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Form 990-PF

## Return of Private Foundation

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

OMB No. 1545-0052

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

10/1/2013

, and ending

9/30/2014

Name of foundation

TR BERRY COLLEGE U A L CAMPBELL

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

P O BOX 1908

Room/suite

City or town

ORLANDO

State

FL

ZIP code

32802-1908

Foreign country name

Foreign province/state/county

Foreign postal code

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 61,638,916 J Accounting method  Cash  Accrual  
 Other (specify) (Part I, column (d) must be on cash basis)

A Employer identification number

58-6320345

B Telephone number (see instructions)

(404) 588-7227

C If exemption application is pending, check here ►   
D 1. Foreign organizations, check here ►   
2. Foreign organizations meeting the 85% test, check here and attach computation ►   
E If private foundation status was terminated under section 507(b)(1)(A), check here ►   
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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	972,119	977,289		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	4,179,052			
b	Gross sales price for all assets on line 6a	28,299,154			
7	Capital gain net income (from Part IV, line 2)		4,179,052		
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	5,151,171	5,156,341	0	
13	Compensation of officers, directors, trustees, etc.	170,878	85,439		85,439
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	33,843	11,600		
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	204,721	97,039	0	85,439
25	Contributions, gifts, grants paid	2,716,083			2,716,083
26	Total expenses and disbursements. Add lines 24 and 25	2,920,804	97,039	0	2,801,522
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	2,230,367			
b	Net investment income (if negative, enter -0-)		5,059,302		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing	-239,334		
	2	Savings and temporary cash investments		2,286,197	2,286,197
	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	52,891,375	52,636,862	59,352,719
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	52,652,041	54,923,059	61,638,916
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 ► )	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	52,652,041	54,923,059	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	52,652,041	54,923,059	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	52,652,041	54,923,059	

## 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	52,652,041
2	Enter amount from Part I, line 27a	2	2,230,367
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	61,961
4	Add lines 1, 2, and 3	4	54,944,369
5	Decreases not included in line 2 (itemize) ► GAIN ON CY SALES NOT SETTLED AT YEAR END	5	21,310
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	54,923,059

**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)
<b>1a</b> See Attached Statement					
<b>b</b> See Attached Statement					
<b>c</b> See Attached Statement					
<b>d</b> See Attached Statement					
<b>e</b> 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)		
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
<b>a</b>			0		
<b>b</b>			0		
<b>c</b>			0		
<b>d</b>			0		
<b>e</b>			0		
<b>2</b> 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 }		<b>2</b>	4,179,052	
<b>3</b> 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	{ }		<b>3</b>	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	2,801,392	56,922,661	0 049214
2011	2,926,668	54,051,634	0 054146
2010	3,070,855	54,742,854	0 056096
2009	3,517,766	52,164,445	0 067436
2008	2,608,385	46,213,699	0 056442

<b>2</b> Total of line 1, column (d)	<b>2</b>	0 283334
<b>3</b> 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	<b>3</b>	0 056667
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	61,381,504
<b>5</b> Multiply line 4 by line 3	<b>5</b>	3,478,306
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	50,593
<b>7</b> Add lines 5 and 6	<b>7</b>	3,528,899
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	2,801,522

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 ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1	101,186
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	45,146
b	Exempt foreign organizations—tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7	45,146
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>		
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	0
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ► Refunded ►		
		11	0

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► SUNTRUST BANK Located at ► P. O. BOX 1908 ORLANDO FL	Telephone no ► (404) 588-7227 ZIP+4 ► 32802-1908	
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
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 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____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		5b	N/A
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	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 BANK P.O. BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQUIRED	170,878		
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**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				
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-----				
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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
<b>NONE</b>		

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

<b>1</b> <b>NONE</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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

<b>1</b> <b>NONE</b>	
<b>2</b>	

All other program-related investments. See instructions

**3** **NONE**

Total. Add lines 1 through 3 ► 0

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**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	61,909,924
b	Average of monthly cash balances	1b	406,324
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	62,316,248
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	62,316,248
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	934,744
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	61,381,504
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	3,069,075

**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	3,069,075
2a	Tax on investment income for 2013 from Part VI, line 5	2a	101,186
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	101,186
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,967,889
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,967,889
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,967,889

**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	2,801,522
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,801,522
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	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,801,522

**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 Distrbutable amount for 2013 from Part XI, line 7 . . . . .				2,967,889
2 Undistributed income, if any, as of the end of 2013.			0	
a Enter amount for 2012 only . . . . .				
b Total for prior years. 20_____, 20_____, 20_____				
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . . 325,130				
b From 2009 . . . . . 948,430				
c From 2010 . . . . . 413,822				
d From 2011 . . . . . 292,135				
e From 2012 . . . . . 405				
f Total of lines 3a through e . . . . . 1,979,922				
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 2,801,522				
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 . . . . .				2,801,522
e Remaining amount distributed out of corpus . . . . .				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a) )	166,367			166,367
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	1,813,555			
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 . . . . .				
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) . . . . .				0
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	158,763			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	1,654,792			
10 Analysis of line 9				
a Excess from 2009 . . . . . 948,430				
b Excess from 2010 . . . . . 413,822				
c Excess from 2011 . . . . . 292,135				
d Excess from 2012 . . . . . 405				
e Excess from 2013 . . . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)					N/A
1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.				
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 ► <input checked="" type="checkbox"/> 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	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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>				► 3a 2,716,083
<i>b Approved for future payment</i> NONE				
<b>Total</b>				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	<b>Program service revenue</b>					
a						
b						
c						
d						
e						
f						
<b>g</b>	<b>Fees and contracts from government agencies</b>					
<b>2</b>	<b>Membership dues and assessments</b>					
<b>3</b>	<b>Interest on savings and temporary cash investments</b>					
<b>4</b>	<b>Dividends and interest from securities</b>					
<b>5</b>	<b>Net rental income or (loss) from real estate</b>					
a	Debt-financed property				14	972,119
b	Not debt-financed property					
<b>6</b>	<b>Net rental income or (loss) from personal property</b>					
<b>7</b>	<b>Other investment income</b>					
<b>8</b>	<b>Gain or (loss) from sales of assets other than inventory</b>				18	4,179,052
<b>9</b>	<b>Net income or (loss) from special events</b>					
<b>10</b>	<b>Gross profit or (loss) from sales of inventory</b>					
<b>11</b>	<b>Other revenue:</b> a					
b						
c						
d						
e						
<b>12</b>	<b>Subtotal Add columns (b), (d), and (e)</b>		0		5,151,171	0
<b>13</b>	<b>Total. Add line 12, columns (b), (d), and (e)</b>				13	5,151,171

(See worksheet in line 13 instructions to verify calculations )

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



TR BERRY COLLEGE U A L CAMPBELL

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

Recipient(s) paid during the year

Name

BERRY COLLEGE

Street

2277 MARTHA BERRY HWY, N W

City MOUNT BERRY	State GA	Zip Code 30149	Foreign Country
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Relationship

Foundation Status

NONE

PC

Purpose of grant/contribution GENERAL CHARITABLE PURPOSE	Amount 2,716,083
---	---------------------

Name

Street

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

Name

Street

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

Relationship

Foundation Status

Purpose of grant/contribution	Amount
-------------------------------	--------



BERRY COLL CAMPBELL TR  
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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)	INCOME YIELD AT MARKET/ YIELD TO MATURITY	
					ACCRUED INCOME	
<b>PRINCIPAL PORTFOLIO</b>						
	PRINCIPAL CASH	9,961,624.78- 16.16-%		9,961,624.78-		
<b>STIF &amp; MONEY MARKET FUNDS</b>						
2,286,196.79	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	2,286,196.79 1.000 3.71 %	2,286,196.79 1.00	0.00	3	0.01 \$ 0.00 %
<b>EQUITY SECURITIES</b>						
<b>MUTUAL FUNDS-EQUITY</b>						
15,975	ISHARES RUSSELL MIDCAP ETF CUSIP: 464287499	2,529,481.50 158.340 4.10 %	2,458,338.43 153.89	71,143.07	0	1.42 % 0.00 %
42,678	ISHARES RUSSELL 1000 GROWTH ETF CUSIP: 464287614	3,910,585.14 91.630 6.34 %	2,594,781.07 60.80	1,315,804.07	0	1.34 % 0.00 %
38,570	ISHARES RUSSELL 1000 VALUE ETF CUSIP: 464287598	3,860,471.30 100.090 6.26 %	2,646,653.70 68.62	1,213,817.60	0	2.03 % 0.00 %
10,523	ISHARES RUSSELL 2000 ETF CUSIP: 464287655	1,150,630.05 109.350 1.87 %	881,894.75 83.81	268,795.30	0	1.37 % 0.00 %
<b>TOTAL MUTUAL FUNDS-EQUITY</b>		<b>11,451,227.99</b>	<b>8,581,667.95</b>	<b>2,869,560.04</b>	<b>0</b>	<b>1.59 %</b>



BERRY COLL CAMPBELL TR  
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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)	INCOME YIELD AT MARKET/ YIELD TO MATURITY	
					ACCrued INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>MUTUAL FUNDS-FIXED INCOME</u>						
68,342	VANGUARD TOTAL BOND MARKET ETF CUSIP: 921937835	5,599,260.06 81.930 9.08 %	5,820,585.62 85.17	221,325.56- 0	2.58 % 0.00 %	
	<b>TOTAL EQUITY SECURITIES</b>	<b>17,050,488.05</b>	<b>14,402,253.57</b>	<b>2,648,234.48</b>	<b>0</b>	<b>1.92 %</b>
<u>MUTUAL FUNDS</u>						
102,088.809	ABERDEEN EQUITY LONG SHORT FUND CUSIP: 003020336	1,265,901.23 12.400 2.05 %	1,164,892.34 11.41	101,008.89	0	0.00 % 0.00 %
225,333.073	THE BLACKROCK GLOBAL LONG/SHORT CREDIT FUND CUSIP: 091936732	2,451,623.83 10.880 3.93 %	2,456,130.50 10.90	4,506.67- 81	1.20 % 0.00 %	
89,639.534	BRANDES INTERNATIONAL SMALL CAP EQUITY FUND CUSIP: 105262737	1,217,304.87 13.580 1.97 %	1,228,061.61 13.70	10,756.74- 0	3.06 % 0.00 %	
167,661.74	EATON VANCE FLOATING-RATE FUND CUSIP: 277911491	1,512,308.89 9.020 2.45 %	1,542,068.56 9.20	29,759.67- 4,777	3.79 % 0.00 %	
185,788.489	GOLDMAN SACHS LOCAL EMERGING MARKETS DEBT FUND CUSIP: 38145N303	1,493,739.45 8.040 2.42 %	1,727,673.16 9.30	233,933.71- 6,887	5.87 % 0.00 %	
151,700.696	JOHN HANCOCK FUNDS III DISCIPLINED VALUE FUND CUSIP: 47803U640	2,871,694.18 18.930 4.66 %	2,718,657.37 17.92	153,036.81 0	0.73 % 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)	ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY	PAGE	5
164,645.21	JPMORGAN U.S. EQUITY FUND CUSIP: 4812A1142	2,487,789.12 15.110 4.04 %	2,336,315.52 14.19	151,473.60	6,313	1.01 % 0.00 %		
86,966.484	MAINSTAY ICAP INTERNATIONAL FUND CUSIP: 56063J716	3,127,314.76 35.960 5.07 %	3,075,134.89 35.36	52,179.87	0	1.01 % 0.00 %		
750,459.8	MANNING & NAPIER FUND INC-WORLD OPPORTUNITIES SERIES FUND CUSIP: 563821545	6,356,394.51 8.470 10.31 %	5,733,716.82 7.64	622,677.69	0	1.19 % 0.00 %		
86,930.747	OPPENHEIMER DEVELOPING MARKETS FUND CUSIP: 683974505	3,339,879.30 38.420 5.42 %	2,751,557.01 31.65	568,322.29	0	0.42 % 0.00 %		
128,490.204	OSTERWIS STRATEGIC INCOME FUND CUSIP: 742935499	1,504,620.29 11.710 2.44 %	1,524,572.11 11.87	19,951.82-	2,799	4.85 % 0.00 %		
166,826.166	PIMCO EMERGING LOCAL BOND INSTL FD CUSIP: 72201F516	1,511,445.06 9.060 2.45 %	1,719,601.61 10.31	208,156.55-	208	5.02 % 0.00 %		
25,673.081	PINE GROVE OFFSHORE FD LTD LOW VOLATILITY FD CL A CUSIP: 994989777	3,085,390.87 120.180 5.01 %	3,000,000.00 116.85	85,390.87	0	0.00 % 0.00 %		
53,626.583	T. ROWE PRICE REAL ESTATE FUND CUSIP: 779919109	1,270,950.02 23.700 2.06 %	1,228,048.76 22.90	42,901.26	0	2.28 % 0.00 %		
99,652.051	T. ROWE PRICE INSTITUTIONAL LARGE CAP GROWTH FUND CUSIP: 457751408	2,824,139.13 28.340 4.58 %	1,898,371.56 19.05	925,767.57	0	0.00 % 0.00 %		



BERRY COLL CAMPBELL TR  
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PORTFOLIO DETAIL  
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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE \$ OF MARKET	UNREALIZED GAIN/LOSS (P&L TO MKT)			ACCRUED INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
			FED TAX COST COST PER UNIT	COST PER UNIT	(P&L TO MKT)		
18,662.891	VANGUARD INSTITUTIONAL INDEX FUND CUSIP: 922040100	3,374,250.69 180.800 5.47 %	1,763,688.27 94.50	1,610,562.42	0	1.88 % 0.00 %	
83,312.863	WASATCH LONG/SHORT FUND CUSIP: 936793769	1,359,665.92 16.320 2.21 %	1,138,053.71 13.66	221,612.21	0	0.00 % 0.00 %	
109,746.571	WELLS FARGO ADVANTAGE ABSOLUTE RETURN FUND CUSIP: 94987W737	1,247,818.51 11.370 2.02 %	1,228,064.13 11.19	19,754.38	0	1.70 % 0.00 %	
	TOTAL MUTUAL FUNDS	42,302,230.63	38,234,607.93	4,067,622.70	21,065	1.52 %	
<b>MISCELLANEOUS ASSETS</b>							
1	CLASS ACTION PENDING CITIGROUP ON RCPT OF FINAL PMT CUSIP: 997001TN2	0.00 0.00 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %	
1	CLASS ACTION PENDING LEHMAN BROTHERS E&Y ON RCPT OF FINAL PMT CUSIP: 997001TQ5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %	
1	CLASS ACTION PENDING LEHMAN BROTHERS HLDGS INC ON RCPT OF FINAL PMT CUSIP: 997001PZ9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %	
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000HZ0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %	



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PORTFOLIO DETAIL  
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<u>PAR VALUE OR SHARES</u>	<u>ASSET DESCRIPTION</u>	<u>MARKET MARKET PRICE \$ OF MARKET</u>	<u>FED TAX COST COST PER UNIT</u>	<u>UNREALIZED GAIN/LOSS (FED TO MKT)</u>	<u>ACCRUED INCOME</u>	<u>INCOME YIELD AT MARKET/ MATURITY</u>
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP 997000RE3	0.00 0.000 0.00 %	0.00 0.00 0.00 %	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP 997001AHS	0.00 0.000 0.00 %	0.00 0.00 0.00 %	0.00	0	0.00 % 0.00 %
	<b>TOTAL MISCELLANEOUS ASSETS</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00 %</b>
	<b>PRINCIPAL PORTFOLIO TOTAL</b>	<b>51,677,290.69</b>	<b>44,961,433.51</b>	<b>6,715,857.18</b>	<b>21,068</b>	<b>1.57 %</b>
	<b>INCOME PORTFOLIO</b>					
	INCOME CASH	9,961,624.78 16.16 %	9,961,624.78			

PORTFOLIO ASSETS 67,638,416.47 54,933,056.25 6,715,857.18 21,068 1.57 %

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

Check "X" to indicate 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	Total		Cost, Other Basis and Expenses		Net Gain or Loss	
														Capital Gains/Losses Other Sales	Gross Sales	28,289,154	24,120,102	0	4,178,052
1 X ABERDEEN-EOY LONG SHORT 003020336					3/26/2014	6/23/2014	1,998	1,942							56				
2 X BLACKROCK GLASS CREDIT 1 019367732					3/29/2014	6/23/2014	3,939	3,870							39				
3 X BRANDS INT'L SIC EQUITY-1 102627337					3/21/2014	6/23/2014	2,044	1,938							106				
4 X EATON VANCE FLOATING RATE 277911481					4/5/2013	6/23/2014	2,416	2,431							15				
5 X ABSOLUTE STRATEGIES FUND 349841T600					4/30/2010	2/18/2010	3,000,000	2,331,593							68,301				
6 X ABSOLUTE STRATEGIES FUND 349841T600					4/30/2010	3/26/2014	986,320	978,097							20,223				
7 X ABSOLUTE STRATEGIES FUND 91652010					3/26/2014	1,169,062	1,130,975	0							38,087				
8 X GOLDMAN SACHS GETH OPE 114162C009					3/26/2014	2,505,875	1,617,799	0							888,075				
9 X GOLDMAN SACHS GETH OPE 38142Y401					1/31/2012	3/26/2014	188,544	130,059							38,485				
10 X GOLDMAN SACHS LOC EMG 38142N303					4/5/2013	6/23/2014	2,517	2,687							350				
11 X T ROWE PRICE INST LC GRY 45775L408					4/5/2013	3/26/2014	532,985	408,529							144,356				
12 X T ROWE PRICE INST LC GRY 45775L408					9/28/2012	3/26/2014	597,005	419,556							177,649				
13 X T ROWE PRICE INST LC GRY 45775L408					9/28/2012	6/23/2014	4,395	2,991							1,405				
14 X ISHARES DJ SELECT DIVIDEN 1/31/2012					12/21/2012	12/21/2013	2,606,470	1,973,911							632,559				
15 X ISHARES RUSSELL MIDCAP Y 464287473					4/5/2013	3/25/2014	2,832,072	2,303,349							528,524				
16 X ISHARES RUSSELL MIDCAP E 464287479					3/25/2014	3/25/2014	4,051	3,847							204				
17 X ISHARES RUSSELL 1000 VALL 3/31/2011					3/25/2011	3/25/2014	1,263,318	905,129							367,389				
18 X ISHARES RUSSELL 1000 GROW 3/3/2011					3/23/2011	6/23/2014	6,211	4,186							2,025				
19 X ISHARES RUSSELL 1000 GROW 3/25/2011					3/25/2011	6/23/2014	1,655,376	1,143,341							492,035				
20 X ISHARES RUSSELL 1000 GROW 3/3/2011					3/23/2011	6/23/2014	6,069	4,075							1,934				
21 X ISHARES RUSSELL 2000 ETF 464287655					4/5/2013	3/25/2014	1,281,631	977,546							284,085				
22 X ISHARES RUSSELL 2000 ETF 464287655					4/5/2013	3/26/2014	16,436	12,672							3,764				
23 X ISHARES RUSSELL 2000 ETF 464287655					9/28/2012	3/26/2014	1,147,595	826,331							331,254				
24 X ISHARES RUSSELL 2000 ETF 9/28/2012					3/27/2012	6/23/2014	2,010	1,425							595				
25 X JOHN HANCOCK III DISCRIM 3/27/2014					3/27/2014	6/23/2014	4,531	4,343							188				
26 X JPMORGAN U.S. EQUITY FUN 481241142					3/26/2014	6/23/2014	3,860	3,684							208				
27 X JPMORGAN U.S. EQUITY FUN 481241142					3/30/2014	3/26/2014	350,000	328,590							21,310				
28 X MAINSTAY ICAP INTERNATIO 56063J716					3/27/2014	6/23/2014	5,131	4,865							268				
29 X MANNING & NAPIER WORLD 5638271545					3/27/2014	6/23/2014	1,122	10,791							475				
30 X NEUBERGER BERMAN HI IN E 17312012					1/22/2012	1/22/2013	1,351,951	1,098,893							353				
31 X OPPENHEIMER DEVELOPING 1/29/2013					4/5/2013	3/26/2014	488,433	487,889							544				
32 X OPPENHEIMER DEVELOPING 6/63974505					4/5/2013	3/26/2014	258,567	247,132							11,435				
33 X OPPENHEIMER DEVELOPING 6/63974505					4/5/2013	6/7/2014	2,533	2,881							348				
34 X PIMCO TOTAL RETURN FUND 6633390700					9/28/2012	3/26/2014	4,547	4,703							714				
35 X PIMCO TOTAL RETURN FUND 6633390700					9/28/2012	6/7/2014	1,400,000	1,502,502							-102,502				
36 X PIMCO TOTAL RETURN FUND 6633390700					4/30/2010	9/7/2014	3,949	4,192							-243				
37 X PIMCO TOTAL RETURN FUND 6633390700					9/28/2012	9/7/2014	1,669,566	1,648,086							-38,500				
38 X PIMCO EMERGING LOCAL BO 72201516					4/5/2013	6/7/2014	887,201	945,150							-54				
39 X VANGUARD TOTAL BOND MA 921937835					9/28/2012	3/25/2014	2,533	2,881							-348				
40 X VANGUARD TOTAL BOND MA 921937835					9/28/2012	6/7/2014	8,837	9,198							-361				
41 X VANGUARD INSTITUTIONAL 922040100					11/16/2009	6/7/2014	5,215	5,955							2,730				
42 X WASATCH LONG/SHORT FUN 936793769					9/28/2012	6/7/2014	2,214	1,786							428				
43 X WFA ABSOLUTE RETURN FUN 943987W737					3/26/2014	6/7/2014	2,021	1,936							65				
44 X OSTERWEIS STRATEGIC INC 742935489					3/28/2014	6/7/2014	2,432	2,428							4				
45 X T ROWE PRICE REAL ESTATE 779819109					3/27/2014	6/7/2014	2,078	1,951							127				

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

		33,843	11,600	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	11,600	11,600		
2	ESTIMATED EXCISE PAYMENTS	22,243			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	SEE ATTACHED		52,891,375	52,636,862	59,352,719

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1 GAIN ON PY SALES SETTLED IN CY	1	15,749
2 FEDERAL EXCISE TAX REFUND	2	46,212
3 Total	3	61,961

**Line 5 - Decreases not included in Part III, Line 2**

1 GAIN ON CY SALES NOT SETTLED AT YEAR END	1	21,310
2 Total	2	21,310

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

**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 AS REQUIR	Compensation	Benefits	Expense Account
SUNTRUST BANK			P O BOX 1908	ORLANDO	FL	32802-1908	TRUSTEE			170.878	0	
1										170.878		

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

	Date	Amount
1 Credit from prior year return . . . . .	1	22,903
2 First quarter estimated tax payment . . . . .	2	5,561
3 Second quarter estimated tax payment . . . . .	3	5,561
4 Third quarter estimated tax payment . . . . .	4	5,561
5 Fourth quarter estimated tax payment . . . . .	5	5,560
6 Other payments . . . . .	6	
<b>7 Total . . . . .</b>	<b>7</b>	<b>45,146</b>