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: SUNTRUST BANK CHARITABLE-IRR TR	**A** Employer identification number: 54-6054608
Number and street (or P O box number if mail is not delivered to street address): P O BOX 1908 — Room/suite:	**B** Telephone number (see instructions): (804) 782-7061
City or town: ORLANDO — State: FL — ZIP code: 32802-1908	**C** If exemption application is pending, check here ▶ ☐
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	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 10,936,235 — **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	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	168,495	160,989		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	975,185			
	b	Gross sales price for all assets on line 6a 4,960,418				
	7	Capital gain net income (from Part IV, line 2)		975,185		
	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)	920,340	920,340		
	12	**Total.** Add lines 1 through 11	2,064,020	2,056,514	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	61,767	30,884		30,883
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,000			1,000
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	17,755	2,757		
	19	Depreciation (attach schedule) and depletion	134,978	134,978		
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	219,020	219,020		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	434,520	387,639	0	31,883
	25	Contributions, gifts, grants paid	1,000,000			1,000,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,434,520	387,639	0	1,031,883
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	629,500			
	b	**Net investment income** (if negative, enter -0-)		1,668,875		
	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		4,116	4,116
	2	Savings and temporary cash investments	1,442,091	1,320,066	1,320,066
	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)	6,245,000	7,100,469	9,612,053
	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)	7,687,091	8,424,651	10,936,235
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	7,687,091	8,424,651	
	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)	7,687,091	8,424,651	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,687,091	8,424,651	

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	7,687,091
2	Enter amount from Part I, line 27a	2	629,500
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	135,081
4	Add lines 1, 2, and 3	4	8,451,672
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	27,021
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,424,651

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	975,185
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	1,548,676	11,539,311	0 134209
2012	1,102,397	11,868,375	0 092885
2011	144,930	10,748,939	0 013483
2010	2,281,268	8,846,030	0 257886
2009	124,657	9,941,726	0 012539

2	**Total** of line 1, column (d)	2	0 511002
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 102200
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,118,207
5	Multiply line 4 by line 3	5	1,136,281
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,689
7	Add lines 5 and 6	7	1,152,970
8	Enter qualifying distributions from Part XII, line 4	8	1,031,883

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	33,378	
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	33,378	
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	33,378	
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 13,057			
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	13,057	
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	20,321	
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)*

			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 ▶ (804) 782-7061			
	Located at ▶ SHIRLEY SWARTWOUT RICHMOND VA ZIP+4 ▶ 23219			
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 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.			**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____, 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** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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 919 EAST MAIN STREET RICHMOND, VA 23219	TRUSTEE AS REQ'D	61,767		

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	9,914,573
b	Average of monthly cash balances	1b	1,372,947
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	11,287,520
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	11,287,520
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	169,313
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,118,207
6	**Minimum investment return.** Enter 5% of line 5	6	555,910

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	555,910
2a	Tax on investment income for 2014 from Part VI, line 5	2a	33,378		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	33,378
3	Distributable amount before adjustments Subtract line 2c from line 1			3	522,532
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	522,532
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	522,532

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,031,883
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	1,031,883
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	1,031,883

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				522,532
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			0	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2014				
a	From 2009				
b	From 2010 1,314,395				
c	From 2011				
d	From 2012 531,210				
e	From 2013 997,824				
f	**Total** of lines 3a through e	2,843,429			
4	Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,031,883				
a	Applied to 2013, 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 2014 distributable amount				522,532
e	Remaining amount distributed out of corpus	509,351			
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	3,352,780			
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			0	
f	Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
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	3,352,780			
10	Analysis of line 9				
a	Excess from 2010 1,314,395				
b	Excess from 2011				
c	Excess from 2012 531,210				
d	Excess from 2013 997,824				
e	Excess from 2014 509,351				

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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

CHERYL HECHLER C/O SUNTRUST BANK 919 E MAIN ST RICHMOND, VA 23219

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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**	1,000,000
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

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

Recipient(s) paid during the year

Name
OPERATION HOPE FOUNDATION

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
FOR HOPE INSIDE PLUS INITIATIVE	600,000

Name
ORLANDO HEALTH FOUNDATION

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
ENDOWMENT DISTRIBUTION	250,000

Name
FSU SCHOOL OF BUSINESS

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
ENDOWMENT DISTRIBUTION	150,000

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Part 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	168,495	
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	975,185	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a BUCKHORN PARTNERSHIP I			01	920,340	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,064,020	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,064,020

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Barbara Alfred | 4/30/2015 | 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		4/30/2015		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	

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	92,839		Capital Gains/Losses	4,960,418	3,985,233	975,185
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	BLACKSTONE ALT MULTI-STR	09257V201			6/16/2014		8/19/2014	146,710	145,690				0	1,020
2	X	BRANDES INTL S/C EQUITY-I	105262737			3/24/2014		8/19/2014	2,679	2,538				0	141
3	X	DOUBLELINE TOTAL RET BD-I	258620103			8/6/2012		10/27/2014	10,238	10,389				0	-151
4	X	EATON VANCE ATLANTA CAP	277902698			7/29/2013		3/24/2014	3,692	3,390				0	302
5	X	EATON VANCE ATLANTA CAP	277902698			7/29/2013		8/19/2014	69,209	61,880				0	7,329
6	X	EATON VANCE ATLANTA CAP	277902698			7/29/2013		10/27/2014	4,986	4,478				0	508
7	X	EATON VANCE FLOATING RA	277911491			3/11/2013		10/27/2014	3,084	3,144				0	-60
8	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		3/24/2014	111	90				0	21
9	X	FEDERATED STRATEGIC VAL	314172560			7/18/2011		8/19/2014	232,017	175,491				0	56,526
10	X	FEDERATED STRATEGIC VAL	314172560			2/6/2012		8/19/2014	101,791	76,992				0	24,799
11	X	FEDERATED STRATEGIC VAL	314172560			11/19/2012		8/19/2014	34,916	26,410				0	8,506
12	X	ABERDEEN-EQY LONG SHOR	003020336			10/18/2011		8/19/2014	124,824	112,209				0	12,615
13	X	ABERDEEN-EQY LONG SHOR	003020336			2/6/2012		8/19/2014	2,854	2,566				0	288
14	X	ABERDEEN-EQY LONG SHOR	003020336			8/6/2012		8/19/2014	2,897	2,604				0	293
15	X	ABERDEEN-EQY LONG SHOR	003020336			3/11/2013		8/19/2014	4,270	4,102				0	168
16	X	ABERDEEN-EQY LONG SHOR	003020336			7/29/2013		8/19/2014	508	503				0	5
17	X	ABERDEEN-EQY LONG SHOR	003020336			10/7/2013		8/19/2014	3,462	3,395				0	67
18	X	ABERDEEN-EQY LONG SHOR	003020336			3/24/2014		8/19/2014	8,393	8,130				0	263
19	X	FEDERATED STRATEGIC VAL	314172560			10/7/2013		8/19/2014	13,138	9,937				0	3,201
20	X	ABSOLUTE STRATEGIES FUN	34984T600			10/18/2011		3/24/2014	195,702	197,529				0	-1,827
21	X	ABSOLUTE STRATEGIES FUN	34984T600			10/18/2011		6/16/2014	29,330	29,232				0	98
22	X	ABSOLUTE STRATEGIES FUN	34984T600			2/6/2012		6/16/2014	15,295	15,243				0	52
23	X	ABSOLUTE STRATEGIES FUN	34984T600			8/6/2012		6/16/2014	54,435	54,252				0	183
24	X	ABSOLUTE STRATEGIES FUN	34984T600			3/11/2013		6/16/2014	26,008	25,921				0	87
25	X	ABSOLUTE STRATEGIES FUN	34984T600			7/29/2013		6/16/2014	10,297	10,263				0	34
26	X	ABSOLUTE STRATEGIES FUN	34984T600			10/7/2013		6/16/2014	10,321	10,286				0	35
27	X	WFA ABSOLUTE RETURN FUN	94987W737			3/24/2014		8/19/2014	426	410				0	16
28	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		8/19/2014	70,341	70,736				0	-395
29	X	WESTERN ASSET MTG BKD S	52469F333			7/29/2013		10/27/2014	130,304	130,322				0	-18
30	X	WESTERN ASSET MTG BKD S	52469F333			10/7/2013		10/27/2014	5,329	5,330				0	-1
31	X	WESTERN ASSET MTG BKD S	52469F333			3/24/2014		10/27/2014	12,806	12,808				0	-2
32	X	MANNING & NAPIER WORLD (	563821545			7/18/2011		8/19/2014	66,236	56,812				0	9,424
33	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		3/24/2014	37,912	34,989				0	2,923
34	X	OPPENHEIMER DEVELOPING	683974505			2/6/2012		8/19/2014	107,482	86,200				0	21,282
35	X	PIMCO INVESTMENT GRD CO	722005816			5/26/2011		8/19/2014	63,564	62,120				0	1,444
36	X	PIMCO INVESTMENT GRD CO	722005816			7/18/2011		8/19/2014	6,254	6,112				0	142
37	X	PIMCO INVESTMENT GRD CO	722005816			2/6/2012		8/19/2014	11,069	10,818				0	251
38	X	PIMCO INVESTMENT GRD CO	722005816			3/11/2013		8/19/2014	30,116	29,432				0	684
39	X	PIMCO INVESTMENT GRD CO	722005816			10/7/2013		8/19/2014	5,549	5,402				0	147
40	X	PIMCO INVESTMENT GRD CO	722005816			3/24/2014		8/19/2014	17,119	16,531				0	588
41	X	PIMCO EMERGING LOCAL BO	72201F516			8/6/2012		8/19/2014	2,777	3,009				0	-232
42	X	PIMCO INVESTMENT GRD CO	722005816			1/26/2011		8/19/2014	161,500	157,832				0	3,668
43	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		8/19/2014	1,348	1,487				0	-139
44	X	GOLDMAN SACHS LOC EMG I	38145N303			3/11/2013		10/27/2014	104,527	122,196				0	-17,669
45	X	GOLDMAN SACHS LOC EMG I	38145N303			7/29/2013		10/27/2014	15,269	17,851				0	-2,582
46	X	GOLDMAN SACHS LOC EMG I	38145N303			10/7/2013		10/27/2014	4,006	4,683				0	-677
47	X	GOLDMAN SACHS LOC EMG I	38145N303			3/24/2014		10/27/2014	15,520	18,288				0	-2,768
48	X	T ROWE PRICE INST L/C GRV	45775L408			10/18/2011		3/24/2014	63,218	39,683				0	23,535
49	X	T ROWE PRICE INST L/C GRV	45775L408			10/18/2011		8/19/2014	245,259	148,255				0	97,004
50	X	T ROWE PRICE INST L/C GRV	45775L408			2/6/2012		8/19/2014	362,936	219,389				0	143,547
51	X	T ROWE PRICE INST L/C GRV	45775L408			3/11/2013		8/19/2014	122,903	74,293				0	48,610
52	X	ISHARES DJ SELECT DIVIDEN	464287168			8/19/2014		10/27/2014	14,841	14,805				0	36
53	X	ISHARES IBOXX INV GRD COF	464287242			8/19/2014		10/27/2014	4,310	4,301				0	9
54	X	ISHARES RUSSELL 1000 VALU	464287598			8/19/2014		10/27/2014	16,761	17,129				0	-368
55	X	ISHARES RUSSELL 1000 GRO	464287614			8/19/2014		10/27/2014	26,174	26,527				0	-353
56	X	ISHARES BARCLAYS 3-7 YEAR	464288661			7/29/2013		8/19/2014	67,839	67,282				0	557
57	X	ISHARES BARCLAYS 3-7 YEAR	464288661			7/29/2013		10/27/2014	7,491	7,382				0	109
58	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		3/24/2014	6,676	5,681				0	995
59	X	JOHN HANCOCK III DISCPLN V	47803U640			3/11/2013		8/19/2014	743,810	605,101				0	138,709
60	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		3/24/2014	141,005	122,949				0	18,056
61	X	JPMORGAN U S EQUITY FUN	4812A1142			3/11/2013		8/19/2014	296,115	242,059				0	54,056
62	X	JPMORGAN U S EQUITY FUN	4812A1142			7/29/2013		8/19/2014	43,807	35,810				0	7,997
63	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		8/19/2014	68,477	68,200				0	277
64	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		10/27/2014	2,259	2,280				0	-21
65	X	T ROWE PRICE DIVERS S/C G	779917103			7/29/2013		3/24/2014	3,238	2,788				0	450
66	X	T ROWE PRICE DIVERS S/C G	779917103			7/29/2013		10/27/2014	826	717				0	109
67	X	T ROWE PRICE REAL ESTATE	779919109			3/24/2014		8/19/2014	157,047	142,911				0	14,136
68	X	VANGUARD M/B SECUR INDX	92206C755			8/6/2012		8/20/2014	119,813	119,985				0	-172
69	X	VANGUARD M/B SECUR INDX	92206C755			3/11/2013		8/20/2014	76,153	75,428				0	725

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

	Amount
Long Term CG Distributions	92,839
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	4,960,418	3,985,233	975,185
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	VANGUARD M/B SECUR INDX	92206C755			7/29/2013		8/20/2014	79,686	77,599				0	2,087
71	X	VANGUARD M/B SECUR INDX	92206C755			10/7/2013		8/20/2014	2,523	2,478				0	45
72	X	VANGUARD M/B SECUR INDX	92206C755			3/24/2014		8/20/2014	12,363	12,169				0	194
73	X	BUCKHORN CO COMPANY 12				1/1/2000		12/31/2014	192,205						192,205
74	X	BUCKHORN CO COMPANY LT				1/1/2000		12/31/2014	9,223						9,223

Part I, Line 11 (990-PF) - Other Income

		920,340	920,340	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	BUCKHORN GAS ROYALTIES	899,855	899,855	
2	RENTAL INCOME - BUCKHORN K-1	20,485	20,485	

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,000	0	0	1,000
	Description				
1	TAX PREP FEES	1,000			1,000

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		17,755	2,757	0	0
1	FOREIGN TAX WITHHOLDING	2,757	2,757		
2	PY EXCISE TAX DUE	1,941			
3	ESTIMATED EXCISE TAX PAYMENTS	13,057			

Part I, Line 19 (990-PF) - Depreciation and Depletion

							134,978	134,978	0
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	PARTNERSHIP DEPLETION						134,978	134,978	

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		219,020	219,020	0	0
1	PORTFOLIO 2% - BUCKHORN K-1	218,136	218,136		
2	ROYALTY INC DEDUCTIONS	884	884		

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
			6,245,000	7,100,469	9,612,053
1				0	9,612,053
2	BRANDES INTL S/C EQUITY-I		0	149,858	0
3	ADVISORS CAMBIAR SMALL CAP-I		0	62,431	0
4	DOUBLELINE TOTAL RETURN BD-I		0	364,507	0
5	EATON VANCE ATLANTA CAP SMID-CAP-I		0	193,933	0
6	EATON VANCE FLTG-RT-I		0	182,952	0
7	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	212,132	0
8	ISHARES BARCLAYS MBS BD ETF		0	143,653	0
9	ISHARES CORE MSCI EUROPE		0	231,082	0
10	ISHARES CORE MSCI PACIFIC ETF		0	230,024	0
11	ISHARES TR DOW JONES SEL DIVD INDE		0	356,837	0
12	ISHARES IBOXX INVT GRADE CORP BD E		0	143,244	0
13	ISHARES TR RUSSELL 1000 GROWTH IND		0	1,051,114	0
14	ISHARES TR RUSSELL 1000 VALUE INDEX		0	1,057,925	0
15	MAINSTAY ICAP INTL-I		0	361,073	0
16	MANNING & NAPIER WORLD OPPTYS-A		0	562,071	0
17	OPPENHEIMER DEVELOPING MKTS INSTI		0	187,622	0
18	OSTERWEIS STRATEGIC INCOME-I		0	324,452	0
19	PIMCO 1-5 YR US TIPS INDEX ETF		0	144,620	0
20	PIMCO EMERGING LOCAL BD-I		0	164,444	0
21	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	62,325	0
22	VAN ECK EMERGING MARKETS-I		0	151,265	0
23	WASATCH LONG/SHORT-I		0	498,220	0
24	WFA ABSOLUTE RETURN FUND-INS		0	143,412	0
25	BUCKHORN COAL LP		0	121,273	

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

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

1	FEDERAL EXCISE TAX REFUND	1	104
2	BUCKHORN DEPRECIATION ADJUSTMENT	2	134,977
3	Total	3	135,081

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

1	BUCKHORN PARTNERSHIP ADJUSTMENT	1	22,765
2	PRIOR YEAR RETURN OF CAPITAL ADJUSTMENT	2	4,256
3	Total	3	27,021

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

	Amount
Long Term CG Distributions	92,839
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
						4,867,579	0	0	3,985,233	882,346	0	0	0	882,346
1	BLACKSTONE ALT MULTI-STRAT-I	09257V201		6/16/2014	8/19/2014	146,710		0	145 690	1,020	0	0	0	1,020
2	BRANDES INTL S/C EQUITY-I	105262737		3/24/2014	8/19/2014	2,679		0	2,538	141	0	0	0	141
3	DOUBLELINE TOTAL RET BD-I	258620103		8/6/2012	10/27/2014	10,238		0	10 389	-151	0	0	0	-151
4	EATON VANCE ATLANTA CAPITAL SMID	277902698		7/29/2013	3/24/2014	3,692		0	3,390	302	0	0	0	302
5	EATON VANCE ATLANTA CAPITAL SMID	277902698		7/29/2013	8/19/2014	69,209		0	61 880	7 329	0	0	0	7,329
6	EATON VANCE ATLANTA CAPITAL SMID	277902698		7/29/2013	10/27/2014	4,986		0	4 478	508	0	0	0	508
7	EATON VANCE FLOATING RATE-I	277911491		3/11/2013	10/27/2014	3,084		0	3,144	-60	0	0	0	-60
8	FEDERATED STRATEGIC VAL DIV IS	314172560		7/18/2011	3/24/2014	111		0	90	21	0	0	0	21
9	FEDERATED STRATEGIC VAL DIV IS	314172560		7/18/2011	8/19/2014	232,017		0	175 491	56 526	0	0	0	56 526
10	FEDERATED STRATEGIC VAL DIV IS	314172560		2/6/2012	8/19/2014	101 791		0	76 992	24,799	0	0	0	24,799
11	FEDERATED STRATEGIC VAL DIV IS	314172560		11/19/2012	8/19/2014	34 916		0	26,410	8,506	0	0	0	8 506
12	ABERDEEN-EQY LONG SHORT-IN	003020336		10/18/2011	8/19/2014	124 824		0	112,209	12,615	0	0	0	12 615
13	ABERDEEN-EQY LONG SHORT-IN	003020336		2/6/2012	8/19/2014	2 854		0	2,566	288	0	0	0	288
14	ABERDEEN-EQY LONG SHORT-IN	003020336		8/6/2012	8/19/2014	2 897		0	2,604	293	0	0	0	293
15	ABERDEEN-EQY LONG SHORT-IN	003020336		3/11/2013	8/19/2014	4 270		0	4,102	168	0	0	0	168
16	ABERDEEN-EQY LONG SHORT-IN	003020336		7/29/2013	8/19/2014	508		0	503	5	0	0	0	5
17	ABERDEEN-EQY LONG SHORT-IN	003020336		10/7/2013	8/19/2014	3,462		0	3 395	67	0	0	0	67
18	ABERDEEN-EQY LONG SHORT-IN	003020336		3/24/2014	8/19/2014	8,393		0	8,130	263	0	0	0	263
19	FEDERATED STRATEGIC VAL DIV IS	314172560		10/7/2013	8/19/2014	13,138		0	9 937	3 201	0	0	0	3 201
20	ABSOLUTE STRATEGIES FUND I	34984T600		10/18/2011	3/24/2014	195,702		0	197,529	-1,827	0	0	0	-1,827
21	ABSOLUTE STRATEGIES FUND I	34984T600		10/18/2011	6/16/2014	29 330		0	29 232	98	0	0	0	98
22	ABSOLUTE STRATEGIES FUND I	34984T600		2/6/2012	6/16/2014	15,295		0	15 243	52	0	0	0	52
23	ABSOLUTE STRATEGIES FUND I	34984T600		8/6/2012	6/16/2014	54 435		0	54,252	183	0	0	0	183
24	ABSOLUTE STRATEGIES FUND I	34984T600		3/11/2013	6/16/2014	26 008		0	25 921	87	0	0	0	87
25	ABSOLUTE STRATEGIES FUND I	34984T600		7/29/2013	6/16/2014	10,297		0	10,263	34	0	0	0	34
26	ABSOLUTE STRATEGIES FUND I	34984T600		10/7/2013	6/16/2014	10,321		0	10,286	35	0	0	0	35
27	WFA ABSOLUTE RETURN FUND-INS	94987W737		3/24/2014	8/19/2014	426		0	410	16	0	0	0	16
28	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	8/19/2014	70,341		0	70,736	-395	0	0	0	-395
29	WESTERN ASSET MTG BKD SEC-I	52469F333		7/29/2013	10/27/2014	130,304		0	130,322	-18	0	0	0	-18
30	WESTERN ASSET MTG BKD SEC-I	52469F333		10/7/2013	10/27/2014	5,329		0	5,330	-1	0	0	0	-1
31	WESTERN ASSET MTG BKD SEC-I	52469F333		3/24/2014	10/27/2014	12,806		0	12,808	-2	0	0	0	-2
32	MANNING & NAPIER WORLD OPPOR	563821545		7/18/2011	8/19/2014	66,236		0	56 812	9,424	0	0	0	9,424
33	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/6/2012	3/24/2014	37,912		0	34,989	2 923	0	0	0	2,923
34	OPPENHEIMER DEVELOPING MKT-Y	683974505		2/6/2012	8/19/2014	107,482		0	86 200	21 282	0	0	0	21 282
35	PIMCO INVESTMENT GRD CORP-IN	722005816		5/26/2011	8/19/2014	63,564		0	62,120	1 444	0	0	0	1,444
36	PIMCO INVESTMENT GRD CORP-IN	722005816		7/18/2011	8/19/2014	6,254		0	6,112	142	0	0	0	142
37	PIMCO INVESTMENT GRD CORP-IN	722005816		2/6/2012	8/19/2014	11,069		0	10,818	251	0	0	0	251
38	PIMCO INVESTMENT GRD CORP-IN	722005816		3/11/2013	8/19/2014	30,116		0	29,432	684	0	0	0	684
39	PIMCO INVESTMENT GRD CORP-IN	722005816		10/7/2013	8/19/2014	5,549		0	5,402	147	0	0	0	147
40	PIMCO INVESTMENT GRD CORP-IN	722005816		3/24/2014	8/19/2014	17,119		0	16 531	588	0	0	0	588
41	PIMCO EMERGING LOCAL BOND INST	72201F516		8/6/2012	8/19/2014	2,777		0	3,009	-232	0	0	0	-232
42	PIMCO INVESTMENT GRD CORP-IN	722005816		1/26/2011	8/19/2014	161,500		0	157 832	3 668	0	0	0	3,668
43	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	8/19/2014	1 348		0	1 487	-139	0	0	0	-139
44	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	10/27/2014	104,527		0	122 196	-17 669	0	0	0	-17,669
45	GOLDMAN SACHS LOC EMG MK-I	38145N303		7/29/2013	10/27/2014	15,269		0	17 851	-2,582	0	0	0	-2 582
46	GOLDMAN SACHS LOC EMG MK-I	38145N303		10/7/2013	10/27/2014	4,006		0	4,683	-677	0	0	0	-677
47	GOLDMAN SACHS LOC EMG MK-I	38145N303		3/24/2014	10/27/2014	15,520		0	18,288	-2,768	0	0	0	-2,768
48	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	3/24/2014	63,218		0	39,683	23 535	0	0	0	23,535
49	T ROWE PRICE INST L/C GRWTH	45775L408		10/18/2011	8/19/2014	245 259		0	148,255	97,004	0	0	0	97,004
50	T ROWE PRICE INST L/C GRWTH	45775L408		2/6/2012	8/19/2014	362,936		0	219,389	143,547	0	0	0	143,547
51	T ROWE PRICE INST L/C GRWTH	45775L408		3/11/2013	8/19/2014	122 903		0	74,293	48,610	0	0	0	48,610
52	ISHARES DJ SELECT DIVIDEND ETF	464287168		8/19/2014	10/27/2014	14 841		0	14,805	36	0	0	0	36
53	ISHARES IBOXX INV GRD CORP BOND	464287242		8/19/2014	10/27/2014	4,310		0	4,301	9	0	0	0	9
54	ISHARES RUSSELL 1000 VALUE ETF	464287598		8/19/2014	10/27/2014	16,761		0	17,129	-368	0	0	0	-368
55	ISHARES RUSSELL 1000 GROWTH ETF	464287614		8/19/2014	10/27/2014	26,174		0	26,527	-353	0	0	0	-353
56	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	8/19/2014	67,839		0	67,282	557	0	0	0	557
57	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	10/27/2014	7 491		0	7,382	109	0	0	0	109
58	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	3/24/2014	6,676		0	5,681	995	0	0	0	995
59	JOHN HANCOCK III DISCPLN V-I	47803U640		3/11/2013	8/19/2014	743 810		0	605,101	138,709	0	0	0	138,709
60	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	3/24/2014	141,005		0	122,949	18,056	0	0	0	18,056
61	JPMORGAN U S EQUITY FUND-INST	4812A1142		3/11/2013	8/19/2014	296 115		0	242,059	54 056	0	0	0	54,056
62	JPMORGAN U S EQUITY FUND-INST	4812A1142		7/29/2013	8/19/2014	43,807		0	35,810	7,997	0	0	0	7,997
63	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	8/19/2014	68,477		0	68,200	277	0	0	0	277
64	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	10/27/2014	2 259		0	2,280	-21	0	0	0	-21
65	T ROWE PRICE DIVERS S/C GRTH	779917103		7/29/2013	3/24/2014	3,238		0	2,788	450	0	0	0	450
66	T ROWE PRICE DIVERS S/C GRTH	779917103		7/29/2013	10/27/2014	826		0	717	109	0	0	0	109
67	T ROWE PRICE REAL ESTATE FUND	779919109		3/24/2014	8/19/2014	157 047		0	142,911	14,136	0	0	0	14,136
68	VANGUARD M/B SECUR INDX-SIG	92206C755		8/6/2012	8/20/2014	119,813		0	119,985	-172	0	0	0	-172
69	VANGUARD M/B SECUR INDX-SIG	92206C755		3/11/2013	8/20/2014	76,153		0	75,428	725	0	0	0	725
70	VANGUARD M/B SECUR INDX-SIG	92206C755		7/29/2013	8/20/2014	79 686		0	77,599	2,087	0	0	0	2,087
71	VANGUARD M/B SECUR INDX-SIG	92206C755		10/7/2013	8/20/2014	2,523		0	2,478	45	0	0	0	45
72	VANGUARD M/B SECUR INDX-SIG	92206C755		3/24/2014	8/20/2014	12,363		0	12,169	194	0	0	0	194
73	BUCKHORN CO COMPANY 1231			1/1/2000	12/31/2014	192,205			0	192 205	0	0	0	192 205
74	BUCKHORN CO COMPANY LT			1/1/2000	12/31/2014	9,223			0	9,223	0	0	0	9 223

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
										61,767	0	0
1	SUNTRUST BANKS, INC		919 EAST MAIN STREET	RICHMOND	VA	23219		TRUSTEE	AS REQ'D	61,767		

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	3,264
3	Second quarter estimated tax payment	6/11/2014	3	3,265
4	Third quarter estimated tax payment	9/9/2014	4	3,264
5	Fourth quarter estimated tax payment	12/11/2014	5	3,264
6	Other payments		6	
7	Total		7	13,057

SUNTRUST BANK CHARITABLE-IRR TR 7015561

FORM 990PF, PART 1 NET INVESTMENT INCOME – DIVIDENDS AND INTEREST FROM SECURITIES

INTEREST INCOME FROM BUCKHORN COAL K-1 : $46 00
DIVIDENDS INCOME FROM BUCKHORN COAL K-1 : $3,546.00

FORM 990PF, PART XV - LINE 2B TO 2D

FORM, INFORMATION AND MATERIALS: WRITTEN APPLICATIONS WITH SUPPORTING INFORMATION REGARDING THE PURPOSE OF THE ORGANIZATION AND EXPECTED BENEFITS OF PROGRAM

SUBMISSION DEADLINES: APPLICATIONS SHOULD BE MADE IN OR BEFORE OCTOBER FOR CONSIDERATION IN THE FOLLOWING YEAR.

RESTRICTIONS OR LIMITATIONS ON AWARDS· CONTRIBUTIONS/GRANTS ARE PRIMARILY TO COMMUNITY ORGANIZATIONS GRANTS ARE NOT MADE TO POLITICAL OR RELIGIOUS ORGANZATIONS.