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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation: BETHEA S. OWEN IRR CHARITABLE TR

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

A Employer identification number: 27-6760592

B Telephone number (see instructions): (404) 813-4694

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 ▶ ☐

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)* ▶ $ 297,891

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

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))*

	Line	Description	(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	7,182	6,978		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	20,347			
	b	Gross sales price for all assets on line 6a 109,250				
	7	Capital gain net income (from Part IV, line 2)		20,347		
	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	27,529	27,325	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	633	317		316
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	999	114		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	4,132	431	0	2,816
	25	Contributions, gifts, grants paid	4,820			4,820
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,952	431	0	7,636
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	18,577			
	b	**Net investment income** (if negative, enter -0-)		26,894		
	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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		170	170
	2	Savings and temporary cash investments	13,441	18,943	18,943
	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)	242,586	255,416	278,778
	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)	256,027	274,529	297,891
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	256,027	274,529	
	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)	256,027	274,529	
	31	**Total liabilities and net assets/fund balances** (see instructions)	256,027	274,529	

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	256,027
2	Enter amount from Part I, line 27a	2	18,577
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	274,604
5	Decreases not included in line 2 (itemize) ▶ ROC ADJUSTMENT	5	75
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	274,529

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	20,347
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))
2013			0 000000
2012			0 000000
2011			0 000000
2010			0 000000
2009			0 000000

2	Total of line 1, column (d)	2	0 000000
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 000000
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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	538
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	538
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	538
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 513		
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	513
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	25
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUNTRUST BANK Telephone no. ▶ (404) 813-4694

Located at ▶ P.O BOX 1908 ORLANDO FL 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

		Line	Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☒ Yes ☐ No			
	If "Yes," list the years ▶ 20 13 , 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 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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 (No)

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. P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	633	NONE	NONE

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	289,333
b	Average of monthly cash balances	1b	13,822
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	303,155
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	303,155
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	4,547
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	298,608
6	**Minimum investment return.** Enter 5% of line 5	6	14,930

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	14,930
2a	Tax on investment income for 2014 from Part VI, line 5	2a	538		
b	Income tax for 2014 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	538
3	Distributable amount before adjustments Subtract line 2c from line 1			3	14,392
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	14,392
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	14,392

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	7,636
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	7,636
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	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	7,636

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 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7				14,392
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			13,314	
b	Total for prior years: 20 10 , 20 11 , 20 12		258		
3	Excess distributions carryover, if any, to 2014.				
a	From 2009				
b	From 2010				
c	From 2011				
d	From 2012				
e	From 2013				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 7,636				
a	Applied to 2013, but not more than line 2a			7,636	
b	Applied to undistributed income of prior years (Election required—see instructions)		258		
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2014 distributable amount				
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2014. *(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	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2013. Subtract line 4a from line 2a Taxable amount—see instructions			5,678	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				14,392
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2010				
b	Excess from 2011				
c	Excess from 2012				
d	Excess from 2013				
e	Excess from 2014				

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 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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**	4,820
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	7,182	
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	20,347	
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		27,529	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 27,529

(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

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?

			Yes	No
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

Barbara alford | 4/14/2015 | TRUSTEE

Signature of officer or trustee | Date | Title

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		4/14/2015		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	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
FIRST UNITARIAN CHURCH OF LYNCHBURG, VIRGINIA	818 COURT STREET	LYNCHBURG	VA	24504		NONE	PC	GENERAL CHARITABLE PURPOSE	482
ACADEMY OF FINE ARTS	600 MAIN STREET	LYNCHBURG	VA	24504		NONE	PC	GENERAL CHARITABLE PURPOSE	1,446
MARY BETHUNE ACADEMY	2249 HALIFAX STREET	LYNCHBURG	VA	24501		NONE	PC	GENERAL CHARITABLE PURPOSE	482
VIRGINIA MUSEUM OF FINE ARTS FDN	200 NORTH BLVD.	RICHMOND	VA	23220		NONE	PC	GENERAL CHARITABLE PURPOSE	2,410

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

	Amount
Long Term CG Distributions	8,918
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	109,250	88,903	20,347
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	FEDERATED STRATEGIC VAL	314172560			8/26/2014		10/27/2014	345	349				0	-4
2	X	ABSOLUTE STRATEGIES FUN	34984T600			11/24/2008		3/24/2014	624	514				0	110
3	X	ABSOLUTE STRATEGIES FUN	34984T600			2/2/2009		3/24/2014	116	92				0	24
4	X	ABSOLUTE STRATEGIES FUN	34984T600			10/26/2009		3/24/2014	324	308				0	16
5	X	ABSOLUTE STRATEGIES FUN	34984T600			1/19/2010		3/24/2014	42	40				0	2
6	X	ABSOLUTE STRATEGIES FUN	34984T600			8/17/2010		3/24/2014	6,143	5,953				0	190
7	X	ABSOLUTE STRATEGIES FUN	34984T600			2/6/2012		3/24/2014	385	384				0	1
8	X	ABSOLUTE STRATEGIES FUN	34984T600			8/6/2012		3/24/2014	4,711	4,810				0	-99
9	X	ABSOLUTE STRATEGIES FUN	34984T600			3/11/2013		3/24/2014	1,168	1,185				0	-17
10	X	ABSOLUTE STRATEGIES FUN	34984T600			7/29/2013		3/24/2014	484	493				0	-9
11	X	MANNING & NAPIER WORLD (	563821545			8/17/2010		8/26/2014	2,141	1,802				0	339
12	X	MANNING & NAPIER WORLD (	563821545			11/19/2012		8/26/2014	743	595				0	148
13	X	OPPENHEIMER DEVELOPING	683974505			10/25/2010		3/24/2014	465	451				0	14
14	X	OPPENHEIMER DEVELOPING	683974505			2/22/2011		3/24/2014	664	630				0	34
15	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		3/24/2014	323	301				0	22
16	X	CAMBIAR SMALL CAP-INS	0075W0593			3/11/2013		8/26/2014	2,672	2,360				0	312
17	X	BRANDES INTL S/C EQUITY-I	105262737			3/24/2014		5/9/2014	406	392				0	14
18	X	DOUBLELINE TOTAL RET BD-	258620103			11/19/2012		5/9/2014	626	650				0	-24
19	X	DOUBLELINE TOTAL RET BD-	258620103			11/19/2012		10/27/2014	529	546				0	-17
20	X	EATON VANCE ATLANTA CAP	277902698			3/11/2013		3/24/2014	65	55				0	10
21	X	EATON VANCE ATLANTA CAP	277902698			8/26/2014		10/27/2014	172	175				0	-3
22	X	EATON VANCE FLOATING RA	277911491			7/29/2013		5/9/2014	238	239				0	-1
23	X	EATON VANCE FLOATING RA	277911491			7/29/2013		10/27/2014	41	42				0	-1
24	X	ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		3/24/2014	313	310				0	3
25	X	ABERDEEN-EQY LONG SHOR	003020336			7/29/2013		3/24/2014	64	65				0	-1
26	X	EATON VANCE FLOATING RA	277911491			3/24/2014		10/27/2014	138	141				0	-3
27	X	FEDERATED STRATEGIC VAL	314172560			10/7/2013		3/24/2014	135	129				0	6
28	X	FEDERATED STRATEGIC VAL	314172560			10/7/2013		5/9/2014	311	278				0	33
29	X	FEDERATED STRATEGIC VAL	314172560			10/25/2010		5/9/2014	1,223	868				0	355
30	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		5/9/2014	1,461	1,282				0	179
31	X	OPPENHEIMER DEVELOPING	683974505			11/19/2012		8/26/2014	6,429	5,197				0	1,232
32	X	PIMCO INVESTMENT GRD CO	722005816			7/29/2013		5/9/2014	318	315				0	3
33	X	PIMCO INVESTMENT GRD CO	722005816			8/26/2014		10/27/2014	204	205				0	-1
34	X	PIMCO EMERGING LOCAL BO	72201F516			3/11/2013		5/9/2014	315	355				0	-40
35	X	PIMCO EMERGING LOCAL BO	72201F516			8/6/2012		5/9/2014	224	250				0	-26
36	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		5/9/2014	266	265				0	1
37	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			8/26/2014		10/27/2014	158	160				0	-2
38	X	OSTERWEIS STRATEGIC INC	742935489			3/24/2014		5/9/2014	173	172				0	1
39	X	OSTERWEIS STRATEGIC INC	742935489			7/29/2013		5/9/2014	127	126				0	1
40	X	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013		5/9/2014	364	363				0	1
41	X	ISHARES BARCLAYS 3-7 YEA	464288661			8/26/2014		10/27/2014	369	365				0	4
42	X	JOHN HANCOCK III DISCPLN \	47803U640			3/24/2014		5/9/2014	599	602				0	-3
43	X	JOHN HANCOCK III DISCPLN \	47803U640			8/26/2014		10/27/2014	471	483				0	-12
44	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		5/9/2014	383	333				0	50
45	X	JPMORGAN U S EQUITY FUN	4812A1142			8/26/2014		10/27/2014	422	431				0	-9
46	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		5/9/2014	283	287				0	-4
47	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		10/27/2014	5,408	5,418				0	-10
48	X	WESTERN ASSET MTG BKD S	52469F333			10/7/2013		10/27/2014	115	114				0	1
49	X	WESTERN ASSET MTG BKD S	52469F333			3/24/2014		10/27/2014	307	300				0	7
50	X	WESTERN ASSET MTG BKD S	52469F333			8/26/2014		10/27/2014	353	351				0	2
51	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		5/9/2014	1,543	1,433				0	110
52	X	MAINSTAY ICAP INTERNATIO	56063J716			10/7/2013		8/26/2014	3,077	2,874				0	203
53	X	MANNING & NAPIER WORLD (	563821545			3/24/2014		5/9/2014	848	820				0	28
54	X	MANNING & NAPIER WORLD (	563821545			10/26/2009		5/9/2014	1,858	1,608				0	250
55	X	MANNING & NAPIER WORLD (	563821545			10/26/2009		8/26/2014	8,096	7,052				0	1,044
56	X	ABERDEEN-EQY LONG SHOR	003020336			10/7/2013		3/24/2014	161	163				0	-2
57	X	ABERDEEN-EQY LONG SHOR	003020336			10/25/2010		3/24/2014	2,018	1,929				0	89
58	X	ABERDEEN-EQY LONG SHOR	003020336			10/25/2010		5/9/2014	256	242				0	14
59	X	ABERDEEN-EQY LONG SHOR	003020336			10/25/2010		8/26/2014	2,979	2,743				0	236
60	X	ABERDEEN-EQY LONG SHOR	003020336			8/6/2012		8/26/2014	2,948	2,682				0	266
61	X	CAMBIAR SMALL CAP-INS	0075W0593			3/24/2014		8/26/2014	153	152				0	1
62	X	RIDGEWORTH LARGECAP VA	76628R672			3/24/2014		5/9/2014	550	535				0	15
63	X	RIDGEWORTH LARGECAP VA	76628R672			10/20/2008		8/26/2014	2,881	1,501				0	1,380
64	X	RIDGEWORTH LARGECAP VA	76628R672			11/24/2008		8/26/2014	6,085	2,821				0	3,264
65	X	RIDGEWORTH LARGECAP VA	76628R672			3/24/2014		8/26/2014	170	156				0	14
66	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		3/24/2014	327	229				0	98
67	X	T ROWE PRICE DIVERS S/C G	779917103			5/9/2014		8/26/2014	232	213				0	19
68	X	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		8/26/2014	2,957	2,003				0	954
69	X	T ROWE PRICE REAL ESTATE	779919109			3/24/2014		5/9/2014	528	504				0	24

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	8,918	Capital Gains/Losses	109,250	88,903	20,347
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
70	X	T ROWE PRICE REAL ESTATE	779919109			3/24/2014		8/26/2014	5,975	5,479				0	496
71	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		3/24/2014	2,538	2,099				0	439
72	X	WASATCH LONG/SHORT FUN	936793769			8/6/2012		5/9/2014	688	562				0	126
73	X	WFA ABSOLUTE RETURN FUN	94987W737			3/24/2014		5/9/2014	401	389				0	12
74	X	ABSOLUTE STRATEGIES FUN	34984T600			10/7/2013		3/24/2014	344	346				0	-2
75	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		5/9/2014	534	605				0	-71
76	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		10/27/2014	3,979	4,809				0	-830
77	X	GOLDMAN SACHS LOC EMG I	38145N303			7/29/2013		10/27/2014	666	722				0	-56
78	X	GOLDMAN SACHS LOC EMG I	38145N303			10/7/2013		10/27/2014	136	147				0	-11
79	X	GOLDMAN SACHS LOC EMG I	38145N303			3/24/2014		10/27/2014	604	613				0	-9
80	X	GOLDMAN SACHS LOC EMG I	38145N303			8/26/2014		10/27/2014	457	483				0	-26
81	X	T ROWE PRICE INST L/C GRV	45775L408			3/24/2014		8/26/2014	58	55				0	3
82	X	T ROWE PRICE INST L/C GRV	45775L408			5/9/2014		8/26/2014	1,122	1,018				0	104
83	X	T ROWE PRICE INST L/C GRV	45775L408			8/17/2010		8/26/2014	91	43				0	48
84	X	T ROWE PRICE INST L/C GRV	45775L408			8/17/2010		10/27/2014	712	342				0	370

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
1	TAX PREP FEES	2,500			2,500

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

		999	114	0	0
	Descnption	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Chantable Purposes
1	FOREIGN TAX WITHHOLDING	114	114		
2	PY EXCISE TAX DUE	295			
3	ESTIMATED EXCISE PAYMENTS	513			
4	TAX PENALTY	77			

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

			242,586	255,416	278,778
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	278,778
2	ADVISORS CAMBIAR SMALL CAP-I		0	2,756	0
3	DOUBLELINE TOTAL RETURN BD-I		0	15,134	0
4	EATON VANCE ATLANTA CAP SMID-CAP-I		0	8,512	0
5	EATON VANCE FLTG-RT-I		0	7,566	0
6	FEDERATED STRATEGIC VALUE-I		0	10,763	0
7	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	8,835	0
8	ISHARES CORE MSCI EUROPE		0	9,638	0
9	ISHARES CORE MSCI PACIFIC ETF		0	9,470	0
10	JOHN HANCOCK III DISCIPLINED VALUE-I		0	28,960	0
11	JPMORGAN TR I US EQUITY-I		0	18,084	0
12	MAINSTAY ICAP INTL-I		0	14,845	0
13	MANNING & NAPIER WORLD OPPTYS-A		0	21,865	0
14	OPPENHEIMER DEVELOPING MKTS INST		0	7,100	0
15	OSTERWEIS STRATEGIC INCOME-I		0	13,427	0
16	PIMCO 1-5 YR US TIPS INDEX ETF		0	5,993	0
17	PIMCO EMERGING LOCAL BD-I		0	6,727	0
18	PIMCO INVT GRADE CORP BD-I		0	5,557	0
19	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	2,100	0
20	T ROWE PRICE INSTL LARGE-CAP GRWT		0	14,850	0
21	VAN ECK EMERGING MARKETS-I		0	6,284	0
22	VANGUARD MTG BACKED SECS INDEX-S		0	5,936	0
23	WASATCH LONG/SHORT-I		0	18,874	0
24	WFA ABSOLUTE RETURN FUND-INS		0	5,929	0
25	BRANDES INTL S/C EQUITY-I		0	6,211	0

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

	Amount
Long Term CG Distributions	8,918
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	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
						100,332	0	0	88,903	11,429	0	0	0	11,429
1	FEDERATED STRATEGIC VAL DIV IS	314172560		8/26/2014	10/27/2014	345		0	349	-4	0	0	0	-4
2	ABSOLUTE STRATEGIES FUND I	34984T600		11/24/2008	3/24/2014	624		0	514	110	0	0	0	110
3	ABSOLUTE STRATEGIES FUND I	34984T600		2/2/2009	3/24/2014	116		0	92	24	0	0	0	24
4	ABSOLUTE STRATEGIES FUND I	34984T600		10/26/2009	3/24/2014	324		0	308	16	0	0	0	16
5	ABSOLUTE STRATEGIES FUND I	34984T600		1/19/2010	3/24/2014	42		0	40	2	0	0	0	2
6	ABSOLUTE STRATEGIES FUND I	34984T600		8/17/2010	3/24/2014	6,143		0	5,953	190	0	0	0	190
7	ABSOLUTE STRATEGIES FUND I	34984T600		2/6/2012	3/24/2014	385		0	384	1	0	0	0	1
8	ABSOLUTE STRATEGIES FUND I	34984T600		8/6/2012	3/24/2014	4,711		0	4,810	-99	0	0	0	-99
9	ABSOLUTE STRATEGIES FUND I	34984T600		3/11/2013	3/24/2014	1,168		0	1,185	-17	0	0	0	-17
10	ABSOLUTE STRATEGIES FUND I	34984T600		7/29/2013	3/24/2014	484		0	493	-9	0	0	0	-9
11	MANNING & NAPIER WORLD OPPOR	563821545		8/17/2010	8/26/2014	2,141		0	1,802	339	0	0	0	339
12	MANNING & NAPIER WORLD OPPOR	563821545		11/19/2012	8/26/2014	743		0	595	148	0	0	0	148
13	OPPENHEIMER DEVELOPING MKT-Y	683974505		10/25/2010	3/24/2014	465		0	451	14	0	0	0	14
14	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/22/2011	3/24/2014	664		0	630	34	0	0	0	34
15	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	3/24/2014	323		0	301	22	0	0	0	22
16	CAMBIAR SMALL CAP-INS	0075W0593		3/11/2013	8/26/2014	2,672		0	2,360	312	0	0	0	312
17	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	5/9/2014	406		0	392	14	0	0	0	14
18	DOUBLELINE TOTAL RET BD-I	258620103		11/19/2012	5/9/2014	626		0	650	-24	0	0	0	-24
19	DOUBLELINE TOTAL RET BD-I	258620103		11/19/2012	10/27/2014	529		0	546	-17	0	0	0	-17
20	EATON VANCE ATLANTA CAPITAL SMID	277902698		3/11/2013	3/24/2014	65		0	55	10	0	0	0	10
21	EATON VANCE ATLANTA CAPITAL SMID	277902698		8/26/2014	10/27/2014	172		0	175	-3	0	0	0	-3
22	EATON VANCE FLOATING RATE-I	277911491		7/29/2013	5/9/2014	238		0	239	-1	0	0	0	-1
23	EATON VANCE FLOATING RATE-I	277911491		7/29/2013	10/27/2014	41		0	42	-1	0	0	0	-1
24	ABERDEEN-EQY LONG SHORT-IN	003020336		3/11/2013	3/24/2014	313		0	310	3	0	0	0	3
25	ABERDEEN-EQY LONG SHORT-IN	003020336		7/29/2013	3/24/2014	64		0	65	-1	0	0	0	-1
26	EATON VANCE FLOATING RATE-I	277911491		3/24/2014	10/27/2014	138		0	141	-3	0	0	0	-3
27	FEDERATED STRATEGIC VAL DIV IS	314172560		10/7/2013	3/24/2014	135		0	129	6	0	0	0	6
28	FEDERATED STRATEGIC VAL DIV IS	314172560		10/7/2013	5/9/2014	311		0	278	33	0	0	0	33
29	FEDERATED STRATEGIC VAL DIV IS	314172560		10/25/2010	5/9/2014	1,223		0	868	355	0	0	0	355
30	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	5/9/2014	1,461		0	1,282	179	0	0	0	179
31	OPPENHEIMER DEVELOPING MKT-Y	683974505		11/19/2012	8/26/2014	6,429		0	5,197	1,232	0	0	0	1,232
32	PIMCO INVESTMENT GRD CORP-IN	722005816		7/29/2013	5/9/2014	318		0	315	3	0	0	0	3
33	PIMCO INVESTMENT GRD CORP-IN	722005816		8/26/2014	10/27/2014	204		0	205	-1	0	0	0	-1
34	PIMCO EMERGING LOCAL BOND INST	72201F516		3/11/2013	5/9/2014	315		0	355	-40	0	0	0	-40
35	PIMCO EMERGING LOCAL BOND INST	72201F516		8/6/2012	5/9/2014	224		0	250	-26	0	0	0	-26
36	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	5/9/2014	266		0	265	1	0	0	0	1
37	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		8/26/2014	10/27/2014	158		0	160	-2	0	0	0	-2
38	OSTERWEIS STRATEGIC INC FD I	742935489		3/24/2014	5/9/2014	173		0	172	1	0	0	0	1
39	OSTERWEIS STRATEGIC INC FD I	742935489		7/29/2013	5/9/2014	127		0	126	1	0	0	0	1
40	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	5/9/2014	364		0	363	1	0	0	0	1
41	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		8/26/2014	10/27/2014	369		0	365	4	0	0	0	4
42	JOHN HANCOCK III DISCPLN V-I	47803U640		3/24/2014	5/9/2014	599		0	602	-3	0	0	0	-3
43	JOHN HANCOCK III DISCPLN V-I	47803U640		8/26/2014	10/27/2014	471		0	483	-12	0	0	0	-12
44	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	5/9/2014	383		0	333	50	0	0	0	50
45	JPMORGAN U S EQUITY FUND-INST	4812A1142		8/26/2014	10/27/2014	422		0	431	-9	0	0	0	-9
46	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	5/9/2014	283		0	287	-4	0	0	0	-4
47	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	10/27/2014	5,408		0	5,418	-10	0	0	0	-10
48	WESTERN ASSET MTG BKD SEC-I	52469F333		10/7/2013	10/27/2014	115		0	114	1	0	0	0	1
49	WESTERN ASSET MTG BKD SEC-I	52469F333		3/24/2014	10/27/2014	307		0	300	7	0	0	0	7
50	WESTERN ASSET MTG BKD SEC-I	52469F333		8/26/2014	10/27/2014	353		0	351	2	0	0	0	2
51	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	5/9/2014	1,543		0	1,433	110	0	0	0	110
52	MAINSTAY ICAP INTERNATIONAL I	56063J716		10/7/2013	8/26/2014	3,077		0	2,874	203	0	0	0	203
53	MANNING & NAPIER WORLD OPPOR	563821545		3/24/2014	5/9/2014	848		0	820	28	0	0	0	28
54	MANNING & NAPIER WORLD OPPOR	563821545		10/26/2009	5/9/2014	1,858		0	1,608	250	0	0	0	250
55	MANNING & NAPIER WORLD OPPOR	563821545		10/26/2009	8/26/2014	8,096		0	7,052	1,044	0	0	0	1,044
56	ABERDEEN-EQY LONG SHORT-IN	003020336		10/7/2013	3/24/2014	161		0	163	-2	0	0	0	-2
57	ABERDEEN-EQY LONG SHORT-IN	003020336		10/25/2010	3/24/2014	2,018		0	1,929	89	0	0	0	89
58	ABERDEEN-EQY LONG SHORT-IN	003020336		10/25/2010	5/9/2014	256		0	242	14	0	0	0	14
59	ABERDEEN-EQY LONG SHORT-IN	003020336		10/25/2010	8/26/2014	2,979		0	2,743	236	0	0	0	236
60	ABERDEEN-EQY LONG SHORT-IN	003020336		8/6/2012	8/26/2014	2,948		0	2,682	266	0	0	0	266
61	CAMBIAR SMALL CAP-INS	0075W0593		3/24/2014	8/26/2014	153		0	152	1	0	0	0	1
62	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		3/24/2014	5/9/2014	550		0	535	15	0	0	0	15
63	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		10/20/2008	8/26/2014	2,881		0	1,501	1,380	0	0	0	1,380
64	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		11/24/2008	8/26/2014	6,085		0	2,821	3,264	0	0	0	3,264
65	RIDGEWORTH LARGECAP VALUE EQTY	76628R672		3/24/2014	8/26/2014	170		0	156	14	0	0	0	14
66	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	3/24/2014	327		0	229	98	0	0	0	98
67	T ROWE PRICE DIVERS S/C GRTH	779917103		5/9/2014	8/26/2014	232		0	213	19	0	0	0	19
68	T ROWE PRICE DIVERS S/C GRTH	779917103		9/4/2012	8/26/2014	2,957		0	2,003	954	0	0	0	954
69	T ROWE PRICE REAL ESTATE FUND	779919109		3/24/2014	5/9/2014	528		0	504	24	0	0	0	24
70	T ROWE PRICE REAL ESTATE FUND	779919109		3/24/2014	8/26/2014	5,975		0	5,479	496	0	0	0	496
71	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	3/24/2014	2,538		0	2,099	439	0	0	0	439
72	WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	5/9/2014	688		0	562	126	0	0	0	126
73	WFA ABSOLUTE RETURN FUND-INS	94987W737		3/24/2014	5/9/2014	401		0	389	12	0	0	0	12
74	ABSOLUTE STRATEGIES FUND I	34984T600		10/7/2013	3/24/2014	344		0	346	-2	0	0	0	-2
75	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	5/9/2014	534		0	605	-71	0	0	0	-71
76	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	10/27/2014	3,979		0	4,809	-830	0	0	0	-830
77	GOLDMAN SACHS LOC EMG MK-I	38145N303		7/29/2013	10/27/2014	666		0	722	-56	0	0	0	-56
78	GOLDMAN SACHS LOC EMG MK-I	38145N303		10/7/2013	10/27/2014	136		0	147	-11	0	0	0	-11
79	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/24/2014	10/27/2014	604		0	613	-9	0	0	0	-9
80	GOLDMAN SACHS LOC EMG MK-I	38145N303		8/26/2014	10/27/2014	457		0	483	-26	0	0	0	-26
81	T ROWE PRICE INST L/C GRWTH	45775L408		3/24/2014	8/26/2014	58		0	55	3	0	0	0	3
82	T ROWE PRICE INST L/C GRWTH	45775L408		5/9/2014	8/26/2014	1,122		0	1,018	104	0	0	0	104
83	T ROWE PRICE INST L/C GRWTH	45775L408		8/17/2010	8/26/2014	91		0	43	48	0	0	0	48
84	T ROWE PRICE INST L/C GRWTH	45775L408		8/17/2010	10/27/2014	712		0	342	370	0	0	0	370

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
										633	0	0
1	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	633	NONE	NONE

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	5/13/2014	2	128
3	Second quarter estimated tax payment	6/11/2014	3	129
4	Third quarter estimated tax payment	9/9/2014	4	128
5	Fourth quarter estimated tax payment	12/11/2014	5	128
6	Other payments		6	
7	Total		7	513

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2013 that remained undistributed at the beginning of the 2014 tax year	1	13,314
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	13,314

Part XIII, Line 2b, Column B (990-PF) - Undistributed Income for Prior Years

1	Undistributed income for the 3rd year 2012	1	258
2	Undistributed income for the 4th year 2011	2	
3	Undistributed income for the 5th year 2010	3	
4	Total	4	258