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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 8/1/2013 **, and ending** 7/31/2014

Name of foundation: FELICITE B LATANE ENDOWMENT FD

A Employer identification number: 56-6544480

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

B Telephone number (see instructions): (919) 932-2790

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

Foreign country name | Foreign province/state/county | Foreign postal code

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 681,052

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	13,238	13,282		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	32,997			
	b	Gross sales price for all assets on line 6a 175,762				
	7	Capital gain net income (from Part IV, line 2)		32,997		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	46,235	46,279	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	13,310	6,655		6,655
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,577			1,577
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,111	233		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,998	6,888	0	8,232
	25	Contributions, gifts, grants paid	41,700			41,700
	26	**Total expenses and disbursements.** Add lines 24 and 25	58,698	6,888	0	49,932
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-12,463			
	b	**Net investment income** (if negative, enter -0-)		39,391		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II	Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	40,961	845	845
	3 Accounts receivable ▶			
	Less. allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	161,521	165,753	266,199
	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)	358,844	380,331	414,008
	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)	561,326	546,929	681,052
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	561,326	546,929	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	561,326	546,929	
	31 **Total liabilities and net assets/fund balances** (see instructions)	561,326	546,929	

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	561,326
2	Enter amount from Part I, line 27a	2	-12,463
3	Other increases not included in line 2 (itemize) ▶ GAIN ON PY SALES SETTLED IN CY	3	1,637
4	Add lines 1, 2, and 3	4	550,500
5	Decreases not included in line 2 (itemize) ▶ GAIN ON CY SALES NOT SETTLED AT YEAR END	5	3,571
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	546,929

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	32,997
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	39,662	642,011	0 061778
2011	51,261	618,074	0 082937
2010	45,602	664,655	0 068610
2009	43,843	641,933	0 068298
2008	39,846	607,799	0 065558

2	**Total** of line 1, column (d)	2	0 347181
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	0.069436
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	668,951
5	Multiply line 4 by line 3	5	46,449
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	394
7	Add lines 5 and 6	7	46,843
8	Enter qualifying distributions from Part XII, line 4	8	49,932

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	394
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	394
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	394
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	999		
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	999
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	605
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 394 **Refunded** ▶			11	211

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ _____ **(2)** On foundation managers ▶$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (919) 932-2790

Located at ▶ 1414 RALEIGH ROAD STE 150 CHAPEL HILL NC ZIP+4 ▶ 27517

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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶	16		X

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b		X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a	During the year did the foundation pay or incur any amount to.			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**	N/A	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC. 1414 RALEIGH ROAD STE 150 CHAPEL HILL, NC 27	TRUSTEE AS REQ'D	13,310		

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.			
a	Average monthly fair market value of securities		1a	672,092
b	Average of monthly cash balances		1b	7,046
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	679,138
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	679,138
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	10,187
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	668,951
6	**Minimum investment return.** Enter 5% of line 5		6	33,448

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	33,448
2a	Tax on investment income for 2013 from Part VI, line 5	2a	394		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	394
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	33,054
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	33,054
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	33,054

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	49,932
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	49,932
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	394
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	49,538

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					33,054
2	Undistributed income, if any, as of the end of 2013.					
a	Enter amount for 2012 only				0	
b	Total for prior years 20____, 20____, 20____					
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	9,755				
b	From 2009	12,325				
c	From 2010	13,329				
d	From 2011	20,595				
e	From 2012	8,560				
f	**Total** of lines 3a through e		64,564			
4	Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 49,932					
a	Applied to 2012, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see instructions)					
c	Treated as distributions out of corpus (Election required—see instructions)					
d	Applied to 2013 distributable amount					33,054
e	Remaining amount distributed out of corpus		16,878			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		81,442			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see instructions					
e	Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		9,755			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		71,687			
10	Analysis of line 9:					
a	Excess from 2009	12,325				
b	Excess from 2010	13,329				
c	Excess from 2011	20,595				
d	Excess from 2012	8,560				
e	Excess from 2013	16,878				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . . ▶ **3a**				41,700
b *Approved for future payment* NONE				
Total . . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (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	13,238	
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	32,997	
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		46,235	0
13 **Total.** Add line 12, columns (b), (d), and (e)				13	46,235

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: Barbara allred | Date: 10/14/2014 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J. ROMAN		10/14/2014		P00364310

Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP | Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219 | Phone no 412-355-6000

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

Recipient(s) paid during the year

Name				
SOCIAL SCIENCE CONFERENCE INC				
Street				
C/O BIBB LATANE 212-B VANCE ST				
City	**State**	**Zip Code**	**Foreign Country**	
CHAPEL HILL	NC	27519		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				4,988

Name				
FELICITE LATANE ANIMAL SANCTUARY				
Street				
C/O ANIMAL SOCIETY ORANGE CITY 6311-A NICKS RD				
City	**State**	**Zip Code**	**Foreign Country**	
MEBANE	NC	27302		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				36,712

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

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

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

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

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	3,235	Capital Gains/Losses	175,762	142,765	32,997
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	CORNING INC	219350105			5/15/2013		6/10/2014	43	31				0	12
2	X	DELTA AIR LINES INC	247361702			5/7/2014		6/10/2014	42	38				0	4
3	X	DISNEY WALT CO NEW	254687106			8/13/2002		10/7/2013	971	206				0	765
4	X	DISNEY WALT CO NEW	254687106			8/13/2002		6/10/2014	85	14				0	71
5	X	DOUBLELINE TOTAL RET BD-	258620103			3/11/2013		10/7/2013	80	83				0	-3
6	X	DOUBLELINE TOTAL RET BD-	258620103			3/11/2013		6/10/2014	516	533				0	-17
7	X	EMC CORP MASS	268648102			8/23/2013		10/7/2013	755	788				0	-33
8	X	EMC CORP MASS	268648102			3/24/2014		6/10/2014	80	84				0	-4
9	X	EATON VANCE ATLANTA CAP	277902698			3/13/2013		10/7/2013	254	230				0	24
10	X	EATON VANCE ATLANTA CAP	277902698			3/24/2014		6/10/2014	323	314				0	9
11	X	EATON VANCE FLOATING RA	277911491			7/29/2013		6/10/2014	150	150				0	0
12	X	EATON VANCE FLOATING RA	277911491			3/24/2014		6/10/2014	107	107				0	0
13	X	ECOLAB INC	278865100			3/6/2012		10/7/2013	491	297				0	194
14	X	EMERSON ELEC CO	291011104			2/23/2009		10/7/2013	633	288				0	345
15	X	EMERSON ELEC CO	291011104			2/23/2009		6/10/2014	68	29				0	39
16	X	FLUOR CORP	343412102			9/10/2013		10/7/2013	356	332				0	24
17	X	FLUOR CORP	343412102			9/10/2013		6/10/2014	79	66				0	13
18	X	FORTUNE BRANDS HOME & S	34964C106			5/15/2013		10/7/2013	626	649				0	-23
19	X	FORTUNE BRANDS HOME & S	34964C106			5/15/2013		6/10/2014	41	43				0	-2
20	X	ABSOLUTE STRATEGIES FUN	34984T600			12/3/2007		3/24/2014	4,284	4,261				0	23
21	X	ABSOLUTE STRATEGIES FUN	34984T600			9/12/2008		3/24/2014	3,766	3,612				0	154
22	X	ABSOLUTE STRATEGIES FUN	34984T600			11/24/2008		3/24/2014	1,509	1,243				0	266
23	X	ABSOLUTE STRATEGIES FUN	34984T600			2/2/2009		3/24/2014	274	217				0	57
24	X	ABSOLUTE STRATEGIES FUN	34984T600			2/23/2009		3/24/2014	286	222				0	64
25	X	ABSOLUTE STRATEGIES FUN	34984T600			1/21/2010		3/24/2014	1,298	1,244				0	54
26	X	ABSOLUTE STRATEGIES FUN	34984T600			2/22/2011		3/24/2014	7,265	7,199				0	66
27	X	ABSOLUTE STRATEGIES FUN	34984T600			2/6/2012		3/24/2014	674	673				0	1
28	X	ABSOLUTE STRATEGIES FUN	34984T600			8/6/2012		3/24/2014	11,619	11,862				0	-243
29	X	ABSOLUTE STRATEGIES FUN	34984T600			3/11/2013		3/24/2014	1,831	1,858				0	-27
30	X	ABSOLUTE STRATEGIES FUN	34984T600			7/29/2013		3/24/2014	121	123				0	-2
31	X	ABSOLUTE STRATEGIES FUN	34984T600			10/7/2013		3/24/2014	281	283				0	-2
32	X	GENERAL ELECTRIC CORP	369604103			8/11/1999		10/7/2013	476	703				0	-227
33	X	GENERAL ELECTRIC CORP	369604103			8/11/1999		3/24/2014	127	176				0	-49
34	X	GENERAL ELECTRIC CORP	369604103			8/11/1999		5/7/2014	741	984				0	-243
35	X	GENERAL ELECTRIC CORP	369604103			8/2/2012		5/7/2014	185	143				0	42
36	X	GENERAL ELECTRIC CORP	369604103			8/2/2012		6/10/2014	27	20				0	7
37	X	GENERAL ELECTRIC CORP	369604103			8/15/2011		7/14/2014	1,337	808				0	529
38	X	GOOGLE INC CL A	38259P508			2/23/2009		7/30/2014	1,784	506				0	1,278
39	X	GOOGLE INC CLASS C	38259P706			2/23/2009		7/30/2014	1,758	507				0	1,251
40	X	HARTFORD FINL SVCS GROU	416515104			5/8/2013		10/7/2013	622	592				0	30
41	X	HARTFORD FINL SVCS GROU	416515104			5/8/2013		3/24/2014	178	148				0	30
42	X	HARTFORD FINL SVCS GROU	416515104			5/8/2013		3/25/2014	352	296				0	56
43	X	HARTFORD FINL SVCS GROU	416515104			1/21/2011		3/25/2014	176	139				0	37
44	X	HARTFORD FINL SVCS GROU	416515104			1/21/2011		6/10/2014	72	56				0	16
45	X	HOLLYFRONTIER CORPORAT	436106108			4/25/2013		10/7/2013	205	259				0	-54
46	X	HOLLYFRONTIER CORPORAT	436106108			4/25/2013		6/10/2014	47	52				0	-5
47	X	HOME DEPOT INC	437076102			2/23/2009		10/7/2013	1,131	286				0	845
48	X	HOME DEPOT INC	437076102			2/23/2009		6/10/2014	81	19				0	62
49	X	INTEL CORP	458140100			6/5/2013		10/7/2013	905	997				0	-92
50	X	INTEL CORP	458140100			12/20/2012		3/24/2014	126	105				0	21
51	X	INTEL CORP	458140100			12/20/2012		6/10/2014	85	63				0	22
52	X	FLOWSERVE CORP	34354P105			2/22/2011		10/7/2013	305	215				0	90
53	X	FLOWSERVE CORP	34354P105			2/22/2011		6/10/2014	78	43				0	35
54	X	JP MORGAN CHASE & CO	46625H100			9/25/2001		10/7/2013	261	165				0	96
55	X	JP MORGAN CHASE & CO	46625H100			9/25/2001		6/10/2014	115	66				0	49
56	X	JUNIPER NETWORKS INC	48203R104			3/25/2014		6/10/2014	25	26				0	-1
57	X	KLA-TENCOR CORP	482480100			6/25/2013		10/7/2013	602	554				0	48
58	X	KLA-TENCOR CORP	482480100			12/18/2013		6/10/2014	68	62				0	6
59	X	GENERAL ELECTRIC CORP	369604103			8/2/2012		7/14/2014	856	652				0	204
60	X	GOLDMAN SACHS GROUP INC	38141G104			8/15/2011		7/30/2014	527	352				0	175
61	X	GOLDMAN SACHS LOC EMG I	38145N303			3/13/2013		6/10/2014	218	246				0	-28
62	X	KLA-TENCOR CORP	482480100			12/18/2013		7/3/2014	666	556				0	110
63	X	KLA-TENCOR CORP	482480100			6/25/2013		7/3/2014	444	333				0	111
64	X	LEAR CORP	521865204			9/10/2013		10/7/2013	728	713				0	15
65	X	LEAR CORP	521865204			9/10/2013		6/10/2014	91	71				0	20
66	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		6/10/2014	208	210				0	-2
67	X	LILLY ELI & CO	532457108			4/9/2013		10/7/2013	240	284				0	-44
68	X	LILLY ELI & CO	532457108			4/9/2013		10/15/2013	1,465	1,705				0	-240

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

	Amount
Long Term CG Distributions	3,235
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	175,762	142,765	32,997
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	LINCOLN NATL CORP	534187109			2/19/2014		6/10/2014	51	51				0	0
70	X	MACY'S INC	55616P104			9/9/2011		10/7/2013	866	502				0	364
71	X	MACY'S INC	55616P104			9/9/2011		3/24/2014	295	125				0	170
72	X	MACY'S INC	55616P104			9/9/2011		3/25/2014	581	251				0	330
73	X	MACY'S INC	55616P104			9/9/2011		6/10/2014	59	25				0	34
74	X	MAINSTAY ICAP INTERNATIO	56063J716			10/9/2013		3/24/2014	467	449				0	18
75	X	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013		6/10/2014	363	363				0	0
76	X	JP MORGAN CHASE & CO	46625H100			6/5/2013		10/7/2013	1,042	1,064				0	-22
77	X	MAINSTAY ICAP INTERNATIO	56063J716			10/9/2013		6/10/2014	711	640				0	71
78	X	MANNING & NAPIER WORLD (	563821545			3/11/2013		10/7/2013	3,984	3,708				0	276
79	X	MANNING & NAPIER WORLD (	563821545			3/24/2014		6/10/2014	536	507				0	29
80	X	MANNING & NAPIER WORLD (	563821545			3/11/2013		6/10/2014	820	709				0	111
81	X	MERCK & CO INC	58933Y105			3/22/2013		10/7/2013	718	659				0	59
82	X	MERCK & CO INC	58933Y105			7/18/2011		10/7/2013	239	179				0	60
83	X	MERCK & CO INC	58933Y105			7/18/2011		3/24/2014	273	179				0	94
84	X	MERCK & CO INC	58933Y105			1/21/2011		6/10/2014	116	68				0	48
85	X	MICROSOFT CORP	594918104			4/27/2012		10/7/2013	836	801				0	35
86	X	MICROSOFT CORP	594918104			4/27/2012		3/24/2014	202	160				0	42
87	X	MICROSOFT CORP	594918104			3/25/2014		6/10/2014	82	80				0	2
88	X	MORGAN STANLEY	617446448			1/21/2010		10/7/2013	400	446				0	-46
89	X	MORGAN STANLEY	617446448			7/18/2011		10/7/2013	267	208				0	59
90	X	MORGAN STANLEY	617446448			7/18/2011		6/10/2014	64	42				0	22
91	X	OCCIDENTAL PETE CORP	674599105			2/23/2009		10/7/2013	946	494				0	452
92	X	OCCIDENTAL PETE CORP	674599105			4/23/2014		6/10/2014	100	97				0	3
93	X	ORACLE CORPORATION	68389X105			8/15/2011		10/7/2013	164	139				0	25
94	X	ORACLE CORPORATION	68389X105			2/23/2009		10/7/2013	657	322				0	335
95	X	ORACLE CORPORATION	68389X105			2/23/2009		12/18/2013	3,898	1,854				0	2,044
96	X	OPPENHEIMER DEVELOPING	683974505			1/5/2011		10/7/2013	4,952	4,831				0	121
97	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		10/7/2013	4,665	4,492				0	173
98	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		3/24/2014	3,917	3,938				0	-21
99	X	OPPENHEIMER DEVELOPING	683974505			3/11/2013		6/10/2014	590	531				0	59
100	X	PNC FINANCIAL SERVICES GI	693475105			1/21/2011		10/7/2013	1,080	908				0	172
101	X	PNC FINANCIAL SERVICES GI	693475105			1/21/2011		6/10/2014	88	61				0	27
102	X	PACCAR INC	693718108			7/22/2011		10/7/2013	274	251				0	23
103	X	PACCAR INC	693718108			7/22/2011		6/10/2014	65	50				0	15
104	X	PEPSICO INC	713448108			6/5/2013		10/7/2013	792	812				0	-20
105	X	PEPSICO INC	713448108			6/5/2013		6/10/2014	89	81				0	8
106	X	PFIZER INC	717081103			4/9/2013		10/7/2013	574	586				0	-12
107	X	PFIZER INC	717081103			3/22/2013		10/7/2013	574	567				0	7
108	X	PFIZER INC	717081103			3/22/2013		3/24/2014	317	284				0	33
109	X	PFIZER INC	717081103			3/22/2013		4/23/2014	616	567				0	49
110	X	PFIZER INC	717081103			8/30/2011		4/23/2014	1,541	942				0	599
111	X	PFIZER INC	717081103			8/30/2011		6/10/2014	59	38				0	21
112	X	PIMCO INVESTMENT GRD CO	722005816			1/21/2010		6/10/2014	213	223				0	-10
113	X	PIMCO EMERGING LOCAL BO	72201F516			3/11/2013		6/10/2014	214	241				0	-27
114	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		10/7/2013	106	106				0	0
115	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		6/10/2014	213	212				0	1
116	X	PRAXAIR INC	74005P104			2/23/2009		3/24/2014	667	307				0	360
117	X	PROCTER & GAMBLE CO	742718109			7/18/2011		10/7/2013	378	323				0	55
118	X	PROCTER & GAMBLE CO	742718109			2/23/2009		2/19/2014	1,099	699				0	400
119	X	PROCTER & GAMBLE CO	742718109			2/22/2011		2/19/2014	1,571	1,275				0	296
120	X	PROCTER & GAMBLE CO	742718109			7/18/2011		2/19/2014	157	129				0	28
121	X	OSTERWEIS STRATEGIC INC	742935489			3/24/2014		6/10/2014	96	95				0	1
122	X	OSTERWEIS STRATEGIC INC	742935489			7/29/2013		6/10/2014	158	155				0	3
123	X	QUALCOMM INC	747525103			6/14/2011		10/7/2013	665	557				0	108
124	X	QUALCOMM INC	747525103			6/14/2011		6/10/2014	79	56				0	23
125	X	QUANTA SERVICES INCORPO	74762E102			4/4/2011		9/10/2013	1,563	1,364				0	199
126	X	QUANTA SERVICES INCORPO	74762E102			7/18/2011		9/10/2013	521	382				0	139
127	X	QUANTA SERVICES INCORPO	74762E102			2/6/2012		9/10/2013	260	223				0	37
128	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/7/2013	1,047	799				0	248
129	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		3/24/2014	7,792	5,445				0	2,347
130	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		6/10/2014	101	70				0	31
131	X	T ROWE PRICE REAL ESTATE	779919109			3/26/2014		6/10/2014	219	207				0	12
132	X	SCHLUMBERGER LTD	806857108			7/18/2011		10/7/2013	892	875				0	17
133	X	SCHLUMBERGER LTD	806857108			8/15/2011		10/7/2013	446	396				0	50
134	X	SCHLUMBERGER LTD	806857108			8/15/2011		6/10/2014	107	79				0	28
135	X	TIBCO SOFTWARE INC	88632Q103			12/18/2013		6/10/2014	20	24				0	-4
136	X	UNION PAC CORP	907818108			2/23/2009		3/24/2014	941	196				0	745

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

	Amount
Long Term CG Distributions	3,235
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	175,762	142,765	32,997
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	UNITED PARCEL SERVICE CL	911312106			2/23/2009		3/25/2014	2,339	1,011				0	1,328
138	X	VERIZON COMMUNICATIONS	92343V104			2/23/2011		10/7/2013	937	718				0	219
139	X	VERIZON COMMUNICATIONS	92343V104			2/23/2009		6/10/2014	49	26				0	23
140	X	VISA INC CL A	92826C839			1/21/2010		8/23/2013	892	426				0	466
141	X	VISA INC CL A	92826C839			1/21/2010		10/7/2013	936	426				0	510
142	X	WAL MART STORES INC	931142103			6/5/2013		10/7/2013	723	754				0	-31
143	X	WAL MART STORES INC	931142103			6/5/2013		6/10/2014	77	75				0	2
144	X	WAL MART STORES INC	931142103			8/17/2012		7/14/2014	2,297	2,167				0	130
145	X	WAL MART STORES INC	931142103			6/5/2013		7/14/2014	1,072	1,056				0	16
146	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		10/7/2013	1,054	884				0	170
147	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		3/24/2014	6,432	5,318				0	1,114
148	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		6/10/2014	537	427				0	110
149	X	WELLS FARGO & CO	949746101			7/18/2011		10/7/2013	814	537				0	277
150	X	WELLS FARGO & CO	949746101			8/15/2011		3/24/2014	247	123				0	124
151	X	WELLS FARGO & CO	949746101			8/15/2011		6/10/2014	105	49				0	56
152	X	WFA ABSOLUTE RETURN FUI	94987W737			3/24/2014		6/10/2014	210	200				0	10
153	X	DELPHI AUTOMOTIVE PLC	G27823106			6/25/2013		10/7/2013	573	490				0	83
154	X	DELPHI AUTOMOTIVE PLC	G27823106			6/5/2013		6/10/2014	70	48				0	22
155	X	INVESCO LIMITED	G491BT108			2/23/2009		10/7/2013	481	172				0	309
156	X	INVESCO LIMITED	G491BT108			2/23/2009		6/10/2014	38	11				0	27
157	X	TE CONNECTIVITY LIMITED	H84989104			8/23/2013		10/7/2013	515	501				0	14
158	X	TE CONNECTIVITY LIMITED	H84989104			8/23/2013		6/10/2014	62	50				0	12
159	X	LYONDELLBASELL INDUSTRII	N53745100			2/6/2013		10/7/2013	746	608				0	138
160	X	LYONDELLBASELL INDUSTRII	N53745100			2/6/2013		6/10/2014	99	61				0	38
161	X	UNION PAC CORP	907818108			2/23/2009		6/10/2014	102	20				0	82
162	X	UNITED PARCEL SERVICE CL	911312106			2/23/2009		10/7/2013	450	211				0	239
163	X	ABBOTT LABS	002824100			2/6/2012		10/7/2013	166	132				0	34
164	X	ABBOTT LABS	002824100			2/23/2009		10/7/2013	332	260				0	72
165	X	ABBOTT LABS	002824100			2/23/2009		6/10/2014	40	26				0	14
166	X	ABBVIE INC	00287Y109			2/6/2012		10/7/2013	232	143				0	89
167	X	ABBVIE INC	00287Y109			2/23/2009		10/7/2013	463	281				0	182
168	X	ABBVIE INC	00287Y109			2/23/2009		6/10/2014	53	28				0	25
169	X	ABERDEEN-EQY LONG SHOR	003020336			8/6/2012		3/24/2014	6,081	5,743				0	338
170	X	ABERDEEN-EQY LONG SHOR	003020336			8/6/2012		6/10/2014	209	193				0	16
171	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		10/7/2013	503	451				0	52
172	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		3/24/2014	6,683	5,931				0	752
173	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		6/10/2014	95	83				0	12
174	X	ALLSTATE CORP	020002101			9/7/2012		10/7/2013	776	577				0	199
175	X	APPLE INC	037833100			2/23/2009		7/30/2014	981	126				0	855
176	X	ALLSTATE CORP	020002101			9/7/2012		6/10/2014	59	38				0	21
177	X	AMGEN INC	031162100			1/21/2010		10/7/2013	1,113	566				0	547
178	X	AMGEN INC	031162100			1/21/2010		6/10/2014	117	57				0	60
179	X	APPLE INC	037833100			2/23/2009		6/10/2014	188	25				0	163
180	X	BB&T CORPORATION	054937107			2/23/2011		10/7/2013	500	416				0	84
181	X	BB&T CORPORATION	054937107			2/23/2011		6/10/2014	39	28				0	11
182	X	BANK OF AMERICA CORP	060505104			1/21/2010		10/7/2013	970	1,112				0	-142
183	X	BANK OF AMERICA CORP	060505104			1/21/2010		3/24/2014	263	238				0	25
184	X	BANK OF AMERICA CORP	060505104			1/21/2010		6/10/2014	79	79				0	0
185	X	BAXTER INTL INC	071813109			2/23/2009		10/7/2013	646	581				0	65
186	X	BAXTER INTL INC	071813109			2/23/2009		3/25/2014	2,239	1,916				0	323
187	X	BAXTER INTL INC	071813109			2/6/2012		3/25/2014	339	284				0	55
188	X	B/E AEROSPACE INC	073302101			3/4/2011		10/7/2013	750	351				0	399
189	X	B/E AEROSPACE INC	073302101			3/4/2011		6/10/2014	94	35				0	59
190	X	BEAM INC	073730103			4/12/2012		8/23/2013	2,485	2,278				0	207
191	X	BRANDES INTL S/C EQUITY-I	105262737			3/26/2014		6/10/2014	217	204				0	13
192	X	CVS CAREMARK CORP	126650100			9/12/2008		10/7/2013	1,129	758				0	371
193	X	CVS CAREMARK CORP	126650100			9/12/2008		6/10/2014	78	38				0	40
194	X	CAMERON INTERNATIONAL C	13342B105			2/22/2011		10/7/2013	607	596				0	11
195	X	CAPITAL ONE FINANCIAL COF	14040H105			1/21/2010		10/7/2013	693	430				0	263
196	X	CAPITAL ONE FINANCIAL COF	14040H105			1/21/2010		6/10/2014	82	43				0	39
197	X	CELGENE CORP	151020104			10/15/2013		7/30/2014	267	233				0	34
198	X	CHEVRON CORPORATION	166764100			8/15/2011		10/7/2013	588	488				0	100
199	X	CHEVRON CORPORATION	166764100			2/23/2009		10/7/2013	588	326				0	262
200	X	CHEVRON CORPORATION	166764100			2/23/2009		2/26/2014	3,459	1,958				0	1,501
201	X	COMCAST CORP-CL A	20030N101			2/13/2013		10/7/2013	904	819				0	85
202	X	COMCAST CORP-CL A	20030N101			2/13/2013		3/24/2014	251	205				0	46
203	X	COMCAST CORP-CL A	20030N101			2/13/2013		6/10/2014	106	82				0	24
204	X	CORNING INC	219350105			5/15/2013		10/7/2013	433	470				0	-37

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

	Amount
Long Term CG Distributions	3,235
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	175,762	142,765	32,997
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
205	X	CORNING INC	219350105			5/15/2013		3/24/2014	98	78				0	20

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,577	0	0	1,577
1	LEGAL FEES	1,577			1,577

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,111	233	0	0
1	FOREIGN TAX WITHHELD	233	233		
2	PY EXCISE TAX DUE	879			
3	ESTIMATED EXCISE PAYMENTS	999			

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			161,521	165,753	0	266,199
1	INVESTMENTS			165,753		266,199

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			358,844	380,331	414,008
1	SEE ATTACHED			380,331	414,008

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

	Amount
Long Term CG Distributions	3,235
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						172,527	0	0	142,765	29,762	0	0	0	29,762
1	CORNING INC	219350105		5/15/2013	6/10/2014	43		0	31	12	0	0	0	12
2	DELTA AIR LINES INC	247361702		5/7/2014	6/10/2014	42		0	38	4	0	0	0	4
3	DISNEY WALT CO NEW	254687106		8/13/2002	10/7/2013	971		0	206	765	0	0	0	765
4	DISNEY WALT CO NEW	254687106		8/13/2002	6/10/2014	85		0	14	71	0	0	0	71
5	DOUBLELINE TOTAL RET BD-I	258620103		3/11/2013	10/7/2013	80		0	83	-3	0	0	0	-3
6	DOUBLELINE TOTAL RET BD-I	258620103		3/11/2013	6/10/2014	516		0	533	-17	0	0	0	-17
7	EMC CORP MASS	268648102		8/23/2013	10/7/2013	755		0	788	-33	0	0	0	-33
8	EMC CORP MASS	268648102		3/24/2014	6/10/2014	80		0	84	-4	0	0	0	-4
9	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/13/2013	10/7/2013	254		0	230	24	0	0	0	24
10	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/24/2014	6/10/2014	323		0	314	9	0	0	0	9
11	EATON VANCE FLOATING RATE-I	277911491		7/29/2013	6/10/2014	150		0	150	0	0	0	0	0
12	EATON VANCE FLOATING RATE-I	277911491		3/24/2014	6/10/2014	107		0	107	0	0	0	0	0
13	ECOLAB INC	278865100		3/6/2012	10/7/2013	491		0	297	194	0	0	0	194
14	EMERSON ELEC CO	291011104		2/23/2009	10/7/2013	633		0	288	345	0	0	0	345
15	EMERSON ELEC CO	291011104		2/23/2009	6/10/2014	68		0	29	39	0	0	0	39
16	FLUOR CORP	343412102		9/10/2013	10/7/2013	356		0	332	24	0	0	0	24
17	FLUOR CORP	343412102		9/10/2013	6/10/2014	79		0	66	13	0	0	0	13
18	FORTUNE BRANDS HOME & SECURITY	34964C106		5/15/2013	10/7/2013	626		0	649	-23	0	0	0	-23
19	FORTUNE BRANDS HOME & SECURITY	34964C106		5/15/2013	6/10/2014	41		0	43	-2	0	0	0	-2
20	ABSOLUTE STRATEGIES FUND I	34984T600		12/3/2007	3/24/2014	4,284		0	4,261	23	0	0	0	23
21	ABSOLUTE STRATEGIES FUND I	34984T600		9/12/2008	3/24/2014	3,766		0	3,612	154	0	0	0	154
22	ABSOLUTE STRATEGIES FUND I	34984T600		11/24/2008	3/24/2014	1,509		0	1,243	266	0	0	0	266
23	ABSOLUTE STRATEGIES FUND I	34984T600		2/2/2009	3/24/2014	274		0	217	57	0	0	0	57
24	ABSOLUTE STRATEGIES FUND I	34984T600		2/23/2009	3/24/2014	286		0	222	64	0	0	0	64
25	ABSOLUTE STRATEGIES FUND I	34984T600		1/21/2010	3/24/2014	1,298		0	1,244	54	0	0	0	54
26	ABSOLUTE STRATEGIES FUND I	34984T600		2/22/2011	3/24/2014	7,265		0	7,199	66	0	0	0	66
27	ABSOLUTE STRATEGIES FUND I	34984T600		2/6/2012	3/24/2014	674		0	673	1	0	0	0	1
28	ABSOLUTE STRATEGIES FUND I	34984T600		8/6/2012	3/24/2014	11,619		0	11,862	-243	0	0	0	-243
29	ABSOLUTE STRATEGIES FUND I	34984T600		3/11/2013	3/24/2014	1,831		0	1,858	-27	0	0	0	-27
30	ABSOLUTE STRATEGIES FUND I	34984T600		7/29/2013	3/24/2014	121		0	123	-2	0	0	0	-2
31	ABSOLUTE STRATEGIES FUND I	34984T600		10/7/2013	3/24/2014	281		0	283	-2	0	0	0	-2
32	GENERAL ELECTRIC CORP	369604103		8/11/1999	10/7/2013	476		0	703	-227	0	0	0	-227
33	GENERAL ELECTRIC CORP	369604103		8/11/1999	3/24/2014	127		0	176	-49	0	0	0	-49
34	GENERAL ELECTRIC CORP	369604103		8/11/1999	5/7/2014	741		0	984	-243	0	0	0	-243
35	GENERAL ELECTRIC CORP	369604103		8/2/2012	5/7/2014	185		0	143	42	0	0	0	42
36	GENERAL ELECTRIC CORP	369604103		8/2/2012	6/10/2014	27		0	20	7	0	0	0	7
37	GENERAL ELECTRIC CORP	369604103		8/15/2011	7/14/2014	1,337		0	808	529	0	0	0	529
38	GOOGLE INC CL A	38259P508		2/23/2009	7/30/2014	1,784		0	506	1,278	0	0	0	1,278
39	GOOGLE INC CLASS C	38259P706		2/23/2009	7/30/2014	1,758		0	507	1,251	0	0	0	1,251
40	HARTFORD FINL SVCS GROUP INC	416515104		5/8/2013	10/7/2013	622		0	592	30	0	0	0	30
41	HARTFORD FINL SVCS GROUP INC	416515104		5/8/2013	3/24/2014	178		0	148	30	0	0	0	30
42	HARTFORD FINL SVCS GROUP INC	416515104		5/8/2013	3/25/2014	352		0	296	56	0	0	0	56
43	HARTFORD FINL SVCS GROUP INC	416515104		1/21/2011	3/25/2014	176		0	139	37	0	0	0	37
44	HARTFORD FINL SVCS GROUP INC	416515104		1/21/2011	6/10/2014	72		0	56	16	0	0	0	16
45	HOLLYFRONTIER CORPORATION	436106108		4/25/2013	10/7/2013	205		0	259	-54	0	0	0	-54
46	HOLLYFRONTIER CORPORATION	436106108		4/25/2013	6/10/2014	47		0	52	-5	0	0	0	-5
47	HOME DEPOT INC	437076102		2/23/2009	10/7/2013	1,131		0	286	845	0	0	0	845
48	HOME DEPOT INC	437076102		2/23/2009	6/10/2014	81		0	19	62	0	0	0	62
49	INTEL CORP	458140100		6/5/2013	10/7/2013	905		0	997	-92	0	0	0	-92
50	INTEL CORP	458140100		12/20/2012	3/24/2014	126		0	105	21	0	0	0	21
51	INTEL CORP	458140100		12/20/2012	6/10/2014	85		0	63	22	0	0	0	22
52	FLOWSERVE CORP	34354P105		2/22/2011	10/7/2013	305		0	215	90	0	0	0	90
53	FLOWSERVE CORP	34354P105		2/22/2011	6/10/2014	78		0	43	35	0	0	0	35
54	JP MORGAN CHASE & CO	46625H100		9/25/2001	10/7/2013	261		0	165	96	0	0	0	96
55	JP MORGAN CHASE & CO	46625H100		9/25/2001	6/10/2014	115		0	66	49	0	0	0	49
56	JUNIPER NETWORKS INC	48203R104		3/25/2014	6/10/2014	25		0	26	-1	0	0	0	-1
57	KLA-TENCOR CORP	482480100		6/25/2013	10/7/2013	602		0	554	48	0	0	0	48
58	KLA-TENCOR CORP	482480100		12/18/2013	6/10/2014	68		0	62	6	0	0	0	6
59	GENERAL ELECTRIC CORP	369604103		8/2/2012	7/14/2014	856		0	652	204	0	0	0	204
60	GOLDMAN SACHS GROUP INC	38141G104		8/15/2011	7/30/2014	527		0	352	175	0	0	0	175
61	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/13/2013	6/10/2014	218		0	246	-28	0	0	0	-28
62	KLA-TENCOR CORP	482480100		12/18/2013	7/3/2014	666		0	556	110	0	0	0	110
63	KLA-TENCOR CORP	482480100		6/25/2013	7/3/2014	444		0	333	111	0	0	0	111
64	LEAR CORP	521865204		9/10/2013	10/7/2013	728		0	713	15	0	0	0	15
65	LEAR CORP	521865204		9/10/2013	6/10/2014	91		0	71	20	0	0	0	20
66	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	6/10/2014	208		0	210	-2	0	0	0	-2
67	LILLY ELI & CO	532457108		4/9/2013	10/7/2013	240		0	284	-44	0	0	0	-44
68	LILLY ELI & CO	532457108		4/9/2013	10/15/2013	1,465		0	1,705	-240	0	0	0	-240
69	LINCOLN NATL CORP	534187109		2/19/2014	6/10/2014	51		0	51	0	0	0	0	0
70	MACY'S INC	55616P104		9/9/2011	10/7/2013	866		0	502	364	0	0	0	364
71	MACY'S INC	55616P104		9/9/2011	3/24/2014	295		0	125	170	0	0	0	170
72	MACY'S INC	55616P104		9/9/2011	3/25/2014	581		0	251	330	0	0	0	330
73	MACY'S INC	55616P104		9/9/2011	6/10/2014	59		0	25	34	0	0	0	34
74	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/9/2013	3/24/2014	467		0	449	18	0	0	0	18
75	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	6/10/2014	363		0	363	0	0	0	0	0
76	JP MORGAN CHASE & CO	46625H100		6/5/2013	10/7/2013	1,042		0	1,064	-22	0	0	0	-22
77	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/9/2013	6/10/2014	711		0	640	71	0	0	0	71
78	MANNING & NAPIER WORLD OPPOR	563821545		3/11/2013	10/7/2013	3,984		0	3,708	276	0	0	0	276
79	MANNING & NAPIER WORLD OPPOR	563821545		3/24/2014	6/10/2014	536		0	507	29	0	0	0	29
80	MANNING & NAPIER WORLD OPPOR	563821545		3/11/2013	6/10/2014	820		0	709	111	0	0	0	111
81	MERCK & CO INC	58933Y105		3/22/2013	10/7/2013	718		0	659	59	0	0	0	59
82	MERCK & CO INC	58933Y105		7/18/2011	10/7/2013	239		0	179	60	0	0	0	60
83	MERCK & CO INC	58933Y105		7/18/2011	3/24/2014	273		0	179	94	0	0	0	94
84	MERCK & CO INC	58933Y105		1/21/2011	6/10/2014	116		0	68	48	0	0	0	48

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

	Amount
Long Term CG Distributions	3,235
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						172,527	0	0	142,765	29,762	0	0	0	29,762
85	MICROSOFT CORP	594918104		4/27/2012	10/7/2013	836		0	801	35	0	0	0	35
86	MICROSOFT CORP	594918104		4/27/2012	3/24/2014	202		0	160	42	0	0	0	42
87	MICROSOFT CORP	594918104		3/25/2014	6/10/2014	82		0	80	2	0	0	0	2
88	MORGAN STANLEY	617446448		1/21/2010	10/7/2013	400		0	446	-46	0	0	0	-46
89	MORGAN STANLEY	617446448		7/18/2011	10/7/2013	267		0	208	59	0	0	0	59
90	MORGAN STANLEY	617446448		7/18/2011	6/10/2014	64		0	42	22	0	0	0	22
91	OCCIDENTAL PETE CORP	674599105		2/23/2009	10/7/2013	946		0	494	452	0	0	0	452
92	OCCIDENTAL PETE CORP	674599105		4/23/2014	6/10/2014	100		0	97	3	0	0	0	3
93	ORACLE CORPORATION	68389X105		8/15/2011	10/7/2013	164		0	139	25	0	0	0	25
94	ORACLE CORPORATION	68389X105		2/23/2009	10/7/2013	657		0	322	335	0	0	0	335
95	ORACLE CORPORATION	68389X105		2/23/2009	12/18/2013	3,898		0	1,854	2,044	0	0	0	2,044
96	OPPENHEIMER DEVELOPING MKT-Y	683974505		1/5/2011	10/7/2013	4,952		0	4,831	121	0	0	0	121
97	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	10/7/2013	4,665		0	4,492	173	0	0	0	173
98	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	3/24/2014	3,917		0	3,938	-21	0	0	0	-21
99	OPPENHEIMER DEVELOPING MKT-Y	683974505		3/11/2013	6/10/2014	590		0	531	59	0	0	0	59
100	PNC FINANCIAL SERVICES GROUP	693475105		1/21/2011	10/7/2013	1,080		0	908	172	0	0	0	172
101	PNC FINANCIAL SERVICES GROUP	693475105		1/21/2011	6/10/2014	88		0	61	27	0	0	0	27
102	PACCAR INC	693718108		7/22/2011	10/7/2013	274		0	251	23	0	0	0	23
103	PACCAR INC	693718108		7/22/2011	6/10/2014	65		0	50	15	0	0	0	15
104	PEPSICO INC	713448108		6/5/2013	10/7/2013	792		0	812	-20	0	0	0	-20
105	PEPSICO INC	713448108		6/5/2013	6/10/2014	89		0	81	8	0	0	0	8
106	PFIZER INC	717081103		4/9/2013	10/7/2013	574		0	586	-12	0	0	0	-12
107	PFIZER INC	717081103		3/22/2013	10/7/2013	574		0	567	7	0	0	0	7
108	PFIZER INC	717081103		3/22/2013	3/24/2014	317		0	284	33	0	0	0	33
109	PFIZER INC	717081103		3/22/2013	4/23/2014	616		0	567	49	0	0	0	49
110	PFIZER INC	717081103		8/30/2011	4/23/2014	1,541		0	942	599	0	0	0	599
111	PFIZER INC	717081103		8/30/2011	6/10/2014	59		0	38	21	0	0	0	21
112	PIMCO INVESTMENT GRD CORP-IN	722005816		1/21/2010	6/10/2014	213		0	223	-10	0	0	0	-10
113	PIMCO EMERGING LOCAL BOND INST	72201F516		3/11/2013	6/10/2014	214		0	241	-27	0	0	0	-27
114	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	10/7/2013	106		0	106	0	0	0	0	0
115	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	6/10/2014	213		0	212	1	0	0	0	1
116	PRAXAIR INC	74005P104		2/23/2009	3/24/2014	667		0	307	360	0	0	0	360
117	PROCTER & GAMBLE CO	742718109		7/18/2011	10/7/2013	378		0	323	55	0	0	0	55
118	PROCTER & GAMBLE CO	742718109		2/23/2009	2/19/2014	1,099		0	699	400	0	0	0	400
119	PROCTER & GAMBLE CO	742718109		2/22/2011	2/19/2014	1,571		0	1,275	296	0	0	0	296
120	PROCTER & GAMBLE CO	742718109		7/18/2011	2/19/2014	157		0	129	28	0	0	0	28
121	OSTERWEIS STRATEGIC INC FD I	742935489		3/24/2014	6/10/2014	96		0	95	1	0	0	0	1
122	OSTERWEIS STRATEGIC INC FD I	742935489		7/29/2013	6/10/2014	158		0	155	3	0	0	0	3
123	QUALCOMM INC	747525103		6/14/2011	10/7/2013	665		0	557	108	0	0	0	108
124	QUALCOMM INC	747525103		6/14/2011	6/10/2014	79		0	56	23	0	0	0	23
125	QUANTA SERVICES INCORPORATED	74762E102		4/4/2011	9/10/2013	1,563		0	1,364	199	0	0	0	199
126	QUANTA SERVICES INCORPORATED	74762E102		7/18/2011	9/10/2013	521		0	382	139	0	0	0	139
127	QUANTA SERVICES INCORPORATED	74762E102		2/6/2012	9/10/2013	260		0	223	37	0	0	0	37
128	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	10/7/2013	1,047		0	799	248	0	0	0	248
129	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	3/24/2014	7,792		0	5,445	2,347	0	0	0	2,347
130	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	6/10/2014	101		0	70	31	0	0	0	31
131	T ROWE PRICE REAL ESTATE FUND	779919109		3/26/2014	6/10/2014	219		0	207	12	0	0	0	12
132	SCHLUMBERGER LTD	806857108		7/18/2011	10/7/2013	892		0	875	17	0	0	0	17
133	SCHLUMBERGER LTD	806857108		8/15/2011	10/7/2013	446		0	396	50	0	0	0	50
134	SCHLUMBERGER LTD	806857108		8/15/2011	6/10/2014	107		0	79	28	0	0	0	28
135	TIBCO SOFTWARE INC	88632Q103		12/18/2013	6/10/2014	20		0	24	-4	0	0	0	-4
136	UNION PAC CORP	907818108		2/23/2009	3/24/2014	941		0	196	745	0	0	0	745
137	UNITED PARCEL SERVICE CL B	911312106		2/23/2009	3/25/2014	2,339		0	1,011	1,328	0	0	0	1,328
138	VERIZON COMMUNICATIONS	92343V104		2/23/2011	10/7/2013	937		0	718	219	0	0	0	219
139	VERIZON COMMUNICATIONS	92343V104		2/23/2009	6/10/2014	49		0	26	23	0	0	0	23
140	VISA INC CL A	92826C839		1/21/2010	8/23/2013	892		0	426	466	0	0	0	466
141	VISA INC CL A	92826C839		1/21/2010	10/7/2013	936		0	426	510	0	0	0	510
142	WAL MART STORES INC	931142103		6/5/2013	10/7/2013	723		0	754	-31	0	0	0	-31
143	WAL MART STORES INC	931142103		6/5/2013	6/10/2014	77		0	75	2	0	0	0	2
144	WAL MART STORES INC	931142103		8/17/2012	7/14/2014	2,297		0	2,167	130	0	0	0	130
145	WAL MART STORES INC	931142103		6/5/2013	7/14/2014	1,072		0	1,056	16	0	0	0	16
146	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	10/7/2013	1,054		0	884	170	0	0	0	170
147	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	3/24/2014	6,432		0	5,318	1,114	0	0	0	1,114
148	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	6/10/2014	537		0	427	110	0	0	0	110
149	WELLS FARGO & CO	949746101		7/18/2011	10/7/2013	814		0	537	277	0	0	0	277
150	WELLS FARGO & CO	949746101		8/15/2011	3/24/2014	247		0	123	124	0	0	0	124
151	WELLS FARGO & CO	949746101		8/15/2011	6/10/2014	105		0	49	56	0	0	0	56
152	WFA ABSOLUTE RETURN FUND-INS	94987W737		3/24/2014	6/10/2014	210		0	200	10	0	0	0	10
153	DELPHI AUTOMOTIVE PLC	G27823106		6/25/2013	10/7/2013	573		0	490	83	0	0	0	83
154	DELPHI AUTOMOTIVE PLC	G27823106		6/5/2013	6/10/2014	70		0	48	22	0	0	0	22
155	INVESCO LIMITED	G491BT108		2/23/2009	10/7/2013	481		0	172	309	0	0	0	309
156	INVESCO LIMITED	G491BT108		2/23/2009	6/10/2014	38		0	11	27	0	0	0	27
157	TE CONNECTIVITY LIMITED	H84989104		8/23/2013	10/7/2013	515		0	501	14	0	0	0	14
158	TE CONNECTIVITY LIMITED	H84989104		8/23/2013	6/10/2014	62		0	50	12	0	0	0	12
159	LYONDELLBASELL INDUSTRIES NV	N53745100		2/6/2013	10/7/2013	746		0	608	138	0	0	0	138
160	LYONDELLBASELL INDUSTRIES NV	N53745100		2/6/2013	6/10/2014	99		0	61	38	0	0	0	38
161	UNION PAC CORP	907818108		2/23/2009	6/10/2014	102		0	20	82	0	0	0	82
162	UNITED PARCEL SERVICE CL B	911312106		2/23/2009	10/7/2013	450		0	211	239	0	0	0	239
163	ABBOTT LABS	002824100		2/6/2012	10/7/2013	166		0	132	34	0	0	0	34
164	ABBOTT LABS	002824100		2/23/2009	10/7/2013	332		0	260	72	0	0	0	72
165	ABBOTT LABS	002824100		2/23/2009	6/10/2014	40		0	26	14	0	0	0	14
166	ABBVIE INC	00287Y109		2/6/2012	10/7/2013	232		0	143	89	0	0	0	89
167	ABBVIE INC	00287Y109		2/23/2009	10/7/2013	463		0	281	182	0	0	0	182
168	ABBVIE INC	00287Y109		2/23/2009	6/10/2014	53		0	28	25	0	0	0	25

10/14/2014 8:29:59 AM - 7903327 - 1007 - CAR - LATANE, FELICITE B ENDOWMENT FD

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

	Amount
Long Term CG Distributions	3,235
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						172,527	0	0	142,765	29,762	0	0	0	29,762
169	ABERDEEN-EQY LONG SHORT-IN	003020338		8/6/2012	3/24/2014	6,081		0	5,743	338	0	0	0	338
170	ABERDEEN-EQY LONG SHORT-IN	003020338		8/6/2012	6/10/2014	209		0	193	16	0	0	0	16
171	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	10/7/2013	503		0	451	52	0	0	0	52
172	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	3/24/2014	6,683		0	5,931	752	0	0	0	752
173	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	6/10/2014	95		0	83	12	0	0	0	12
174	ALLSTATE CORP	020002101		9/7/2012	10/7/2013	776		0	577	199	0	0	0	199
175	APPLE INC	037833100		2/23/2009	7/30/2014	981		0	126	855	0	0	0	855
176	ALLSTATE CORP	020002101		9/7/2012	6/10/2014	59		0	38	21	0	0	0	21
177	AMGEN INC	031162100		1/21/2010	10/7/2013	1,113		0	566	547	0	0	0	547
178	AMGEN INC	031162100		1/21/2010	6/10/2014	117		0	57	60	0	0	0	60
179	APPLE INC	037833100		2/23/2009	6/10/2014	188		0	25	163	0	0	0	163
180	BB&T CORPORATION	054937107		2/23/2011	10/7/2013	500		0	416	84	0	0	0	84
181	BB&T CORPORATION	054937107		2/23/2011	6/10/2014	39		0	28	11	0	0	0	11
182	BANK OF AMERICA CORP	060505104		1/21/2010	10/7/2013	970		0	1,112	-142	0	0	0	-142
183	BANK OF AMERICA CORP	060505104		1/21/2010	3/24/2014	263		0	238	25	0	0	0	25
184	BANK OF AMERICA CORP	060505104		1/21/2010	6/10/2014	79		0	79	0	0	0	0	0
185	BAXTER INTL INC	071813109		2/23/2009	10/7/2013	646		0	581	65	0	0	0	65
186	BAXTER INTL INC	071813109		2/23/2009	3/25/2014	2,239		0	1,916	323	0	0	0	323
187	BAXTER INTL INC	071813109		2/6/2012	3/25/2014	339		0	284	55	0	0	0	55
188	B/E AEROSPACE INC	073302101		3/4/2011	10/7/2013	750		0	351	399	0	0	0	399
189	B/E AEROSPACE INC	073302101		3/4/2011	6/10/2014	94		0	35	59	0	0	0	59
190	BEAM INC	073730103		4/12/2012	8/23/2013	2,485		0	2,278	207	0	0	0	207
191	BRANDES INTL S/C EQUITY-I	105262737		3/26/2014	6/10/2014	217		0	204	13	0	0	0	13
192	CVS CAREMARK CORP	126650100		9/12/2008	10/7/2013	1,129		0	758	371	0	0	0	371
193	CVS CAREMARK CORP	126650100		9/12/2008	6/10/2014	78		0	38	40	0	0	0	40
194	CAMERON INTERNATIONAL CORP	13342B105		2/22/2011	10/7/2013	607		0	596	11	0	0	0	11
195	CAPITAL ONE FINANCIAL CORP	14040H105		1/21/2010	10/7/2013	693		0	430	263	0	0	0	263
196	CAPITAL ONE FINANCIAL CORP	14040H105		1/21/2010	6/10/2014	82		0	43	39	0	0	0	39
197	CELGENE CORP	151020104		10/15/2013	7/30/2014	267		0	233	34	0	0	0	34
198	CHEVRON CORPORATION	166764100		8/15/2011	10/7/2013	588		0	488	100	0	0	0	100
199	CHEVRON CORPORATION	166764100		2/23/2009	10/7/2013	588		0	326	262	0	0	0	262
200	CHEVRON CORPORATION	166764100		2/23/2009	2/26/2014	3,459		0	1,958	1,501	0	0	0	1,501
201	COMCAST CORP-CL A	20030N101		2/13/2013	10/7/2013	904		0	819	85	0	0	0	85
202	COMCAST CORP-CL A	20030N101		2/13/2013	3/24/2014	251		0	205	46	0	0	0	46
203	COMCAST CORP-CL A	20030N101		2/13/2013	6/10/2014	106		0	82	24	0	0	0	24
204	CORNING INC	219350105		5/15/2013	10/7/2013	433		0	470	-37	0	0	0	-37
205	CORNING INC	219350105		5/15/2013	3/24/2014	98		0	78	20	0	0	0	20

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										13,310	0	0
1	SUNTRUST BANKS, INC		1414 RALEIGH ROAD STE 150	CHAPEL HILL	NC	27517		TRUSTEE	AS REQ'D	13,310		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	12/11/2013	2	250
3	Second quarter estimated tax payment	1/10/2014	3	250
4	Third quarter estimated tax payment	4/11/2014	4	250
5	Fourth quarter estimated tax payment	7/11/2014	5	249
6	Other payments		6	
7	Total		7	999

SUNTRUST

LATANE, FELICITE B ENDOWMENT FD
ACCOUNT NO. 7903327

PORTFOLIO SUMMARY

AS OF 07/31/14

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	198.50	0.03 %	198.50	0.00	0	0.00 %
EQUITY SECURITIES	266,198.77	39.09 %	165,752.65	100,446.12	4,530	1 70 %
MUTUAL FUNDS	414,008.53	60.79 %	380,330.91	33,677.62	8,150	1.97 %
PRINCIPAL PORTFOLIO TOTAL	**680,405.80**	**99.91 %**	**546,282.06**	**134,123.74**	**12,679**	**1.86 %**
INCOME PORTFOLIO						
STIF & MONEY MARKET FUNDS	646.74	0.09 %	646.74	0.00	0	0.00 %
INCOME PORTFOLIO TOTAL	**646.74**	**0.09 %**	**646.74**	**0.00**	**0**	**0.00 %**
TOTAL ASSETS	[illegible]	100.00 %	546,928.80	134,123.74	12,680	1.86 %

SUNTRUST

LATANE, FELICITE B ENDOWMENT FD
ACCOUNT NO. 7903327

PORTFOLIO DETAIL

AS OF 07/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
198.5	FEDERATED MONEY MKT OBLIGS TR GOVT OBLIG INSTL CL #5 FFS CUSIP: 609005DF7	198.50 1.000 0.03 %	198.50 1.00	0.00	0	0.00 % 0.00 %
EQUITY SECURITIES						
ENERGY						
30	BAKER HUGHES INC CUSIP: 057224107	2,063.10 68.770 0.30 %	2,199.69 73.32	136.59-	20	0.97 % 0.00 %
32	CAMERON INTERNATIONAL CORP CUSIP: 13342B105	2,269.12 70.910 0.33 %	1,572.57 49.14	696.55	0	0.00 % 0.00 %
21	CHEVRON CORPORATION CUSIP: 166764100	2,714.04 129.240 0.40 %	1,370.46 65.26	1,343.58	90	3.32 % 0.00 %
30	EOG RES INC CUSIP: 26875P101	3,283.20 109.440 0.48 %	2,804.94 93.50	478.26	15	0.46 % 0.00 %
39	HOLLYFRONTIER CORPORATION CUSIP: 436106108	1,833.39 47.010 0.27 %	1,989.94 51.02	156.55-	50	2 73 % 0.00 %

SUNTRUST

LATANE, FELICITE B ENDOWMENT FD
ACCOUNT NO. 7903327

PORTFOLIO DETAIL

AS OF 07/31/14

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
53	OCCIDENTAL PETE CORP CUSIP: 674599105	5,178.63 97.710 0.76 %	3,765.70 71.05	1,412.93	153	2.95 % 0.00 %
54	SCHLUMBERGER LTD CUSIP: 806857108	5,853.06 108.390 0.86 %	2,146.87 39.76	3,706.19	86	1.47 % 0.00 %
TOTAL ENERGY		23,194.54	15,850.17	7,344.37	414	1.78 %
MATERIALS						
30	ECOLAB INC CUSIP: 278865100	3,255.90 108.530 0.48 %	1,781.03 59.37	1,474.87	33	1.01 % 0.00 %
49	LYONDELLBASELL INDUSTRIES NV CUSIP· N53745100	5,206.25 106.250 0.76 %	2,959.99 60.41	2,246.26	137	2.63 % 0.00 %
19	PRAXAIR INC CUSIP: 74005P104	2,434.66 128.140 0.36 %	1,165.65 61.35	1,269.01	49	2.01 % 0.00 %
TOTAL MATERIALS		10,896.81	5,906.67	4,990.14	220	2.02 %

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PORTFOLIO DETAIL

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
INDUSTRIALS						
44	B/E AEROSPACE INC CUSIP: 073302101	3,746.16 85.140 0.55 %	1,544.59 35.10	2,201.57	0	0.00 % 0.00 %
89	DELTA AIR LINES INC CUSIP: 247361702	3,333.94 37.460 0.49 %	3,144.85 35.34	189.09	32	0.96 % 0.00 %
37	EMERSON ELEC CO CUSIP: 291011104	2,355.05 63.650 0.35 %	1,066.34 28.82	1,288.71	64	2.72 % 0.00 %
44	FLOWSERVE CORP CUSIP: 34354P105	3,257.76 74 040 0.48 %	1,767.85 40.18	1,489.91	28	0.86 % 0.00 %
50	FLUOR CORP CUSIP: 343412102	3,643.50 72 870 0.53 %	2,524.81 50.50	1,118.69	42	1.15 % 0.00 %
69	FORTUNE BRANDS HOME & SECURITY, INC CUSIP: 34964C106	2,607.51 37.790 0.38 %	2,910.04 42.17	302.53-	33	1.27 % 0.00 %
34	PACCAR INC CUSIP: 693718108	2,117.18 62.270 0.31 %	1,641.41 48.28	475.77	30	1.42 % 0.00 %
33	UNION PAC CORP CUSIP: 907818108	3,244.23 98.310 0.48 %	646.63 19.59	2,597.60	60	1.85 % 0.00 %
TOTAL INDUSTRIALS		**24,305.33**	**15,246.52**	**9,058.81**	**289**	**1.19 %**

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CONSUMER DISCRETIONARY						
103	COMCAST CORP-CL A CUSIP: 20030N101	5,534.19 53.730 0.81 %	3,798.82 36.88	1,735.37	93	1 68 % 0.00 %
59	DELPHI AUTOMOTIVE PLC CUSIP: G27823106	3,941.20 66.800 0.58 %	2,850.42 48.31	1,090.78	59	1 50 % 0.00 %
70	DISNEY WALT CO NEW CUSIP: 254687106	6,011.60 85.880 0.88 %	959.48 13.71	5,052.12	60	1.00 % 0.00 %
51	HOME DEPOT INC CUSIP: 437076102	4,123.35 80.850 0.61 %	974.10 19.10	3,149.25	96	2.33 % 0.00 %
44	LEAR CORP CUSIP: 521865204	4,143.48 94.170 0.61 %	3,028.06 68.82	1,115.42	35	0.84 % 0.00 %
79	MACY'S INC CUSIP: 55616P104	4,565.41 57.790 0.67 %	1,981.08 25.08	2,584.33	99	2.17 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		**28,319.23**	**13,591.96**	**14,727.27**	**442**	**1.56 %**

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CONSUMER STAPLES						
82	CVS CAREMARK CORP CUSIP: 126650100	6,261.52 76.360 0.92 %	2,578.21 31.44	3,683.31	90	1.44 % 0.00 %
65	KROGER CO CUSIP: 501044101	3,183.70 48.980 0.47 %	3,200.78 49.24	17.08-	43	1.35 % 0.00 %
37	PEPSICO INC CUSIP: 713448108	3,259.70 88.100 0.48 %	2,023.37 54.69	1,236.33	97	2.98 % 0.00 %
TOTAL CONSUMER STAPLES		**12,704.92**	**7,802.36**	**4,902.56**	**230**	**1.81 %**
HEALTH CARE						
65	ABBOTT LABS CUSIP· 002824100	2,737.80 42.120 0.40 %	1,546.80 23.80	1,191.00	57	2.08 % 0.00 %
65	ABBVIE INC CUSIP: 00287Y109	3,402.10 52.340 0.50 %	1,677.37 25.81	1,724.73	109	3.20 % 0.00 %
40	AMGEN INC CUSIP: 031162100	5,095.60 127.390 0.75 %	2,219 50 55.49	2,876.10	98	1.92 % 0.00 %
30	CELGENE CORP CUSIP: 151020104	2,614.50 87.150 0.38 %	2,331.89 77 73	282.61	0	0.00 % 0.00 %

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122	MERCK & CO INC CUSIP: 58933Y105	6,922.28 56.740 1.02 %	3,657.47 29 98	3,264.81	215	3.11 % 0.00 %
143	PFIZER INC CUSIP: 717081103	4,104.10 28.700 0.60 %	2,692.69 18.83	1,411.41	149	3.63 % 0.00 %
TOTAL HEALTH CARE		**24,876.38**	**14,125.72**	**10,750.66**	**627**	**2.52 %**
FINANCIALS						
44	ALLSTATE CORP CUSIP: 020002101	2,571.80 58.450 0.38 %	1,693.22 38.48	878.58	49	1.91 % 0.00 %
343	BANK OF AMERICA CORP CUSIP: 060505104	5,230.75 15.250 0.77 %	4,349.88 12.68	880.87	14	0.27 % 0.00 %
54	BB&T CORPORATION CUSIP: 054937107	1,999.08 37.020 0.29 %	1,357.48 25.14	641.60	52	2.60 % 0.00 %
35	CAPITAL ONE FINANCIAL CORP CUSIP: 14040H105	2,783.90 79.540 0.41 %	1,504.65 42.99	1,279.25	42	1.51 % 0.00 %
22	GOLDMAN SACHS GROUP INC CUSIP: 38141G104	3,803.14 172.870 0.56 %	2,020.31 91.83	1,782.83	48	1.26 % 0.00 %
103	HARTFORD FINL SVCS GROUP INC CUSIP: 416515104	3,518.48 34.160 0.52 %	2,730.46 26 51	788.02	74	2.10 % 0.00 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
63	INVESCO LIMITED CUSIP: G491BT108	2,370.69 37.630 0.35 %	723.24 11.48	1,647.45	63	2 66 % 0.00 %
105	JP MORGAN CHASE & CO CUSIP. 46625H100	6,055.35 57.670 0.89 %	3,472.35 33.07	2,583.00	168	2.77 % 0.00 %
49	LINCOLN NATL CORP CUSIP: 534187109	2,567.11 52.390 0.38 %	2,477.37 50.56	89.74	31	1.21 % 0.00 %
118	MORGAN STANLEY CUSIP· 617446448	3,816.12 32.340 0.56 %	1,847.42 15.66	1,968.70	47	1.23 % 0.00 %
49	PNC FINANCIAL SERVICES GROUP CUSIP: 693475105	4,045.44 82.560 0.59 %	2,774.30 56.62	1,271.14	94	2.32 % 0.00 %
116	WELLS FARGO & CO CUSIP: 949746101	5,904.40 50.900 0.87 %	1,365.44 11.77	4,538.96	162	2.74 % 0.00 %
TOTAL FINANCIALS		**44,666.26**	**26,316.12**	**18,350.14**	**845**	**1.89 %**

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INFORMATION TECHNOLOGY						
124	APPLE INC CUSIP: 037833100	11,854.40 95.600 1.74 %	1,563.99 12.61	10,290.41	233	1.97 % 0.00 %
153	CORNING INC CUSIP: 219350105	3,006.45 19.650 0.44 %	2,339.59 15.29	666.86	61	2.03 % 0.00 %
168	EMC CORP MASS CUSIP: 268648102	4,922.40 29.300 0.72 %	2,391.79 14.24	2,530.61	77	1.56 % 0.00 %
9	GOOGLE INC CL A CUSIP: 38259P508	5,215.95 579.550 0.77 %	1,518.25 168.69	3,697.70	0	0.00 % 0.00 %
9	GOOGLE INC CLASS C CUSIP: 38259P706	5,144.40 571.600 0.76 %	1,522.22 169.14	3,622.18	0	0.00 % 0.00 %
182	INTEL CORP CUSIP: 458140100	6,167.98 33.890 0.91 %	3,827.35 21.03	2,340.63	164	2.66 % 0.00 %
94	JUNIPER NETWORKS INC CUSIP: 48203R104	2,212.76 23.540 0.32 %	2,458.04 26.15	245.28-	38	1.72 % 0.00 %
39	KLA-TENCOR CORP CUSIP: 482480100	2,788.11 71.490 0.41 %	2,162.45 55.45	625.66	70	2.51 % 0.00 %

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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
173	MICROSOFT CORP CUSIP: 594918104	7,466.68 43.160 1.10 %	5,737.82 33.17	1,728.86	194	2.60 % 0.00 %
44	QUALCOMM INC CUSIP: 747525103	3,243.68 73.720 0.48 %	2,443.75 55.54	799.93	74	2.28 % 0.00 %
39	TE CONNECTIVITY LIMITED CUSIP: H84989104	2,413.71 61.890 0.35 %	1,952.16 50.06	461.55	45	1.86 % 0.00 %
84	TIBCO SOFTWARE INC CUSIP: 88632Q103	1,621.20 19.300 0.24 %	2,030.89 24.18	409.69-	0	0.00 % 0.00 %
17	VISA INC CL A CUSIP· 92826C839	3,587.17 211.010 0.53 %	1,274.16 74.95	2,313.01	27	0.75 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		**59,644.89**	**31,222.46**	**28,422.43**	**983**	**1.65 %**
TELECOMMUNICATION SERVICES						
76	VERIZON COMMUNICATIONS CUSIP: 92343V104	3,831.92 50.420 0.56 %	2,009 28 26 44	1,822.64	161	4.20 % 0.00 %

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MUTUAL FUNDS-FIXED INCOME						
167	ISHARES BARCLAYS 3-7 YEAR ETF CUSIP: 464288661	20,225.37 121.110 2.97 %	20,210.59 121.02	14.78	210	1.04 % 0 00 %
254	PIMCO 1-5 YEAR US TIPS INDEX ETF CUSIP: 72201R205	13,533.12 53.280 1.99 %	13,470.80 53.03	62.32	108	0.80 % 0.00 %
TOTAL MUTUAL FUNDS-FIXED INCOME		33,758.49	33,681 39	77.10	318	0.94 %
TOTAL EQUITY SECURITIES		**266,198.77**	**165,752.65**	**100,446.12**	**4,530**	**1.70 %**
MUTUAL FUNDS						
1,110.379	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	13,702.08 12.340 2.01 %	12,304.56 11.08	1,397.52	0	0.00 % 0.00 %
986.488	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	14,146.24 14.340 2.08 %	13,445.84 13 63	700.40	410	2.90 % 0.00 %
281.228	CAMBIAR SMALL CAP FUND CUSIP: 0075W0593	6,392.31 22.730 0.94 %	5,829.85 20.73	562.46	0	0.00 % 0.00 %
3,073.849	DOUBLELINE TOTAL RETURN BOND FUND CUSIP: 258620103	33,627.91 10.940 4.94 %	34,617 85 11.26	989.94-	1,724	5.13 % 0.00 %

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833.378	EATON VANCE ATLANTA CAPITAL SMID CAP FUND CUSIP· 277902698	20,067.74 24.080 2.95 %	19,044.44 22.85	1,023.30	0	0.00 % 0.00 %
1,830.325	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	16,692.56 9.120 2.45 %	16,784.08 9.17	91.52-	628	3.76 % 0.00 %
1,640.867	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	13,996.60 8.530 2 06 %	15,701.91 9.57	1,705.31-	748	5.34 % 0.00 %
1,240.359	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	44,826.57 36.140 6.58 %	41,738.08 33.65	3,088.49	451	1.01 % 0.00 %
9,355.97	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	85,700.69 9 160 12.58 %	72,832.05 7.78	12,868.64	964	1.12 % 0.00 %
951.211	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	37,753.56 39.690 5.54 %	30,071.07 31.61	7,682.49	155	0.41 % 0.00 %
1,403.146	OSTERWEIS STRATEGIC INCOME FUND CUSIP: 742935489	16,739.53 11.930 2.46 %	16,627.27 11 85	112.26	724	4.33 % 0.00 %
1,470.855	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	14,061.37 9.560 2.06 %	15,542.83 10.57	1,481.46-	669	4.76 % 0.00 %
1,288.227	PIMCO INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 722005816	13,732.50 10.660 2.02 %	12,952.31 10.05	780.19	491	3.58 % 0.00 %

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258.465	T. ROWE PRICE DIVERSIFIED SMALL-CAP GROWTH FUND INC CUSIP: 779917103	6,329.81 24.490 0.93 %	4,533.47 17.54	1,796.34	0	0.00 % 0.00 %
587.525	T ROWE PRICE REAL ESTATE FUND CUSIP: 779919109	14,417.86 24.540 2.12 %	13,442.57 22.88	975.29	311	2 16 % 0.00 %
2,071.192	WASATCH LONG/SHORT FUND CUSIP: 936793769	34,278.23 16.550 5.03 %	27,691.84 13.37	6,586.39	0	0.00 % 0.00 %
1,245 667	WESTERN ASSET MORTGAGE BACKED SECURITIES FUND CUSIP: 52469F333	13,640.05 10.950 2.00 %	13,739.05 11.03	99.00-	640	4.69 % 0.00 %
1,207.899	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	13,902.92 11.510 2.04 %	13,431.84 11.12	471.08	233	1.68 % 0.00 %
TOTAL MUTUAL FUNDS		414,008.53	380,330.91	33,677.62	8,150	1.97 %
PRINCIPAL PORTFOLIO TOTAL		**680,405.80**	**546,282.06**	**134,123.74**	**12,679**	**1.86 %**

INCOME PORTFOLIO

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STIF & MONEY MARKET FUNDS						
646.74	FEDERATED MONEY MKT OBLIGS TR GOVT OBLIG INSTL CL #5 FFS CUSIP: 609005DF7	646.74 1.000 0.09 %	646 74 1 00	0.00	0	0.00 % 0.00 %
INCOME PORTFOLIO TOTAL		646.74	646.74	0.00	0	0.00 %
TOTAL ASSETS		681,052.54	546,928.80	134,123.74	12,680	1.86 %