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Form **990-PF**

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

OMB No 1545-0052

# 2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2013 or tax year beginning , and ending

Name of foundation <b>B. ANTON MEMORIAL FOUNDATION</b>			A Employer identification number <b>65-6473083</b>	
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 1908</b>		Room/suite	B Telephone number (see instructions) <b>(407) 237-4500</b>	
City or town <b>ORLANDO</b>	State <b>FL</b>	ZIP code <b>32802-1908</b>		
Foreign country name	Foreign province/state/country	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 4,276,636</b>		J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)	7,445			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	77,262	77,020		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	154,465			
	b Gross sales price for all assets on line 6a <b>1,993,875</b>				
	7 Capital gain net income (from Part IV, line 2)		154,465		
	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	239,172	231,485	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	23,958	11,979		11,979
	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)	1,445	1,445		
	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	27,903	13,424	0	14,479
	25 Contributions, gifts, grants paid	187,159			187,159
26 Total expenses and disbursements. Add lines 24 and 25	215,062	13,424	0	201,638	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	24,110				
b Net investment income (if negative, enter -0-)		218,061			
c Adjusted net income (if negative, enter -0-)			0		

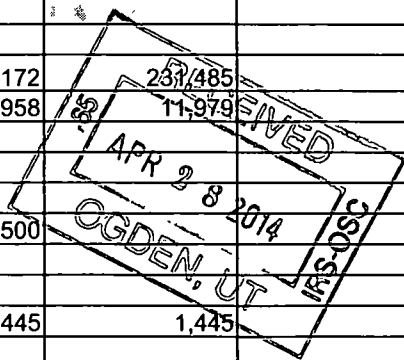
For Paperwork Reduction Act Notice, see instructions.

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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 . . . . .			
	2	Savings and temporary cash investments . . . . .	144,624	159,745	159,745
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .			
	c	Investments—corporate bonds (attach schedule) . . . . .			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans . . . . .				
13	Investments—other (attach schedule) . . . . .	3,565,831	3,580,961	4,116,891	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	3,710,455	3,740,706	4,276,636	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ )			
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	3,710,455	3,740,706	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,710,455	3,740,706		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,710,455	3,740,706		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) . . . . .	1	3,710,455
2	Enter amount from Part I, line 27a . . . . .	2	24,110
3	Other increases not included in line 2 (itemize) ▶ FEDERAL TAX REFUND	3	6,141
4	Add lines 1, 2, and 3 . . . . .	4	3,740,706
5	Decreases not included in line 2 (itemize) ▶	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	3,740,706

**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 bnck warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr )
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0- ) or Losses (from col (h))
(i) 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		
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	154,465
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	180,164	3,708,322	0.048584
2011	104,569	2,654,041	0.039400
2010	144,582	2,522,021	0.057328
2009	95,000	1,827,914	0.051972
2008			0.000000
2	Total of line 1, column (d) . . . . .		2 0.197284
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 0.049321
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .		4 4,005,625
5	Multiply line 4 by line 3 . . . . .		5 197,561
6	Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		6 2,181
7	Add lines 5 and 6 . . . . .		7 199,742
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.		8 201,638

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

Table with 11 rows for excise tax calculations. Includes sub-sections 6a-6d for credits and payments. Total tax due is 650, with 0 overpayment and 0 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and state reporting. Responses include 'X' for 'Yes' and 'N/A' for 'No'.

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? . . . . . 13 X
Website address N/A
14 The books are in care of SUNTRUST BANK Telephone no. (407) 237-4500
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? . . . . . 16 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . Yes No X
(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 X
(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 X
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 . . . . . 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? . . . . . Yes No X
If "Yes," list the years 20 , 20 , 20 , 20
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . . 2b N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. 20 , 20 , 20 , 20
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
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 propaqaanda, 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	23,958		

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

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

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

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

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

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

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

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,944,373
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	122,251
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	4,066,624
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	4,066,624
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	60,999
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	4,005,625
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	200,281

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	200,281
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5 . . . . .	<b>2a</b>	2,181
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,181
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	198,100
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	198,100
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	198,100

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	201,638
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	201,638
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . .	<b>5</b>	2,181
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	199,457

**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 . . . . .				198,100
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 . . . . .				
c From 2010 . . . . .			1,846	
d From 2011 . . . . .				
e From 2012 . . . . .				
f Total of lines 3a through e . . . . .	1,846			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 201,638				
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 . . . . .				198,100
e Remaining amount distributed out of corpus . . . . .	3,538			
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	5,384			
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) . . . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	5,384			
10 Analysis of line 9:				
a Excess from 2009 . . . . .				
b Excess from 2010 . . . . .		1,846		
c Excess from 2011 . . . . .				
d Excess from 2012 . . . . .				
e Excess from 2013 . . . . .		3,538		

**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	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
Name and address (home or business)				
<p><b>a</b> Paid during the year See Attached Statement</p>				
<p><b>Total</b> . . . . .</p>			▶ <b>3a</b>	187,159
<p><b>b</b> Approved for future payment NONE</p>				
<p><b>Total</b> . . . . .</p>			▶ <b>3b</b>	0





**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2013**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization <b>B. ANTON MEMORIAL FOUNDATION</b>	Employer identification number <b>65-6473083</b>
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Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ .....

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

<b>Name of organization</b> B. ANTON MEMORIAL FOUNDATION	<b>Employer identification number</b> 65-6473083
---	---

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LESLIE HINDMAN AUCTIONEERS 1338 W. LAKE STREET CHICAGO IL 60607 Foreign State or Province: _____ Foreign Country: _____	\$ 7,120	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	OCEANVIEW PUBLISHING 595 BAY ISLES ROAD, SUITE 120-G LONGBOAT KEY FL 34228 Foreign State or Province: _____ Foreign Country: _____	\$ 5	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
3	ANTON MEMORIAL TRUST _____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ 320	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
-----	_____ _____ Foreign State or Province: _____ Foreign Country: _____	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization <b>B. ANTON MEMORIAL FOUNDATION</b>	Employer identification number <b>65-6473083</b>
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**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	----- ----- -----	\$ -----	-----

<b>Name of organization</b> B. ANTON MEMORIAL FOUNDATION	<b>Employer identification number</b> 65-6473083
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ ..... 0  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For. Prov.                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For. Prov.                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For. Prov.                      Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	..... ..... .....	..... ..... .....	..... ..... .....

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
..... ..... .....	..... ..... .....
For. Prov                      Country	

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

Recipient(s) paid during the year

Name

CHRISTIAN CHILDRENS FUND

Street

2821 EMERYWOOD PARKWAY

City

RICHMOND

State

VA

Zip Code

23294

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

187,159

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales/Other sales	Totals	Cost Other Basis and Expenses			Net Gain or Loss
											Expense of Sale and Cost of Improvements	Depreciation	Adjustments	
										Gross Sales	1,993,875	0	1,993,875	0
1	PIMCO EMERGING LOCAL BD	72201F516			11/19/2012		3/11/2013	153	151					2
2	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		3/11/2013	2,270	2,244					26
3	PIMCO EMERGING LOCAL BD	72201F516			8/6/2012		6/25/2013	3,171	3,545					-374
4	T ROWE PRICE DIVERS S/M	779917103			11/19/2012		7/29/2013	1,836	1,799					37
5	T ROWE PRICE DIVERS S/C	779917103			3/11/2013		10/7/2013	3,008	2,714					294
6	T ROWE PRICE DIVERS S/C	779917103			3/11/2013		7/29/2013	2,363	2,005					358
7	WASATCH LONG/SHORT-I	936793769			7/29/2013		10/7/2013	10,860	10,867					-7
8	WASATCH LONG/SHORT FUN	936793769			3/11/2013		10/7/2013	375	369					6
9	WASATCH LONG/SHORT FUN	936793769			3/11/2013		10/7/2013	1,256	1,195					61
10	ABERDEEN EQUITY LONG SH	003020336			3/11/2013		6/25/2013	5,445	5,413					32
11	ADVISORS CAMBIAR SMALL C	0075W0593			3/11/2013		6/25/2013	1,811	1,786					25
12	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		7/29/2013	2,198	2,022					176
13	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/7/2013	732	656					76
14	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		3/11/2013	42,347	42,160					187
15	DOUBLELINE TOTAL RETURN	258620103			8/6/2012		6/25/2013	8,836	8,995					-159
16	EATON VANCE ATLANTA CAP	277902698			12/13/2012		3/11/2013	884	782					102
17	EATON VANCE ATLANTA CAP	277902698			8/6/2012		3/11/2013	164,367	138,164					26,203
18	EATON VANCE ATLANTA CAP	277902698			8/6/2012		6/25/2013	5,535	4,588					947
19	EATON VANCE ATLANTA CAP	277902698			8/6/2012		7/29/2013	6,425	4,953					1,432
20	EATON VANCE ATLANTA CAP	277902698			8/6/2012		10/7/2013	2,234	1,691					543
21	EATON VANCE FLTG-RT-I	277911491			3/11/2013		6/25/2013	4,507	4,526					-19
22	FORUM ABSOLUTE STRATEG	349841600			3/11/2013		6/25/2013	9,198	9,044					154
23	GOLDMAN SACHS LOCAL EM	38145N303			3/11/2013		6/25/2013	3,189	3,591					-402
24	ISHARES TR DOW JONES SE	464287168			8/6/2012		3/11/2013	143,705	133,629					10,076
25	ISHARES TR DOW JONES SE	464287168			11/19/2012		3/11/2013	12,715	11,477					1,238
26	ISHARES TR DOW JONES SE	464287168			2/1/2012		3/11/2013	8,745	7,668					1,077
27	ISHARES DJ SELECT DIVIDEN	464287168			2/1/2012		7/29/2013	9,812	7,940					1,347
28	ISHARES DJ SELECT DIVIDEN	464287168			2/1/2012		7/29/2013	9,812	7,940					1,872
29	ISHARES IBOXX INVT GRADE	464287242			4/27/2011		3/11/2013	23,873	22,073					1,800
30	ISHARES IBOXX INVT GRADE	464287242			5/26/2011		3/11/2013	52,971	49,597					3,374
31	ISHARES IBOXX INVT GRADE	464287242			2/2/2011		3/11/2013	43,232	39,161					4,071
32	ISHARES IBOXX INVT GRADE	464287242			2/2/2011		6/25/2013	3,356	3,228					128
33	ISHARES TR RUSSELL 1000 V	464287598			3/11/2013		6/25/2013	27,844	27,174					670
34	ISHARES RUSSELL 1000 VAL	464287598			3/11/2013		7/29/2013	33,016	30,409					2,607
35	ISHARES RUSSELL 1000 VAL	464287598			3/11/2013		10/7/2013	83,174	78,287					4,887
36	ISHARES TR RUSSELL 1000 C	464287614			2/1/2012		3/11/2013	315,217	276,635					38,582
37	ISHARES TR RUSSELL 1000 C	464287614			2/1/2012		6/25/2013	27,648	23,735					3,913
38	ISHARES TR RUSSELL 1000 C	464287614			2/1/2012		7/29/2013	3,356	2,727					629
39	ISHARES RUSSELL 1000 GR	464287614			7/18/2011		7/29/2013	3,585	2,864					721
40	ISHARES RUSSELL 1000 GR	464287614			7/18/2011		10/7/2013	66,507	51,985					14,522
41	ISHARES RUSSELL 1000 GR	464287614			2/2/2011		10/7/2013	63,856	48,799					15,057
42	ISHARES BARCLAYS MBS BD	464288588			2/1/2012		3/11/2013	47,881	48,228					-347
43	ISHARES BARCLAYS MBS BD	464288588			8/6/2012		3/11/2013	98,554	99,982					-1,428
44	ISHARES BARCLAYS MBS BD	464288588			11/19/2012		3/11/2013	966	974					-8
45	ISHARES BARCLAYS MBS BD	464288588			5/26/2011		3/11/2013	57,222	57,001					221
46	ISHARES BARCLAYS MBS BD	464288588			5/26/2011		6/25/2013	3,536	3,636					-100
47	ISHARES BARCLAYS MBS BO	464288588			5/26/2011		7/29/2013	76,047	77,534					-1,487
48	ISHARES BARCLAYS MBS BO	464288588			8/6/2012		3/11/2013	82,343	82,796					-453
49	ISHARES BARCLAYS 3-YR T	464286661			8/6/2012		6/25/2013	8,893	9,131					-238
50	ISHARES BARCLAYS 3-YR T	464286661			8/6/2012		7/29/2013	70,916	72,308					-1,392
51	MANNING & NAPIER WORLD	563821545			7/18/2011		6/25/2013	23,886	23,886					-2,255
52	MANNING & NAPIER WORLD	563821545			7/18/2011		10/7/2013	14,133	14,085					48
53	NEUBERGER BERMAN HIGH	64128K868			11/19/2012		3/11/2013	128	125					3
54	NEUBERGER BERMAN HIGH	64128K868			12/20/2012		3/11/2013	2,412	2,392					20
55	NEUBERGER BERMAN HIGH	64128K868			8/6/2012		3/11/2013	108,894	106,735					2,159
56	NEUBERGER BERMAN HIGH	64128K868			8/6/2012		6/25/2013	945	965					-20
57	NEUBERGER BERMAN HIGH	64128K868			2/1/2012		7/29/2013	3,389	3,359					30
58	NEUBERGER BERMAN HI IN E	64128K868			8/8/2011		7/29/2013	40,689	38,500					2,189
59	NEUBERGER BERMAN HI IN E	64128K868			10/18/2011		7/29/2013	34,443	31,900					2,543
60	NEUBERGER BERMAN HI IN E	64128K868			12/21/2011		7/29/2013	666	622					44
61	NEUBERGER BERMAN HI IN E	64128K868			2/1/2012		7/29/2013	20,450	19,652					798
62	OPPENHEIMER DEVELOPING	683974505			3/11/2013		6/25/2013	12,096	13,395					-1,299
63	OPPENHEIMER DEVELOPING	683974505			3/11/2013		7/29/2013	4,917	4,804					113
64	OPPENHEIMER DEVELOPING	683974505			3/11/2013		10/7/2013	18,760	18,085					695
65	OPPENHEIMER DEVELOPING	683974505			11/19/2012		10/7/2013	34,306	30,574					3,732

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

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

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

		1,445	1,445	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,445	1,445		

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SUNTRUST - SEE ATTACHED		0	0	4,116,891
2	ISHARES IBOXX INVT GRADE CORP BDE		0	77,894	0
3	ISHARES TR RUSSELL 1000 VALUE INDEX		0	418,047	0
4	ISHARES TR RUSSELL 1000 GROWTH IND		0	385,565	0
5	EATON VANCE ATLANTA CAP SMID-CAP-I		0	92,779	0
6	ISHARES TR DOW JONES SEL DIVD INDE		0	162,380	0
7	FORUM ABSOLUTE STRATEGIES-I		0	206,187	0
8	MANNING & NAPIER WORLD OPPTY-S-A		0	449,806	0
9	EATON VANCE FLTG-RT-I		0	102,404	0
10	ABERDEEN EQUITY LONG SHORT-I		0	121,871	0
11	OPPENHEIMER DEVELOPING MKTS INSTI		0	212,557	0
12	DOUBLELINE TOTAL RETURN BD-I		0	209,556	0
13	PIMCO EMERGING LOCAL BD-I		0	89,431	0
14	MAINSTAY ICAP INTL-I		0	262,612	0
15	ADVISORS CAMBIAR SMALL CAP-I		0	36,248	0
16	PIMCO 1-5 YR US TIPS INDEX ETF		0	81,577	0
17	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	124,727	0
18	GOLDMAN SACHS LOCAL EMRG MKTS DE		0	90,105	0
19	T ROWE PRICE DIVRSFD SMALLCAP GRC		0	34,458	0
20	OSTERWEIS STRATEGIC INCOME-I		0	102,677	0
21	WASATCH LONG/SHORT-I		0	237,606	0
22	WESTERN ASSET MTG BKD SEC-I		0	82,474	0
			3,565,831	3,580,961	4,116,891

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

Line	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses	Amount	
															14,852	0
1	PIMCO EMERGING LOCAL BD-I	72201F510		11/19/2012	3/11/2013	153					139,613			39,613	14,852	0
2	PIMCO EMERGING LOCAL BD-I	72201F510		8/9/2012	3/11/2013	2,270					20			2,270	2,270	0
3	PIMCO EMERGING LOCAL BD-I	72201F510		8/9/2012	6/25/2013	3,171					374			3,171	3,171	0
4	T ROWE PRICE DIVERS SMALL CAP GR	779917103		3/11/2013	6/25/2013	1,836					2,179			1,836	1,836	0
5	T ROWE PRICE DIVERS S.C. GRTH	779917103		3/11/2013	7/9/2013	3,008					2,714			3,008	2,714	0
6	T ROWE PRICE DIVERS S.C. GRTH	779917103		3/11/2013	10/7/2013	10,860					2,005			10,860	2,005	0
7	WASATCH LONGSHORT FUNDS	635703766		7/29/2013	6/25/2013	375					10,867			375	375	0
8	WASATCH LONGSHORT FUNDS	635703766		3/11/2013	10/7/2013	1,256					61			1,256	61	0
9	WASATCH LONGSHORT FUNDS	635703766		3/11/2013	6/25/2013	5,445					32			5,445	32	0
10	ADVEEN EQUITY LONG SHORT-I	003020339		3/11/2013	6/25/2013	1,811					25			1,811	25	0
11	ADVEEN SMALL CAP-INS	003020339		3/11/2013	7/9/2013	2,108					176			2,108	176	0
12	CAMBIAR SMALL CAP-INS	003020339		3/11/2013	10/7/2013	792					187			792	187	0
13	CAMBIAR SMALL CAP-INS	003020339		8/9/2012	10/7/2013	42,347					159			42,347	159	0
14	DOUBLELINE TOTAL RETURN BD-I	258620103		12/13/2012	3/11/2013	6,686					102			6,686	102	0
15	DOUBLELINE TOTAL RETURN BD-I	258620103		8/9/2012	6/25/2013	864					20,203			864	20,203	0
16	EATON VANCE ATLANTA CAP SMID-CAP	277902698		8/9/2012	3/11/2013	164,307					138,164			164,307	138,164	0
17	EATON VANCE ATLANTA CAP SMID-CAP	277902698		8/9/2012	6/25/2013	5,335					947			5,335	947	0
18	EATON VANCE ATLANTA CAP SMID-CAP	277902698		8/9/2012	7/9/2013	2,234					4,993			2,234	4,993	0
19	EATON VANCE ATLANTA CAPITAL SMID	277902698		8/9/2012	10/7/2013	4,507					1,901			4,507	1,901	0
20	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	6/25/2013	9,188					4,529			9,188	4,529	0
21	FORUM ABSOLUTE STRATEGIES-I	34984T600		3/11/2013	6/25/2013	3,189					154			3,189	154	0
22	GOLDMAN SACHS LOCAL EMRG MKTS	464287242		8/9/2012	3/11/2013	143,705					402			143,705	402	0
23	SHARES TR DOW JONES SEL DIVD IND	464287168		11/19/2012	3/11/2013	12,715					10,076			12,715	10,076	0
24	SHARES TR DOW JONES SEL DIVD IND	464287168		2/1/2012	3/11/2013	8,745					1,238			8,745	1,238	0
25	SHARES TR DOW JONES SEL DIVD IND	464287168		2/1/2012	6/25/2013	9,287					1,077			9,287	1,077	0
26	SHARES DJ SELECT DIVIDEND INDEX E	464287168		2/1/2012	7/9/2013	9,812					1,347			9,812	1,347	0
27	SHARES IBOX INV GRADE CORP BD	464287242		4/27/2011	3/11/2013	23,873					7,940			23,873	7,940	0
28	SHARES IBOX INV GRADE CORP BD	464287242		5/29/2011	3/11/2013	52,971					22,073			52,971	22,073	0
29	SHARES IBOX INV GRADE CORP BD	464287242		2/2/2011	3/11/2013	43,232					39,181			43,232	39,181	0
30	SHARES IBOX INV GRADE CORP BD	464287242		2/2/2011	6/25/2013	3,356					2,884			3,356	2,884	0
31	SHARES RUSSELL 1000 VALUE IND	464287568		3/11/2013	7/9/2013	33,016					670			33,016	670	0
32	SHARES RUSSELL 1000 VALUE ETF	464287568		3/11/2013	7/9/2013	83,174					2,807			83,174	2,807	0
33	SHARES RUSSELL 1000 GROWTH IN	464287614		2/1/2012	3/11/2013	315,217					39,582			315,217	39,582	0
34	SHARES RUSSELL 1000 GROWTH IN	464287614		2/1/2012	6/25/2013	27,648					3,913			27,648	3,913	0
35	SHARES RUSSELL 1000 GROWTH ETF	464287614		2/1/2012	7/9/2013	3,356					629			3,356	629	0
36	SHARES RUSSELL 1000 GROWTH ETF	464287614		7/18/2011	10/7/2013	3,585					721			3,585	721	0
37	SHARES RUSSELL 1000 GROWTH ETF	464287614		2/7/2011	10/7/2013	83,858					14,522			83,858	14,522	0
38	SHARES RUSSELL 1000 GROWTH ETF	464287614		2/7/2011	3/11/2013	47,681					15,057			47,681	15,057	0
39	SHARES BARCLAYS MBS BD ETF	464286568		8/9/2012	3/11/2013	98,554					347			98,554	347	0
40	SHARES BARCLAYS MBS BD ETF	464286568		11/19/2012	3/11/2013	968					974			968	974	0
41	SHARES BARCLAYS MBS BD ETF	464286568		5/29/2011	3/11/2013	57,227					221			57,227	221	0
42	SHARES BARCLAYS MBS BD ETF	464286568		5/29/2011	6/25/2013	3,536					3,636			3,536	3,636	0
43	SHARES BARCLAYS MBS BD ETF	464286568		5/29/2011	7/9/2013	19,047					1,487			19,047	1,487	0
44	SHARES BARCLAYS MBS BD ETF	464286568		8/9/2012	11/1/2013	6,343					2,98			6,343	2,98	0
45	SHARES BARCLAYS MBS BD ETF	464286568		8/9/2012	6/25/2013	5,893					1,393			5,893	1,393	0
46	SHARES BARCLAYS 3-YR TREA3 BD	464286981		8/9/2012	6/25/2013	21,051					23,886			21,051	23,886	0
47	SHARES BARCLAYS 3-YR TREA3 BD	464286981		7/18/2011	10/7/2013	14,133					2,555			14,133	2,555	0
48	SHARES BARCLAYS 3-YR TREA3 BD	464286981		11/19/2012	3/11/2013	128					3			128	3	0
49	MANNING & NAPIER WORLD OPTTYS-A	563921545		12/20/2012	3/11/2013	2,412					20			2,412	20	0
50	MANNING & NAPIER WORLD OPTTYS-A	563921545		8/9/2012	3/11/2013	108,894					2,158			108,894	2,158	0
51	NEUBERGER BERMAN HIGH INCOME BD	64128K688		8/9/2012	6/25/2013	945					965			945	965	0
52	NEUBERGER BERMAN HIGH INCOME BD	64128K688		2/1/2012	6/25/2013	3,389					30			3,389	30	0
53	NEUBERGER BERMAN HIGH INCOME BD	64128K688		10/18/2011	7/9/2013	40,689					38,500			40,689	38,500	0
54	NEUBERGER BERMAN HIGH INCOME BD	64128K688		12/21/2011	7/9/2013	666					622			666	622	0
55	NEUBERGER BERMAN HIGH INCOME BD	64128K688		2/1/2012	7/9/2013	20,450					19,652			20,450	19,652	0
56	NEUBERGER BERMAN HIGH INCOME BD	64128K688		3/11/2013	6/25/2013	4,804					11,209			4,804	11,209	0
57	NEUBERGER BERMAN HIGH INCOME BD	64128K688		3/11/2013	10/7/2013	18,780					695			18,780	695	0
58	NEUBERGER BERMAN HIGH INCOME BD	64128K688		11/18/2012	10/7/2013	34,306					3,729			34,306	3,729	0

**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

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

1	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		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		23,958		
										23,958		