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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

4/1/2013

, and ending

3/31/2014

Name of foundation

LAWRENCE LEWIS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 1908

City or town

State

ZIP code

ORLANDO

FL

32802-1908

Foreign country name

Foreign province/state/country

Foreign postal code

A Employer identification number

62-6269000

B Telephone number (see instructions)

(615) 748-4885

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 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 foundationE 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) ☐ \$ 1,040,012J 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	14,407	14,340		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	49,692			
b Gross sales price for all assets on line 6a 138,011				
7 Capital gain net income (from Part IV, line 2)		49,692		
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	64,099	64,032	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	3,098	1,549		1,549
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	129			129
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	129			129
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,554	156		
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	4,910	1,705	0	1,807
25 Contributions, gifts, grants paid	53,935			53,935
26 Total expenses and disbursements. Add lines 24 and 25	58,845	1,705	0	55,742
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	5,254			
b Net investment income (if negative, enter -0-)		62,327		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Form 990-PF (2013) LAWRENCE LEWIS FOUNDATION

62-6269000

Page **2**

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		6,896	70,842	70,842
	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)		844,488	785,796	969,170	
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)		851,384	856,638	1,040,012	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		851,384	856,638	
	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)		851,384	856,638	
31	Total liabilities and net assets/fund balances (see instructions)		851,384	856,638		

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	851,384
2	Enter amount from Part I, line 27a	2	5,254
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	856,638
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	856,638

Form 990-PF (2013)

LAWRENCE LEWIS FOUNDATION

62-6269000

Page **3****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 FIDELITY CONTRAFUND-ADV		3/20/2006	12/4/2013
b FIDELITY CONTRAFUND-ADV		2/8/2013	12/4/2013
c PIMCO ALL ASSET - I		2/8/2013	12/18/2013
d PIMCO ALL ASSET - I		8/24/2012	12/18/2013
e			

(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 29,087		19,285	9,802
b 2,913		2,372	541
c 46,774		48,102	-1,328
d 18,381		18,560	-179
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			9,802
b			541
c			-1,328
d			-179
e			

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	49,692
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	48,810	917,415	0.053204
2011	46,138	896,249	0.051479
2010	45,606	882,164	0.051698
2009	31,306	628,338	0.049824
2008	30,077	557,725	0.053928

2 Total of line 1, column (d)	2	0.260133
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	0.052027
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,001,400
5 Multiply line 4 by line 3	5	52,100
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	623
7 Add lines 5 and 6	7	52,723
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	55,742

Form 990-PF (2013)

LAWRENCE LEWIS FOUNDATION

62-6269000

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1		623
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		623
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		623
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	947	
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		947
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		324
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 324 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TN		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>SUNTRUST BANK</u> Telephone no ▶ <u>(615) 748-4885</u> Located at ▶ <u>850 RIDGELAKE BLVD STE 101 MEMPHIS TN</u> ZIP+4 ▶ <u>38120</u>			
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 ▶ <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ <u>20</u> <u>20</u> <u>20</u> <u>20</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
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

Form 990-PF (2013)

LAWRENCE LEWIS FOUNDATION

62-6269000

Page 7

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

Form 990-PF (2013)

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	984,886
b	Average of monthly cash balances	1b	31,764
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,016,650
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	1,016,650
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15,250
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,001,400
6	Minimum investment return. Enter 5% of line 5	6	50,070

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	50,070
2a	Tax on investment income for 2013 from Part VI, line 5	2a	623
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	623
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	49,447
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	49,447
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	49,447

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	55,742
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	55,742
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	623
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	55,119

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.

Form 990-PF (2013)

LAWRENCE LEWIS FOUNDATION

62-6269000

Page **9****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				49,447
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009	32			
c From 2010	2,084			
d From 2011	1,820			
e From 2012	3,886			
f Total of lines 3a through e	7,822			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 55,742				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				49,447
e Remaining amount distributed out of corpus	6,295			
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	14,117			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	14,117			
10 Analysis of line 9				
a Excess from 2009	32			
b Excess from 2010	2,084			
c Excess from 2011	1,820			
d Excess from 2012	3,886			
e Excess from 2013	6,295			

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

MATT BUYER, SUNTRUST BANK 850 RIDGELAKE BLVD, SUITE 101 MEMPHIS, TN 38120 (901) 415-6401

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

LETTER STATING REQUEST

- c** Any submission deadlines

NONE

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

NONE

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 <i>Paid during the year</i> See Attached Statement				
Total				3a 53,935
b <i>Approved for future payment</i> NONE				
Total				3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	14,407	
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	49,692	
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		64,099	0
13	Total. Add line 12, columns (b), (d), and (e)				13	64,099

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

[illegible]



LEWIS FBO LARRY LEWIS CHARITY
ACCOUNT NO. 7906338

PORTFOLIO SUMMARY

AS OF 03/31/14

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
<u>PRINCIPAL PORTFOLIO</u>						
STIF & MONEY MARKET FUNDS	64,645.92	6.22 %	64,645.92	0.00	6	0.01 %
MUTUAL FUNDS	969,169.67	93.19 %	785,796.12	183,373.55	9,906	1.02 %
MISCELLANEOUS ASSETS	0.00	0.00 %	0.00	0.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	1,033,815.59	99.40 %	850,442.04	183,373.55	9,912	0.96 %
<u>INCOME PORTFOLIO</u>						
STIF & MONEY MARKET FUNDS	6,196.32	0.60 %	6,196.32	0.00	1	0.02 %
INCOME PORTFOLIO TOTAL	6,196.32	0.60 %	6,196.32	0.00	1	0.02 %
TOTAL ASSETS	1,040,011.91	100.00 %	856,638.36	183,373.55	9,913	0.95 %



LEWIS FBO: LARRY LEWIS CHARITY
ACCOUNT NO. 7906338

PORTFOLIO DETAIL
AS OF 03/31/14

PAGE 3

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						
STIF & MONEY MARKET FUNDS						
64,645.92	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	64,645.92 1.000 6.22 %	64,645.92 1.00	0.00	6	0.01 % 0.00 %
MUTUAL FUNDS						
1,447.336	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP: 277902698	35,097.90 24.250 3.37 %	28,922.59 19.98	6,175.31	0	0.00 % 0.00 %
2,868.468	FIDELITY CONTRAFUND CUSIP: 316071109	274,254.23 95.610 26.37 %	191,748.41 66.85	82,505.82	373	0.14 % 0.00 %
4,695.92	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	43,296.38 9.220 4.16 %	40,618.04 8.65	2,678.34	484	1.12 % 0.00 %
2,221.226	MUTUAL GLOBAL DISCOVERY FUND CUSIP: 628380404	76,543.45 34.460 7.36 %	65,502.79 29.49	11,040.66	1,271	1.66 % 0.00 %
3,229.198	OAKMARK EQUITY & INCOME FUND CUSIP: 413838400	107,306.25 33.230 10.32 %	84,850.47 26.28	22,455.78	536	0.50 % 0.00 %
1,606.273	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	59,287.54 36.910 5.70 %	51,015.60 31.76	8,271.94	262	0.44 % 0.00 %



LEWIS FBO: LARRY LEWIS CHARITY
ACCOUNT NO 7906338

PORTFOLIO DETAIL

AS OF 03/31/14

PAGE 4

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
1,702 049	PERKINS SMALL CAP VALUE FUND CUSIP: 47103C183	44,746.87 26.290 4.30 %	35,322.07 20.75	9,424.80	395	0.88 % 0.00 %
5,186 658	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	54,252.44 10.460 5.22 %	56,381.35 10.87	2,128.91-	2,012	3.71 % 0.00 %
6,124 912	T ROWE PRICE CAPITAL APPRECIATION FUND CUSIP: 77954M105	161,636.43 26.390 15.54 %	116,971.81 19.10	44,664.62	1,776	1.10 % 0.00 %
4,282.065	TEMPLETON GLOBAL BOND FUND CUSIP: 880208400	55,923.77 13.060 5.38 %	57,482.00 13.42	1,558.23-	2,197	3.93 % 0.00 %
5,411.849	VANGUARD SHORT-TERM BOND INDEX CUSIP: 921937207	56,824.41 10.500 5.46 %	56,980.99 10.53	156.58-	601	1.06 % 0.00 %
TOTAL MUTUAL FUNDS		969,169.67	785,796.12	183,373.55	9,906	1.02 %
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING ACE LTD ON RCPT OF FINAL PMT CUSIP: 997001DK5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



LEWIS FBO: LARRY LEWIS CHARITY
ACCOUNT NO. 7906338

PORTFOLIO DETAIL

AS OF 03/31/14

PAGE 5

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
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0 00 %	0.00 0.00	0.00	0	0 00 % 0 00 %
1	CLASS ACTION PENDING ENRON CORP. ON RCPT OF FINAL PMT CUSIP: 997000WS9	0.00 0.000 0 00 %	0.00 0.00	0.00	0	0 00 % 0 00 %
1	CLASS ACTION PENDING WASHINGTON MUTUAL INC ON RCPT OF FINAL PMT CUSIP: 997001QH8	0.00 0.000 0 00 %	0.00 0.00	0.00	0	0 00 % 0 00 %
1	CLASS ACTION PENDING XEROX CORP ON RCPT OF FINAL PMT CUSIP: 997000TT1	0.00 0.000 0 00 %	0.00 0.00	0.00	0	0 00 % 0 00 %
TOTAL MISCELLANEOUS ASSETS		0.00	0.00	0.00	0	0 00 %
PRINCIPAL PORTFOLIO TOTAL		1,033,815.59	850,442.04	183,373.55	9,912	0 96 %
INCOME PORTFOLIO						



LEWIS FBO LARRY LEWIS CHARITY
ACCOUNT NO. 7906338

PORTFOLIO DETAIL

AS OF 03/31/14

PAGE 6

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
6,196.32	FEDERATED MONEY MKT OBLIGS TR	6,196.32	6,196.32	0.00	1	0.02 %
	TRSY OBLIGS INSTL CL #68 FFS	1.000	1.00			0.00 %
	CUSIP: 609068DFS	0.60 %				
INCOME PORTFOLIO TOTAL		6,196.32	6,196.32	0.00	1	0.02 %

STIF & MONEY MARKET FUNDS

TOTAL ASSETS 1,040,011.91 183,373.55 9,913 0.95 %

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 1 of 5

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

Recipient(s) paid during the year

Name

ST JUDE CHILDREN'S HOSPITAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

100

Name

CHRIST UNITED METHODIST CHURCH

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

HUTCHISON SCHOOL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

LEBONHEUR CHILDREN'S HOSPITAL

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

Name

MATTHEW 25 MINISTRIES

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

Name

MEMPHIS JEWISH COMMUNITY CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 2 of 5

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

Recipient(s) paid during the year

Name

ST JUDE CHILDREN'S RESEARCH HOSPITAL

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 1,125
--	-----------------

Name

MEMPHIS JEWISH FEDERATION

Street

City	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 20,000
--	------------------

Name

LES PASSES

Street

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

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 300
--	---------------

Name

THE CHILDREN'S MUSEUM OF MEMPHIS

Street

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

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 110
--	---------------

Name

JUNIOR LEAGUE OF MEMPHIS

Street

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

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 500
--	---------------

Name

LEBONHEUR CHILDREN'S HOSPITAL NEUROSCIENCE INSTITUTE

Street

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

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL CHARITABLE PURPOSES	Amount 1,000
--	-----------------

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 3 of 5

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

Recipient(s) paid during the year

Name

AMERICAN HEART ASSOCIATION

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

AMERICAN CANCER SOCIETY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

MIFA

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

RONALD MCDONALD HOUSE

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

2,000

Name

MADONNA LEARNING CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

Name

FOOD BANK

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

1,000

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 4 of 5

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

Recipient(s) paid during the year

Name

MAKE A WISH

Street

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

Name

LEADERSHIP MEMPHIS

Street

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

Name

MEMPHIS HUMANE SOCIETY

Street

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

Name

CHURCH HEALTH CENTER

Street

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

Name

DIXON ART GALLERY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES			Amount 300

Name

THE ORPHEUM

Street

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

LAWRENCE LEWIS FOUNDATION

62-6269000 Page 5 of 5

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

Recipient(s) paid during the year

Name

CHRIST COMMUNITY HEALTH SVCS

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

5,000

Name

NEIGHBORHOOD CHRISTIAN CENTER

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

3,000

Name

SUMNER ACADEMY

Street

City

State

Zip Code

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSES

Amount

500

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

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	Totals			Net Gain or Loss
									Gross Sales	Cost or Other Basis	Cost, Other Basis and Expenses	
	Long Term CG Distributions	Amount	40,856					Capital Gains/Losses	138,011	88,319	49,692	
	Short Term CG Distributions							Other sales	0	0	0	
1	FIDELITY CONTRAFUND-ADV	316071109			3/20/2006		12/4/2013	29,087			9,802	
2	FIDELITY CONTRAFUND-ADV	316071109			2/8/2013		12/4/2013	2,913			541	
3	PIMCO ALL ASSET - I	722005625			2/8/2013		12/18/2013	46,774			-1,328	
4	PIMCO ALL ASSET - I	722005626			8/24/2012		12/18/2013	18,381	19,560		-179	

Part I, Line 16a (990-PF) - Legal Fees

		129	0	0	129
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	LEGAL FEES	129			129

Part I, Line 16c (990-PF) - Other Professional Fees

		129	0	0	129
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	129			129

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

		1,554	156	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	156	156		
2	PY EXCISE TAX DUE	451			
3	ESTIMATED EXCISE PAYMENTS	947			

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

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED STATEMENT		844,488	785,796	969,170

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

Amount													
Long Term CG Distributions													
Short Term CG Distributions													
40,856													
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	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	FIDELITY CONTRAFUND-ADV	316071109	Acquired	3/20/2006	12/4/2013	29,087			19,285	9,802	0	0	9,802
2	FIDELITY CONTRAFUND-ADV	316071109	Acquired	2/8/2013	12/4/2013	2,913			2,372		0	0	541
3	PIMCO ALL ASSET - I	722005626	Acquired	2/8/2013	12/16/2013	46,774			48,102	-1,326	0	0	-1,326
4	PIMCO ALL ASSET - I	722005626	Acquired	8/24/2012	12/16/2013	18,381			18,560	-179	0	0	-179
										8,636	0	0	8,636

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

		Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
1	SUNTRUST BANKS, INC	X	850 RIDGELAKE BLVD STE 101	MEMPHIS	TN	38120		TRUSTEE		3,098		
										3,098	0	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	237
3 Second quarter estimated tax payment	9/10/2013	3	237
4 Third quarter estimated tax payment	12/11/2013	4	237
5 Fourth quarter estimated tax payment	3/11/2014	5	236
6 Other payments		6	
7 Total		7	947