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 07/01 , 2013, and ending 06/30, 2014

Name of foundation: MARIETTA M & SAMUEL TATE MORGAN JR, TR
BANK OF AMERICA, NA

A Employer identification number: 54-6069447

Number and street (or P O box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions): 877-446-1410

City or town, state or province, country, and ZIP or foreign postal code: JACKSONVILLE, FL 32203-0200

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) ▶ $ 22,402,471.

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 ▶ ☐

ENVELOPE POSTMARK DATE NOV 1 0 2014

SCANNED NOV 1 3 2014

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	486,078.	480,482.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	693,250.			
	b Gross sales price for all assets on line 6a 12,220,867.				
	7 Capital gain net income (from Part IV, line 2)		693,250.		
	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)	2,516.	55.		STMT 2
	12 **Total** Add lines 1 through 11	1,181,844.	1,173,787.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	184,189.	110,513.		73,675.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
	c Other professional fees (attach schedule) STMT 4	63,083.	8,774.		54,309.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	10,020.	10,020.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	3,918.	1,828.		3,850.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	262,960.	131,135.	NONE	133,584.
	25 Contributions, gifts, grants paid	932,000.			932,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,194,960.	131,135.	NONE	1,065,584.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-13,116.			
	b **Net investment income** (if negative, enter -0-)		1,042,652.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	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	187,065.	94,926.	94,926.
	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 ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	19,596,289.	19,775,202.	22,307,545.
	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)			
	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)	19,783,354.	19,870,128.	22,402,471.
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)		NONE	
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	16,424,403.	16,424,403.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,358,951.	3,445,725.	
	30	**Total net assets or fund balances** (see instructions)	19,783,354.	19,870,128.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	19,783,354.	19,870,128.	

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	19,783,354.
2	Enter amount from Part I, line 27a	2	-13,116.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	115,039.
4	Add lines 1, 2, and 3	4	19,885,277.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	15,149.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,870,128.

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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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
c				
d				
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	10,350,260.		10,096,549.	253,711.
b	1,868,898.		1,429,359.	439,539.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				253,711.
b				439,539.
c				
d				
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 — 693,250.

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

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	949,683.	20,340,205.	0.046690
2011	955,518.	19,459,060.	0.049104
2010	902,649.	19,540,656.	0.046193
2009	480,448.	17,598,893.	0.027300
2008	939,325.	16,485,194.	0.056980

		Line	Amount
2	**Total** of line 1, column (d)	2	0.226267
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	0.045253
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	21,555,831.
5	Multiply line 4 by line 3	5	975,466.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,427.
7	Add lines 5 and 6	7	985,893.
8	Enter qualifying distributions from Part XII, line 4	8	1,065,584.

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 ▶ [X] and enter 1% of Part I, line 27b	1	10,427.
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	
3	Add lines 1 and 2	3	10,427.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	10,427.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 23,392.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	23,392.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	12,965.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 10,428. **Refunded** ▶	11	2,537.

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		
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) ▶ VA			
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 ▶ SEE STATEMENT 13 Telephone no ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
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. ▶ , , ,			
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		
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**

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? ☐ 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**

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
BANK OF AMERICA 1111 E MAIN STREET, RICHMOND, VA 23219	TRUSTEE 1	157,949.	-0-	-0-
ELIZABETH SEAMAN 1111 E MAIN ST, RICHMOND, VA 23219	ADVISOR 20	26,240.	-0-	-0-
LINDA BARRETT 1111 E MAIN ST, RICHMOND, VA 23219	ADMINISTRATIVE 20	-0-	-0-	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 ▶	

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	21,298,749.
b	Average of monthly cash balances	1b	585,343.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	21,884,092.
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	NONE
3	Subtract line 2 from line 1d	3	21,884,092.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	328,261.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,555,831.
6	**Minimum investment return.** Enter 5% of line 5	6	1,077,792.

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	1,077,792.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,427.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,427.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,067,365.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,067,365.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,067,365.

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	1,065,584.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,065,584.
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	10,427.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,055,157.

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				1,067,365.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			829,905.	
b Total for prior years 20 11 ,20__,20__		NONE		
3 Excess distributions carryover, if any, to 2013.				
a From 2008 ... NONE				
b From 2009 ... NONE				
c From 2010 ... NONE				
d From 2011 ... NONE				
e From 2012 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,065,584.				
a Applied to 2012, but not more than line 2a			829,905.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				235,679.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				831,686.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 ... NONE				
b Excess from 2010 ... NONE				
c Excess from 2011 ... NONE				
d Excess from 2012 ... NONE				
e Excess from 2013 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

NONE

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.

NONE

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 STATEMENT 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHMENT	NONE	PC	SEE ATTACHED	932,000.
Total ▶ 3a				932,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	486,078.	
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	693,250.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND			1	2,516.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,181,844.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,181,844.

(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

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

Karen J Kiser | 10/27/2014 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, NA

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	5,115.	5,115.
FOREIGN DIVIDENDS	72,078.	72,078.
NONDIVIDEND DISTRIBUTIONS	9,461.	
DOMESTIC DIVIDENDS	172,748.	172,748.
OTHER INTEREST	49,540.	49,540.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	31,781.	31,781.
NON-TAXABLE FOREIGN INCOME	-3,865.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	372.	372.
MARKET DISCOUNT ¿‰OTHER INTEREST	2,533.	2,533.
US GOVERNMENT INTEREST REPORTED AS QUALI	3,261.	3,261.
NONQUALIFIED FOREIGN DIVIDENDS	18,148.	18,148.
NONQUALIFIED DOMESTIC DIVIDENDS	124,906.	124,906.
TOTAL	486,078.	480,482.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	2,516.	
PARTNERSHIP INCOME		55.
TOTALS	2,516.	55.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	54,309.		54,309.
INVESTMENT ADVISORY FEES	8,774.	8,774.	
TOTALS	63,083.	8,774.	54,309.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	7,850.	7,850.
FOREIGN TAXES ON QUALIFIED FOR	1,391.	1,391.
FOREIGN TAXES ON NONQUALIFIED	779.	779.
TOTALS	10,020.	10,020.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,925.		1,925.
OTHER CHARITABLE EXPENSES	1,925.		1,925.
OTHER INVESTMENT FEE	68.	68.	
PARTNERSHIP EXPENSES		1,760.	
TOTALS	3,918.	1,828.	3,850.

MARIETTA M & SAMUEL TATE MORGAN JR, TR 54-6069447

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		19,775,202.	22,307,545.
	TOTALS	19,775,202.	22,307,545.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
CTF ADJUSTMENT	98,810.
ROUNDING ADJUSTMENT	10.
ACCRUED INTEREST PAID PRIOR YEAR	219.
PARTNERSHIP ADJUSTMENT	16,000.
TOTAL	115,039.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	13,746.
COST ADJUSTMENT ON SALES	1,074.
ACCRUED INTEREST CARRIED TO NEXT YEAR	329.
TOTAL	15,149.

MARIETTA M & SAMUEL TATE MORGAN JR, TR 54-6069447

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
2597.633 SMALL CAP GROWTH LEADERS CTF	12/07/2012	08/09/2013	50,000.00	39,698.00	10,302.00
2495.098 SMALL CAP GROWTH LEADERS CTF	12/07/2012	09/30/2013	50,000.00	38,340.00	11,660.00
4441.691 EMERGING MARKETS STOCK COMMON TRUST FUND	12/14/2012	12/06/2013	210,000.00	207,508.00	2,492.00
1659.738 MID CAP VALUE CTF	12/07/2012	08/09/2013	40,000.00	34,855.00	5,145.00
2685.274 MID CAP VALUE CTF	12/07/2012	09/30/2013	65,000.00	56,629.00	8,371.00
773.148 MID CAP VALUE CTF	12/07/2012	12/06/2013	20,000.00	16,594.00	3,406.00
2735.168 SMALL CAP VALUE CTF	12/07/2012	08/09/2013	60,000.00	51,381.00	8,619.00
541.666 SMALL CAP VALUE CTF	12/07/2012	09/30/2013	12,000.00	10,199.00	1,801.00
1954.254 MID CAP GROWTH CTF	06/07/2013	08/09/2013	45,000.00	43,062.00	1,938.00
4237.109 MID CAP GROWTH CTF	06/07/2013	09/30/2013	100,000.00	94,610.00	5,390.00
8420.596 MID CAP GROWTH CTF	06/07/2013	03/07/2014	225,000.00	206,835.00	18,165.00
1250.993 DIVIDEND INCOME COMMON TRUST FUND	12/14/2012	08/09/2013	55,000.00	47,948.00	7,052.00
1377.828 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND	12/07/2012	08/09/2013	15,000.00	13,538.00	1,462.00
TOTAL OTHER GAINS AND LOSSES			947,000.00	861,197.00	85,803.00
Totals			947,000.00	861,197.00	85,803.00

JSA
3F0971 1 000

MARIETTA M & SAMUEL TATE MORGAN JR, TR 54-6069447

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
10144.641 SMALL CAP GROWTH LEADERS CTF	12/07/2012	03/07/2014	225,000.00	160,810.00	64,190.00
8162.426 MID CAP VALUE CTF	12/07/2012	03/07/2014	230,000.00	185,552.00	44,448.00
688.929 MID CAP VALUE CTF	12/07/2012	06/13/2014	20,000.00	16,155.00	3,845.00
9008.641 SMALL CAP VALUE CTF	12/07/2012	03/07/2014	220,000.00	177,321.00	42,679.00
1414.279 SMALL CAP VALUE CTF	12/07/2012	06/13/2014	35,000.00	28,324.00	6,676.00
TOTAL OTHER GAINS AND LOSSES			730,000.00	568,162.00	161,838.00
Totals			730,000.00	568,162.00	161,838.00

JSA
3F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	47,520.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		47,520.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	160,378.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-16,000.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		144,378.00

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BANK OF AMERICA NA

ADDRESS: P.O. BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203

TELEPHONE NUMBER: (877)446-1410

==================================

RECIPIENT NAME:
ELIZABETH SEAMAN C/O BANK OF AMERICA
ADDRESS:
1111 E MAIN ST., VA2-300-12-99
RICHMOND, VA 23219
RECIPIENT'S PHONE NUMBER: 804-788-2963
FORM, INFORMATION AND MATERIALS:
SEE ATTACHMENT
SUBMISSION DEADLINES:
SEE ATTACHMENT
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHMENT

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

MARIETTA M & SAMUEL TATE MORGAN JR TR
54-6069447
Balance Sheet
06/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	94926.160	94,926 16	94,926 16
002824100	ABBOTT LABS	906.000	30,644.85	37,055 40
002824AU4	ABBOTT LABS	34000.000	38,813.38	38,689 28
018490102	ALLERGAN INC	174.000	13,383.13	29,444.28
023135106	AMAZON COM INC	262.000	56,188.93	85,092.36
03027X100	AMERICAN TOWER CORP	997.000	76,808.32	89,710 06
042068106	ARM HLDGS PLC	1146 000	49,736.19	51,845 04
04685W103	ATHENAHEALTH INC	374.000	44,023 44	46,798.62
057224BC0	BAKER HUGHES INC	35000.000	35,136 29	36,076.95
06406HCE7	BANK NEW YORK INC UNSECD	40000.000	39,984.40	39,613.60
084664BE0	BERKSHIRE HATHAWAY FIN CORP	35000 000	38,438 29	40,030 55
09061G101	BIOMARIN PHARMACEUTICAL INC	654.000	43,917 34	40,685 34
126650100	CVS CAREMARK CORP	587.000	24,639.62	44,242.19
149123BM2	CATERPILLAR INC	35000 000	34,476.75	38,577.70
151020104	CELGENE CORP	714 000	46,069.88	61,318.32
156782104	CERNER CORP	1369.000	67,271.25	70,613 02
166764100	CHEVRON CORP	233.000	17,935 08	30,418.15
166764AE0	CHEVRON CORP NEW	35000 000	34,328.00	35,274.75
169656105	CHIPOTLE MEXICAN GRILL INC	67.000	36,250.99	39,698 17
17275RAC6	CISCO SYS INC	40000.000	41,114.69	43,229.60
191216AM2	COCA COLA CO	35000.000	38,846.25	39,837 00
20030N200	COMCAST CORP	686 000	23,116.07	36,584 38
207543877	SMALL CAP GROWTH LEADERS CTF	21822 395	353,225.93	470,436.28
20825CAR5	CONOCOPHILLIPS	30000.000	29,886.30	34,929.30
22160K105	COSTCO WHSL CORP NEW	371.000	39,945.36	42,724 36
228368106	CROWN HLDGS INC	310.000	14,893.72	15,425.60
235851102	DANAHER CORP DEL	271.000	14,549.68	21,335 83
24422EQF9	DEERE JOHN CAP CORP	35000.000	35,994.87	39,199.65
25243Q205	DIAGEO PLC	139 000	14,844.69	17,690.53
254687106	DISNEY WALT CO	274.000	13,655 58	23,492.76
262037104	DRIL-QUIP INC	369.000	39,660 98	40,309 56
29099J109	EMERGING MARKETS STOCK	31837.218	1,504,583.84	1,575,273.71
29444U502	EQUINIX INC	310.000	64,299 91	65,127.90
30219G108	EXPRESS SCRIPTS HLDG CO	346.000	22,410.77	23,988 18

MARIETTA M & SAMUEL TATE MORGAN JR TR
54-6069447
Balance Sheet
06/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
30231G102	EXXON MOBIL CORP	318.000	26,514.98	32,016 24
302993993	MID CAP VALUE CTF	27482.854	644,460.66	812,909.84
303995997	SMALL CAP VALUE CTF	18436 709	370,884 62	464,588 47
311900104	FASTENAL CO	818.000	39,250.43	40,482.82
3130A0C65	FEDERAL HOME LN BKS	25000.000	24,967.75	24,977.75
31331GL80	FEDERAL FARM CR BKS	140000 000	142,726.31	140,918 40
313380L96	FEDERAL HOME LN BKS	50000.000	50,059 86	50,112.50
3133EARQ3	FEDERAL FARM CR BKS	150000.000	150,417.16	150,489.00
3135G0NV1	FEDERAL NATL MTG ASSN	75000.000	75,170.08	75,250 50
31398A3G5	FEDERAL NATL MTG ASSN	150000.000	150,071.52	150,387.00
31620M106	FIDELITY NATL INFORMATION SVCS	492.000	23,790.78	26,932.08
323991307	MID CAP GROWTH CTF	31118.990	762,034 35	807,382.20
341081FF9	FLORIDA PWR & LT CO	35000.000	35,224.36	35,144 55
354613101	FRANKLIN RES INC	566.000	28,879.66	32,737.44
36962G4J0	GENERAL ELEC CAP CORP	35000.000	34,901.30	40,572.35
370334104	GENERAL MLS INC	707 000	27,378.22	37,145.78
38141G104	GOLDMAN SACHS GROUP INC	287.000	30,524 09	48,055 28
38145C646	GOLDMAN SACHS STRATEGIC	176829.268	1,885,000.00	1,870,853.66
38259P706	GOOGLE INC	176.000	77,166.39	101,249 28
438516106	HONEYWELL INTL INC	403.000	25,079 20	37,458.85
452308109	ILLINOIS TOOL WKS INC	300.000	25,081.32	26,268.00
452327109	ILLUMINA INC	276.000	39,134.75	49,277.04
453142101	IMPERIAL TOBACCO GROUP PLC	162.000	13,766 89	14,569 96
45399C107	DIVIDEND INCOME COMMON TRUST	32750.050	1,312,523.13	1,627,025.76
459200101	INTERNATIONAL BUSINESS MACHS	141.000	12,804.38	25,559.07
464287507	ISHARES CORE S&P MID CAP ETF	3245.000	449,545.43	464,294 60
464287614	ISHARES RUSSELL 1000 GROWTH ETF	13860.000	1,250,260.70	1,260,289 80
464287655	ISHARES RUSSELL 2000 ETF	3770 000	449,357.99	447,913.70
466001864	IVY ASSET STRATEGY FUND	37836.377	1,121,648.78	1,216,439 52
46625H100	J P MORGAN CHASE & CO	1324 000	48,766 88	76,288 88
46625HCE8	JP MORGAN CHASE	45000.000	40,046.40	46,294.20
478160104	JOHNSON & JOHNSON	492 000	31,952 80	51,473.04
478366107	JOHNSON CTLS INC	428.000	10,569.08	21,370.04
532457BB3	LILLY ELI & CO	35000.000	38,951 44	38,934 00

MARIETTA M & SAMUEL TATE MORGAN JR TR
54-6069447
Balance Sheet
06/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
53578A108	LINKEDIN CORP	269 000	36,155.72	46,125.43
539830109	LOCKHEED MARTIN CORP	229 000	20,437.13	36,807.17
544147101	LORILLARD INC	381 000	15,056.06	23,229.57
580135101	MCDONALDS CORP	177.000	16,870 21	17,830.98
58013MEL4	MCDONALDS CORP	35000 000	38,789.24	37,318.75
582839106	MEAD JOHNSON NUTRITION CO	577 000	45,752.88	53,759.09
589331AE7	MERCK & CO INC	30000 000	31,245 32	37,329.60
59156R108	METLIFE INC	754 000	25,096 06	41,892 24
59156RAU2	METLIFE INC	40000 000	45,145.51	44,450.40
631103108	NASDAQ OMX GROUP	552.000	21,245.43	21,318 24
641069406	NESTLE S A	504.000	30,273.72	39,044 88
674599105	OCCIDENTAL PETE CORP DEL	303 000	14,378 92	31,096.89
675232102	OCEANEERING INTL INC	616 000	42,011 83	48,128.08
68389X105	ORACLE CORP	675.000	18,130.50	27,357.75
68389XAP0	ORACLE CORP	40000.000	37,465.60	38,268 80
693390841	PIMCO HIGH YIELD FD	45284 813	419,968 95	442,432 62
693476BF9	PNC FDG CORP	30000 000	29,883 30	36,289 20
713448CK2	PEPSICO INC	35000 000	35,476.70	35,698.60
717081103	PFIZER INC	1765.000	33,597.99	52,385.20
718172109	PHILIP MORRIS INTL INC	641.000	55,267.82	54,042.71
73935S105	POWERSHARES DB COMMODITY	32690 000	851,541.81	868,900 20
740189105	PRECISION CASTPARTS CORP	293 000	43,224.18	73,953 20
741503403	PRICELINE GROUP INC	60.000	28,078 46	72,180 00
742718DN6	PROCTER & GAMBLE CO	30000.000	29,546 40	33,882 30
744320102	PRUDENTIAL FINL INC	199.000	10,429.37	17,665.23
747525103	QUALCOMM INC	833.000	48,690.61	65,973.60
78387GAQ6	SBC COMMUNICATIONS INC	25000 000	25,872 98	29,840 25
790849103	ST JUDE MED INC	129 000	4,870 31	8,933 25
79466L302	SALESFORCE COM INC	1755.000	58,873.86	101,930.40
806857108	SCHLUMBERGER LTD	835 000	67,192 89	98,488.25
808513105	SCHWAB CHARLES CORP NEW	1441.000	27,765 16	38,806.13
81762P102	SERVICENOW INC	768.000	45,940 40	47,585 28
828807CJ4	SIMON PPTY GROUP L P	35000 000	35,742.03	36,000.30
842400FH1	SOUTHERN CALIFORNIA EDISON CO	30000.000	34,255 65	37,914 00

MARIETTA M & SAMUEL TATE MORGAN JR TR
54-6069447
Balance Sheet
06/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
848637104	SPLUNK INC	820.000	44,057.03	45,370.60
855244109	STARBUCKS CORP	1031.000	63,595.60	79,778.78
857477103	STATE STR CORP	242 000	14,271.53	16,276.92
87612E106	TARGET CORP	366 000	18,467.43	21,209 70
87612EAZ9	TARGET CORP	40000.000	40,664.86	40,145.20
883556102	THERMO FISHER SCIENTIFIC CORP	198.000	8,229.61	23,364 00
88579Y101	3M CO	257.000	25,643.83	36,812.68
886547108	TIFFANY & CO NEW	585.000	45,233.29	58,646.25
887317303	TIME WARNER INC	361.000	24,870.25	25,360.25
89417E109	TRAVELERS COS INC	499.000	33,860.08	46,940 93
911312106	UNITED PARCEL SVC INC	285 000	21,651.45	29,258 10
91159HGX2	U S BANCORP	40000.000	40,649.30	40,896.80
912810EW4	UNITED STATES TREAS BD	60000.000	64,843.03	80,193 60
912810EX2	UNITED STATES TREAS BD	40000.000	47,768.71	56,925 20
912810FJ2	UNITED STATES TREAS BD	70000 000	80,497.73	97,704.60
912810FP8	UNITED STATES TREAS BD	95000.000	101,027.87	124,732.15
912810QA9	UNITED STATES TREAS BD	100000.000	102,947.37	104,344.00
912810RC4	UNITED STATES TREAS BD	15000.000	15,485.16	15,843 75
912828ND8	UNITED STATES TREAS NT	15000.000	16,054.45	16,400 40
912828RM4	UNITED STATES TREAS NT	60000.000	60,694.99	60,562.80
912828SK7	UNITED STATES TREAS NT	20000.000	20,046 04	20,040 60
912828SV3	UNITED STATES TREAS NT	75000.000	69,489.26	72,193.50
912828VS6	UNITED STATES TREAS NT	25000.000	24,775.39	25,148.50
912828WE6	UNITED STATES TREAS NT	50000.000	50,212.99	51,246.00
913017109	UNITED TECHNOLOGIES CORP	311.000	9,102.58	35,904 95
913017BP3	UNITED TECHNOLOGIES CORP	30000.000	33,156.25	38,526 00
921943858	VANGUARD FTSE DEVELOPED	21140.000	759,783.32	900,352.60
922908553	VANGUARD REIT	17900.000	1,167,103.16	1,339,636.00
92343V104	VERIZON COMMUNICATIONS INC	1053.000	51,101.59	51,523.29
92345Y106	VERISK ANALYTICS INC	791.000	49,014.59	47,475.82
92826C839	VISA INC	357.000	38,935.74	75,223 47
928563402	VMWARE INC	478 000	38,410.51	46,275.18
92857W308	VODAFONE GROUP PLC NEW	218.000	11,148 82	7,279 02
931142CB7	WAL-MART STORES	30000.000	29,819 70	34,709.70

MARIETTA M & SAMUEL TATE MORGAN JR TR
54-6069447
Balance Sheet
06/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
949746101	WELLS FARGO & CO	1547.000	57,033 75	81,310.32
94974BFC9	WELLS FARGO & CO NEW	35000 000	35,182 27	36,177 05
99Z466197	INTERNATIONAL FOCUSED EQUITY	144950.518	1,536,832.17	1,807,460.48
G1151C101	ACCENTURE PLC	698.000	45,637.99	56,426.32
G2554F113	COVIDIEN PLC	423.000	26,969.27	38,146 14
G27823106	DELPHI AUTOMOTIVE PLC	303 000	8,547 54	20,828 22
G29183103	EATON CORP PLC	213 000	15,114 69	16,439.34
H0023R105	ACE LTD	937.000	75,011.65	97,166.90
		Totals:	19,870,128.46	22,402,470.88

Marietta McNeil Morgan & Samuel Tate Morgan, Jr. Trust		
Grants Paid July 1, 2013 through June 30, 2014		
54-6114629		
Part XV Line 3 Grants and Contributions Paid During the Year		
Payment Date	**Grantee Organization**	**Amount**
6/27/2014	Garth Newel Music Center Foundation Corp P.O. Box 240 Warm Springs, VA 24484-0240	$25,000.00
6/27/2014	Boaz & Ruth Inc P.O. Box 6129 Richmond, VA 23222	$30,000.00
6/27/2014	Chesapeake Bay Foundation 142 W. York St., Suite 618 Norfolk, VA 23510	$35,000.00
6/27/2014	Commonwealth Catholic Charities 1601 Rolling Hills Drive Richmond, VA 23229	$25,000.00
6/27/2014	Elijah House Academy 6627-B Jahnke Rd Richmond, VA 23225	$30,000.00
6/27/2014	Firehouse Theatre Project Inc 1609 W Broad Street Richmond, VA 23220-2106	$30,000.00
6/27/2014	Foundation For Historic Christ Church Incorporated Po Box 24 Irvington, VA 22480-0024	$20,000.00
6/27/2014	Hanover Tavern Foundation P. O. Box 487 Hanover, VA 23069	$25,000.00
6/27/2014	Norfolk Botanical Garden Society 6700 Azalea Garden Road Norfolk, VA 23518-5336	$30,000.00

6/27/2014	Presbyterian Homes & Family Services Inc 150 Linden Ave Lynchburg, VA 24503-2010	$28,000.00
6/27/2014	Richmond Area Association For Retarded Citizens 3600 Saunders Avenue Richmond, VA 23227	$35,000.00
6/27/2014	Richmond Ballet 407 East Canal Street Richmond, VA 23219	$30,000.00
6/27/2014	SPARC (School of Performing Arts) PO Box 12118 Richmond, VA 23241-0118	$30,000.00
6/27/2014	Valley Area Community Support, Inc. P. O. Box 1907 Staunton, VA 24402	$25,000.00
6/10/2014	Eastern Shore Public Library Foundation P.O. Box 554 Accomac, VA 23301-0554	$25,000.00
6/3/2014	Hollins University Corporation PO Box 9658 Roanoke, VA 24020-1658	$25,000.00
3/19/2014	Lynchburg College 1501 Lakeside Dr Lynchburg, VA 24501-3113	$25,000.00
3/4/2014	Better Housing Coalition PO Box 12117 Richmond, VA 23241	$35,000.00
3/4/2014	The Black History Museum and Cultural Center of Virginia, Inc. 3 West Clay Street Richmond, VA 23225	$35,000.00
3/4/2014	The Governor's School for the Arts Foundation 1542 W. 49th Street Norfolk, VA 23508	$15,000.00

3/4/2014	Jills House, Inc. 9011 Leesburg Pike Vienna, VA 22182	$20,000.00
3/4/2014	Lewis Ginter Botanical Garden Inc 1800 Lakeside Avenue Richmond, VA 23228	$35,000.00
3/4/2014	Lunenburg Health Service Incorporated P. O. Box 121 Victoria, VA 23974	$20,000.00
3/4/2014	Montpelier Foundation P.O.Box 911 Orange, VA 22960	$25,000.00
3/4/2014	National Society of the Colonial Dames of America 215 S. Wilton Rd. Richmond, VA 23226	$20,000.00
3/4/2014	Saint Francis Home Of Richmond Foundation Ltd 65 W Clopton Street Richmond, VA 23225-3957	$30,000.00
3/4/2014	Seven Hills School 1311 Overbrook Rd Richmond, VA 23220	$24,000.00
3/4/2014	University of Mary Washington 1119 Hanover Street Fredericksburg, VA 22401	$12,000.00
3/4/2014	Virginia Capitol Preservation Foundation Po Box 396 Richmond, VA 23218-0396	$18,000.00
3/4/2014	Virginia Wesleyan College 1584 Wesleyan Drive Norfolk, VA 23502	$30,000.00
1/27/2014	Chesapeake Humane Society Inc 123 N Battlefield Blvd Chesapeake, VA 23320-3968	$25,000.00
11/12/2013	FrancisEmma Incorporated 5004 Cartersville Rd Powhatan, VA 23139-3911	$25,000.00

10/8/2013	Jewish Community Center 5403 Monument Ave Richmond, VA 23226-1408	$25,000.00
9/24/2013	Emory and Henry College PO Box 950 Emory, VA 24327-0950	$25,000.00
7/10/2013	Valentine Museum DBA Valentine Richmond Historical Center 1015 East Clay Street Richmond, VA 23219	$40,000.00
	Total	$932,000.00

MARIETTA M & SAMUEL TATE
MORGAN JR TR
54-6069447

FORM 990-PF, PART XV,
LINES 2a-2d

CRITERIA FOR GRANTS

Grants are made to non-profit organizations which qualify under IRS regulations and which are operated for religious, charitable, artistic, scientific, literary, or educational purposes, so long as attempts to influence legislation or support candidates for public office do not form a substantial part of their activities.

Seay Foundation funds may be granted for general use for philanthropic purposes. Morgan Foundation funds may be used only for capital expenditures, and under the terms of the Morgan will, preference is given to uses which "will promote the cause of the Church, fostering Christian education and Christian higher education and bring relief from pain and suffering to those less fortunate members of the community."

Grants may not be made to individuals, and normally grants are made only to organizations in the Commonwealth of Virginia. As a rule, contributions are not made to periodic campaigns for funds by national or community organizations. Requests for endowment funds generally are not considered. The foundations cannot make loans, and applications for debt reduction are discouraged.

Matching or challenge grants are strongly encouraged. Grants usually are not paid until the grantee has sufficient funds in hand, borrowed, or pledged to complete the project.

While the awarding of a grant does not preclude later grants to the same organization, the Allocations Committee prefers to avoid commitment for continuing support by awarding an additional grant no sooner than two years after payment of the previous grant.

Proposals are evaluated on the basis of clearly stated objectives and a reasonable, well-developed plan for achieving them, feasibility, demonstrated need for the project, and appropriateness to the purposes of the foundation from which the grant is requested.

PROCEDURE FOR APPLYING

The foundations do not use grant application forms. The applicant should submit a proposal to the appropriate foundation which includes all of the following:

1. A concise description of the project including specific purposes for which the requested grant is to be used, its need, and the anticipated results.
2. A detailed budget for the project, including total cost, the specific amount requested and, in the case of a matching grant, the desired matching ratio.
3. A schedule for the project, the amount raised to date, plans for procuring the remainder, other funding sources, and provision for contingencies and on-going support.
4. A description of the organization including its general purpose, past accomplishments, and plans for the future.
5. A current balance sheet and operating statement showing the major sources from which the organization derives support and endowments, if any.
6. Qualifications of project personnel and a statement from the chief administrator of the organization indicating approval of the grant request and assurance that the grant will be spent within one year of its receipt.
7. Copies of IRS forms certifying that the organization:
   - A. is exempt from federal income tax payment under Section 501(c)(3) and
   - B. is not classified as a private foundation as defined in Section 509(a) of the Internal Revenue Code.

   (In cases where IRS forms are on file with the foundation, a letter stating that the organization's status is unchanged is required.)
8. Names and affiliations of the organization's trustees, directors, or advisors.

REVIEW OF APPLICATIONS

Applications may be submitted at any time. They are reviewed initially by the consultant to the foundations. Meetings for the evaluation of proposals and allocation of funds by the Trust Committee are scheduled for the third Tuesdays of June and December each year. For a proposal to be considered at the June meeting, complete information must be submitted by May 1; the deadline for applications for the December meeting is November 1. Each applicant will be notified of the Committee's decision on its proposal after the meeting at which it is considered.

Recipients of grants are expected to report to the foundation which made the allocation no later than one year after payment of the grant indicating how the funds were used and evaluating the project.

Proposals and correspondence concerning grants from The Seay Foundation and The Morgan Foundation should be addressed to:

Mrs. Elizabeth D. Seaman, Consultant

C/O BANK OF AMERICA
1111 EAST MAIN STREET
RICHMOND, VA 23219

804-788-2963