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Form **990-PF**

**Return of Private Foundation**

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

OMB No 1545-0052

**2014**

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation: **TR A W LEDBETTER FOUNDATION UA**

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

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

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

**A Employer identification number**  
58-6038952

**B Telephone number (see instructions)**  
(866) 763-0588

**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) **\$ 591,793**

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

POSTMARK DATE APR 22 2015

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	15,846	15,155		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	35,661			
	b Gross sales price for all assets on line 6a 208,592				
	7 Capital gain net income (from Part IV, line 2)		35,661		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
11 Gross profit or (loss) (attach schedule)					
12 Other income (attach schedule)					
12 Total. Add lines 1 through 11	51,507	50,816	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	10,531	5,266		5,265
	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)	713	154		
	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	13,744	5,420	0	7,765
	25 Contributions, gifts, grants paid	20,000			20,000
26 Total expenses and disbursements. Add lines 24 and 25	33,744	5,420	0	27,765	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	17,763				
b Net investment income (if negative, enter -0-)		45,396			
c Adjusted net income (if negative, enter -0-)			0		

SCANNED MAY 04 2015

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

HTA

*Handwritten signature/initials*

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		335	335
	2	Savings and temporary cash investments	15,802	39,320	39,320
	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)	521,062	514,791	552,138	
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I)	536,864	554,446	591,793	
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	27	Capital stock, trust principal, or current funds	536,864	554,446	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	536,864	554,446		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	536,864	554,446		

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	536,864
2	Enter amount from Part I, line 27a	2	17,763
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	554,627
5	Decreases not included in line 2 (itemize) RETURN OF CAPITAL ADJUSTMENT	5	181
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	554,446

**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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
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	35,661	
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	32,218	589,542	0.054649
2012	4,706	547,313	0.008598
2011	35,432	557,600	0.063544
2010	28,835	533,437	0.054055
2009	28,545	492,672	0.057939
2	Total of line 1, column (d)	2	0.238785
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	0.047757
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	589,436
5	Multiply line 4 by line 3	5	28,150
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	454
7	Add lines 5 and 6	7	28,604
8	Enter qualifying distributions from Part XII, line 4 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	8	27,765

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

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>		908
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>		0
<b>3</b>	Add lines 1 and 2	<b>3</b>		908
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>		908
<b>6</b>	<b>Credits/Payments</b>			
<b>a</b>	2014 estimated tax payments and 2013 overpayment credited to 2014	<b>6a</b>	471	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments Add lines 6a through 6d	<b>7</b>		471
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		437
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>		0
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2015 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>		0

**Part VII-A Statements Regarding Activities**

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (866)-763-0588 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			
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? 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 ▶	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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

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	10,531	N/A	N/A
CECIL WRIGHT III ROME, GA	TRUSTEE AS REQ'D		N/A	N/A
BRAD WRIGHT ROME, GA	TRUSTEE AS REQ'D		N/A	N/A
JOEL SNIDER ROME, GA	TRUSTEE AS REQ'D		N/A	N/A

**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		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		▶

**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	
<b>Total. Add lines 1 through 3</b>	▶ 0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	575,405
<b>b</b>	Average of monthly cash balances	<b>1b</b>	23,007
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	598,412
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	598,412
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	8,976
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	589,436
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	29,472

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	29,472
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5	<b>2a</b>	908
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	908
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	28,564
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	28,564
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	28,564

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	27,765
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	27,765
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	27,765

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7				28,564
<b>2</b> Undistributed income, if any, as of the end of 2014				
<b>a</b> Enter amount for 2013 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2014				
<b>a</b> From 2009				
<b>b</b> From 2010				
<b>c</b> From 2011			4,803	
<b>d</b> From 2012				
<b>e</b> From 2013			3,683	
<b>f</b> Total of lines 3a through e	8,486			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 27,765				
<b>a</b> Applied to 2013, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2014 distributable amount				27,765
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	799			799
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,687			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b			0	
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	7,687			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2010				
<b>b</b> Excess from 2011			4,004	
<b>c</b> Excess from 2012				
<b>d</b> Excess from 2013			3,683	
<b>e</b> 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
<b>2a</b> 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>b</b> 85% of line 2a					0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> 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	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
Name and address (home or business)				
<p><b>a</b> <i>Paid during the year</i> See Attached Statement</p>				
<b>Total</b>			▶ <b>3a</b>	20,000
<p><b>b</b> <i>Approved for future payment</i> NONE</p>				
<b>Total</b>			▶ <b>3b</b>	0





TR A W LEDBETTER FOUNDATION UA

58-6038952 Page 1 of 2

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

Recipient(s) paid during the year

**Name**

BOYS AND GIRLS CLUB OF N.W. GEORGIA

**Street**

P.O BOX 2939

**City**

ROME

**State**

GA

**Zip Code**

30164

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

FIRST BAPTIST CHURCH

**Street**

100 EAST 4TH AVENUE

**City**

ROME

**State**

GA

**Zip Code**

30161

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

FIRST PRESBYTERIAN CHURCH

**Street**

101 EAST THIRD AVENUE

**City**

ROME

**State**

GA

**Zip Code**

30161

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

ST PETER'S EPISCOPAL

**Street**

101 EAST 4TH AVENUE

**City**

ROME

**State**

GA

**Zip Code**

30161

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

DARLINGTON SCHOOL ANNUAL FUND

**Street**

1014 CAVE SPRING ROAD

**City**

ROME

**State**

GA

**Zip Code**

30161

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

BOY SCOUTS OF AMERICA

**Street**

100 EAST 2ND AVENUE

**City**

ROME

**State**

GA

**Zip Code**

30161

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

TR A W LEDBETTER FOUNDATION UA

58-6038952 Page 2 of 2

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

Recipient(s) paid during the year

**Name**

EXCHANGE CLUB FAMILY RESOURCE CENTER

**Street**

P O BOX 168

**City**

ROME

**State**

GA

**Zip Code**

30162-0168

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

HARBOR HOUSE

**Street**

P O BOX 5143

**City**

ROME

**State**

GA

**Zip Code**

30162

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

OPEN DOOR

**Street**

5 LEON ST SW

**City**

ROME

**State**

GA

**Zip Code**

30165

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

2,000

**Name**

COMMUNITY KITCHEN

**Street**

35 HUNTINGTON RD SW

**City**

ROME

**State**

GA

**Zip Code**

30165

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

1,000

**Name**

WILLIAM DAVIES HOMELESS SHELTER

**Street**

228 BROAD ST SW

**City**

ROME

**State**

GA

**Zip Code**

30161

**Foreign Country****Relationship**

NONE

**Foundation Status**

PC

**Purpose of grant/contribution**

GENERAL CHARITABLE PURPOSES

**Amount**

1,000

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



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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Gross Sales	Cost, Other Basis and Expenses			Net Gain or Loss
								Capital Gains/Losses	Other sales		Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	
	Long Term CG Distributions	Amount	12,572							208,592				35,661
	Short Term CG Distributions									0				0
70	T ROWE PRICE DIVERS S/C G	779917103			9/4/2012		10/27/2014	150		105				45
71	T ROWE PRICE REAL ESTATE	779919109			3/24/2014		5/23/2014	760		729				31
72	T ROWE PRICE REAL ESTATE	779919109			3/24/2014		8/18/2014	12,295		11,224				1,071
73	VANGUARD MIB SECUR INDX	92206C755			8/6/2012		3/24/2014	85		86				-1
74	VANGUARD MIB SECUR INDX	92206C755			8/6/2012		8/18/2014	779		779				0
75	WASATCH LONG/SHORT FUN	936793769			8/6/2012		3/24/2014	146		121				25
76	WASATCH LONG/SHORT FUN	936793769			8/6/2012		5/23/2014	395		320				75
77	ABSOLUTE STRATEGIES FUN	34994T600			7/29/2013		3/24/2014	491		500				-9
78	ABSOLUTE STRATEGIES FUN	34994T600			10/7/2013		3/24/2014	727		732				-5
79	GOLDMAN SACHS LOC EMG	38145N303			10/7/2013		10/27/2014	291		314				-23
80	GOLDMAN SACHS LOC EMG	38145N303			3/24/2014		10/27/2014	802		814				-12
81	GOLDMAN SACHS LOC EMG	38145N303			8/18/2014		10/27/2014	353		374				-21
82	T ROWE PRICE INST L/C GRV	45775L408			4/17/2007		3/24/2014	3,882		2,137				1,745
83	T ROWE PRICE INST L/C GRV	45775L408			1/7/2008		3/24/2014	2,802		1,507				1,295
84	T ROWE PRICE INST L/C GRV	45775L408			1/7/2008		8/18/2014	734		382				352
85	T ROWE PRICE INST L/C GRV	45775L408			1/7/2008		10/27/2014	1,197		624				573
86	ISHARES BARCLAYS 3-7 YEA	464288661			10/7/2013		5/23/2014	366		364				2
87	ISHARES BARCLAYS 3-7 YEA	464288661			7/29/2013		5/23/2014	610		605				5
88	ISHARES BARCLAYS 3-7 YEA	464288661			8/18/2014		10/27/2014	246		244				2
89	WFA ABSOLUTE RETURN FUN	94987W737			3/24/2014		5/23/2014	657		633				24

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

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

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

		713	154	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	154	154		
2	PY EXCISE TAX DUE	88			
3	ESTIMATED EXCISE TAX PAYMENTS	471			

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

	Asset Description	Basis of Valuation	Book Value Beg of Year	521,062	Book Value End of Year	514,791	552,138	FMV End of Year	552,138
1						0			
2	BLACKSTONE ALT MULTI-STRAT-I					11,657			0
3	BRANDES INTL SIC EQUITY-I					12,188			0
4	ADVISORS CAMBIAR SMALL CAP-I					5,446			0
5	DOUBLELINE TOTAL RETURN BD-I					59,348			0
6	EATON VANCE ATLANTA CAP SMID-CAP-					10,691			0
7	EATON VANCE FLTG-RT-I					14,968			0
8	FEDERATED STRATEGIC VALUE-I					20,888			0
9	GOHAM NEUTRAL FUND-INSTL					11,661			0
10	ISHARES BARCLAYS 3-7 YR TREAS BD ET					34,495			0
11	ISHARES CORE MSCI EUROPE					12,501			0
12	ISHARES CORE MSCI PACIFIC ETF					12,429			0
13	JOHN HANCOCK III DISCIPLINED VALUE-I					40,997			0
14	JPMORGAN TR I US EQUITY-I					34,064			0
15	MAINSTAY ICAP INTL-I					17,516			0
16	MANNING & NAPIER WORLD OPPTY-S-A					24,135			0
17	OPPENHEIMER DEVELOPING MKTS INST					13,209			0
18	OSTERWEIS STRATEGIC INCOME-I					26,389			0
19	PIMCO 1-5 YR US TIPS INDEX ETF					23,605			0
20	PIMCO EMERGING LOCAL BD-I					13,407			0
21	PIMCO INVT GRADE CORP BD-I					33,401			0
22	T ROWE PRICE DIVRSFD SMALLCAP GRC					4,065			0
23	T ROWE PRICE INSTL LARGE-CAP GRWT					21,473			0
24	VANGUARD MTG BACKED SECS INDEX-S					34,739			0
25	WASATCH LONG/SHORT-I					9,848			0
26	WFA ABSOLUTE RETURN FUND-INS					11,671			0

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

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	FMV 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	23,089
1 ABSOLUTE STRATEGIES FUND I	349841600		10/25/2010	3/24/2014	14,326			0	156	0	0	0	156	23,089
2 ABSOLUTE STRATEGIES FUND I	349841600		10/25/2010	5/23/2014	585			0	18	0	0	0	18	23,089
3 ABSOLUTE STRATEGIES FUND I	349841600		1/12/2008	6/16/2014	1,413			0	264	0	0	0	264	23,089
4 ABSOLUTE STRATEGIES FUND I	349841600		2/22/2009	6/16/2014	483			0	386	0	0	0	386	23,089
5 ABSOLUTE STRATEGIES FUND I	349841600		10/25/2010	6/16/2014	8,644			0	528	0	0	0	528	23,089
6 ABSOLUTE STRATEGIES FUND I	349841600		1/19/2010	6/16/2014	242			0	230	0	0	0	230	23,089
7 ABSOLUTE STRATEGIES FUND I	349841600		10/25/2010	6/16/2014	815			0	786	0	0	0	786	23,089
8 ABERDEEN-EDY LONG SHORT-IN	030203336		5/24/2012	8/18/2014	178			0	97	0	0	0	97	23,089
9 ABERDEEN-EDY LONG SHORT-IN	030203336		3/11/2013	8/18/2014	37			0	36	0	0	0	36	23,089
10 ABERDEEN-EDY LONG SHORT-IN	030203336		3/24/2014	8/18/2014	82			0	80	0	0	0	80	23,089
11 ABERDEEN-EDY LONG SHORT-IN	0075H0593		3/11/2013	3/24/2014	142			0	126	0	0	0	126	23,089
12 CAMBARI SMALL CAPS	0075H0593		3/11/2013	8/18/2014	5,619			0	5,040	0	0	0	579	23,089
13 CAMBARI SMALL CAPS	0075H0593		8/18/2014	10/27/2014	201			0	201	0	0	0	201	23,089
14 BLACKSTONE MULTISTRAT-I	0237V291		3/24/2014	5/23/2014	681			0	683	0	0	0	683	23,089
15 BRONDES INTL SIC EQUITY-H	0237V291		1/19/2012	8/18/2014	366			0	311	0	0	0	311	23,089
16 DOUBLELINE TOTAL RET BDA	296220103		3/11/2013	3/24/2014	186			0	197	0	0	0	197	23,089
17 EATON VANCE ATLANTA CAPITAL SMIC	277902696		7/29/2013	3/24/2014	265			0	259	0	0	0	259	23,089
18 EATON VANCE ATLANTA CAPITAL SMIC	277902696		7/29/2013	3/24/2014	899			0	859	0	0	0	859	23,089
19 EATON VANCE ATLANTA CAPITAL SMIC	277902696		10/29/2010	3/24/2014	531			0	402	0	0	0	402	23,089
20 FEDERATED STRATEGIC VAL DIV IS	314172580		10/29/2010	5/23/2014	2,588			0	1,830	0	0	0	758	23,089
21 FEDERATED STRATEGIC VAL DIV IS	314172580		8/18/2014	10/27/2014	437			0	440	0	0	0	440	23,089
22 FEDERATED STRATEGIC VAL DIV IS	314172580		2/5/2012	3/24/2014	365			0	364	0	0	0	364	23,089
23 ABSOLUTE STRATEGIES FUND I	349841600		3/11/2013	3/24/2014	1,807			0	1,833	0	0	0	1,833	23,089
24 ABSOLUTE STRATEGIES FUND I	349841600		3/11/2013	3/24/2014	213			0	215	0	0	0	215	23,089
25 GOTHAM NEUTRAL FUND-INST	360873111		3/11/2013	5/23/2014	937			0	1,051	0	0	0	1,051	23,089
26 GOLDMAN SACHS LOC EMG MK-I	38145N303		3/11/2013	10/27/2014	8,588			0	10,378	0	0	0	10,378	23,089
27 GOLDMAN SACHS LOC EMG MK-I	38145N303		7/29/2013	10/27/2014	1,209			0	1,311	0	0	0	1,311	23,089
28 GOLDMAN SACHS LOC EMG MK-I	38145N303		10/27/2013	5/23/2014	228			0	229	0	0	0	229	23,089
29 ABERDEEN-EDY LONG SHORT-IN	030203336		10/26/2009	8/18/2014	64			0	63	0	0	0	63	23,089
30 ABERDEEN-EDY LONG SHORT-IN	030203336		7/29/2013	10/27/2014	11,554			0	10,183	0	0	0	1,371	23,089
31 ABERDEEN-EDY LONG SHORT-IN	030203336		10/26/2009	8/18/2014	481			0	475	0	0	0	475	23,089
32 SHARES BARCLAYS 3-7 YEAR ETF	464288661		10/27/2013	3/24/2014	504			0	484	0	0	0	484	23,089
33 JOHN HANCOCK III DISCIPL V-I	476030J640		3/11/2013	3/24/2014	512			0	1,200	0	0	0	1,200	23,089
34 JOHN HANCOCK III DISCIPL V-I	476030J640		3/11/2013	5/23/2014	1,410			0	1,200	0	0	0	210	23,089
35 JOHN HANCOCK III DISCIPL V-I	476030J640		8/18/2014	10/27/2014	622			0	629	0	0	0	629	23,089
36 JPMORGAN U EQUITY FUND-INST	4812A1142		3/11/2013	3/24/2014	13,390			0	11,995	0	0	0	1,395	23,089
37 JPMORGAN U EQUITY FUND-INST	4812A1142		3/11/2013	5/23/2014	345			0	345	0	0	0	345	23,089
38 JPMORGAN U EQUITY FUND-INST	4812A1142		8/18/2014	10/27/2014	769			0	773	0	0	0	773	23,089
39 JPMORGAN U EQUITY FUND-INST	4812A1142		7/29/2013	5/23/2014	675			0	684	0	0	0	684	23,089
40 WESTERN ASSET MTG BKO SEC-I	52465F333		7/29/2013	10/27/2014	22,937			0	22,979	0	0	0	22,979	23,089
41 WESTERN ASSET MTG BKO SEC-I	52465F333		10/27/2013	10/27/2014	486			0	482	0	0	0	482	23,089
42 WESTERN ASSET MTG BKO SEC-I	52465F333		3/24/2014	10/27/2014	333			0	325	0	0	0	325	23,089
43 WESTERN ASSET MTG BKO SEC-I	52465F333		10/27/2013	3/24/2014	906			0	879	0	0	0	879	23,089
44 MAINSTAY ICAP INTERNATIONAL I	56063J716		10/27/2013	5/23/2014	1,313			0	1,215	0	0	0	98	23,089
45 MAINSTAY ICAP INTERNATIONAL I	56063J716		10/27/2013	8/18/2014	241			0	476	0	0	0	476	23,089
46 MANNING & NAPIER WORLD OPPOR	563821545		10/26/2009	3/24/2014	702			0	629	0	0	0	241	23,089
47 MANNING & NAPIER WORLD OPPOR	563821545		10/26/2009	5/23/2014	2,482			0	2,482	0	0	0	2,482	23,089
48 MANNING & NAPIER WORLD OPPOR	563821545		10/26/2009	8/18/2014	14,662			0	12,869	0	0	0	420	23,089
49 MANNING & NAPIER WORLD OPPOR	563821545		11/19/2012	8/18/2014	1,290			0	1,041	0	0	0	1,793	23,089
50 OPPENHEIMER DEVELOPING MKTY	683974505		11/19/2012	3/24/2014	4,759			0	4,428	0	0	0	249	23,089
51 OPPENHEIMER DEVELOPING MKTY	683974505		11/19/2012	5/23/2014	2,133			0	812	0	0	0	331	23,089
52 OPPENHEIMER DEVELOPING MKTY	683974505		11/19/2012	8/18/2014	484			0	394	0	0	0	394	23,089
53 PIMCO INVESTMENT GRD CORP-IN	722005816		11/19/2012	5/23/2014	287			0	1,350	0	0	0	1,350	23,089
54 PIMCO INVESTMENT GRD CORP-IN	722005816		8/6/2012	3/24/2014	14			0	76	0	0	0	76	23,089
55 PIMCO INVESTMENT GRD CORP-IN	722005816		8/6/2012	8/18/2014	108			0	110	0	0	0	110	23,089
56 PIMCO INVESTMENT GRD CORP-IN	722005816		3/11/2013	10/27/2014	427			0	525	0	0	0	525	23,089
57 PIMCO EMERGING LOCAL BOND INST	72201F516		8/6/2012	5/23/2014	477			0	477	0	0	0	477	23,089
58 PIMCO EMERGING LOCAL BOND INST	72201F516		8/6/2012	5/23/2014	533			0	366	0	0	0	50	23,089
59 PIMCO EMERGING LOCAL BOND INST	72201F516		10/27/2013	5/23/2014	288			0	288	0	0	0	288	23,089
60 PIMCO EMERGING LOCAL BOND INST	72201F516		10/27/2013	5/23/2014	429			0	424	0	0	0	424	23,089
61 PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	3/24/2014	217			0	215	0	0	0	215	23,089
62 PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	5/23/2014	373			0	367	0	0	0	367	23,089
63 OSTERWEIS STRATEGIC INC FDI	742935489		7/29/2013	5/23/2014	653			0	627	0	0	0	627	23,089
64 OSTERWEIS STRATEGIC INC FDI	742935489		3/24/2014	5/23/2014	145			0	70	0	0	0	70	23,089
65 RIDGEWORTH LARGE CAP VALUE EGT	76628R672		11/24/2008	5/23/2014	15,139			0	7,113	0	0	0	8,026	23,089
66 RIDGEWORTH LARGE CAP VALUE EGT	76628R672		8/18/2014	8/18/2014	1,137			0	795	0	0	0	342	23,089
67 T ROWE PRICE DIVERS S/C GRTH	779917103		8/18/2014	8/18/2014	5,828			0	4,015	0	0	0	1,813	23,089
68 T ROWE PRICE DIVERS S/C GRTH	779917103		8/18/2014	10/27/2014	150			0	105	0	0	0	45	23,089
69 T ROWE PRICE DIVERS S/C GRTH	779917103		3/24/2014	5/23/2014	760			0	729	0	0	0	31	23,089
70 T ROWE PRICE REAL ESTATE FUND	779919109		3/24/2014	8/18/2014	12,295			0	11,224	0	0	0	1,071	23,089
71 T ROWE PRICE REAL ESTATE FUND	779919109		8/6/2012	3/24/2014	85			0	86	0	0	0	86	23,089
72 VANGUARD MB SECUR INDX-SIG	92206C755		8/6/2012	8/18/2014	779			0	779	0	0	0	779	23,089
73 VANGUARD MB SECUR INDX-SIG	92206C755		8/6/2012	3/24/2014	146			0	121	0	0	0	25	23,089
74 VANGUARD MB SECUR INDX-SIG	92206C755		8/6/2012	5/23/2014	395			0	320	0	0	0	75	23,089
75 WASATCH LONG/SHORT FUND-INS	936793769		8/6/2012	5/23/2014	491			0	500	0	0	0	9	23,089
76 ABSOLUTE STRATEGIES FUND I	349841600		7/29/2013	3/24/2014	727			0	732	0	0	0	732	23,089
77 ABSOLUTE STRATEGIES FUND I	349841600		10/27/2013	3/24/2014	291			0	314	0	0	0	23	23,089
78 GOLDMAN SACHS LOC EMG MK-I	38145N303		3/24/2014	10/27/2014	802			0	814					

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

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	FMV 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	Amount	
														Long Term CG Distributions	Short Term CG Distributions
					196,020			172,931	23,089					23,089	0
85 T ROWE PRICE INST LUC GRWTH	45775L408		1/7/2008	10/27/2014	1,197		0	624	573	0	0	0	0	573	0
86 SHARES BARCLAYS 3-7 YEAR ETF	464288661		10/7/2013	5/23/2014	366		0	364	2	0	0	0	0	2	0
87 SHARES BARCLAYS 3-7 YEAR ETF	464288661		7/29/2013	5/23/2014	610		0	605	5	0	0	0	0	5	0
88 SHARES BARCLAYS 3-7 YEAR ETF	464288661		8/18/2014	10/27/2014	246		0	244	2	0	0	0	0	2	0
89 WFA ABSOLUTE RETURN FUND-INS	94987W737		3/24/2014	5/23/2014	657		0	633	24	0	0	0	0	24	0

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
	SUNTRUST BANKS, INC		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQD	10,531	N/A	N/A
1	CECIL WRIGHT III			ROME	GA			TRUSTEE	AS REQD		N/A	N/A
2	BRAD WRIGHT			ROME	GA			TRUSTEE	AS REQD		N/A	N/A
3	JOEL SNIDER			ROME	GA			TRUSTEE	AS REQD		N/A	N/A
4												

10,531 0

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

	<u>Date</u>		<u>Amount</u>
1 Credit from prior year return		1	0
2 First quarter estimated tax payment	5/13/2014	2	118
3 Second quarter estimated tax payment	6/11/2014	3	118
4 Third quarter estimated tax payment	9/19/2014	4	117
5 Fourth quarter estimated tax payment	12/11/2014	5	118
6 Other payments		6	
7 Total		7	471