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 JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation
THE FRANCES AND BEVERLY DUBOSE FOUNDATION, INC.

A Employer identification number
58-1901090

Number and street (or P O box number if mail is not delivered to street address)
4200 NORTHPARKWAY SQ., N.W. BLDG 14

Room/suite
100

B Telephone number
404-261-9529

City or town, state or province, country, and ZIP or foreign postal code
ATLANTA, GA 30327

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: [X] 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)* ▶$ 16,422,548.

J Accounting method: [X] 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).)

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	241.	241.		Statement 1
	4 Dividends and interest from securities	258,570.	232,155.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	262,890.			
	b Gross sales price for all assets on line 6a 3,187,709.				
	7 Capital gain net income (from Part IV, line 2)		262,890.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	3,321.	0.		Statement 3
	12 Total. Add lines 1 through 11	525,022.	495,286.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	10,000.	8,000.		0.
	c Other professional fees				
	17 Interest	138.	138.		0.
	18 Taxes Stmt 5	4,306.	4,306.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	128,842.	128,842.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	143,286.	141,286.		0.
	25 Contributions, gifts, grants paid	681,433.			681,433.
	26 Total expenses and disbursements. Add lines 24 and 25	824,719.	141,286.		681,433.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<299,697.>			
	b Net investment income (if negative, enter -0-)		354,000.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	108,075.	194,418.	194,418.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	16,967.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock Stmt 7	5,852,018.	7,016,106.	8,578,212.
	c Investments - corporate bonds Stmt 8	1,855,015.	600,000.	590,573.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	5,061,855.	4,783,709.	7,059,345.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,893,930.	12,594,233.	16,422,548.
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			
	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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	12,893,930.	12,594,233.	
	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			
	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**	12,893,930.	12,594,233.	
	31 **Total liabilities and net assets/fund balances**	12,893,930.	12,594,233.	

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	12,893,930.
2 Enter amount from Part I, line 27a	2	<299,697.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12,594,233.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,594,233.

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	235 SHARES FLEETMATICS GROUP PLC	P	08/30/13	09/19/13
b	315 SH YANDEX NV SH CLASS A	P	10/11/13	11/29/13
c	285 SHARES AFC ENTERPRISES INC	P	07/08/13	12/13/13
d	160 SH BIOMARIN PHARMA	P	09/26/13	11/01/13
e	225 SH CBOE HOLDINGS NC	P	07/23/13	09/16/13
f	145 SHARES CABELLAS INC	P	06/18/13	09/05/13
g	180 SHARES CABELLAS	P	06/18/13	10/03/13
h	180 SH CONNS INS	P	07/26/13	09/06/13
i	220 SH CORNERSTONE ONDEMAND INC	P	08/08/13	11/04/13
j	85 SH EBAY INC	P	11/26/12	08/22/13
k	125 SHARES FINANCIAL ENGINES INC	P	01/25/13	10/04/13
l	70 SHARES LUMBER LIQUIDATORS	P	08/19/13	09/27/13
m	95 SH MERCADOLIBRE INC	P	06/19/13	07/19/13
n	65 SH MERCADOLIBRE INC	P	06/27/13	07/19/13
o	75 SH MONSANTO INC	P	09/27/12	08/29/13

	(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	9,154.		11,513.	<2,359.>
b	12,546.		11,936.	610.
c	11,089.		10,531.	558.
d	9,973.		11,862.	<1,889.>
e	10,273.		11,016.	<743.>
f	9,272.		9,812.	<540.>
g	11,044.		12,181.	<1,137.>
h	9,849.		11,130.	<1,281.>
i	10,059.		11,337.	<1,278.>
j	4,374.		4,389.	<15.>
k	7,250.		4,090.	3,160.
l	7,170.		6,738.	432.
m	10,068.		11,012.	<944.>
n	6,889.		7,807.	<918.>
o	7,324.		6,870.	454.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<2,359.>
b				610.
c				558.
d				<1,889.>
e				<743.>
f				<540.>
g				<1,137.>
h				<1,281.>
i				<1,278.>
j				<15.>
k				3,160.
l				432.
m				<944.>
n				<918.>
o				454.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

THE FRANCES AND BEVERLY DUBOSE FOUNDATION, INC.

Continuation for 990-PF, Part IV
58-1901090

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	110 SH MONSANTO INC	P	10/18/12	08/29/13
b	70 SH MONSANTO INC	P	05/20/13	08/29/13
c	400 SH MULTIMEDIA GAMES HLDG	P	06/04/13	11/29/13
d	300 SH MULTIMEDIA GAMES HLDGS	P	07/16/13	11/29/13
e	110 PRICE T ROWE INC	P	01/15/13	09/09/13
f	255 SH ROADRUNNER TRANS SV HLDG	P	05/22/13	10/11/13
g	190 SH ROADRUNNER TRANS SV HLDGS	P	05/22/13	11/07/13
h	210 SH ROADRUNNER TRANS SV HLDG	P	05/28/13	11/07/13
i	235 SH ROADRUNNER TRANS SERV HLDGS	P	06/12/13	11/07/13
j	35 SH SHERWIN WILLIAMS	P	03/27/13	08/07/13
k	45 SH SHERWIN WILLIAMS	P	03/27/13	08/19/13
l	40 SH SHRWIN WILLIAMS	P	04/25/13	08/19/13
m	60 SH SHERWIN WILLIAMS	P	05/07/13	08/19/13
n	100 SH ULTIMATE SOFTWARE GR	P	01/30/13	10/09/13
o	65 SH VALMONT INDUSTRIES	P	02/14/13	07/16/13

	(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	10,742.		9,962.	780.
b	6,836.		7,610.	<774.>
c	11,646.		10,381.	1,265.
d	8,734.		9,517.	<783.>
e	7,793.		7,656.	137.
f	6,603.		6,867.	<264.>
g	4,596.		5,117.	<521.>
h	5,080.		5,838.	<758.>
i	5,684.		6,555.	<871.>
j	6,147.		5,913.	234.
k	7,544.		7,602.	<58.>
l	6,706.		7,326.	<620.>
m	10,058.		11,378.	<1,320.>
n	13,771.		10,047.	3,724.
o	9,626.		10,285.	<659.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				780.
b				<774.>
c				1,265.
d				<783.>
e				137.
f				<264.>
g				<521.>
h				<758.>
i				<871.>
j				234.
k				<58.>
l				<620.>
m				<1,320.>
n				3,724.
o				<659.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	20 SH VALMONT INDUSTRIES	P	02/14/13	07/26/13
b	45 SH VALMONT INDUSTRIES	P	03/01/13	07/26/13
c	35 SH VALMONT INDUSTRIES	P	03/15/13	07/26/13
d	40 SH VALMONT INDUSTRIES	P	05/03/13	07/26/13
e	350 SH CATAMARAN CORP	P	02/01/11	07/01/13
f	80 SH CONTINENTAL RES INC	P	09/29/11	11/07/13
g	25 SH EBAY INC	P	07/30/12	08/22/13
h	205 SH EBAY INC	P	08/07/12	08/22/13
i	265 SH GARTNER INC	P	03/30/12	08/05/13
j	25 SH INTUITIVE SURGICAL INC	P	02/01/11	07/08/13
k	10 SH INTUIIVE SURGICAL INC	P	02/01/11	07/09/13
l	30 SH INTUITIVE SURGICAL INC	P	10/20/11	07/09/13
m	55 SH MONSANTO CO	P	06/29/12	07/25/13
n	100 MONSANTO CO	P	06/29/12	08/15/13
o	5 SH MONDSANTO CO	P	07/02/12	08/15/13

	(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	2,851.		3,165.	<314.>
b	6,415.		7,098.	<683.>
c	4,989.		5,726.	<737.>
d	5,702.		6,008.	<306.>
e	16,663.		8,552.	8,111.
f	9,118.		3,976.	5,142.
g	1,286.		1,134.	152.
h	10,549.		9,367.	1,182.
i	15,114.		11,347.	3,767.
j	12,477.		8,374.	4,103.
k	4,151.		3,350.	801.
l	12,452.		12,582.	<130.>
m	5,533.		4,541.	992.
n	9,652.		8,257.	1,395.
o	483.		417.	66.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				<314.>
b				<683.>
c				<737.>
d				<306.>
e				8,111.
f				5,142.
g				152.
h				1,182.
i				3,767.
j				4,103.
k				801.
l				<130.>
m				992.
n				1,395.
o				66.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-13

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	55 SH MONSANTO CO	P	07/02/12	08/29/13
b	65 SH PRICE T. ROWE GROUP	P	12/06/11	08/26/13
c	55 SH PRICE T. ROWE GROUP	P	12/19/11	08/26/13
d	105 SH PRICE T. ROWE GROUP	P	12/19/11	09/09/13
e	125 SH SBA COMMUNICATIONS	P	06/12/12	09/04/13
f	100 SH SBA COMMUNICATIONS	P	06/12/12	10/10/13
g	25 SH TRANSDIGM GROUP INC	P	06/15/11	08/30/13
h	25 SH TRANSDIGM GROUP INC	P	08/19/11	08/30/13
i	40 SH TRANSDIGM GROUP INC	P	08/19/11	09/26/13
j	45 SH TRANSDIGM GROUP INC	P	10/31/11	09/26/13
k	38664.323 SH PERFORMANCE TRUST TOTAL RETURN BOND	P	10/09/12	09/10/13
l	15600 SH FIRST TR ISE REVERE NAT GAS	P	12/12/22	09/10/13
m	2400 ISHARES TR GLOBAL HEALTHCARE ETF	P	01/24/13	11/08/13
n	9416.628 SH MATTHEWS CHINA FUND INSTITUTIONAL	P	10/09/12	07/18/13
o	375 SHARES RIVA RIDGE	P	01/29/11	07/24/13

	(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	5,371.		4,587.	784.
b	4,712.		3,774.	938.
c	3,987.		2,969.	1,018.
d	7,439.		5,669.	1,770.
e	9,393.		6,583.	2,810.
f	7,827.		5,266.	2,561.
g	3,405.		2,048.	1,357.
h	3,405.		2,127.	1,278.
i	5,426.		3,403.	2,023.
j	6,104.		4,273.	1,831.
k	844,027.		880,015.	<35,988.>
l	280,672.		249,850.	30,822.
m	198,613.		164,401.	34,212.
n	204,985.		207,823.	<2,838.>
o	395,400.		375,000.	20,400.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				784.
b				938.
c				1,018.
d				1,770.
e				2,810.
f				2,561.
g				1,357.
h				1,278.
i				2,023.
j				1,831.
k				<35,988.>
l				30,822.
m				34,212.
n				<2,838.>
o				20,400.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

323591
05-01-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED SCHEDULE	P		
b	SEE ATTACHED SCHEDULE	P		
c	ADJUST FOR WASH SALES	P		
d	ADJUST FOR WASH SALES	P		
e	FROM PARTNERSHIP			
f	FROM PARTNERSHIP	P		
g	Capital Gains Dividends			
h				
i				
j				
k				
l				
m				
n				
o				

	(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	357,205.		394,500.	<37,295.>
b	335,311.		220,958.	114,353.
c	646.			646.
d	1,099.			1,099.
e			33,401.	<33,401.>
f	16,260.			16,260.
g	121,087.			121,087.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<37,295.>
b				114,353.
c				646.
d				1,099.
e				<33,401.>
f				16,260.
g				121,087.
h				
i				
j				
k				
l				
m				
n				
o				

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	262,890.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

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				
b	See Attached Statements			
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				
b				
c				
d				
e	3,187,709.		2,924,819.	262,890.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				262,890.

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** 262,890.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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	677,833.	13,857,569.	.048914
2011	669,500.	13,461,652.	.049734
2010	646,000.	14,022,821.	.046068
2009	661,050.	13,896,359.	.047570
2008	826,584.	12,915,306.	.064000

2	**Total** of line 1, column (d)	2	.256286
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	.051257
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	15,082,168.
5	Multiply line 4 by line 3	5	773,067.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,540.
7	Add lines 5 and 6	7	776,607.
8	Enter qualifying distributions from Part XII, line 4	8	681,433.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	7,080.
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	7,080.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	7,080.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 4,104.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	4,104.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,976.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

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)? *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.*	1b		X
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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ GA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ MR. BEVERLY M. DUBOSE, III Telephone no. ▶ 404-231-1776			
	Located at ▶ 4200 NORTHSIDE PKWY. N.W. BLDG. 14, SUITE 100, AT ZIP+4 ▶ 30327			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
			Yes	**No**
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(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)? N/A	1b		
	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.) N/A	2b		
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.)* N/A	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)?	☐ 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)?	N/A	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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 10		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 ▶ 0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,078,608.
b	Average of monthly cash balances	1b	233,238.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,311,846.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,311,846.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,678.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,082,168.
6	**Minimum investment return.** Enter 5% of line 5	6	754,108.

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	754,108.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 7,080.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	7,080.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	747,028.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	747,028.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	747,028.

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	681;433.
b	Program-related investments - total from Part IX-B	1b	0.
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	681,433.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	681,433.

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				747,028.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			664,069.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 681,433.				
a Applied to 2012, but not more than line 2a			664,069.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				17,364.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				729,664.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
ALLIANCE THEATRE 1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309		501(C)	OPERATING FUNDS	10,000.
AMERICAN REVOLUTION CENTER 123 CHESTNUT ST., SUITE 401 PHILADELPHIA, PA 19106		501(C)	CONSTRUCTION OF MUSEUM	10,000.
ATLANTA BOTANICAL GARDENS 1345 PIEDMONT AVENUE, N.E. ATLANTA, GA 30309		501(C)	CAPITAL AND ENDOWMENT CAMPAIGN CAPITAL AND ENDOWMENT CAMPAIGN	50,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD. ATLANTA, GA 30305		501(C)	OPERATING COST	10,000.
ATLANTA HISTORY CENTER 130 WEST PACES FERRY RD. ATLANTA, GA 30305		501(C)	CAPITAL CAMPAIGN	200,000.
Total	See continuation sheet(s)		▶ 3a	681,433.
b Approved for future payment				
None				
Total			▶ 3b	0.

** See Purpose of Grant continuations

THE FRANCES AND BEVERLY DUBOSE FOUNDATION, INC. 58-1901090

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CENTER FOR PUPPETRY ARTS 1404 SPRING STREET, NW ATLANTA, GA 30309		501(C)	OPERATIONS	11,700.
CIVIL WAR PRESERVATION TRUST 1156 15TH ST. WASHINGTON, DC 20005		501(C)	BATTLE APP FOR ATLANTA CAMPAIGN	50,000.
DARROW SCHOOL 110 DARROW RD. NEW LEBANON, NY 12125		501(C)	OPERATING FUNDS	4,000.
		501(C)	PRESERVATION OF RHODES HALL	2,000.
HISTORIC SAVANNAH FOUNDATION 324 EAST STATE STREET SAVANNAH, GA 31401		501(C)	HISTORIC PRESERVATION	1,000.
HOLLINS UNIVERSITY NO STREET ADDRESS ROANOKE, VA 240201629		501(C)	EDUCATION-OPERATIONS	2,000.
IAN'S FRIENDS FOUNDATION 855 MARSEILLES DRIVE ATLANTA, GA 30327		501(C)	RESEARCH ON INOPERABLE BRAIN CANCER	500.
PARISH OF ST. PAUL THE APOSTLE 1802 ABERCORN ST. SAVANNAH, GA 31401		501(C)	BUILDING FUND	1,000.
MCCALLIE SCHOOL 500 DODDS AVENUE CHATTANOOGA, TN 37404		501(C)	SUSTAINING FUND	2,500.
OGLETHORPE UNIVERSITY 4484 PEACHTREE RD., N.E. ATLANTA, GA 30319		501(C)	OPERATIONS	10,000.
Total from continuation sheets				401,433.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OGLETHORPE UNIVERSITY 4484 PEACHTREE RD., N.E. ATLANTA, GA 30319		501(C)	CAPITAL CAMPAIGN	83,333.
SAVANNAH COUNTRY DAY SCHOOL 824 STILLWOOD DRIVE SAVANNAH, GA 31419		501(C)(3)	OPERATIONS	500.
SOUTHERN CENTER FOR INTERNATIONAL STUDIES P.O. BOX 52789 ATLANTA, GA 30355			FUNDING FOR CATALOGING OF ARCHIVES	12,500.
ST. PHILLIPS CATHEDRAL 2744 PEACHTREE RD. NW ATLANTA, GA 30305		501(C)	OPERATING COST	5,000.
OGEECHEE RIVER KEEPER 124 SAVANNAH AVE.SUITE 2-B STATESBORO, GA 30459		501(C)	PRESERVATION OF RIVER	900.
THE WESTMINISTER SCHOOLS 1424 WEST PACES FERRY RD. NW ATLANTA, GA 30327		501(C)	TEACHING FOR TOMORROW CAMPAIGN TEACHING FOR TOMORROW	25,000.
HERITAGE SANDY SPRINGS 6110 BLUESTONE ROAD SANDY SPRINGS, GA 30328		501(C)	FURTHUR AWARENESS OF REAL STORY OF CIVIL WAR IN SANDY SPRINGS	15,000.
UNIVERSITY OF ALABAMA-BIRMINGHAM AB 1264 1530 3RD AVE S BIRMINGHAM, AL 352940012		501(C)	DISEASE RESEARCH FUND	50,000.
UNIVERSITY OF GEORGIA-THE ARCH FOUNDATION 394 S. MILLEDGE AVENUE, SUITE 100 ATHENS, GA 30602		501(C)(3)	OPERATIONS	2,000.
UNIVERSITY OF SOUTH CAROLINA NO STREET ADDRESS COLUMBIA, SC 29208		501(C)	SCHOLARSHIP FUND	10,000.
Total from continuation sheets				

THE FRANCES AND BEVERLY DUBOSE FOUNDATION, INC. 58-1901090

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ATLANTA BELTLINE PARTNERSHIP, INC. 50 HURT PLAZA, SUITE 910 ATLANTA, GA 30303		501(C)	INCREASE AWARENESS AND SUPPORT FOR THE ATLANTA BELTLINE PROJECT	12,500.
KIPP METRO ATLANTA 98 ANDERSON AVE., NW ATLANTA, GA 30314		501(C)	ALTERNATIVE SCHOOL	25,000.
COASTAL GEORGIA HISTORICAL NO STREET ADDRESS ST. SIMONS ISLAN, GA 31522		501(C)	CAPITAL CAMPAIGN TO RENOVATE KEEPER'S DWELLING	25,000.
ALLIANCE THEATRE 1280 PEACHTREE STREET, N.E. ATLANTA, GA 30309		501(C)	NATIONAL CIVIL WAR PROJECT NATIONAL CIVIL WAR PROJECT	50,000.
Total from continuation sheets				

323631
05-01-13

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - MCCALLIE SCHOOL

SUSTAINING FUND

Name of Recipient - THE WESTMINISTER SCHOOLS

TEACHING FOR TOMORROW CAMPAIGN

TEACHING FOR TOMORROW CAMPAIGN

TEACHING FOR TOMORROW CANPAIGN

Name of Recipient - ALLIANCE THEATRE

NATIONAL CIVIL WAR PROJECT

NATIONAL CIVIL WAR PROJECT

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	241.	
4 Dividends and interest from securities	523000		14	258,570.	
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			03	3,321.	
8 Gain or (loss) from sales of assets other than inventory	523000		18	262,890.	
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.		525,022.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 525,022.

(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).
	MONEY IS USED TO PROVIDE DONATIONS TO OTHER CHARITABLE INSTITUTIONS

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
		N/A	

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
N/A		

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

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

▶ [signature] Signature of officer or trustee | 10/27/14 Date | ▶ TREASURER Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
	NANCY STALCUP	Nancy Stalcup	10-20-14		P01201490
	Firm's name ▶ NANCY STALCUP, CPA			Firm's EIN ▶	
	Firm's address ▶ 4200 NORTHSIDE PKWY, N.W. ATLANTA, GA 30327			Phone no. 404-261-9529	

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
RIVA RIDGE OVERSEAS FUND	241.	241.	
Total to Part I, line 3	241.	241.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
DIVIDENDS-PERSHING ADVISOR SOLUTIONS, LLC	34,502.	0.	34,502.	33,452.	
DIVIDENDS-PERSHING ADVISOR SOLUTIONS, LLC	4,450.	0.	4,450.	1,683.	
DIVIDENDS-PERSHING ADVISOR SOLUTIONS, LLC	309,838.	121,087.	188,751.	166,153.	
DIVIDENDS-PORTICUS FUND,L.P.	30,867.	0.	30,867.	30,867.	
To Part I, line 4	379,657.	121,087.	258,570.	232,155.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
OTHER TAX EXEMPT INCOME	553.	0.	
OTHER TAX EXEMPT INCOME	2,768.	0.	
Total to Form 990-PF, Part I, line 11	3,321.	0.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING	10,000.	8,000.		0.
To Form 990-PF, Pg 1, ln 16b	10,000.	8,000.		0.

Form 990-PF Taxes Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAX	4,306.	4,306.		0.
To Form 990-PF, Pg 1, ln 18	4,306.	4,306.		0.

Form 990-PF Other Expenses Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INVESTMENT ADVISORY FEES	107,875.	107,875.		0.
PORTFOLIO DEDUCTIONS-PARTNERSHIPS	20,956.	20,956.		0.
ACCOUNT FEES	11.	11.		0.
To Form 990-PF, Pg 1, ln 23	128,842.	128,842.		0.

Form 990-PF Corporate Stock Statement 7

Description	Book Value	Fair Market Value
105 SH AMAZON INC	22,000.	34,102.
670 SH BE AEROSPACE INC	42,157.	61,968.
95 SH CHIPOTLE MEXICAN GRILL INC	31,080.	56,288.
405 SH CONTINENTAL RES INC.	26,649.	64,006.
225 SH PRICE T ROWE GROUP INC	0.	0.

350 SH CATAMARAN CORP	0.	0.
30 SH SALESFORCE INC	968.	1,742.
230 SH STERICYCLE INC	18,490.	27,237.
135 SH TRANSDIGM GROUP INC	0.	0.
65 SH INTUITIVE SURGICAL	0.	0.
43706.294 SH MATTHEWS PACIFIC TIGER FD	1,000,000.	1,207,168.
MSQUARE BRAZIL VALLUE	300,000.	356,477.
130 SH ALLIANCE DATA SYSTEMS	13,689.	36,563.
360 SH FLEETCORE TECHNOLOGIES INC	14,196.	47,448.
535 SH GARTNER INC	24,669.	37,728.
135 SH LINKEDIN CORP	0.	0.
900 SH MASTERCARD INVC	29,954.	66,123.
605 SH SBA COMMINICATIONS CORP	40,186.	61,892.
715 SH TRACTOR SUPPLY CO	24,943.	43,186.
410 SHARES STARBUCKS CORP	22,673.	31,726.
80 SH COPA HOLDINGS	0.	0.
810 SH ACADIS HEALTHCARE INC	25,523.	36,855.
45 SH ALLIANCE DATA SYS CORP	6,161.	12,656.
325 SH CABELLAS INC	0.	0.
640 SH CABOT OIL & GAS CORP	0.	0.
275 SH CELGENE CORP	27,863.	47,234.
595 SH DISCOVERY COMMUNICATIONS INC	41,321.	44,197.
455 SH DUNKIN BRANDS GROUP INC	0.	0.
315 SH EBAY INC	0.	0.
480 SH FINANCIAL ENGINES INC	15,723.	21,734.
220 SH FLEETCOR TECHNOLOGIES	0.	0.
160 SH GARTNER INC	0.	0.
795 SH GUIDEWIRE SOFTWARE INC	0.	0.
255 SH KANSAS CITY SOUTHERN	19,565.	27,415.
140 SH LINDEDIN CORP	0.	0.
190 SH LITHIA MOTORS INC	10,439.	17,873.
575 SH MELCO CROWN ENTMT	13,942.	20,533.
95 SH MERCADOLIBRE INC	0.	0.
200 SH MONSANTO CO	22,528.	24,948.
400 SH MULTIMEDIA GAMES HLDGS	0.	0.
110 SH PRICE T ROWE GROUP	0.	0.
890 SH ROADRUNNER TRANSN SVCS HLDGS	0.	0.
185 SH SBA COMMUNICATIONS CORP	0.	0.
225 SH SPS COMMERCE INC	0.	0.
540 SH SALESFORCE COM INC	20,498.	31,363.
180 SH SHERWIN WILLIAMS	0.	0.
80 SH TRACTOR SUPPLY CO	0.	0.
160 SH TYLER TECHNOLOGIES INC	11,223.	14,594.
100 SH ULTIMATE SOFTWARE GR	0.	0.
205 SH VALMONT INDUSTRIES INC	0.	0.
100 SH VIRTUS INVT PTRS INC	0.	0.
690 SH WORKDAY INC	0.	0.
360 SH GILEAD SCIENCES INC	16,574.	29,848.
4900 SH ISHARES TR GLOBAL HEALTHCARE ETF	335,652.	462,217.
9552.766 SH MATTHEWS CHINA FD INSTIT.	217,177.	206,913.
59684.539 SH BOSTON PTRS LONG/SHORT EQUITY	1,250,030.	1,332,159.
76425.632 SH VANGUARD GROWTH INCOME FD	1,300,015.	1,688,242.
535 SH ICON PLC LTD	23,471.	25,204.
225 SH AFFILIATED MANAGERS GROUP INC	41,824.	46,215.

170 SH ALLERGAN INC	20,843.	28,767.
450 SH ASPEN TECHNOLOGIES	20,366.	20,880.
330 SH BORG WARNER INC	20,392.	21,513.
390 SH CBRE GROUP INC	12,171.	12,496.
115 SH CANADIAN PAC RY LTD	19,766.	20,831.
160 SH CENTENE CORP	11,321.	12,098.
180 SH CELGENE CORP	23,466.	30,916.
195 SH EOG RES INC	20,768.	22,788.
195 SH ECOLAB INC	19,093.	21,711.
630 SH FACEBOOK, INC.	38,917.	42,393.
400 SH FIRST REP BK SAN FRANCISCO	20,946.	21,996.
15 SH GOOGLE INC CLASS A	6,563.	8,770.
15 SH GOOGLE CLASS C	6,542.	8,629.
180 SH HALLIBURTON CO	11,696.	12,782.
335 SH INSULET CORP	14,521.	13,289.
790 SH MANHATTAN ASSOC. INNC.	28,187.	27,200.
365 SH MARKETAXESS HLDGS INC	21,234.	19,732.
145 SH MIDDLEBY CORO	30,524.	35,983.
905 SH MELCO CROWN ENTMT LTD	26,451.	32,318.
560 SH OASIS PETE INC	27,154.	31,298.
90 SH PERCISION CASTPARTS CORP	23,274.	22,716.
130 SH REGENERON PHARMA INC	33,876.	36,721.
210 SH SALIS PHARMA	21,967.	25,904.
155 SH TESLA MTRS INC	34,240.	37,209.
115 SH TRIP ADVISOR	12,150.	12,496.
220 SH UNION PACIFIC CORP	20,335.	21,945.
230 SH UNITED RENTALS INC	20,893.	24,088.
190 SH WABCO HOLDINGS INC	20,358.	20,296.
ROUNDING	<1.>	0.
19690.577 SH CUSHING RENAISSANCE ADV FD	416,880.	538,734.
22349.936 SH HENDERSON EUROPEAN FOCUS FD	700,015.	824,936.
23201.856 SH LAZARD GLOBAL LISTED	300,015.	342,923.
Total to Form 990-PF, Part II, line 10b	7,016,106.	8,578,212.

Form 990-PF	Corporate Bonds	Statement 8

Description	Book Value	Fair Market Value
RIVA RIDGE CAP PTRS, LTS	0.	0.
38664.323 SH PERFORMANCE TR TOTAL RETURN BOND	0.	0.
44370.628 SH TEMPLETON GLOBAL BOND FD	600,000.	590,573.
Total to Form 990-PF, Part II, line 10c	600,000.	590,573.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
PORTICUS FUND, L.P.	COST	1,143,136.	1,759,645.
10685 SPDR S&P 500 ETF TR	COST	1,354,303.	2,091,268.
45975 UNITS SELECT SECTOR SPDR TECH	COST	1,223,889.	1,763,141.
98654.709 SH ADVISORY RESEARCH MLP & ENERGY INCOME	COST	1,062,381.	1,445,291.
15600 SH FIRST TR ISE REVERE NAT GAS	COST	0.	0.
Total to Form 990-PF, Part II, line 13		4,783,709.	7,059,345.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
FRANCES W. DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	CHAIRMAN, TRUSTEE 0.00	0.	0.	0.
BEVERLY M. DUBOSE, III 4200 NORTHSIDE PARKWAY, N.W. BUILDING 14,STE 100 ATLANTA, GA 30327	TREASURER, TRUSTEE 0.00	0.	0.	0.
DEAN DUBOSE SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	SECRETARY, TRUSTEE 0.00	0.	0.	0.
H. BRONSON SMITH 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.
EILEEN ERICKSON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE 0.00	0.	0.	0.

THOMAS EDWARD LEWIS 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE	0.00	0.	0.	0.
ELIZABETH EGLESTON DUBOSE 4200 NORTHSIDE PKWY, N.W. BLDG. 14, SUITE 100 ATLANTA, GA 30327	TRUSTEE	0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII			0.	0.	0.

Schedule of Realized Gains and Losses Year-to-Date

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term							
01/08/14	10/16/13	SELL First In First Out	TEXTURA CORP COM Security Identifier TXTR	300 000	12,055 22	8,098 66	-3,956 56
01/21/14	11/22/13	SELL First In First Out	QIWI PLC SPON ADR RE ISIN#US74735M1080 Security Identifier QIWI	260 000	12,460 18	10,898 93	-1,561 25
01/29/14	08/19/13	SELL First In First Out	LUMBER LIQUIDATORS H OM Security Identifier LL	85 000	8,182 46	7,680 24	-502 22
01/29/14	09/10/13	SELL First In First Out	LUMBER LIQUIDATORS H OM Security Identifier LL	70 000	7,509 72	6,324 90	-1,184 82
02/12/14	03/25/13	SELL First In First Out	GUIDEWIRE SOFTWARE I Security Identifier GWRE	150 000	5,531 02	7,176 87	1,645 85
02/12/14	08/08/13	SELL First In First Out	LKQ CORP COM Security Identifier LKQ	205 000	6,028 21	5,638 99	-389 22
02/26/14	06/06/13	SELL First In First Out	COPA HOLDING S A CL #PAP310761054 Security Identifier CPA	80 000	10,337 36	10,838 97	501 61
02/26/14	08/01/13	SELL First In First Out	COPA HOLDING S A CL #PAP310761054 Security Identifier CPA	55 000	7,796 88	7,451 79	-345 09
02/27/14	08/08/13	SELL First In First Out	LKQ CORP COM Security Identifier LKQ	305 000	8,968 79	8,186 29	-782 50
02/27/14	09/10/13	SELL First In First Out	LKQ CORP COM Security Identifier LKQ	265 000	8,231 53	7,112 68	-1,118 85

Pershing Advisor Solutions LLC, a BNY Mellon company
One Pershing Plaza, Jersey City, NJ 07399
(877) 870-7230
Member FINRA, SIPC

EDGE Capital Partners

Investment Account Statement

Statement Period: 06/01/2014 - 06/30/2014

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
02/27/14	11/29/13	SELL First In First Out	LKQ CORP COM Security Identifier LKQ	255 000	8,473 26	6,844 28	-1,628 98
02/27/14	12/12/13	SELL First In First Out	LKQ CORP COM Security Identifier LKQ	295 000	9,785 04	7,917 88	-1,867 16
03/05/14	05/08/13	SELL First In First Out	VIRTUS INVT PARTNERS Security Identifier VRTS	30 000	6,418 27	5,313 43	-1,104 84
03/25/14	02/26/14	SELL First In First Out	DEMANDWARE INC COM Security Identifier DWRE	175 000	13,031 75	11,428 81	-503 78 -1,099 16[3]
03/25/14	03/06/14	SELL First In First Out	DEMANDWARE INC COM Security Identifier DWRE 27 day(s) added to your holding period as a result of a wash sale	120 000	10,736 68	7,836 90	-2,899 78
03/27/14	01/30/14	SELL First In First Out	SPLUNK INC COM Security Identifier SPLK	105 000	8,121 08	7,634 11	-486 97
04/01/14	01/30/14	SELL First In First Out	SPLUNK INC COM Security Identifier SPLK	55 000	4,253 90	4,066 72	-187 18
04/01/14	02/12/14	SELL First In First Out	SPLUNK INC COM Security Identifier SPLK	200 000	16,542 05	14,788 07	-1,753 98
04/02/14	04/24/13	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	40 000	7,392 26	7,348 33	-43 93
04/02/14	05/07/13	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	55 000	9,861 94	10,103 96	242 02
04/02/14	12/05/13	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	35 000	7,856 23	6,429 79	-1,426 44
04/03/14	02/25/14	SELL First In First Out	SERVICENOW INC COM Security Identifier NOW	190 000	13,120 85	10,565 73	-2,555 12
04/04/14	10/04/13	SELL First In First Out	YELP INC CL A Security Identifier YELP	165 000	12,049 68	10,794 84	-1,254 84
04/04/14	02/24/14	SELL First In First Out	YELP INC CL A Security Identifier YELP	80 000	7,679 49	5,233 86	-2,445 63
04/07/14	10/03/13	SELL First In First Out	TRIPADVISOR INC COM Security Identifier TRIP	65 000	5,116 62	5,330 70	214 08

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
04/08/14	04/22/13	SELL First In First Out	GUIDEWIRE SOFTWARE I Security Identifier GWRE	140 000	5,445 11	6,085 95	640 84
04/08/14	05/07/13	SELL First In First Out	GUIDEWIRE SOFTWARE I Security Identifier GWRE	15 000	633 80	652 07	18 27
04/11/14	05/07/13	SELL First In First Out	GUIDEWIRE SOFTWARE I Security Identifier GWRE	135 000	5,704 19	5,480 06	-224 13
04/11/14	06/12/13	SELL First In First Out	GUIDEWIRE SOFTWARE I Security Identifier GWRE	225 000	9,008 90	9,133 44	124 54
04/15/14	06/03/13	SELL High Cost	SPS COMMERCE INC COM Security Identifier SPSC	225 000	12,168 26	11,353 32	-814 94
04/21/14	08/16/13	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	195 000	14,360 88	15,352 93	992 05
04/21/14	05/06/13	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	15 000	989 38	1,180 99	191 61
04/23/14	05/15/13	SELL High Cost	FINANCIAL ENGINES IN Security Identifier FNGN	175 000	7,375 33	8,223 67	848 34
04/23/14	05/06/13	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	70 000	4,617 11	5,426 43	809 32
04/25/14	03/05/14	SELL High Cost	TRIPADVISOR INC COM Security Identifier TRIP	85 000	9,091 53	6,731 89	-2,359 64
04/25/14	02/18/14	SELL High Cost	TRIPADVISOR INC COM Security Identifier TRIP	60 000	5,572 15	4,751 92	-820 23
04/29/14	04/03/14	SELL High Cost	INSULET CORP COM Security Identifier PODD	140 000	6,859 87	5,404 90	-1,454 97
04/29/14	12/27/13	SELL High Cost	MARKETAXESS HLDGS IN Security Identifier MKTX	125 000	8,284 66	6,710 57	-1,574 09
04/29/14	10/15/13	SELL High Cost	MARKETAXESS HLDGS IN Security Identifier MKTX	70 000	4,603 20	3,757 92	-845 28
05/07/14	02/18/14	SELL High Cost	TRIPADVISOR INC COM Security Identifier TRIP	75 000	6,965 19	6,210 06	-755 13
05/07/14	12/26/13	SELL High Cost	TRIPADVISOR INC COM Security Identifier TRIP	120 000	10,043 16	9,936 10	-107 06
05/07/14	10/03/13	SELL High Cost	TRIPADVISOR INC COM Security Identifier TRIP	100 000	7,871 73	8,280 08	408 35
05/28/14	04/14/14	SELL High Cost	ALLERGAN INC COM Security Identifier AGN	55 000	6,822 72	8,679 61	1,856 89
05/28/14	03/04/14	SELL High Cost	METHANEX CORP ISIN#C 4 Security Identifier MEOH	90 000	6,417 52	5,217 21	-1,200 31

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Short Term *(continued)*							
05/28/14	02/27/14	SELL High Cost	METHANEX CORP ISIN#C 4 Security Identifier MEOH	190 000	13,175 44	11,014 12	-2,161 32
06/17/14	04/16/14	SELL High Cost	CHICAGO BRIDGE & IRO SIN#US1672501095 Security Identifier CBI	245 000	20,949 81	16,576 37	-4,373 44
Total Short Term					**$394,500.41**	**$357,205.34**	**-$36,195.91**
Long Term							
01/14/14	09/29/11	SELL First In First Out	TRACTOR SUPPLY CO Security Identifier TSCO	130 000	4,295 44	9,558 61	5,263 17
01/21/14	06/06/12	SELL First In First Out	FLEETCOR TECHNOLOGIE Security Identifier FLT	60 000	2,300 67	6,231 29	3,930 62
01/28/14	12/05/11	SELL First In First Out	ALLIANCE DATA SYS CO Security Identifier ADS	45 000	4,765 41	11,041 03	6,275 62
02/03/14	02/01/11	SELL First In First Out	AMAZON COM INC Security Identifier AMZN	40 000	6,890 97	13,971 35	7,080 38
02/18/14	02/01/11	SELL First In First Out	AMAZON COM INC Security Identifier AMZN	45 000	7,752 34	15,799 32	8,046 98
02/18/14	07/19/12	SELL First In First Out	KANSAS CITY SOUTHN C Security Identifier KSU	180 000	12,927 93	16,281 66	3,353 73
02/18/14	07/27/12	SELL First In First Out	KANSAS CITY SOUTHN C Security Identifier KSU	75 000	5,606 61	6,784 02	1,177 41
02/27/14	02/01/11	SELL First In First Out	STERICYCLE INC COM Security Identifier SRCL	90 000	7,183 20	10,163 66	2,980 46
02/28/14	04/18/12	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	25 000	2,591 40	5,066 53	2,475 13
02/28/14	05/16/12	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	15 000	1,688 36	3,039 92	1,351 56
03/05/14	02/04/13	SELL First In First Out	VIRTUS INVT PARTNERS Security Identifier VRTS	70 000	10,676 57	12,397 99	1,721 42
03/07/14	11/15/12	SELL First In First Out	GILEAD SCIENCES INC Security Identifier GILD	195 000	7,059 14	15,292 39	8,233 25

[redacted]

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
03/17/14	05/16/12	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	50 000	5,627 87	9,644 94	4,017 07
03/25/14	09/14/12	SELL First In First Out	CABOT OIL & GAS CORP Security Identifier COG	350 000	7,998 27	11,375 52	3,377 25
03/25/14	11/02/12	SELL First In First Out	CABOT OIL & GAS CORP Security Identifier COG	275 000	6,655 09	8,937 91	2,282 82
03/25/14	05/16/12	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	45 000	5,065 09	8,210 89	3,145 80
03/25/14	03/04/13	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	25 000	4,413 89	4,561 61	147 72
04/02/14	03/04/13	SELL First In First Out	LINKEDIN CORP CL A Security Identifier LNKD	20 000	3,531 12	3,674 17	143 05
04/07/14	12/05/11	SELL First In First Out	ALLIANCE DATA SYS CO Security Identifier ADS	40 000	4,235 92	10,005 05	5,769 13
04/08/14	03/25/13	SELL First In First Out	GUIDEWIRE SOFTWARE I Security Identifier GWRE	130 000	4,793 55	5,651 24	857 69
04/10/14	11/02/12	SELL First In First Out	CABOT OIL & GAS CORP Security Identifier COG	245 000	5,929 08	8,068 55	2,139 47
04/10/14	11/19/12	SELL First In First Out	CABOT OIL & GAS CORP Security Identifier COG	410 000	10,074 40	13,502 46	3,428 06
04/10/14	11/15/12	SELL First In First Out	GILEAD SCIENCES INC Security Identifier GILD	145 000	5,249 11	9,674 77	4,425 66
04/10/14	11/23/12	SELL First In First Out	GILEAD SCIENCES INC Security Identifier GILD	120 000	4,563 54	8,006 71	3,443 17
04/11/14	12/10/12	SELL First In First Out	WORKDAY INC CL A Security Identifier WDAY	155 000	7,981 16	11,464 79	3,483 63
04/15/14	08/16/12	SELL High Cost	FLEETCOR TECHNOLOGIE Security Identifier FLT	135 000	5,799 16	14,540 42	8,741 26
04/23/14	03/01/13	SELL High Cost	FINANCIAL ENGINES IN Security Identifier FNGN	205 000	6,759 70	9,633 45	2,873 75
04/23/14	03/05/13	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	60 000	3,748 83	4,651 23	902 40
04/25/14	03/05/13	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	155 000	9,684 48	10,584 43	899 95
04/25/14	04/10/13	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	130 000	7,587 78	8,877 27	1,289 49
04/25/14	12/19/12	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	65 000	3,700 44	4,438 63	738 19

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EDGE
Capital Partners

Investment Account Statement

Statement Period: 06/01/2014 - 06/30/2014

Schedule of Realized Gains and Losses Year-to-Date *(continued)*

Disposition Date	Acquisition Date	Disposition Transaction	Description	Quantity	Cost Basis	Proceeds	Realized Gain/Loss/ Disallowance
Long Term *(continued)*							
04/25/14	12/10/12	SELL High Cost	WORKDAY INC CL A Security Identifier WDAY	40 000	2,059 65	2,731 47	671 82
05/15/14	07/12/12	SELL High Cost	TRACTOR SUPPLY CO Security Identifier TSCO	110 000	4,531 42	6,939 90	2,408 48
06/11/14	05/08/13	SELL High Cost	ACADIA HEALTHCARE CO Security Identifier ACHC	115 000	3,795 21	5,160 22	1,365 01
06/13/14	05/03/13	SELL High Cost	DUNKIN BRANDS GROUP Security Identifier DNKN	175 000	7,067 17	7,700 55	633 38
06/13/14	03/13/13	SELL High Cost	DUNKIN BRANDS GROUP Security Identifier DNKN	280 000	10,475 60	12,320 87	1,845 27
06/17/14	07/12/12	SELL High Cost	TRACTOR SUPPLY CO Security Identifier TSCO	50 000	2,059 74	3,215 99	1,156 25
06/17/14	01/13/12	SELL High Cost	TRACTOR SUPPLY CO Security Identifier TSCO	95 000	3,833 06	6,110 39	2,277 33
Total Long Term					**$220,958.37**	**$335,311.20**	**$114,352.83**
Total Short Term and Long Term					**$615,458.78**	**$692,516.54**	**$78,156.92**

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P L 110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered "noncovered," under the new cost basis reporting rules, and marked or denoted as such All other securities in this section are securities which are "covered" under the new cost basis reporting rules Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS *on form 1099-B for the applicable tax year in which the security is* disposed

Reporting requirements generally will be phased in over a three-year period, as follows.

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2014, or later, as determined by the Secretary of the Treasury

This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes, especially for noncovered securities Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital In addition, corporate action events may require adjustments to your original cost basis Return of capital information and cost basis information, as it relates to corporate actions, has been obtained from sources we believe to be reliable

Adjustments to cost basis can be made after year-end, in particular, for return of capital adjustments, but may also include adjustments for corporate action events Therefore there may be differences in cost *basis reflected on your monthly client brokerage statement at year end versus any subsequent reports, including your 1099-B or online* displays you may have available to you