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 4/1/2013 , and ending 3/31/2014

Name of foundation: POTTER, CLYDE R , MD CHARITABLE FDN

A Employer identification number: 56-6267552

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

B Telephone number (see instructions): (866) 607-7205

City or town: ORLANDO | State: FL | ZIP code: 32802-1908

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) ▶ $ 781,180

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) )*

| | Line | Description | (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 | 15,070 | 15,266 | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 44,890 | | | |
| | b | Gross sales price for all assets on line 6a 257,729 | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 44,890 | | |
| | 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) | 105 | 105 | | |
| | 12 | **Total.** Add lines 1 through 11 | 60,065 | 60,261 | 0 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 13,102 | 6,551 | | 6,551 |
| | 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) | 1,228 | 262 | | |
| | 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 | 16,830 | 6,813 | 0 | 9,051 |
| | 25 | Contributions, gifts, grants paid | 23,200 | | | 23,200 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 40,030 | 6,813 | 0 | 32,251 |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | **Excess of revenue over expenses and disbursements** | 20,035 | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 53,448 | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | 0 | |

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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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|---|
| Assets | 1 | Cash—non-interest-bearing | 249 | | |
| | 2 | Savings and temporary cash investments | 26,770 | 27,551 | 27,551 |
| | 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) | 626,523 | 646,026 | 753,629 |
| | 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) | 653,542 | 673,577 | 781,180 |
| 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 | 653,542 | 673,577 | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | **Total net assets or fund balances** (see instructions) | 653,542 | 673,577 | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 653,542 | 673,577 | |

## 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 | 653,542 |
| 2 | Enter amount from Part I, line 27a | 2 | 20,035 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 673,577 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 673,577 |

## 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 | 44,890 |
| 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 | 32,631 | 684,894 | 0 047644 |
| 2011 | 32,367 | 684,424 | 0 047291 |
| 2010 | 27,172 | 669,522 | 0 040584 |
| 2009 | 32,322 | 621,016 | 0 052047 |
| 2008 | 33,674 | 635,190 | 0 053014 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0 240580 |
| 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 048116 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 739,491 |
| 5 | Multiply line 4 by line 3 | 5 | 35,581 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 534 |
| 7 | Add lines 5 and 6 | 7 | 36,115 |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 32,251 |

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<br>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 | 1,069 |
| 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 | 1,069 |
| 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 | 1,069 |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a — 622 | | |
| 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 | 622 |
| 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 | 447 |
| 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<br>**(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?<br>*If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *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?<br>*If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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) ▶<br>NC | | | |
| 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)*

| | | Line | 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 ▶ (866) 607-7205
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

| | | Line | 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.**

| | | Line | 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 | 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 | | | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013 )* | 3b | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | 4b | | X |

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53 4945–5(d)*

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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<br>1414 RALEIGH RD, STE 150 CHAPEL HILL, NC 2751 | TRUSTEE<br>AS REQ'D | 13,102 | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |

**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 | 720,856 |
| b | Average of monthly cash balances | 1b | 29,896 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 750,752 |
| 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 | 750,752 |
| 4 | Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions) | 4 | 11,261 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 739,491 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 36,975 |

**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 | 36,975 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 1,069 | | |
| b | Income tax for 2013 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 1,069 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 35,906 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 35,906 |
| 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 | 35,906 |

**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 | 32,251 |
| 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 | 32,251 |
| 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 | 32,251 |

**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 | | | | 35,906 |
| 2 | Undistributed income, if any, as of the end of 2013 | | | | |
| a | Enter amount for 2012 only | | | 18,373 | |
| 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 | | | | |
| d | From 2011 | | | | |
| e | From 2012 | | | | |
| f | **Total** of lines 3a through e | 0 | | | |
| 4 | Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 32,251 | | | | |
| a | Applied to 2012, but not more than line 2a | | | 18,373 | |
| 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 | | | | 13,878 |
| 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) )* | | | | |
| 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 | | | | 22,028 |
| 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

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<br>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 | 23,200 |
| **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 | 15,070 | |
| 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 | 44,890 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | 105 | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 0 | | 60,065 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 60,065

(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 Allred | 6/2/2014 | 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 | Preparer's signature | Date | Check ☒ if self-employed | PTIN |
|---|---|---|---|---|
| DONALD J ROMAN | [signature] | 6/2/2014 | | 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 | |

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

| | Amount |
|---|---|
| Long Term CG Distributions | 9,035 |
| Short Term CG Distributions | |

| Totals | Gross Sales | Cost, Other Basis and Expenses | Net Gain or Loss |
|---|---|---|---|
| Capital Gains/Losses | 257,729 | 212,839 | 44,890 |
| 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 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | X | ABERDEEN EQY LONG SHOR | 003020336 | | | 3/11/2013 | | 3/24/2014 | 301 | 299 | | | | 0 | 2 |
| 2 | X | ABERDEEN EQY LONG SHOR | 003020336 | | | 10/7/2013 | | 3/24/2014 | 529 | 536 | | | | 0 | 7 |
| 3 | X | ABERDEEN EQY LONG SHOR | 003020336 | | | 8/6/2012 | | 3/24/2014 | 5,838 | 5,513 | | | | 0 | 325 |
| 4 | X | CAMBIAR SMALL CAP-INS | 0075W0593 | | | 3/11/2013 | | 3/24/2014 | 7,373 | 6,543 | | | | 0 | 830 |
| 5 | X | FEDERATED STRATEGIC VAL | 314172560 | | | 10/7/2013 | | 3/24/2014 | 512 | 489 | | | | 0 | 23 |
| 6 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 6/2/2008 | | 3/24/2014 | 6,363 | 6,260 | | | | 0 | 103 |
| 7 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 9/24/2008 | | 3/24/2014 | 2,113 | 2,000 | | | | 0 | 113 |
| 8 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 6/22/2009 | | 3/24/2014 | 610 | 535 | | | | 0 | 75 |
| 9 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 6/25/2009 | | 3/24/2014 | 1,542 | 1,362 | | | | 0 | 180 |
| 10 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 7/6/2009 | | 3/24/2014 | 783 | 685 | | | | 0 | 98 |
| 11 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 7/20/2009 | | 3/24/2014 | 175 | 156 | | | | 0 | 19 |
| 12 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 10/26/2009 | | 3/24/2014 | 1,500 | 1,426 | | | | 0 | 74 |
| 13 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 1/19/2010 | | 3/24/2014 | 262 | 252 | | | | 0 | 10 |
| 14 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 10/25/2010 | | 3/24/2014 | 6,473 | 6,402 | | | | 0 | 71 |
| 15 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 2/6/2012 | | 3/24/2014 | 883 | 881 | | | | 0 | 2 |
| 16 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 8/6/2012 | | 3/24/2014 | 12,089 | 12,342 | | | | 0 | 253 |
| 17 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 3/11/2013 | | 3/24/2014 | 3,008 | 3,052 | | | | 0 | -44 |
| 18 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 7/29/2013 | | 3/24/2014 | 205 | 209 | | | | 0 | -4 |
| 19 | X | ABSOLUTE STRATEGIES FUN | 34984T600 | | | 10/7/2013 | | 3/24/2014 | 1,080 | 1,088 | | | | 0 | -8 |
| 20 | X | T ROWE PRICE INST L/C GRV | 45775L408 | | | 5/24/2010 | | 3/24/2014 | 196 | 96 | | | | 0 | 100 |
| 21 | X | JPMORGAN U S EQUITY FUN | 4812A1142 | | | 3/11/2013 | | 3/24/2014 | 172 | 149 | | | | 0 | 23 |
| 22 | X | MAINSTAY ICAP INTERNATIO | 56063J716 | | | 10/7/2013 | | 3/24/2014 | 176 | 171 | | | | 0 | 5 |
| 23 | X | OPPENHEIMER DEVELOPING | 683974505 | | | 2/22/2011 | | 3/24/2014 | 300 | 285 | | | | 0 | 15 |
| 24 | X | OPPENHEIMER DEVELOPING | 683974505 | | | 11/19/2012 | | 3/24/2014 | 3,618 | 3,366 | | | | 0 | 252 |
| 25 | X | RIDGEWORTH LARGECAP VA | 76628R872 | | | 6/22/2009 | | 3/24/2014 | 21,349 | 11,365 | | | | 0 | 9,984 |
| 26 | X | T ROWE PRICE DIVERS S/C G | 779917103 | | | 9/4/2012 | | 3/24/2014 | 8,619 | 6,023 | | | | 0 | 2,596 |
| 27 | X | WASATCH LONG/SHORT FUN | 936793769 | | | 8/6/2012 | | 3/24/2014 | 6,723 | 5,559 | | | | 0 | 1,164 |
| 28 | X | 2013 SHORT TERM SALES - V | VARIOUS | | | VARIOUS | | VARIOUS | 62,998 | 58,708 | | | | | 4,290 |
| 29 | X | 2013 LONG TERM SALES VA | VARIOUS | | | VARIOUS | | VARIOUS | 92,904 | 77,087 | | | | | 15,817 |

**SunTrust**
**Statement of Capital Gains and Losses From Sales**
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**
**POTTER, CLYDE R., MD CHARITABLE**
**Trust Year 4/1/2013 - 2/28/2014**

**Account Id: 7903672**

| Type | Description | Date | Shares | Price | Fed Cost | State Cost | Fed Gain | State Gain | (Type) |
|---|---|---|---|---|---|---|---|---|---|
| 003020336 | ABERDEEN EQUITY LONG SHORT-I | | | | | | | | |
| **Sold** | | 07/29/13 | 38 848 | 479 00 | | | | | |
| **Acq** | | 03/11/13 | 38 848 | 479 00 | 464 24 | 464 24 | 14 76 | 14 76 | S |
| | | **Total for 7/29/2013** | | | 464 24 | 464 24 | 14 76 | 14 76 | |
| 0075W0593 | ADVISORS CAMBIAR SMALL CAP-I | | | | | | | | |
| **Sold** | | 07/29/13 | 51 309 | 1,156 00 | | | | | |
| **Acq** | | 03/11/13 | 51 309 | 1,156 00 | 1,063 63 | 1,063 63 | 92 37 | 92 37 | S |
| | | **Total for 7/29/2013** | | | 1,063 63 | 1,063 63 | 92 37 | 92 37 | |
| 0075W0593 | ADVISORS CAMBIAR SMALL CAP-I | | | | | | | | |
| **Sold** | | 10/07/13 | 10 208 | 236 00 | | | | | |
| **Acq** | | 03/11/13 | 10 208 | 236 00 | 211 61 | 211 61 | 24 39 | 24 39 | S |
| | | **Total for 10/7/2013** | | | 211 61 | 211 61 | 24 39 | 24 39 | |
| 277902698 | EATON VANCE ATLANTA CAP SMID-CAP-I | | | | | | | | |
| **Sold** | | 07/29/13 | 23 779 | 526 00 | | | | | |
| **Acq** | | 03/11/13 | 23 779 | 526 00 | 486 28 | 486 28 | 39 72 | 39 72 | S |
| | | **Total for 7/29/2013** | | | 486 28 | 486 28 | 39 72 | 39 72 | |
| 277902698 | EATON VANCE ATLANTA CAP SMID-CAP-I | | | | | | | | |
| **Sold** | | 10/07/13 | 5 328 | 121 00 | | | | | |
| **Acq** | | 03/11/13 | 5 328 | 121 00 | 108 96 | 108 96 | 12 04 | 12 04 | S |
| | | **Total for 10/7/2013** | | | 108 96 | 108 96 | 12 04 | 12 04 | |
| 314172560 | FEDERATED STRATEGIC VALUE-I | | | | | | | | |
| **Sold** | | 07/29/13 | 432 743 | 2,445 00 | | | | | |
| **Acq** | | 10/25/10 | 432 743 | 2,445 00 | 1,904 07 | 1,904 07 | 540 93 | 540 93 | L |
| | | **Total for 7/29/2013** | | | 1,904 07 | 1,904 07 | 540 93 | 540 93 | |
| 45775L408 | T ROWE PRICE INSTL LARGE-CAP GRWTH-I | | | | | | | | |
| **Sold** | | 07/29/13 | 389 418 | 8,906 00 | | | | | |
| **Acq** | | 05/24/10 | 295 708 | 6,762 85 | 3,997 97 | 3,997 97 | 2,764 88 | 2,764 88 | L |
| **Acq** | | 03/11/13 | 93 71 | 2,143 15 | 1,922 00 | 1,922 00 | 221 15 | 221 15 | S |
| | | **Total for 7/29/2013** | | | 5,919 97 | 5,919 97 | 2,986 03 | 2,986 03 | |
| 45775L408 | T ROWE PRICE INSTL LARGE-CAP GRWTH-I | | | | | | | | |
| **Sold** | | 10/07/13 | 469 298 | 11,357 00 | | | | | |
| **Acq** | | 05/24/10 | 469 298 | 11,357 00 | 6,344 91 | 6,344 91 | 5,012 09 | 5,012 09 | L |
| | | **Total for 10/7/2013** | | | 6,344 91 | 6,344 91 | 5,012 09 | 5,012 09 | |
| 47803U640 | JOHN HANCOCK III DISCIPLINED VALUE-I | | | | | | | | |
| **Sold** | | 07/29/13 | 318 014 | 5,508 00 | | | | | |
| **Acq** | | 03/11/13 | 318 014 | 5,508 00 | 4,938 76 | 4,938 76 | 569 24 | 569 24 | S |
| | | **Total for 7/29/2013** | | | 4,938 76 | 4,938 76 | 569 24 | 569 24 | |
| 4812A1142 | JPMORGAN TR I US EQUITY-I | | | | | | | | |
| **Sold** | | 07/29/13 | 108 808 | 1,470 00 | | | | | |
| **Acq** | | 03/11/13 | 108 808 | 1,470 00 | 1,342 69 | 1,342 69 | 127 31 | 127 31 | S |
| | | **Total for 7/29/2013** | | | 1,342 69 | 1,342 69 | 127 31 | 127 31 | |

**SunTrust**
**Statement of Capital Gains and Losses From Sales**
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**
**POTTER, CLYDE R., MD CHARITABLE**
**Trust Year 4/1/2013 - 2/28/2014**

**Account Id: 7903672**

| Type | Description | Date | Shares | Price | Fed Cost | State Cost | Fed Gain | State Gain | (Type) |
|---|---|---|---|---|---|---|---|---|---|
| 4812A1142 | JPMORGAN TR I US EQUITY-I | | | | | | | | |
| Sold | | 10/07/13 | 1894 926 | 25,771 00 | | | | | |
| Acq | | 03/11/13 | 1894 926 | 25,771 00 | 23,383 39 | 23,383 39 | 2,387 61 | 2,387 61 | S |
| | | | Total for 10/7/2013 | | 23,383 39 | 23,383 39 | 2,387 61 | 2,387 61 | |
| 563821545 | MANNING & NAPIER WORLD OPPTYS-A | | | | | | | | |
| Sold | | 07/29/13 | 253 737 | 2,139 00 | | | | | |
| Acq | | 11/19/12 | 253 737 | 2,139 00 | 1,875 12 | 1,875 12 | 263 88 | 263 88 | S |
| | | | Total for 7/29/2013 | | 1,875 12 | 1,875 12 | 263 88 | 263 88 | |
| 563821545 | MANNING & NAPIER WORLD OPPTYS-A | | | | | | | | |
| Sold | | 10/07/13 | 270 975 | 2,390 00 | | | | | |
| Acq | | 11/19/12 | 270 975 | 2,390 00 | 2,002 51 | 2,002 51 | 387 49 | 387 49 | S |
| | | | Total for 10/7/2013 | | 2,002 51 | 2,002 51 | 387 49 | 387 49 | |
| 64128K868 | NEUBERGER BERMAN HIGH INCOME BD-I | | | | | | | | |
| Sold | | 07/29/13 | 1892 699 | 17,942 79 | | | | | |
| Acq | | 02/06/12 | 58 251 | 552 22 | 533 00 | 533 00 | 19 22 | 19 22 | L |
| Acq | | 08/06/12 | 10 182 | 96 53 | 95 61 | 95 61 | 0 92 | 0 92 | S |
| Acq | | 09/12/11 | 1824 266 | 17,294 05 | 16,163 00 | 16,163 00 | 1,131 05 | 1,131 05 | L |
| | | | Total for 7/29/2013 | | 16,791 61 | 16,791 61 | 1,151 18 | 1,151 18 | |
| 683974505 | OPPENHEIMER DEVELOPING MKTS INSTL-Y | | | | | | | | |
| Sold | | 07/29/13 | 59 237 | 2,065 00 | | | | | |
| Acq | | 10/25/10 | 59 237 | 2,065 00 | 2,040 12 | 2,040 12 | 24 88 | 24 88 | L |
| | | | Total for 7/29/2013 | | 2,040 12 | 2,040 12 | 24 88 | 24 88 | |
| 683974505 | OPPENHEIMER DEVELOPING MKTS INSTL-Y | | | | | | | | |
| Sold | | 10/07/13 | 258 3 | 9,570 00 | | | | | |
| Acq | | 02/22/11 | 41 141 | 1,524 27 | 1,385 22 | 1,385 22 | 139 05 | 139 05 | L |
| Acq | | 10/25/10 | 217 159 | 8,045 73 | 7,478 97 | 7,478 97 | 566 76 | 566 76 | L |
| | | | Total for 10/7/2013 | | 8,864 19 | 8,864 19 | 705 81 | 705 81 | |
| 76628R672 | RIDGEWORTH FD-LARGECAP VAL EQTY RGD4 | | | | | | | | |
| Sold | | 07/29/13 | 158 47 | 2,713 00 | | | | | |
| Acq | | 06/22/09 | 158 47 | 2,713 00 | 1,408 80 | 1,408 80 | 1,304 20 | 1,304 20 | L |
| | | | Total for 7/29/2013 | | 1,408 80 | 1,408 80 | 1,304 20 | 1,304 20 | |
| 76628R672 | RIDGEWORTH FD-LARGECAP VAL EQTY RGD4 | | | | | | | | |
| Sold | | 10/07/13 | 427 698 | 7,412 00 | | | | | |
| Acq | | 06/22/09 | 427 698 | 7,412 00 | 3,802 23 | 3,802 23 | 3,609 77 | 3,609 77 | L |
| | | | Total for 10/7/2013 | | 3,802 23 | 3,802 23 | 3,609 77 | 3,609 77 | |
| 76628T702 | RIDGEWORTH FD-INTERMEDIATE BD RGCF | | | | | | | | |
| Sold | | 07/29/13 | 3534 398 | 35,697 42 | | | | | |
| Acq | | 04/18/07 | 3119 01 | 31,502 00 | 31,034 15 | 31,034 15 | 467 85 | 467 85 | L |
| Acq | | 06/22/07 | 18 897 | 190 86 | 185 00 | 185 00 | 5 86 | 5 86 | L |
| Acq | | 03/11/13 | 396 491 | 4,004 56 | 4,068 00 | 4,068 00 | -63 44 | -63 44 | S |
| | | | Total for 7/29/2013 | | 35,287 15 | 35,287 15 | 410 27 | 410 27 | |

**SunTrust**
**Statement of Capital Gains and Losses From Sales**
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**
**POTTER, CLYDE R., MD CHARITABLE**
**Trust Year 4/1/2013 - 2/28/2014**

**Account Id: 7903672**

| Type | Description | Date | Shares | Price | Fed Cost | State Cost | Fed Gain | State Gain | (Type) |
|---|---|---|---|---|---|---|---|---|---|
| 779917103 | T ROWE PRICE DIVRSFD SMALLCAP GROWTH | | | | | | | | |
| **Sold** | | 07/29/13 | 68 117 | 1,472 00 | | | | | |
| **Acq** | | 09/04/12 | 68 117 | 1,472 00 | 1,194 77 | 1,194 77 | 277 23 | 277 23 | S |
| | | | **Total for 7/29/2013** | | 1,194 77 | 1,194 77 | 277 23 | 277 23 | |
| 779917103 | T ROWE PRICE DIVRSFD SMALLCAP GROWTH | | | | | | | | |
| **Sold** | | 10/07/13 | 36 162 | 831 00 | | | | | |
| **Acq** | | 09/04/12 | 36 162 | 831 00 | 634 28 | 634 28 | 196 72 | 196 72 | L |
| | | | **Total for 10/7/2013** | | 634 28 | 634 28 | 196 72 | 196 72 | |
| 92206C755 | VANGUARD MTG BACKED SECS INDEX-S | | | | | | | | |
| **Sold** | | 07/25/13 | 48 9 | 1,000 00 | | | | | |
| **Acq** | | 03/11/13 | 48 9 | 1,000 00 | 1,017 12 | 1,017 12 | -17 12 | -17 12 | S |
| | | | **Total for 7/25/2013** | | 1,017 12 | 1,017 12 | -17 12 | -17 12 | |
| 92206C755 | VANGUARD MTG BACKED SECS INDEX-S | | | | | | | | |
| **Sold** | | 07/29/13 | 648 456 | 13,260 93 | | | | | |
| **Acq** | | 03/11/13 | 648 456 | 13,260 93 | 13,487 88 | 13,487 88 | -226 95 | -226 95 | S |
| | | | **Total for 7/29/2013** | | 13,487 88 | 13,487 88 | -226 95 | -226 95 | |
| 936793769 | WASATCH LONG/SHORT-I | | | | | | | | |
| **Sold** | | 07/29/13 | 78 175 | 1,225 00 | | | | | |
| **Acq** | | 08/06/12 | 78 175 | 1,225 00 | 1,045 20 | 1,045 20 | 179 80 | 179 80 | S |
| | | | **Total for 7/29/2013** | | 1,045 20 | 1,045 20 | 179 80 | 179 80 | |
| 936793769 | WASATCH LONG/SHORT-I | | | | | | | | |
| **Sold** | | 10/07/13 | 13 112 | 209 00 | | | | | |
| **Acq** | | 08/06/12 | 13 112 | 209 00 | 175 31 | 175 31 | 33 69 | 33 69 | L |
| | | | **Total for 10/7/2013** | | 175 31 | 175 31 | 33 69 | 33 69 | |
| | | | **Total for Account: 7903672** | | 135,794 80 | 135,794 80 | 20,107 34 | 20,107 34 | |

| **Total Proceeds:** | | **Fed** | **State** |
|---|---|---|---|
| 155,902 14 | **S/T Gain/Loss** | 4,290 39 | 4,290 39 |
| | **L/T Gain/Loss** | 15,816 95 | 15,816 95 |

## Part I, Line 11 (990-PF) - Other Income

| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|---|
| | | 105 | 105 | 0 |
| 1 | OTHER INCOME - MOTOROLA LITIGATION | 105 | 105 | |

## 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

| | | 1,228 | 262 | 0 | 0 |
|---|---|---|---|---|---|
| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | FOREIGN TAX WITHHELD | 262 | 262 | | |
| 2 | PY EXCISE TAX DUE | 344 | | | |
| 3 | ESTIMATED EXCISE PAYMENTS | 622 | | | |

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

| | | | 626,523 | 646,026 | 753,629 |
|---|---|---|---|---|---|
| | Asset Description | Basis of Valuation | Book Value Beg of Year | Book Value End of Year | FMV End of Year |
| 1 | OTHER INVESTMENTS | | | 646,026 | 753,629 |

SUNTRUST

POTTER, CLYDE R., MD CHARITABLE FDN
ACCOUNT NO. 7903672

PORTFOLIO SUMMARY

AS OF 03/31/14



| MAJOR INVESTMENT CLASS | MARKET VALUE | PERCENT OF ACCOUNT | FEDERAL TAX COST | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET |
|---|---|---|---|---|---|---|
| **PRINCIPAL PORTFOLIO** | | | | | | |
| STIF & MONEY MARKET FUNDS | 23,039.77 | 2.95 % | 23,039.77 | 0.00 | 12 | 0.05 % |
| EQUITY SECURITIES | 38,634.80 | 4.95 % | 38,721.63 | 86.83- | 210 | 0.54 % |
| MUTUAL FUNDS | 714,994.17 | 91.53 % | 607,304.82 | 107,689.35 | 11,965 | 1.67 % |
| MISCELLANEOUS ASSETS | 0.00 | 0.00 % | 0.00 | 0.00 | 0 | 0.00 % |
| **PRINCIPAL PORTFOLIO TOTAL** | **776,668.74** | **99.42 %** | **669,066.22** | **107,602.52** | **12,186** | **1.57 %** |
| **INCOME PORTFOLIO** | | | | | | |
| INCOME CASH | 110.54 | 0.01 % | 110.54 | | | |
| STIF & MONEY MARKET FUNDS | 4,400.57 | 0.56 % | 4,400 57 | 0.00 | 2 | 0.05 % |
| **INCOME PORTFOLIO TOTAL** | **4,511.11** | **0.58 %** | **4,511.11** | **0.00** | **2** | **0.05 %** |
| **TOTAL ASSETS** | **781,179.85** | **100.00 %** | **673,577.33** | **107,602.52** | **12,189** | **1.56 %** |

SUNTRUST

POTTER, CLYDE R , MD CHARITABLE FDN
ACCOUNT NO. 7903672

PORTFOLIO DETAIL

AS OF 03/31/14



| PAR VALUE OR SHARES | ASSET DESCRIPTION | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET/<br>YIELD TO MATURITY |
|---|---|---|---|---|---|---|
| **PRINCIPAL PORTFOLIO** | | | | | | |
| **STIF & MONEY MARKET FUNDS** | | | | | | |
| 23,039.77 | PWM FIDUCIARY MASTER DEP ACCT<br>CUSIP. 99A101DF0 | 23,039.77<br>1.000<br>2.95 % | 23,039.77<br>1 00 | 0.00 | 12 | 0.05 %<br>0 00 % |
| **EQUITY SECURITIES** | | | | | | |
| MUTUAL FUNDS-FIXED INCOME | | | | | | |
| 192 | ISHARES BARCLAYS 3-7 YEAR ETF<br>CUSIP. 464288661 | 23,176 32<br>120 710<br>2 97 % | 23,235 56<br>121.02 | 59 24- | 195 | 0 84 %<br>0 00 % |
| 292 | PIMCO 1-5 YEAR US TIPS INDEX ETF<br>CUSIP: 72201R205 | 15,458 48<br>52.940<br>1.98 % | 15,486.07<br>53.03 | 27 59- | 15 | 0.10 %<br>0.00 % |
| TOTAL MUTUAL FUNDS-FIXED INCOME | | 38,634 80 | 38,721.63 | 86 83- | 210 | 0.54 % |
| **TOTAL EQUITY SECURITIES** | | 38,634.80 | 38,721.63 | 86.83- | 210 | 0.54 % |

| PAR VALUE OR SHARES | ASSET DESCRIPTION | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET/<br>YIELD TO MATURITY |
|---|---|---|---|---|---|---|
| **MUTUAL FUNDS** | | | | | | |
| 1,274.776 | ABERDEEN EQUITY LONG SHORT FUND<br>CUSIP: 003020336 | 15,450.29<br>12.120<br>1.98 % | 13,966.04<br>10 96 | 1,484.25 | 0 | 0.00 %<br>0 00 % |
| 1,137.269 | BRANDES INTERNATIONAL SMALL CAP EQUITY FUND<br>CUSIP: 105262737 | 15,728.43<br>13 830<br>2 01 % | 15,410.00<br>13 55 | 318.43 | 605 | 3.85 %<br>0 00 % |
| 322 588 | CAMBIAR SMALL CAP FUND<br>CUSIP: 0075W0593 | 7,529 20<br>23.340<br>0 96 % | 6,687 25<br>20 73 | 841.95 | 0 | 0.00 %<br>0.00 % |
| 3,528 254 | DOUBLELINE TOTAL RETURN BOND FUND<br>CUSIP: 258620103 | 38,457 97<br>10.900<br>4.92 % | 39,762 02<br>11 27 | 1,304.05- | 1,972 | 5 13 %<br>0.00 % |
| 956 711 | EATON VANCE ATLANTA CAPITAL SMID CAP FUND<br>CUSIP: 277902698 | 23,200.24<br>24.250<br>2.97 % | 21,862.30<br>22 85 | 1,337 94 | 0 | 0.00 %<br>0.00 % |
| 2,100 795 | EATON VANCE FLOATING-RATE FUND<br>CUSIP 277911491 | 19,243 28<br>9.160<br>2 46 % | 19,263 71<br>9.17 | 20 43- | 742 | 3.86 %<br>0.00 % |
| 6,619 272 | FEDERATED STRATEGIC VAL DIV IS<br>CUSIP. 314172560 | 39,119 90<br>5.910<br>5.01 % | 29,282 01<br>4.42 | 9,837 89 | 2,012 | 5 14 %<br>0.00 % |
| 1,883.328 | GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND<br>CUSIP: 38145N303 | 15,876 46<br>8 430<br>2 03 % | 18,002 66<br>9 56 | 2,126.20- | 821 | 5.17 %<br>0.00 % |

SUNTRUST

POTTER, CLYDE R , MD CHARITABLE FDN
ACCOUNT NO. 7903672

PORTFOLIO DETAIL

AS OF 03/31/14



| PAR VALUE OR SHARES | ASSET DESCRIPTION | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET/<br>YIELD TO MATURITY |
|---|---|---|---|---|---|---|
| 4,629.609 | JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND<br>CUSIP: 47803U640 | 85,369 99<br>18.440<br>10 93 % | 76,401 32<br>16.50 | 8,968 67 | 644 | 0.75 %<br>0.00 % |
| 2,686.135 | JPMORGAN U.S. EQUITY FUND<br>CUSIP: 4812A1142 | 38,411.73<br>14.300<br>4.92 % | 33,146.90<br>12.34 | 5,264 83 | 387 | 1.01 %<br>0.00 % |
| 1,423.766 | MAINSTAY ICAP INTERNATIONAL FUND<br>CUSIP: 56063J716 | 51,113.20<br>35 900<br>6 54 % | 48,308.37<br>33 93 | 2,804 83 | 0 | 0 00 %<br>0.00 % |
| 10,737.547 | MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND<br>CUSIP· 563821545 | 99,000.18<br>9.220<br>12 67 % | 79,276.28<br>7 38 | 19,723.90 | 1,106 | 1.12 %<br>0.00 % |
| 1,091 934 | OPPENHEIMER DEVELOPING MARKETS FUND<br>CUSIP: 683974505 | 40,303 28<br>36 910<br>5.16 % | 33,205.73<br>30 41 | 7,097.55 | 178 | 0.44 %<br>0.00 % |
| 1,611.107 | OSTERWEIS STRATEGIC INCOME FUND<br>CUSIP· 742935489 | 19,317 17<br>11.990<br>2.47 % | 19,093.76<br>11 85 | 223.41 | 854 | 4.42 %<br>0.00 % |
| 1,687.057 | PIMCO EMERGING LOCAL BOND INSTL FD<br>CUSIP: 72201F516 | 15,841.47<br>9.390<br>2.03 % | 17,781.45<br>10.54 | 1,939.98- | 784 | 4.95 %<br>0.00 % |
| 1,479 213 | PIMCO INVESTMENT GRADE CORPORATE BOND FUND<br>CUSIP: 722005816 | 15,472 57<br>10.460<br>1.98 % | 15,390 39<br>10.40 | 82 18 | 574 | 3.71 %<br>0.00 % |
| 296.623 | T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC<br>CUSIP: 779917103 | 7,382.95<br>24.890<br>0.95 % | 5,184 49<br>17.48 | 2,198 46 | 0 | 0.00 %<br>0.00 % |

| PAR VALUE OR SHARES | ASSET DESCRIPTION | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET/<br>YIELD TO MATURITY |
|---|---|---|---|---|---|---|
| 671.784 | T ROWE PRICE REAL ESTATE FUND<br>CUSIP: 779919109 | 15,592 11<br>23.210<br>2.00 % | 15,417.44<br>22 95 | 174.67 | 343 | 2 20 %<br>0.00 % |
| 3,031 426 | T. ROWE PRICE INSTITUTIONAL<br>LARGE-CAP GROWTH FUND<br>CUSIP: 45775L408 | 82,697 30<br>27.280<br>10.59 % | 36,898.99<br>12 17 | 45,798.31 | 0 | 0 00 %<br>0.00 % |
| 2,377 575 | WASATCH LONG/SHORT FUND<br>CUSIP: 936793769 | 38,825 80<br>16.330<br>4.97 % | 31,788.18<br>13 37 | 7,037.62 | 0 | 0.00 %<br>0 00 % |
| 1,429 533 | WESTERN ASSET MORTGAGE BACKED<br>SECURITIES FUND<br>CUSIP: 52469F333 | 15,396.07<br>10 770<br>1.97 % | 15,760.48<br>11.02 | 364.41- | 676 | 4 39 %<br>0.00 % |
| 1,386.246 | WELLS FARGO ADVANTAGE ABSOLUTE<br>RETURN FUND<br>CUSIP: 94987W737 | 15,664.58<br>11.300<br>2.01 % | 15,415.05<br>11.12 | 249.53 | 268 | 1.71 %<br>0.00 % |
| TOTAL MUTUAL FUNDS | | 714,994.17 | 607,304.82 | 107,689.35 | 11,965 | 1.67 % |

**MISCELLANEOUS ASSETS**

| PAR VALUE OR SHARES | ASSET DESCRIPTION | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET/<br>YIELD TO MATURITY |
|---|---|---|---|---|---|---|
| 1 | CLASS ACTION PENDING<br>AMERICAN INTL GROUP<br>ON RCPT OF FINAL PMT<br>CUSIP: 997001FA5 | 0.00<br>0.000<br>0.00 % | 0 00<br>0.00 | 0 00 | 0 | 0.00 %<br>0.00 % |
| 1 | CLASS ACTION PENDING<br>MOTOROLA<br>ON RCPT OF FINAL PMT<br>CUSIP: 997001FD9 | 0 00<br>0.000<br>0.00 % | 0.00<br>0.00 | 0 00 | 0 | 0.00 %<br>0.00 % |

| PAR VALUE OR SHARES | ASSET DESCRIPTION | MARKET VALUE<br>MARKET PRICE<br>% OF MARKET | FED TAX COST<br>COST PER UNIT | UNREALIZED GAIN/LOSS (FED TO MKT) | ESTIMATED ANNUAL INCOME | INCOME YIELD AT MARKET/<br>YIELD TO MATURITY |
|---|---|---|---|---|---|---|
| 1 | CLASS ACTION PENDING<br>PHARMACIA CORP<br>ON RCPT OF FINAL PMT<br>CUSIP: 997001RZ7 | 0 00<br>0.000<br>0 00 % | 0 00<br>0.00 | 0 00 | 0 | 0.00 %<br>0.00 % |
| TOTAL MISCELLANEOUS ASSETS | | 0.00 | 0.00 | 0.00 | 0 | 0.00 % |
| PRINCIPAL PORTFOLIO TOTAL | | 776,668.74 | 669,066.22 | 107,602.52 | 12,186 | 1.57 % |
| **INCOME PORTFOLIO** | | | | | | |
| | INCOME CASH | 110.54<br>0 01 % | 110.54 | | | |
| **STIF & MONEY MARKET FUNDS** | | | | | | |
| 4,400.57 | PWM FIDUCIARY MASTER DEP ACCT<br>CUSIP· 99A101DF0 | 4,400.57<br>1.000<br>0.56 % | 4,400.57<br>1 00 | 0.00 | 2 | 0.05 %<br>0.00 % |
| INCOME PORTFOLIO TOTAL | | 4,511.11 | 4,511.11 | 0.00 | 2 | 0.05 % |
| TOTAL ASSETS | | 781,179.85 | 673,577.33 | 107,602.52 | 12,189 | 1.56 % |

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

| | Amount |
|---|---|
| Long Term CG Distributions | 9,035 |
| 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 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | 248,694 | 0 | 0 | 212,839 | 35,855 | 0 | 0 | 0 | 35,855 |
| 1 | ABERDEEN EQY LONG SHORT-IN | 003020336 | | 3/11/2013 | 3/24/2014 | 301 | | 0 | 299 | 2 | 0 | 0 | 0 | 2 |
| 2 | ABERDEEN EQY LONG SHORT-IN | 003020336 | | 10/7/2013 | 3/24/2014 | 529 | | 0 | 536 | 7 | 0 | 0 | 0 | 7 |
| 3 | ABERDEEN EQY LONG SHORT IN | 003020336 | | 8/8/2012 | 3/24/2014 | 5,838 | | 0 | 5,513 | 325 | 0 | 0 | 0 | 325 |
| 4 | CAMBIAR SMALL CAP-INS | 0075W0593 | | 3/11/2013 | 3/24/2014 | 7,373 | | 0 | 6,543 | 830 | 0 | 0 | 0 | 830 |
| 5 | FEDERATED STRATEGIC VAL DIV IS | 314172560 | | 10/7/2013 | 3/24/2014 | 512 | | 0 | 489 | 23 | 0 | 0 | 0 | 23 |
| 6 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 6/2/2008 | 3/24/2014 | 6,363 | | 0 | 6,260 | 103 | 0 | 0 | 0 | 103 |
| 7 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 9/24/2008 | 3/24/2014 | 2,113 | | 0 | 2,000 | 113 | 0 | 0 | 0 | 113 |
| 8 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 6/22/2009 | 3/24/2014 | 610 | | 0 | 535 | 75 | 0 | 0 | 0 | 75 |
| 9 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 6/25/2009 | 3/24/2014 | 1,542 | | 0 | 1,362 | 180 | 0 | 0 | 0 | 180 |
| 10 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 7/6/2009 | 3/24/2014 | 783 | | 0 | 685 | 98 | 0 | 0 | 0 | 98 |
| 11 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 7/20/2009 | 3/24/2014 | 175 | | 0 | 156 | 19 | 0 | 0 | 0 | 19 |
| 12 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 10/26/2009 | 3/24/2014 | 1,500 | | 0 | 1,426 | 74 | 0 | 0 | 0 | 74 |
| 13 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 1/19/2010 | 3/24/2014 | 262 | | 0 | 252 | 10 | 0 | 0 | 0 | 10 |
| 14 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 10/25/2010 | 3/24/2014 | 6,473 | | 0 | 6,402 | 71 | 0 | 0 | 0 | 71 |
| 15 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 2/6/2012 | 3/24/2014 | 883 | | 0 | 881 | 2 | 0 | 0 | 0 | 2 |
| 16 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 8/6/2012 | 3/24/2014 | 12,089 | | 0 | 12,342 | 253 | 0 | 0 | 0 | 253 |
| 17 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 3/11/2013 | 3/24/2014 | 3,008 | | 0 | 3,052 | -44 | 0 | 0 | 0 | -44 |
| 18 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 7/29/2013 | 3/24/2014 | 205 | | 0 | 209 | -4 | 0 | 0 | 0 | -4 |
| 19 | ABSOLUTE STRATEGIES FUND I | 34984T600 | | 10/7/2013 | 3/24/2014 | 1,080 | | 0 | 1,088 | 8 | 0 | 0 | 0 | 8 |
| 20 | T ROWE PRICE INST L/C GRWTH | 45775L408 | | 5/24/2010 | 3/24/2014 | 196 | | 0 | 96 | 100 | 0 | 0 | 0 | 100 |
| 21 | JPMORGAN U S EQUITY FUND-INST | 4812A1142 | | 3/11/2013 | 3/24/2014 | 172 | | 0 | 149 | 23 | 0 | 0 | 0 | 23 |
| 22 | MAINSTAY ICAP INTERNATIONAL I | 56063J716 | | 10/7/2013 | 3/24/2014 | 176 | | 0 | 171 | 5 | 0 | 0 | 0 | 5 |
| 23 | OPPENHEIMER DEVELOPING MKT Y | 683974505 | | 2/22/2011 | 3/24/2014 | 300 | | 0 | 285 | 15 | 0 | 0 | 0 | 15 |
| 24 | OPPENHEIMER DEVELOPING MKT Y | 683974505 | | 11/19/2012 | 3/24/2014 | 3,618 | | 0 | 3,366 | 252 | 0 | 0 | 0 | 252 |
| 25 | RIDGEWORTH LARGECAP VALUE EQTY | 76628R672 | | 6/22/2009 | 3/24/2014 | 21,349 | | 0 | 11,365 | 9,984 | 0 | 0 | 0 | 9,984 |
| 26 | T ROWE PRICE DIVERS S/C GRTH | 779917103 | | 9/4/2012 | 3/24/2014 | 8,619 | | 0 | 6,023 | 2,596 | 0 | 0 | 0 | 2,596 |
| 27 | WASATCH LONG/SHORT FUND-INS | 936793769 | | 8/6/2012 | 3/24/2014 | 6,723 | | 0 | 5,559 | 1,164 | 0 | 0 | 0 | 1,164 |
| 28 | 2013 SHORT TERM SALES VARIOUS | VARIOUS | | VARIOUS | VARIOUS | 62,998 | | | 58,708 | 4,290 | 0 | 0 | 0 | 4,290 |
| 29 | 2013 LONG TERM SALES - VARIOUS | VARIOUS | | VARIOUS | VARIOUS | 92,904 | | | 77,087 | 15,817 | 0 | 0 | 0 | 15,817 |

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

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | 13,102 | 0 | 0 |
| | Name | Check "X" if Business | Street | City | State | Zip Code | Foreign Country | Title | Avg Hrs Per Week | Compensation | Benefits | Expense Account |
| 1 | SUNTRUST BANKS INC | X | 1414 RALEIGH RD STE 150 | CHAPEL HILL | NC | 27517 | | TRUSTEE | AS REQ D | 13,102 | NONE | NONE |

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

| | | Date | | Amount |
|---|---|---|---|---|
| 1 | Credit from prior year return | | 1 | 0 |
| 2 | First quarter estimated tax payment | 8/12/2013 | 2 | 156 |
| 3 | Second quarter estimated tax payment | | 3 | |
| 4 | Third quarter estimated tax payment | 12/11/2013 | 4 | 233 |
| 5 | Fourth quarter estimated tax payment | 3/11/2014 | 5 | 233 |
| 6 | Other payments | | 6 | |
| 7 | Total | | 7 | 622 |

## Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

| | | | |
|---|---|---|---|
| 1 | Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year | 1 | 18,373 |
| 2 | | 2 | |
| 3 | | 3 | |
| 4 | | 4 | |
| 5 | | 5 | |
| 6 | | 6 | |
| 7 | | 7 | |
| 8 | | 8 | |
| 9 | | 9 | |
| 10 | Total | 10 | 18,373 |

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

**Recipient(s) paid during the year**

| | |
|---|---|
| Name | DUCKS UNLIMITED INC |
| Street | ATTN: JON RICH ONE WATERFOWL WAY |
| City | MEMPHIS |
| State | TN |
| Zip Code | 38120 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | PC |
| Purpose of grant/contribution | GENERAL CHARITABLE PURPOSES |
| Amount | 16,240 |

| | |
|---|---|
| Name | DUKE UNIVERSITY ENDOWMENT/INVESTMENT ACCOUNTING |
| Street | 324 BLACKWELL ST , SUITE 900 |
| City | DURHAM |
| State | NC |
| Zip Code | 27701 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | PC |
| Purpose of grant/contribution | GENERAL CHARITABLE PURPOSES |
| Amount | 2,320 |

| | |
|---|---|
| Name | WAKE FOREST UNIVERSITY GENERAL ENDOWMENT FND |
| Street | OFFICE OF DEVELOPMENT 7227 REYNOLDA STATION |
| City | WINSTON-SALEM |
| State | NC |
| Zip Code | 27109 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | PC |
| Purpose of grant/contribution | GENERAL CHARITABLE PURPOSES |
| Amount | 2,320 |

| | |
|---|---|
| Name | NATHAN A WOMACK SURGICAL SOCIETY C/O MED FOUNDATION OF NC |
| Street | 880 MLK JR BLVD |
| City | CHAPEL HILL |
| State | NC |
| Zip Code | 27514 |
| Foreign Country | |
| Relationship | NONE |
| Foundation Status | PC |
| Purpose of grant/contribution | GENERAL CHARITABLE PURPOSES |
| Amount | 2,320 |

| | |
|---|---|
| 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 | |