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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: HOFFA MEMORIAL FOUNDATION TTEE

A Employer identification number: 65-6468546

Number and street (or P O box number if mail is not delivered to street address): 200 S ORANGE AVE SOAB-10 — Room/suite:

B Telephone number (see instructions): (407) 237-5986

City or town: ORLANDO — State: FL — ZIP code: 32801

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,895,820

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	54,285	54,757		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	224,961			
b	Gross sales price for all assets on line 6a 1,568,454				
7	Capital gain net income (from Part IV, line 2)		224,961		
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	279,246	279,718	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	25,240	12,620		12,620
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)	1,331	729		
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	29,071	13,349	0	15,120
25	Contributions, gifts, grants paid	115,500			115,500
26	**Total expenses and disbursements.** Add lines 24 and 25	144,571	13,349	0	130,620
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	134,675			
b	**Net investment income** (if negative, enter -0-)		266,369		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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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	662		
	2	Savings and temporary cash investments	77,537	76,425	76,425
	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)	2,426,555	2,559,504	2,819,395
	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)	2,504,754	2,635,929	2,895,820
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.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,504,092	2,635,929	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	662		
	30	**Total net assets or fund balances** (see instructions)	2,504,754	2,635,929	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,504,754	2,635,929	

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	2,504,754
2	Enter amount from Part I, line 27a	2	134,675
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,639,429
5	Decreases not included in line 2 (itemize) ▶ RECOVERY OF CONTRIBUTIONS	5	3,500
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,635,929

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				0
b				0
c				0
d				0
e				0

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	224,961
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	122,985	2,616,832	0 046998
2011	120,510	2,613,997	0 046102
2010	129,843	2,506,676	0 051799
2009	117,230	2,253,840	0 052013
2008	120,829	2,409,735	0 050142

2	**Total** of line 1, column (d)	2	0.247054
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 049411
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,772,704
5	Multiply line 4 by line 3	5	137,002
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,664
7	Add lines 5 and 6	7	139,666
8	Enter qualifying distributions from Part XII, line 4	8	130,620

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	5,327
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	5,327
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	5,327
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,339		
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	1,339
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	3,988
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** ▶	**Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(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?	2		X
	If "Yes," attach a detailed description of the activities			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (407) 237-5986
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 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	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)*

			Yes	No
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	25,240		

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	2,718,653
b	Average of monthly cash balances	1b	96,275
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,814,928
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	2,814,928
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	42,224
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,772,704
6	**Minimum investment return.** Enter 5% of line 5	6	138,635

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	138,635
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,327		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,327
3	Distributable amount before adjustments Subtract line 2c from line 1			3	133,308
4	Recoveries of amounts treated as qualifying distributions			4	3,500
5	Add lines 3 and 4			5	136,808
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	136,808

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	130,620
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	130,620
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	130,620

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					136,808
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					
b	From 2009	379				
c	From 2010	1,799				
d	From 2011					
e	From 2012					
f	**Total** of lines 3a through e		2,178			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 130,620					
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					130,620
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))*		2,178			2,178
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
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					4,010
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)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a					
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011					
d	Excess from 2012					
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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	115,500
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	54,285	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	224,961	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		279,246	0

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 279,246

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Barbara [signature] | 4/10/2014 | TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only				
Print/Type preparer's name: DONALD J ROMAN	Preparer's signature: [signature]	Date: 4/10/2014	Check ☒ if self-employed	PTIN: P00364310
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name	City	State	Zip Code	Foreign Country	Street	Relationship	Foundation Status	Purpose of grant/contribution	Amount
KIDS HOUSE OF SEMINOLE						NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
CHILD DEVELOPMENT CENTER						NONE	PC	GENERAL CHARITABLE PURPOSES	7,000
CHILD PROTECTION CENTER INC	SARASOTA	FL	34236		720 SOUTH ORANGE AVE	NONE	PC	GENERAL CHARITABLE PURPOSES	15,000
CORNERSTONE HOSPICE FOUNDATION	TAVARES	FL	32778		2445 LAND PARK ROAD	NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
EASTER SEALS SOUTHWEST FLORIDA	SARASOTA	FL	34243		350 BRADEN AVE	NONE	PC	GENERAL CHARITABLE PURPOSES	7,500
HENDERSON BEHAVIORAL HEALTH INC	FORT LAUDERDALE	FL	33312		330 SW 27TH AVENUE	NONE	PC	GENERAL CHARITABLE PURPOSES	7,500

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
PINES OF SARASOTA FOUNDATION INC	1501 N ORANGE AVE	SARASOTA	FL	34236		NONE	PC	GENERAL CHARITABLE PURPOSES	10,000
TIDEWELL HOSPICE & PALLIATIVE CARE	1144 VERONICA STREET	PORT CHARLOTTE	FL	33952		NONE	PC	GENERAL CHARITABLE PURPOSES	11,000
VIM JAX INC	41 E DUVAL ST	JACKSONVILLE	FL	32202		NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
AMERICAN LUNG ASSOCIATION OF GEORGIA						NONE	PC	GENERAL CHARITABLE PURPOSES	2,500
GLOBAL STROKE RESOURCE						NONE	PC	GENERAL CHARITABLE PURPOSES	5,000
GRACE MEDICAL HOME						NONE	PC	GENERAL CHARITABLE PURPOSE	5,000

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

Recipient(s) paid during the year

Name
RONALD MCDONALD HOUSE CHARITIES
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	5,000

Name
STEP IT UP RECOVERY CENTERS
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	5,000

Name
THE ARC SUNRISE CENTRAL FL
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	5,000

Name
THE WELLNESS COMMUNITY
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	10,000

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

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	28,240		Capital Gains/Losses	1,568,454	1,343,493	224,961
Short Term CG Distributions			Other sales	0	0	0

	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 Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	ABERDEEN EQUITY LONG SH	003020338			10/18/2011		3/11/2013	1,087	999				0	88
2	X	ADVISORS CAMBIAR SMALL C	0075W0593			3/28/2011		3/11/2013	4,412	3,925				0	487
3	X	CAMBIAR SMALL CAP-INS	0075W0593			3/28/2011		7/29/2013	31,684	25,926				0	5,758
4	X	CAMBIAR SMALL CAP-INS	0075W0593			3/28/2011		10/7/2013	319	253				0	66
5	X	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		3/11/2013	20,408	20,395				0	13
6	X	EATON VANCE ATLANTA CAP	277902698			7/29/2013		10/7/2013	2,199	2,142				0	57
7	X	EATON VANCE ATLANTA CAP	277902698			7/29/2013		12/10/2013	8,500	7,785				0	715
8	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		3/11/2013	53,936	47,935				0	6,001
9	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		7/29/2013	5,715	4,729				0	986
10	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		12/10/2013	8,500	6,974				0	1,526
11	X	GOLDMAN SACHS GROWTH (	38142Y401			11/3/2009		3/11/2013	3,953	2,870				0	1,083
12	X	GOLDMAN SACHS GRTH OPP	38142Y401			11/3/2009		7/29/2013	24,748	16,752				0	7,996
13	X	GOLDMAN SACHS GRTH OPP	38142Y401			12/8/2010		7/29/2013	1,582	1,071				0	511
14	X	GOLDMAN SACHS GRTH OPP	38142Y401			7/18/2011		7/29/2013	6,737	4,561				0	2,176
15	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/8/2011		7/29/2013	11,361	7,690				0	3,671
16	X	GOLDMAN SACHS GRTH OPP	38142Y401			12/7/2011		7/29/2013	8,184	5,540				0	2,644
17	X	GOLDMAN SACHS GRTH OPP	38142Y401			12/5/2012		7/29/2013	6,385	4,322				0	2,063
18	X	HARBOR CAP APPRECIATION	411511504			5/28/2010		3/11/2013	101,463	76,650				0	24,813
19	X	HARBOR CAP APPRECIATION	411511504			6/24/2010		3/11/2013	13,678	10,333				0	3,345
20	X	HARBOR CAP APPRECIATION	411511504			1/26/2011		3/11/2013	10,728	8,104				0	2,624
21	X	HARBOR CAP APPRECIATION	411511504			7/18/2011		3/11/2013	112,586	85,052				0	27,534
22	X	HARBOR CAP APPRECIATION	411511504			8/8/2011		3/11/2013	13,005	9,824				0	3,181
23	X	HARBOR CAP APPRECIATION	411511504			8/6/2012		3/11/2013	2,742	2,072				0	670
24	X	HARTFORD DIVIDEND & GRO	416645828			4/6/2010		3/11/2013	121,464	96,611				0	24,853
25	X	HARTFORD DIVIDEND & GRO	416645828			6/24/2010		3/11/2013	25,254	20,087				0	5,167
26	X	HARTFORD DIVIDEND & GRO	416645828			1/26/2011		3/11/2013	7,925	6,303				0	1,622
27	X	HARTFORD DIVIDEND & GRO	416645828			7/18/2011		3/11/2013	16,589	13,194				0	3,395
28	X	HARTFORD DIVIDEND & GRO	416645828			8/8/2011		3/11/2013	7,173	5,705				0	1,468
29	X	HARTFORD DIVIDEND & GRO	416645828			8/6/2012		3/11/2013	29,220	26,300				0	2,920
30	X	HARTFORD DIVIDEND & GRO	416645828			11/19/2012		3/11/2013	2,239	2,012				0	227
31	X	HARTFORD DIVIDEND & GRO	416645828			11/20/2012		3/11/2013	3,578	3,171				0	407
32	X	HARTFORD DIVIDEND & GRO	416645828			12/10/2012		3/11/2013	75,709	69,000				0	6,709
33	X	T ROWE PRICE INST L/C GRW	45775L408			10/18/2011		7/29/2013	26,006	19,776				0	6,230
34	X	T ROWE PRICE INST L/C GRW	45775L408			10/18/2011		10/7/2013	44,162	31,736				0	12,426
35	X	T. ROWE PRICE INST L/C GRW	45775L408			10/18/2011		12/10/2013	26,500	17,417				0	9,083
36	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		7/29/2013	25,137	22,539				0	2,598
37	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		10/7/2013	22,828	20,624				0	2,204
38	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		12/10/2013	22,500	18,949				0	3,551
39	X	JPMORGAN U S. EQUITY FUN	4812A1142			3/11/2013		7/29/2013	13,896	12,693				0	1,203
40	X	JPMORGAN U S. EQUITY FUN	4812A1142			3/11/2013		10/7/2013	42,208	38,298				0	3,910
41	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		12/10/2013	16,500	13,823				0	2,677
42	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		12/10/2013	7,000	6,744				0	256
43	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		3/11/2013	4,790	4,589				0	201
44	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		7/29/2013	28,017	26,141				0	1,876
45	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		10/7/2013	6,508	5,804				0	704
46	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		12/10/2013	8,000	7,007				0	993
47	X	NEUBERGER BERMAN HIGH I	64128K868			8/8/2011		3/11/2013	34,087	32,319				0	1,768
48	X	NEUBERGER BERMAN HIGH I	64128K868			10/18/2011		3/11/2013	3,470	3,290				0	180
49	X	NEUBERGER BERMAN HI IN E	64128K868			10/18/2011		7/29/2013	25,314	24,254				0	1,060
50	X	NEUBERGER BERMAN HI IN E	64128K868			12/21/2011		7/29/2013	587	563				0	24
51	X	NEUBERGER BERMAN HI IN E	64128K868			2/6/2012		7/29/2013	1,191	1,142				0	49
52	X	NEUBERGER BERMAN HI IN E	64128K868			8/6/2012		7/29/2013	39,778	38,112				0	1,666
53	X	NEUBERGER BERMAN HI IN E	64128K868			12/20/2012		7/29/2013	1,190	1,141				0	49
54	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		3/11/2013	810	743				0	67
55	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		7/29/2013	17,954	16,867				0	1,087
56	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		10/7/2013	35,915	31,746				0	4,169
57	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		12/10/2013	3,000	2,630				0	370
58	X	PIMCO TOTAL RETURN FUND	693390700			9/7/2010		7/29/2013	49,344	49,990				0	-646
59	X	PIMCO TOTAL RETURN FUND	693390700			12/8/2010		7/29/2013	19,928	20,189				0	-261
60	X	PIMCO TOTAL RETURN FUND	693390700			10/18/2011		7/29/2013	2,635	2,669				0	-34
61	X	PIMCO TOTAL RETURN FUND	693390700			2/6/2012		7/29/2013	2,135	2,163				0	-28
62	X	PIMCO TOTAL RETURN FUND	693390700			12/12/2012		7/29/2013	1,750	1,842				0	-92
63	X	PIMCO TOTAL RETURN FUND	693390700			3/11/2013		7/29/2013	3,792	3,933				0	-141
64	X	PIMCO INVT GRADE CORP BD	722005816			1/26/2011		3/11/2013	22,112	21,065				0	1,047
65	X	T ROWE PRICE DIVERS S/C G	779917103			7/29/2013		10/7/2013	1,732	1,645				0	87
66	X	VANGUARD SHORT TERM BO	921937827			12/7/2012		7/29/2013	51,774	52,458				0	-684
67	X	VANGUARD SHORT TERM BO	921937827			3/11/2013		7/29/2013	2,729	2,751				0	-22
68	X	VANGUARD BD INDEX TOTAL	921937835			12/7/2012		3/11/2013	19,929	20,369				0	-440

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

	Amount
Long Term CG Distributions	28,240
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,568,454	1,343,493	224,961
Other sales	0	0	0

	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
69	X	VANGUARD TOTAL BOND MA	921937835			12/7/2012		7/29/2013	80,488	84,446				0	-3,958
70	X	VANGUARD M/B SECUR INDX	92206C755			8/6/2012		7/29/2013	51,701	53,068				0	-1,367
71	X	VANGUARD M/B SECUR INDX	92206C755			12/10/2012		7/29/2013	23,748	24,375				0	-627
72	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		7/29/2013	163	139				0	24
73	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	262	220				0	42
74	X	WASATCH LONG/SHORT FD	936793835			8/6/2012		3/11/2013	5,601	4,937				0	664

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

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

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

		1,331	729	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		1,331	729		

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
			2,426,555	2,559,504	2,819,395
1	SUNTRUST - SEE ATTACHED			0	2,819,395
2	FORUM ABSOLUTE STRATEGIES-I		0	145,590	0
3	MANNING & NAPIER WORLD OPPTYS-A		0	226,662	0
4	EATON VANCE FLTG-RT-I		0	72,679	0
5	FEDERATED STRATEGIC VALUE-I		0	116,531	0
6	PIMCO INVT GRADE CORP BD-I		0	119,275	0
7	ABERDEEN EQUITY LONG SHORT-I		0	54,160	0
8	OPPENHEIMER DEVELOPING MKTS INST		0	125,673	0
9	JOHN HANCOCK III DISCIPLINED VALUE-I		0	254,096	0
10	DOUBLELINE TOTAL RETURN BD-I		0	148,505	0
11	PIMCO EMERGING LOCAL BD-I		0	63,464	0
12	MAINSTAY ICAP INTL-I		0	123,794	0
13	ADVISORS CAMBIAR SMALL CAP-I		0	26,184	0
14	PIMCO 1-5 YR US TIPS INDEX ETF		0	86,935	0
15	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	115,958	0
16	GOLDMAN SACHS LOCAL EMRG MKTS DE		0	63,928	0
17	VANGUARD MTG BACKED SECS INDEX-S		0	118,100	0
18	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	27,081	0
19	OSTERWEIS STRATEGIC INCOME-I		0	72,873	0
20	WASATCH LONG/SHORT-I		0	49,699	0
21	WESTERN ASSET MTG BKD SEC-I		0	87,801	0
22	JPMORGAN TR I US EQUITY-I		0	167,485	0
23	EATON VANCE ATLANTA CAP SMID-CAP-		0	104,925	0
24	T ROWE PRICE INSTL LARGE-CAP GRWT		0	188,106	0

4/10/2014 9 37 37 AM - 7924232 - 25 - EF - HOFFA MEMORIAL FOUNDATION TTEE

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

	Amount
Long Term CG Distributions	28,240
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,540,214	0	0	1,343,493	196,721	0	0	0	196,721
1	ABERDEEN EQUITY LONG SHORT-I	003020336		10/18/2011	3/11/2013	1,087		0	999	68	0	0	0	68
2	ADVISORS CAMBIAR SMALL CAP-I	0075W0593		3/28/2011	3/11/2013	4,412		0	3,925	487	0	0	0	487
3	CAMBIAR SMALL CAP-INS	0075W0593		3/28/2011	7/29/2013	31,684		0	25,926	5,758	0	0	0	5,758
4	CAMBIAR SMALL CAP-INS	0075W0593		3/28/2011	10/7/2013	319		0	253	66	0	0	0	66
5	DOUBLELINE TOTAL RETURN BD-I	258620103		8/6/2012	3/11/2013	20,408		0	20,395	13	0	0	0	13
6	EATON VANCE ATLANTA CAPITAL SMID	277902698		7/29/2013	10/7/2013	2,199		0	2,142	57	0	0	0	57
7	EATON VANCE ATLANTA CAPITAL SMID	277902698		7/29/2013	12/10/2013	8,500		0	7,785	715	0	0	0	715
8	FEDERATED STRATEGIC VALUE-I	314172560		7/18/2011	3/11/2013	53,936		0	47,935	6,001	0	0	0	6,001
9	FEDERATED STRATEGIC VAL DIV IS	314172560		7/18/2011	7/29/2013	5,715		0	4,729	986	0	0	0	986
10	FEDERATED STRATEGIC VAL DIV IS	314172560		7/18/2011	12/10/2013	8,500		0	6,974	1,526	0	0	0	1,526
11	GOLDMAN SACHS GROWTH OPPTYS-I	38142Y401		11/3/2009	3/11/2013	3,953		0	2,870	1,083	0	0	0	1,083
12	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		11/3/2009	7/29/2013	24,748		0	16,752	7,996	0	0	0	7,996
13	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		12/8/2010	7/29/2013	1,582		0	1,071	511	0	0	0	511
14	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		7/18/2011	7/29/2013	6,737		0	4,561	2,176	0	0	0	2,176
15	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		8/8/2011	7/29/2013	11,361		0	7,690	3,671	0	0	0	3,671
16	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		12/7/2011	7/29/2013	8,184		0	5,540	2,644	0	0	0	2,644
17	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		12/5/2012	7/29/2013	6,385		0	4,322	2,063	0	0	0	2,063
18	HARBOR CAP APPRECIATION-I	411511504		5/28/2010	3/11/2013	101,463		0	76,650	24,813	0	0	0	24,813
19	HARBOR CAP APPRECIATION-I	411511504		6/24/2010	3/11/2013	13,678		0	10,333	3,345	0	0	0	3,345
20	HARBOR CAP APPRECIATION-I	411511504		1/26/2011	3/11/2013	10,728		0	8,104	2,624	0	0	0	2,624
21	HARBOR CAP APPRECIATION-I	411511504		7/18/2011	3/11/2013	112,586		0	85,052	27,534	0	0	0	27,534
22	HARBOR CAP APPRECIATION I	411511504		8/8/2011	3/11/2013	13,005		0	9,824	3,181	0	0	0	3,181
23	HARBOR CAP APPRECIATION I	411511504		8/6/2012	3/11/2013	2,742		0	2,072	670	0	0	0	670
24	HARTFORD DIVIDEND & GROWTH Y	416645828		4/8/2010	3/11/2013	121,464		0	96,611	24,853	0	0	0	24,853
25	HARTFORD DIVIDEND & GROWTH Y	416645828		6/24/2010	3/11/2013	25,254		0	20,087	5,167	0	0	0	5,167
26	HARTFORD DIVIDEND & GROWTH-Y	416645828		1/26/2011	3/11/2013	7,925		0	6,303	1,622	0	0	0	1,622
27	HARTFORD DIVIDEND & GROWTH Y	416645828		7/18/2011	3/11/2013	16,589		0	13,194	3,395	0	0	0	3,395
28	HARTFORD DIVIDEND & GROWTH Y	416645828		8/8/2011	3/11/2013	7,173		0	5,705	1,468	0	0	0	1,468
29	HARTFORD DIVIDEND & GROWTH Y	416645828		8/6/2012	3/11/2013	29,220		0	26,300	2,920	0	0	0	2,920
30	HARTFORD DIVIDEND & GROWTH Y	416645828		11/19/2012	3/11/2013	2,239		0	2,012	227	0	0	0	227
31	HARTFORD DIVIDEND & GROWTH Y	416645828		11/20/2012	3/11/2013	3,578		0	3,171	407	0	0	0	407
32	HARTFORD DIVIDEND & GROWTH Y	416645828		12/10/2012	3/11/2013	75,709		0	69,000	6,709	0	0	0	6,709
33	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	7/29/2013	26,006		0	19,776	6,230	0	0	0	6,230
34	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	10/7/2013	44,162		0	31,736	12,426	0	0	0	12,426
35	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	12/10/2013	26,500		0	17,417	9,083	0	0	0	9,083
36	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	7/29/2013	25,137		0	22,539	2,598	0	0	0	2,598
37	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	10/7/2013	22,828		0	20,624	2,204	0	0	0	2,204
38	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	12/10/2013	22,500		0	18,949	3,551	0	0	0	3,551
39	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	7/29/2013	13,896		0	12,693	1,203	0	0	0	1,203
40	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	10/7/2013	42,208		0	38,298	3,910	0	0	0	3,910
41	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	12/10/2013	16,500		0	13,823	2,677	0	0	0	2,677
42	MAINSTAY ICAP INTERNATIONAL I	56063J718		10/7/2013	12/10/2013	7,000		0	6,744	256	0	0	0	256
43	MANNING & NAPIER WORLD OPPTYS-A	563821545		7/18/2011	3/11/2013	4,790		0	4,589	201	0	0	0	201
44	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	7/29/2013	28,017		0	26,141	1,876	0	0	0	1,876
45	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	10/7/2013	6,508		0	5,804	704	0	0	0	704
46	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	12/10/2013	8,000		0	7,007	993	0	0	0	993
47	NEUBERGER BERMAN HIGH INCOME B	64128K868		8/8/2011	3/11/2013	34,087		0	32,319	1,768	0	0	0	1,768
48	NEUBERGER BERMAN HIGH INCOME B	64128K868		10/18/2011	3/11/2013	3,470		0	3,290	180	0	0	0	180
49	NEUBERGER BERMAN HI IN B-INS	64128K868		10/18/2011	7/29/2013	25,314		0	24,254	1,060	0	0	0	1,060
50	NEUBERGER BERMAN HI IN B INS	64128K868		12/21/2011	7/29/2013	587		0	563	24	0	0	0	24
51	NEUBERGER BERMAN HI IN B INS	64128K868		2/6/2012	7/29/2013	1,191		0	1,142	49	0	0	0	49
52	NEUBERGER BERMAN HI IN B INS	64128K868		8/6/2012	7/29/2013	39,778		0	38,112	1,666	0	0	0	1,666
53	NEUBERGER BERMAN HI IN B INS	64128K868		12/20/2012	7/29/2013	1,190		0	1,141	49	0	0	0	49
54	OPPENHEIMER DEVELOPING MKTS INS	683974505		2/6/2012	3/11/2013	810		0	743	67	0	0	0	67
55	OPPENHEIMER DEVELOPING MKT Y	683974505		2/6/2012	7/29/2013	17,954		0	16,867	1,087	0	0	0	1,087
56	OPPENHEIMER DEVELOPING MKT Y	683974505		2/6/2012	10/7/2013	35,915		0	31,746	4,169	0	0	0	4,169
57	OPPENHEIMER DEVELOPING MKT Y	683974505		2/6/2012	12/10/2013	3,000		0	2,630	370	0	0	0	370
58	PIMCO TOTAL RETURN FUND INST	693390700		9/7/2010	7/29/2013	49,344		0	49,990	-646	0	0	0	646
59	PIMCO TOTAL RETURN FUND INST	693390700		12/8/2010	7/29/2013	19,928		0	20,189	261	0	0	0	261
60	PIMCO TOTAL RETURN FUND-INST	693390700		10/18/2011	7/29/2013	2,635		0	2,669	34	0	0	0	34
61	PIMCO TOTAL RETURN FUND INST	693390700		2/6/2012	7/29/2013	2,135		0	2,163	28	0	0	0	28
62	PIMCO TOTAL RETURN FUND INST	693390700		12/12/2012	7/29/2013	1,750		0	1,842	92	0	0	0	92
63	PIMCO TOTAL RETURN FUND INST	693390700		3/11/2013	7/29/2013	3,792		0	3,933	141	0	0	0	141
64	PIMCO INVT GRADE CORP BD I	722005816		1/26/2011	3/11/2013	22,112		0	21,065	1,047	0	0	0	1,047
65	T ROWE PRICE DIVERS S/C GRTH	779917103		7/29/2013	10/7/2013	1,732		0	1,645	87	0	0	0	87
66	VANGUARD SHORT TERM BOND ETF	921937827		12/7/2012	7/29/2013	51,774		0	52,458	-684	0	0	0	-684
67	VANGUARD SHORT TERM BOND ETF	921937827		3/11/2013	7/29/2013	2,729		0	2,751	22	0	0	0	22
68	VANGUARD BD INDEX TOTAL BD MKT E	921937835		12/7/2012	3/11/2013	19,929		0	20,369	-440	0	0	0	-440
69	VANGUARD TOTAL BOND MARKET	921937835		12/7/2012	7/29/2013	80,488		0	84,446	3,958	0	0	0	3,958
70	VANGUARD M/B SECUR INDX SIG	92206C755		8/6/2012	7/29/2013	51,701		0	53,068	1,367	0	0	0	-1,367
71	VANGUARD M/B SECUR INDX SIG	92206C755		12/10/2012	7/29/2013	23,748		0	24,375	-627	0	0	0	627
72	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	7/29/2013	163		0	139	24	0	0	0	24
73	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	10/7/2013	262		0	220	42	0	0	0	42
74	WASATCH LONG/SHORT FD	936793835		8/6/2012	3/11/2013	5,601		0	4,937	664	0	0	0	664

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 990-PI

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	Compensation	Benefits	Expense Account
										25,240	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802 1908		TRUSTEE	AS REQ'D	25,240		

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

		Date		Amount
1	Credit from prior year return		1	737
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	602
7	Total		7	1,339

J. MILTON HOFFA & NELLIE E. HOFFA MEMORIAL FOUNDATION
SunTrust Bank E&F, M/C-2082
Attn: Melanie Cianciotto
Post Office Box 620005
Orlando, Florida 32862-0005

GRANT APPLICATION GUIDELINES

These guidelines are provided primarily to assist those charitable organizations that are considering making application for funds to the Hoffa Memorial Foundation. There are many worthy charitable causes; however, those that fall within the following guidelines are the causes which J. Milton and Nellie E Hoffa desired most to support. The Trustees charged with responsibility for selecting recipients of the Hoffa Memorial Foundation gifts adhere to these guidelines.

The Trustees shall consider all qualified applications received from organizations that are exempt from taxation under the Internal Revenue Code Sections 501(c)(3) and 509.

The Hoffa Memorial Foundation generally restricts its funding policy to local (Sarasota County) organizations.

Qualified organizations are those which are organized and operated exclusively for charitable, scientific, literary and educational purposes. No part of any gift shall be used for propagandering or otherwise attempting to influence legislation or for political campaigning.

Organizations, to include governmental bodies, considered for Hoffa Memorial Foundation gifts are those which carry on the following described types of charitable work:

A. Nursing education

B. Rehabilitation for handicapped children or adults

C. Charitable Organizations in the health field

Preference shall be given based on the following described additional considerations:

A. Need

B. The breadth of support for the organization, as reflected by the number of other contributors and the amounts given by them.

C. Foundation gifts may be made only for use within the United States or its possessions

D. Organizations to which Foundation gifts are made must be exempt from taxation under the Internal Revenue Code of the United States of America.

Though the guidelines set forth hereinabove shall be adhered to by the trustees of the Hoffa Memorial Foundation in virtually every choice of recipients of funds, the trustees reserve the right to select deserving donees that fall outside the strict definition of the guidelines, but that demonstrate an unusual harmony with the concerns of J Milton & Nellie E Hoffa.

Grant Application Guidelines for the
J. Milton Hoffa & Nellie E. Hoffa Memorial Foundation
Page Two

November 1st is the deadline for filing gift requests that are to be considered at the annual trustee meeting to take place during the month of December each year.

APPLICATION REQUIREMENTS

Institutions/organizations wishing to apply for funds should supply the Foundation with a fully developed proposal.

The proposal should include the following and be forwarded to the address above·

- Completed Grant Proposal Synopsis Sheet
- Principal objective and brief history of the organization/institution
- List of the current Board of Directors
- Proof of tax-exempt status
- Detailed outline of project, including its expected outcome
- Financial information for prior 3 years (financial statements; audited or unaudited)
- Proposed budget for current year
- Source(s) of other funding (if applicable)

FOLLOW-UP PROCESS

Proposals will be reviewed upon receipt. Additional information may be requested. Once all required information is received, the proposal will be presented at the next regularly scheduled meeting of the Grant Committee.

Once a decision is made by the Committee, the Foundation will communicate the decision to the applicant in writing

For further information, please call SunTrust Bank Endowment & Foundation Services at 1(800) 432-4760, extension 4485