA CAPITAL SMIC	277902698			3/15/2013	12/2/2013	6,428				5,450	978	0	0	0	938
20	EATON VANCE ATLANTA CAPITAL SMIC	277902698			3/15/2013	12/2/2013	4,501				4,508	-7	0	0	0	-5
21	FEDERATED STRATEGIC VALUE-I	314175260			10/28/2010	3/15/2013	10,748				8,862	1,886	0	0	0	1,886
22	FEDERATED STRATEGIC VALUE-I	314175260			10/28/2010	3/15/2013	90,446				75,007	15,439	0	0	0	15,439
23	FEDERATED STRATEGIC VAL DIV IS	314175260			10/28/2010	8/13/2013	979				763	216	0	0	0	216
24	FEDERATED STRATEGIC VAL DIV IS	314175260			10/28/2010	8/13/2013	5,735				4,458	1,277	0	0	0	1,277
25	FEDERATED STRATEGIC VAL DIV IS	314175260			10/28/2010	12/2/2013	10,001				7,561	2,440	0	0	0	2,440
26	FEDERATED STRATEGIC VAL DIV IS	314175260			4/17/2010	12/2/2013	3,719				3,601	118	0	0	0	118
27	ABSOLUTE STRATEGIES FUND I	349841600			2/28/2010	12/2/2013	1,569				1,550	19	0	0	0	19
28	ABSOLUTE STRATEGIES FUND I	349841600			2/28/2010	12/2/2013	3,332				3,186	146	0	0	0	146
29	ABSOLUTE STRATEGIES FUND I	349841600			2/28/2010	12/2/2013	3,190				3,658	-468	0	0	0	-468
30	GOLDMAN SACHS LOC EMG MK-I	38145N303			11/10/2011	3/15/2013	132,341				111,300	21,041	0	0	0	21,041
31	HARBOR CAP APPRECIATION-I	411511504			12/22/2011	3/15/2013	12,180				9,006	2,274	0	0	0	2,274
32	HARBOR CAP APPRECIATION-I	411511504			12/22/2011	3/15/2013	218,709				205,149	13,560	0	0	0	13,560
33	HARBOR CAP APPRECIATION-I	411511504			11/18/2011	3/15/2013	23,150				18,500	4,650	0	0	0	4,650
34	HARBOR CAP APPRECIATION-I	411511504			12/22/2011	3/15/2013	18,307				18,441	-134	0	0	0	-134
35	HARBOR CAP APPRECIATION-I	411511504			12/22/2011	3/15/2013	19,660				18,441	1,219	0	0	0	1,219
36	T. ROWE PRICE INST LC GRWTH	45775L408			5/24/2010	8/13/2013	5,318				3,122	2,194	0	0	0	2,194
37	T. ROWE PRICE INST LC GRWTH	45775L408			12/22/2011	3/15/2013	20,887				12,181	8,706	0	0	0	8,706
38	T. ROWE PRICE INST LC GRWTH	45775L408			12/22/2011	3/15/2013	6,714				6,042	672	0	0	0	672
39	T. ROWE PRICE INST LC GRWTH	45775L408			11/8/2012	3/15/2013	4,010				3,634	376	0	0	0	376
40	JANUS PERKINS SMALL CAP VALUE-I	47103C183			3/15/2013	8/13/2013	4,835				4,146	689	0	0	0	689
41	JOHN HANCOCK III DISCIPLN VI	47603U640			3/15/2013	8/13/2013	34,528				30,883	3,645	0	0	0	3,645
42	JOHN HANCOCK III DISCIPLN VI	47603U640			3/15/2013	8/13/2013	22,737				19,254	3,483	0	0	0	3,483
43	JPMORGAN U.S. EQUITY FUND-INST	4812A1142			3/15/2013	8/13/2013	2,739				2,486	253	0	0	0	253
44	JPMORGAN U.S. EQUITY FUND-INST	4812A1142			3/15/2013	8/13/2013	18,812				17,982	830	0	0	0	830
45	JPMORGAN U.S. EQUITY FUND-INST	4812A1142			3/15/2013	12/2/2013	18,161				15,284	2,877	0	0	0	2,877
46	WESTERN ASSET MGT BKG SECI	524669333			8/13/2013	12/2/2013	7,027				7,082	-55	0	0	0	-55
47	MANNING & NAPIER WORLD OPPORTY-A	563921545			10/25/2010	3/15/2013	9,131				9,538	-407	0	0	0	-407
48	MANNING & NAPIER WORLD OPPORTY-A	563921545			10/25/2010	8/13/2013	1,085				1,023	62	0	0	0	62
49	MANNING & NAPIER WORLD OPPORTY-A	563921545			10/25/2010	8/13/2013	1,223				1,238	-15	0	0	0	-15
50	MANNING & NAPIER WORLD OPPORTY-A	563921545			12/22/2011	3/15/2013	16,171				14,472	1,699	0	0	0	1,699
51	NEUBERGER BERMAN HIGH INCOME	864128K668			12/22/2011	3/15/2013	59,227				54,662	4,565	0	0	0	4,565
52	NEUBERGER BERMAN HIGH INCOME	864128K668			11/18/2011	3/15/2013	6,853				6,346	507	0	0	0	507
53	NEUBERGER BERMAN HIGH INCOME	864128K668			11/18/2011	8/13/2013	12,889				12,132	757	0	0	0	757
54	NEUBERGER BERMAN HIGH INCOME	864128K668			12/22/2011	8/13/2013	108,403				101,850	6,553	0	0	0	6,553
55	NEUBERGER BERMAN HIGH INCOME	864128K668			4/1/2010	12/2/2013	200				241	-41	0	0	0	-41
56	OPPENHEIMER DEVELOPING MKT-Y	693974505			4/30/2010	12/2/2013	3,786				3,000	786	0	0	0	786
57	OPPENHEIMER DEVELOPING MKT-Y	693974505			12/17/2012	12/2/2013	4,386				4,007	379	0	0	0	379
58	OPPENHEIMER DEVELOPING MKT-Y	693974505			8/13/2013	12/2/2013	986				917	69	0	0	0	69
59	OPPENHEIMER DEVELOPING MKT-Y	693974505			12/2/2010	12/2/2013	5,010				3,693	1,317	0	0	0	1,317
60	OPPENHEIMER DEVELOPING MKT-Y	693974505			12/17/2012	3/15/2013	189,318				188,984	334	0	0	0	334
61	PIMCO LOW DURATION I	693974505			12/17/2012	3/15/2013	3,376				3,376	0	0	0	0	0
62	PIMCO LOW DURATION I	693974505			12/17/2012	3/15/2013	1,899				1,899	0	0	0	0	0
63	PIMCO INVESTMENT GRD CORP-BD-I	722005816			12/17/2012	3/15/2013	1,899				1,899	0	0	0	0	0
64	PIMCO INVESTMENT GRD CORP-BD-I	722005816			12/17/2012	3/15/2013	3,184				3,184	0	0	0	0	0
65	PIMCO EMERGING LOCAL BOND-INST	722018205			12/17/2012	3/15/2013	7,106				7,113	-7	0	0	0	-7
66	PIMCO 1-5 YEAR US TIPS INDX ETF	74055PAX2			1/28/2010	8/14/2013	25,000				25,146	-146	0	0	0	-146
67	PRAXAIR INC 2.125% 8/14/13	74055PAX2			8/13/2013	12/2/2013	4,602				4,597	5	0	0	0	5
68	OSTERWEIS STRATEGIC INC ED-I	74055PAX2			12/2/2010	3/15/2013	24,907				17,567	7,340	0	0	0	7,340
69	RODGEWORTH LARGE CAP VALUE EOI	76928R672			6/30/2010	3/15/2013	1,097				8,300	-7,203	0	0	0	-7,203
70	RODGEWORTH LARGE CAP VALUE EOI	76928R672			9/24/2008	3/15/2013	286,885				145,432	141,453	0	0	0	141,453
71	RODGEWORTH LARGE CAP VALUE EOI	76928R672			7/18/2010	3/15/2013	24,322				20,198	4,124	0	0	0	4,124
72	RODGEWORTH LARGE CAP VALUE EOI	76928R672			12/22/2011	3/15/2013	62,901				64,920	-1,919	0	0	0	-1,919
73	RODGEWORTH LARGE CAP VALUE EOI	76928R672			12/22/2011	3/15/2013	18,526				14,56					

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

FLORIDA ATTORNEY GENERAL DOES NOT REQUIRE AND PREFERS THAT WE DO NOT FURNISH A COPY OF FORM 990PF TO THEIR OFFICE.

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
SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		39,495		0

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

	Date	Amount
1 Credit from prior year return	1	947
2 First quarter estimated tax payment	2	211
3 Second quarter estimated tax payment	3	211
4 Third quarter estimated tax payment	4	212
5 Fourth quarter estimated tax payment	5	211
6 Other payments	6	
7 Total	7	1,792