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: TR JOE E JOHNSTON FDN U/W

A Employer identification number: 58-1364875

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): (404) 813-9304

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) ▶ $ 3,133,535

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	65,430	67,216		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	87,859			
	b	Gross sales price for all assets on line 6a 1,229,661				
	7	Capital gain net income (from Part IV, line 2)		87,859		
	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	153,289	155,075	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	23,003	11,501		11,502
	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)	6,377	696		
	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	31,880	12,197	0	14,002
	25	Contributions, gifts, grants paid	146,500			146,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	178,380	12,197	0	160,502
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-25,091			
	b	**Net investment income** (if negative, enter -0-)		142,878		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

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	64,004	32,644	32,644
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,487,851	2,514,120	3,100,891
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,551,855	2,546,764	3,133,535
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,551,855	2,546,764	
	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)	2,551,855	2,546,764	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,551,855	2,546,764	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,551,855
2	Enter amount from Part I, line 27a	2	-25,091
3	Other increases not included in line 2 (itemize) ▶ RECOVERY OF GRANTS	3	20,000
4	Add lines 1, 2, and 3	4	2,546,764
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	2,546,764

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	87,859
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	138,844	2,860,068	0.048546
2011	134,675	2,822,106	0 047721
2010	135,466	2,678,230	0.050580
2009	74,561	2,446,215	0.030480
2008	181,368	2,459,855	0 073731

2	**Total** of line 1, column (d)	2	0 251058
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	0.050212
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,054,105
5	Multiply line 4 by line 3	5	153,353
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,429
7	Add lines 5 and 6	7	154,782
8	Enter qualifying distributions from Part XII, line 4	8	160,502

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	1,429
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	1,429
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	1,429
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,779		
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	4,779
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3,350
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 1,430 **Refunded** ▶	11	1,920

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *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? *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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (404) 813-9304
Located at ▶ P O BOX 4655 ATLANTA GA ZIP+4 ▶ 30302

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	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
See Attached Statement	00	0		
	00	0		
	00	0		
	00	0		

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	3,030,335
b	Average of monthly cash balances	1b	70,279
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,100,614
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	3,100,614
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	46,509
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,054,105
6	**Minimum investment return.** Enter 5% of line 5	6	152,705

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	152,705
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,429		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,429
3	Distributable amount before adjustments Subtract line 2c from line 1			3	151,276
4	Recoveries of amounts treated as qualifying distributions			4	20,000
5	Add lines 3 and 4			5	171,276
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	171,276

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	160,502
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	160,502
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	1,429
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	159,073

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				171,276
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			122,986	
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. ▶ $ 160,502				
a Applied to 2012, but not more than line 2a			122,986	
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				37,516
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				133,760
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ▶ **3a**				146,500
b *Approved for future payment* NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,430	
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	87,859	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		153,289	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 153,289

(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 6/17/2014 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		6/17/2014		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	

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

Recipient(s) paid during the year

Name
BOYS AND GIRLS CLUBS OF METRO ATLANTA - CHEROKEE COUNTY
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSE	15,000

Name
ELM STREET CULTURAL ARTS VILLAGE INC
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSE	15,000

Name
ATLANTA COMMUNITY FOOD BANK
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

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

Name
BOY SCOUTS OF AMERICA - ATLANTA
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

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

Name
CHEROKEE COUNTY HISTORICAL SOCIETY
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSE	12,000

Name
GIRL SCOUTS OF GREATER ATLANTA
Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

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

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

Recipient(s) paid during the year

Name				
LEKOTEK OF GEORGIA				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE				**Amount** 5,000

Name				
VISITING NURSE HEALTH SYSTEM				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE				**Amount** 5,000

Name				
ROBERT W WOODRUFF ARTS CENTER				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE				**Amount** 15,000

Name				
G CECIL PRUETT COMMUNITY CENTER FAMILY YMCA				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE				**Amount** 7,500

Name				
GEORGIA TRANSPLANT FOUNDATION				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE				**Amount** 6,000

Name				
HABITAT FOR HUMANITY NORTH CENTRAL GA				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSE				**Amount** 10,000

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

Recipient(s) paid during the year

Name	MUST MINISTRIES MARIETTA
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSE
Amount	10,000

Name	CENTER FOR THE VISUALLY IMPAIRED
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSE
Amount	5,000

Name	CHEROKEE OUTDOOR YMCA
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL CHARITABLE PURPOSE
Amount	16,000

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

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

	Amount
Long Term CG Distributions	28,848
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	1,229,661	1,141,802	87,859
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Adjustments	Net Gain or Loss
1	X	ISHARES RUSSELL MIDCAP V	464287473			4/4/2013		3/14/2014	1,353	1,121				0	232
2	X	ISHARES RUSSELL 1000 VALU	464287598			9/11/2013		3/14/2014	2,931	2,700				0	231
3	X	ISHARES RUSSELL 1000 GRO	464287614			9/11/2013		3/14/2014	2,955	2,639				0	316
4	X	ISHARES RUSSELL 2000 ETF	464287655			9/25/2012		3/14/2014	1,175	837				0	338
5	X	JOHN HANCOCK III DISCPLN V	47803U640			9/11/2013		3/14/2014	1,513	1,467				0	46
6	X	JPMORGAN U S EQUITY FUN	4812A1142			4/4/2013		3/14/2014	3,144	2,740				0	404
7	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		3/14/2014	4,425	4,366				0	59
8	X	OPPENHEIMER DEVELOPING	683974505			1/9/2013		3/14/2014	2,423	2,443				0	-20
9	X	OPPENHEIMER DEVELOPING	683974505			1/9/2013		3/21/2014	5,000	5,003				0	-3
10	X	PIMCO TOTAL RETURN FUND	693390700			9/26/2012		3/14/2014	1,336	1,427				0	-91
11	X	PIMCO EMERGING LOCAL BO	72201F516			9/26/2012		3/14/2014	848	1,005				0	-157
12	X	OSTERWEIS STRATEGIC INC	742935489			9/11/2013		3/14/2014	879	865				0	14
13	X	VANGUARD TOTAL BOND MA	921937835			9/25/2012		3/14/2014	1,951	2,040				0	-89
14	X	WASATCH LONG/SHORT FUN	936793769			4/4/2013		3/14/2014	1,735	1,624				0	111
15	X	EATON VANCE FLOATING RA	277911491			4/4/2013		3/14/2014	871	875				0	-4
16	X	ABSOLUTE STRATEGIES FUN	34984T600			9/26/2012		3/14/2014	1,607	1,647				0	-40
17	X	ABSOLUTE STRATEGIES FUN	34984T600			9/26/2012		3/21/2014	3,000	3,082				0	-82
18	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/15/2010		3/14/2014	1,151	763				0	388
19	X	GOLDMAN SACHS GRTH OPP	38142Y401			1/15/2010		3/21/2014	18,000	11,803				0	6,197
20	X	GOLDMAN SACHS LOC EMG M	38145N303			4/4/2013		3/14/2014	830	990				0	-160
21	X	ABERDEEN-EQY LONG SHOR	003020336			10/18/2011		3/14/2014	641	593				0	48
22	X	BLACKROCK GL L/S CREDIT-I	091936732			9/11/2013		3/14/2014	1,417	1,386				0	31
23	X	T ROWE PRICE INST L/C GRV	45775L408			10/18/2011		3/14/2014	1,828	1,068				0	760
24	X	SEE ATTACHED				4/1/2013		12/31/2013	934,748	914,496					20,252
25	X	SEE ATTACHED				1/1/2011		12/31/2013	205,052	174,822					30,230

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

		6,377	696	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	696	696		
2	PRIOR YEAR EXCISE TAX	902			
3	ESTIMATED EXCISE PAYMENTS	4,779			

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

			2,487,851	2,514,120	3,100,891
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS			2,514,120	3,100,891

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

	Amount
Long Term CG Distributions	28,848
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,200,813	0	0	1,141,802	59,011	0	0	0	59,011
1	ISHARES RUSSELL MIDCAP VALUE ETF	464287473		4/4/2013	3/14/2014	1,353		0	1,121	232	0	0	0	232
2	ISHARES RUSSELL 1000 VALUE ETF	464287598		9/11/2013	3/14/2014	2,931		0	2,700	231	0	0	0	231
3	ISHARES RUSSELL 1000 GROWTH ETF	464287614		9/11/2013	3/14/2014	2,955		0	2,639	316	0	0	0	316
4	ISHARES RUSSELL 2000 ETF	464287655		9/25/2012	3/14/2014	1,175		0	837	338	0	0	0	338
5	JOHN HANCOCK III DISCPLN V-I	47803U640		9/11/2013	3/14/2014	1,513		0	1,467	46	0	0	0	46
6	JPMORGAN U S EQUITY FUND-INST	4812A1142		4/4/2013	3/14/2014	3,144		0	2,740	404	0	0	0	404
7	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	3/14/2014	4,425		0	4,366	59	0	0	0	59
8	OPPENHEIMER DEVELOPING MKT-Y	683974505		1/9/2013	3/14/2014	2,423		0	2,443	-20	0	0	0	-20
9	OPPENHEIMER DEVELOPING MKT-Y	683974505		1/9/2013	3/21/2014	5,000		0	5,003	-3	0	0	0	-3
10	PIMCO TOTAL RETURN FUND-INST	693390700		9/26/2012	3/14/2014	1,336		0	1,427	-91	0	0	0	-91
11	PIMCO EMERGING LOCAL BOND INST	72201F516		9/26/2012	3/14/2014	848		0	1,005	-157	0	0	0	-157
12	OSTERWEIS STRATEGIC INC FD I	742935489		9/11/2013	3/14/2014	879		0	865	14	0	0	0	14
13	VANGUARD TOTAL BOND MARKET	921937835		9/25/2012	3/14/2014	1,951		0	2,040	-89	0	0	0	-89
14	WASATCH LONG/SHORT FUND-INS	936793769		4/4/2013	3/14/2014	1,735		0	1,624	111	0	0	0	111
15	EATON VANCE FLOATING RATE-I	277911491		4/4/2013	3/14/2014	871		0	875	-4	0	0	0	-4
16	ABSOLUTE STRATEGIES FUND I	34984T600		9/26/2012	3/14/2014	1,607		0	1,647	-40	0	0	0	-40
17	ABSOLUTE STRATEGIES FUND I	34984T600		9/26/2012	3/21/2014	3,000		0	3,082	-82	0	0	0	-82
18	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		1/15/2010	3/14/2014	1,151		0	763	388	0	0	0	388
19	GOLDMAN SACHS GRTH OPPOR-INS	38142Y401		1/15/2010	3/21/2014	18,000		0	11,803	6,197	0	0	0	6,197
20	GOLDMAN SACHS LOC EMG MK-I	38145N303		4/4/2013	3/14/2014	830		0	990	-160	0	0	0	-160
21	ABERDEEN EQY LONG SHORT-IN	003020336		10/18/2011	3/14/2014	641		0	593	48	0	0	0	48
22	BLACKROCK GL L/S CREDIT-INS	091936732		9/11/2013	3/14/2014	1,417		0	1,386	31	0	0	0	31
23	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	3/14/2014	1,828		0	1,068	760	0	0	0	760
24	SEE ATTACHED			4/1/2013	12/31/2013	934,748			914,496	20,252	0	0	0	20,252
25	SEE ATTACHED			1/1/2011	12/31/2013	205,052			174,822	30,230	0	0	0	30,230

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										23,003	0	0
1	SUNTRUST BANKS, INC		P O BOX 4655	ATLANTA	GA	30302		TRUSTEE	AS REQ'D	23,003		
2	DEBBIE COUCH		P O BOX 4655	ATLANTA	GA	30302		SECRETARY	AS REQ'D	0		
3	WILLIAM J JOHNSTON		P O BOX 553	WOODSTOCK	GA	30188		ADVISOR	AS REQ'D	0		
4	LYNN H JOHNSTON		5050 HIDDEN BRANCHES CIRCLE	DUNWOODY	GA	30338		ADVISOR	AS REQ'D	0		
5	G CECIL PRUETT		371 HILTON WAY	CANTON	GA	30114		ADVISOR	AS REQ'D	0		

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	1,195
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment	12/11/2013	4	1,792
5	Fourth quarter estimated tax payment	3/11/2014	5	1,792
6	Other payments		6	
7	Total		7	4,779

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	122,986
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	122,986

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)
TR JOE E JOHNSTON FDN U/W

Account Id: 1112932

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
277911491	EATON VANCE FLTG-RT-I				1112932				
Sold		09/11/13	1419.214	13,000.00					
Acq		04/04/13	1419.214	13,000.00	13,070.96	13,070.96	-70.96	-70.96	S
		Total for 9/11/2013			13,070.96	13,070.96	-70.96	-70.96	
38142Y401	GOLDMAN SACHS GROWTH OPPTYS-I				1112932				
Sold		04/04/13	3693.931	98,000.00					
Acq		01/15/10	1004.808	26,657.56	20,709.09	20,709.09	5,948.47	5,948.47	L
Acq		09/26/12	2689.123	71,342.44	69,271.81	69,271.81	2,070.63	2,070.63	S
		Total for 4/4/2013			89,980.90	89,980.90	8,019.10	8,019.10	
45775L408	T ROWE PRICE INSTL LARGE-CAP GRWTH-I				1112932				
Sold		04/04/13	5566.6	112,000.00					
Acq		02/06/12	129.055	2,596.59	2,302.34	2,302.34	294.25	294.25	L
Acq		10/18/11	5437.545	109,403.41	88,903.86	88,903.86	20,499.55	20,499.55	L
		Total for 4/4/2013			91,206.20	91,206.20	20,793.80	20,793.80	
464287168	ISHARES TR DOW JONES SEL DIVD INDEX				1112932				
Sold		04/04/13	1840	115,751.80					
Acq		01/09/13	554	34,851.36	32,298.20	32,298.20	2,553.16	2,553.16	S
Acq		09/25/12	1286	80,900.44	74,405.00	74,405.00	6,495 44	6,495.44	S
		Total for 4/4/2013			106,703.20	106,703.20	9,048.60	9,048.60	
464287168	ISHARES TR DOW JONES SEL DIVD INDEX				1112932				
Sold		09/11/13	1214	80,134.25					
Acq		09/25/12	1214	80,134.25	70,239.25	70,239.25	9,895.00	9,895.00	S
		Total for 9/11/2013			70,239.25	70,239.25	9,895.00	9,895.00	
464287598	ISHARES TR RUSSELL 1000 VALUE INDEX				1112932				
Sold		04/04/13	250	20,079.58					
Acq		09/25/12	250	20,079.58	18,074.20	18,074.20	2,005.38	2,005.38	S
		Total for 4/4/2013			18,074.20	18,074.20	2,005.38	2,005.38	
464287614	ISHARES TR RUSSELL 1000 GROWTH INDEX				1112932				
Sold		04/04/13	1540	108,921.75					
Acq		09/25/12	1540	108,921.75	103,026.00	103,026.00	5,895.75	5,895.75	S
		Total for 4/4/2013			103,026.00	103,026.00	5,895.75	5,895.75	
464287655	ISHARES TR RUSSELL 2000 INDEX ETF				1112932				
Sold		04/04/13	100	9,108.81					
Acq		09/25/12	100	9,108.81	8,367.46	8,367.46	741.35	741.35	S
		Total for 4/4/2013			8,367.46	8,367.46	741.35	741.35	
4812A1142	JPMORGAN TR I US EQUITY-I				1112932				
Sold		09/11/13	5040.175	69,000.00					
Acq		04/04/13	5040.175	69,000.00	61,994.15	61,994.15	7,005.85	7,005.85	S
		Total for 9/11/2013			61,994.15	61,994.15	7,005.85	7,005.85	

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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)
TR JOE E JOHNSTON FDN U/W

Account Id: 1112932

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I				1112932				
Sold		04/04/13	1814.39	17,400.00					
Acq		09/26/12	1814.39	17,400.00	17,109.70	17,109.70	290.30	290.30	S
		Total for 4/4/2013			17,109.70	17,109.70	290.30	290.30	
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I				1112932				
Sold		04/04/13	1876.955	18,000.00					
Acq		09/26/12	1751.249	16,794.48	16,514.28	16,514.28	280.20	280.20	S
Acq		08/08/11	125.706	1,205.52	1,127.58	1,127.58	77.94	77.94	L
		Total for 4/4/2013			17,641.86	17,641.86	358.14	358.14	
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I				1112932				
Sold		09/11/13	6949.736	65,188.52					
Acq		08/08/11	3999.85	37,518.59	35,878.66	35,878.66	1,639.93	1,639.93	L
Acq		10/18/11	2949.886	27,669.93	25,900.00	25,900.00	1,769.93	1,769.93	L
		Total for 9/11/2013			61,778.66	61,778.66	3,409.86	3,409.86	
693390700	PIMCO TOTAL RETURN-I				1112932				
Sold		04/04/13	3959.256	44,700.00					
Acq		09/26/12	3959.256	44,700.00	45,887.78	45,887.78	-1,187.78	-1,187.78	S
		Total for 4/4/2013			45,887.78	45,887.78	-1,187.78	-1,187.78	
693390700	PIMCO TOTAL RETURN-I				1112932				
Sold		04/04/13	3188.663	36,000.00					
Acq		09/26/12	3188.663	36,000.00	36,956.60	36,956.60	-956.60	-956.60	S
		Total for 4/4/2013			36,956.60	36,956.60	-956.60	-956.60	
693390700	PIMCO TOTAL RETURN-I				1112932				
Sold		09/11/13	1789.077	19,000.00					
Acq		09/26/12	1789.077	19,000 00	20,735.40	20,735.40	-1,735.40	-1,735.40	S
		Total for 9/11/2013			20,735.40	20,735.40	-1,735.40	-1,735.40	
72201F516	PIMCO EMERGING LOCAL BD-I				1112932				
Sold		04/04/13	653 174	7,100.00					
Acq		09/26/12	653.174	7,100.00	7,080.41	7,080.41	19.59	19.59	S
		Total for 4/4/2013			7,080.41	7,080.41	19.59	19.59	
72201F516	PIMCO EMERGING LOCAL BD-I				1112932				
Sold		04/04/13	1287.948	14,000.00					
Acq		09/26/12	1287.948	14,000.00	13,961.36	13,961.36	38.64	38.64	S
		Total for 4/4/2013			13,961.36	13,961.36	38.64	38.64	
921937835	VANGUARD BD INDEX TOTAL BD MKT ETF				1112932				
Sold		04/04/13	700	58,493.56					
Acq		09/25/12	700	58,493.56	59,486.00	59,486.00	-992.44	-992.44	S
		Total for 4/4/2013			59,486.00	59,486.00	-992.44	-992.44	

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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)
TR JOE E JOHNSTON FDN U/W

Account Id: 1112932

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
921937835	VANGUARD BD INDEX TOTAL BD MKT ETF				1112932				
Sold		04/04/13	875	73,209.61					
Acq		09/25/12	875	73,209.61	74,357.50	74,357.50	-1,147.89	-1,147.89	S
		Total for 4/4/2013			74,357.50	74,357.50	-1,147.89	-1,147.89	
921937835	VANGUARD BD INDEX TOTAL BD MKT ETF				1112932				
Sold		09/11/13	2020	160,711.23					
Acq		09/25/12	2020	160,711.23	171,659.60	171,659.60	-10,948.37	-10,948.37	S
		Total for 9/11/2013			171,659.60	171,659.60	-10,948.37	-10,948.37	
		Total for Account: 1112932			1,089,317.19	1,089,317 19	50,481.92	50,481.92	

Total Proceeds:

1,139,799.11

	Fed	State
S/T Gain/Loss	20,251.85	20,251.85
L/T Gain/Loss	30,230.07	30,230.07

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

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						
PRINCIPAL CASH	576,524.93	18.40 %	576,524.93			
STIF & MONEY MARKET FUNDS	5,778.59	0.18 %	5,778.59	0.00	1	0.02 %
EQUITY SECURITIES	1,094,740.36	34.94 %	707,452.81	387,287.55	22,706	2.07 %
MUTUAL FUNDS	2,006,150.28	64.02 %	1,806,667.21	199,483.07	25,636	1.28 %
PRINCIPAL PORTFOLIO TOTAL	**3,683,194.16**	**117.54 %**	**3,096,423.54**	**586,770.62**	**48,342**	**1.56 %**
INCOME PORTFOLIO						
INCOME CASH	576,524.93-	18.40-%	576,524.93-			
STIF & MONEY MARKET FUNDS	26,865.54	0.86 %	26,865.54	0 00	3	0.01 %
INCOME PORTFOLIO TOTAL	**549,659.39-**	**17.54-%**	**549,659.39-**	**0.00**	**3**	**0.01 %**
TOTAL ASSETS	**3,133,534.77**	**100.00 %**	**2,546,764.15**	**586,770.62**	**48,345**	**1.54 %**

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL
AS OF 03/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
	PRINCIPAL CASH	576,524.93 18.40 %	576,524.93			
STIF & MONEY MARKET FUNDS						
5,778.59	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	5,778.59 1.000 0.18 %	5,778.59 1.00	0.00	1	0.02 % 0.00 %
EQUITY SECURITIES						
CONSUMER STAPLES						
6,446	COCA COLA CO CUSIP: 191216100	249,202.36 38.660 7.95 %	5,967 58 0 93	243,234.78	7,864	3.16 % 0.00 %
MUTUAL FUNDS-EQUITY						
1,600	ISHARES RUSSELL MIDCAP VALUE ETF CUSIP: 464287473	109,968.00 68.730 3.51 %	89,458.27 55.91	20,509.73	1,941	1.77 % 0.00 %
2,791	ISHARES RUSSELL 1000 GROWTH ETF CUSIP: 464287614	241,533.14 86.540 7.71 %	193,703.13 69.40	47,830.01	3,252	1.35 % 0.00 %
2,493	ISHARES RUSSELL 1000 VALUE ETF CUSIP: 464287598	240,574.50 96.500 7.68 %	184,810.11 74.13	55,764.39	4,787	1.99 % 0.00 %

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL
AS OF 03/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
815	ISHARES RUSSELL 2000 ETF CUSIP: 464287655	94,817.10 116.340 3.03 %	68,194.80 83.67	26,622.30	1,183	1.25 % 0.00 %
	TOTAL MUTUAL FUNDS-EQUITY	686,892.74	536,166.31	150,726.43	11,162	1.62 %
	MUTUAL FUNDS-FIXED INCOME					
1,954	VANGUARD TOTAL BOND MARKET ETF CUSIP: 921937835	158,645.26 81.190 5.06 %	165,318.92 84.61	6,673.66-	3,679	2.32 % 0.00 %
	TOTAL EQUITY SECURITIES	1,094,740.36	707,452.81	387,287.55	22,706	2.07 %
	MUTUAL FUNDS					
4,344.89	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	52,660.07 12.120 1.68 %	48,532.43 11.17	4,127.64	0	0.00 % 0.00 %
11,545.372	ABSOLUTE STRATEGIES FUND CUSIP: 34984T600	127,114.55 11.010 4.06 %	127,872.67 11.08	758.12-	0	0.00 % 0.00 %
10,584.047	THE BLACKROCK GLOBAL LONG/SHORT CREDIT FUND CUSIP: 091936732	115,260.27 10.890 3.68 %	112,614.26 10.64	2,646.01	1,524	1.32 % 0.00 %
7,682.312	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	70,369.98 9.160 2.25 %	70,754 09 9.21	384.11-	2,712	3.85 % 0.00 %

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TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL
AS OF 03/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE / MARKET PRICE / % OF MARKET	FED TAX COST / COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
2,463.998	GOLDMAN SACHS GROWTH OPPORTUNITIES FUND CUSIP. 38142Y401	76,383.94 31.000 2.44 %	50,720.41 20.58	25,663.53	0	0.00 % 0.00 %
8,326.357	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	70,191.19 8.430 2.24 %	79,309 97 9.53	9,118 78-	3,630	5.17 % 0.00 %
6,857.914	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	126,459.93 18.440 4.04 %	119,533.44 17.43	6,926.49	953	0 75 % 0.00 %
18,070.371	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	258,406.31 14.300 8.25 %	222,265.57 12.30	36,140.74	2,602	1.01 % 0.00 %
40,201.719	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	370,659.85 9.220 11.83 %	321,466.72 8.00	49,193.13	4,141	1 12 % 0.00 %
5,459.692	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	201,517.23 36.910 6.43 %	182,122.75 33.36	19,394.48	890	0.44 % 0.00 %
5,918.561	OSTERWEIS STRATEGIC INCOME FUND CUSIP· 742935489	70,963.55 11.990 2.26 %	70,134 95 11.85	828 60	3,137	4.42 % 0.00 %
7,524.84	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP· 72201F516	70,658.25 9.390 2.25 %	77,982.76 10 36	7,324.51-	3,499	4.95 % 0.00 %
9,950.923	PIMCO TOTAL RETURN FUND CUSIP: 693390700	107,270.95 10 780 3.42 %	110,127.07 11.07	2,856.12-	2,547	2.37 % 0.00 %

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TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL

AS OF 03/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
5,266.219	T. ROWE PRICE INSTITUTIONAL LARGE-CAP GROWTH FUND CUSIP: 45775L408	143,662.45 27.280 4.58 %	86,102.68 16.35	57,559.77	0	0.00 % 0.00 %
8,853.139	WASATCH LONG/SHORT FUND CUSIP: 936793769	144,571 76 16.330 4.61 %	127,127.44 14.36	17,444.32	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		2,006,150.28	1,806,667.21	199,483.07	25,636	1.28 %
PRINCIPAL PORTFOLIO TOTAL		**3,683,194.16**	**3,096,423.54**	**586,770.62**	**48,342**	**1.56 %**
INCOME PORTFOLIO						
	INCOME CASH	576,524.93- 18.40-%	576,524.93-			
STIF & MONEY MARKET FUNDS						
26,865.54	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	26,865.54 1.000 0.86 %	26,865.54 1.00	0.00	3	0 01 % 0.00 %
INCOME PORTFOLIO TOTAL		**549,659.39-**	**549,659.39-**	**0.00**	**3**	**0.01 %**

SUNTRUST

TR JOE E JOHNSTON FDN U/W
ACCOUNT NO. 1112932

PORTFOLIO DETAIL

AS OF 03/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL ASSETS		3,133,534.77	2,546,764.15	586,770.62	48,345	1.54 %

Organization: TR JOE E JOHNSTON FDN U/W

TIN: 58-1364875

Form 990-PF, Part XV, Line 2a-d

a) **Recipient Name, address:**
Allen Mast, c/o SunTrust Bank P.O. Box 4655 MC 221 Atlanta, GA 30302

b) **Form in which application should be submitted and information and materials they should include:**
A 2-3 page proposal narrative/letter detailing the organization's mission and work, the proposed project or program, and proposed evaluation and sustainability of said project or program

c) **Any submission deadlines:**
February 1st

d) **Restrictions or limitations on awards, such as geographical areas, charitable fields, kinds of institutions or other factors:**
Geographic restrictions – Cherokee County Georgia