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
TR JBS FOUNDATION

A Employer identification number
58-6301523

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)
(404) 813-9304

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,871,822

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	143,087	137,491		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	383,345			
	b	Gross sales price for all assets on line 6a 4,329,835				
	7	Capital gain net income (from Part IV, line 2)		383,345		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	526,432	520,836	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,819	15,410		15,409
	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)	6,637	3,863		
	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	39,956	19,273	0	17,909
	25	Contributions, gifts, grants paid	340,000			340,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	379,956	19,273	0	357,909
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	146,476			
	b	**Net investment income** (if negative, enter -0-)		501,563		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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HTA

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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			
	2	Savings and temporary cash investments	66,894	111,413	111,413
	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)	4,070,902	4,167,226	4,760,409
	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)	4,137,796	4,278,639	4,871,822
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	4,137,796	4,278,639	
	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)	4,137,796	4,278,639	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,137,796	4,278,639	

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	4,137,796
2	Enter amount from Part I, line 27a	2	146,476
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,284,272
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	5,633
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,278,639

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	383,345
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	332,181	4,899,002	0 067806
2012	321,591	4,651,307	0 069140
2011	299,085	4,712,561	0 063465
2010	270,689	4,676,392	0 057884
2009	201,992	4,009,188	0 050382

2	**Total** of line 1, column (d)	2	0 308677
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 061735
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,080,884
5	Multiply line 4 by line 3	5	313,668
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,016
7	Add lines 5 and 6	7	318,684
8	Enter qualifying distributions from Part XII, line 4	8	357,909

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	5,016
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	5,016
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	5,016
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 2,662		
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	2,662
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	2,354
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) ▶ GA			
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 ▶ (404) 813-9304 Located at ▶ 303 PEACHTREE STREET 15TH FLOOR ATLANTA GA ZIP+4 ▶ 30308			
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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** X (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUNTRUST BANKS, INC P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	30,819		
JOHN C STATON JR P O BOX 4655 MC 221 ATLANTA, GA 30302	COMMT/MBER AS REQ'D			
LOUISE STATON GUNN P O BOX 4655 MC 221 ATLANTA , GA 30302	COMMT/MBER AS REQ'D			
MARGARET A STATON P O BOX 4655 MC 221 ATLANTA, GA 30302	COMMT/MBER AS REQ'D			

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	4,996,609
b	Average of monthly cash balances	1b	161,649
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,158,258
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	5,158,258
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	77,374
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,080,884
6	**Minimum investment return.** Enter 5% of line 5	6	254,044

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	254,044
2a	Tax on investment income for 2014 from Part VI, line 5	2a	5,016		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,016
3	Distributable amount before adjustments Subtract line 2c from line 1			3	249,028
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	249,028
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	249,028

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	357,909
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	357,909
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	5,016
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	352,893

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					249,028
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	3,686				
b From 2010	39,250				
c From 2011	68,159				
d From 2012	94,126				
e From 2013	92,555				
f **Total** of lines 3a through e		297,776			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 357,909					
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					249,028
e Remaining amount distributed out of corpus		108,881			
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		406,657			
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)		3,686			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		402,971			
10 Analysis of line 9					
a Excess from 2010	39,250				
b Excess from 2011	68,159				
c Excess from 2012	94,126				
d Excess from 2013	92,555				
e Excess from 2014	108,881				

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

GRANTS MANAGER P O BOX 4655, MC 221 ATLANTA, GA 30308 (414) 813-2021

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

SEE ATTACHED

c Any submission deadlines

OCTOBER 15

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

METRO ATLANTA

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**	340,000
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	143,087	
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	383,345	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		526,432	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 526,432

(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 [signature] | 4/9/2015 | 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	[signature]	4/9/2015		P00364310
	Firm's name ► PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ► 13-4008324	
	Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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

Recipient(s) paid during the year

Name				
THE ATLANTA BALLET				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				15,000

Name				
ATLANTA BOTANICAL GARDEN				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
ATLANTA HISTORY CENTER				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				15,000

Name				
THE ATLANTA OPERA				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				7,500

Name				
BOBBY DODD INSTITUTE				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

Name				
CHEROKEE GARDEN LIBRARY				
Street				
City	**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL CHARITABLE PURPOSES				10,000

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

Recipient(s) paid during the year

Name				
GEORGIA PUBLIC BROADCASTING				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 5,000

Name				
GEORGIA STATE UNIVERSITY FOUNDATION				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 30,000

Name				
GEORGIA TECH FOUNDATION				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 30,000

Name				
GIRL SCOUTS OF GREATER ATLANTA INC				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 7,500

Name				
THE LOVETT SCHOOL				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 25,000

Name				
THE SCHENCK SCHOOL				
Street				
City		**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL CHARITABLE PURPOSES				**Amount** 25,000

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

Recipient(s) paid during the year

Name	Street	City	State	Zip Code	Foreign Country	Relationship	Foundation Status	Purpose of grant/contribution	Amount
SHEPHERD CENTER FOUNDATION						NONE	PC	GENERAL CHARITABLE PURPOSES	35,000
VSA ARTS OF GEORGIA						NONE	PC	GENERAL CHARITABLE PURPOSES	30,000
THE WESTMINSTER SCHOOLS						NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
ROBERT W WOODRUFF ARTS CENTER INC						NONE	PC	GENERAL CHARITABLE PURPOSES	20,000
WOODWARD ACADEMY						NONE	PC	GENERAL CHARITABLE PURPOSES	25,000
BOY SCOUTS OF AMERICA						NONE	PC	GENERAL CHARITABLE PURPOSES	5,000

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

Recipient(s) paid during the year

Name
UNITED WAY OF METROPOLITAN

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL CHARITABLE PURPOSES	10,000

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

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount
Long Term CG Distributions	27,667
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	4,329,835	3,946,490	383,345
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	PIMCO 1-5 YEAR US TIPS IND	72201R205			8/18/2014		11/18/2014	3,257	3,308				0	-51
2	X	POWERSHARES SENIOR LOA	73936Q769			6/12/2013		10/27/2014	1,164	1,197				0	-33
3	X	POWERSHARES SENIOR LOA	73936Q769			6/12/2013		11/18/2014	140,120	143,705				0	-3,585
4	X	POWERSHARES SENIOR LOA	73936Q769			10/7/2013		11/18/2014	3,671	3,734				0	-63
5	X	POWERSHARES SENIOR LOA	73936Q769			3/24/2014		11/18/2014	3,257	3,325				0	-68
6	X	POWERSHARES SENIOR LOA	73936Q769			8/18/2014		11/18/2014	7,560	7,635				0	-75
7	X	SCHWAB US REIT ETF	808524847			3/24/2014		8/18/2014	110,762	100,349				0	10,413
8	X	MARKET VECTORS EMERGIN	57060U522			6/12/2013		11/18/2014	92,272	100,532				0	-8,260
9	X	MARKET VECTORS EMERGIN	57060U522			7/29/2013		11/18/2014	7,332	7,866				0	-534
10	X	ISHARES DJ SELECT DIVIDEN	464287168			7/18/2011		3/24/2014	20,842	14,951				0	5,891
11	X	MARKET VECTORS EMERGIN	57060U522			10/7/2013		11/18/2014	5,337	5,701				0	-364
12	X	MARKET VECTORS EMERGIN	57060U522			3/24/2014		11/18/2014	20,674	20,933				0	-259
13	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			8/18/2014		10/27/2014	525	534				0	-9
14	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			7/29/2013		11/18/2014	121,499	122,681				0	-1,182
15	X	PIMCO 1-5 YEAR US TIPS IND	72201R205			3/24/2014		11/18/2014	3,730	3,753				0	-23
16	X	ISHARES DJ SELECT DIVIDEN	464287168			8/18/2014		10/27/2014	3,786	3,751				0	35
17	X	ISHARES DJ SELECT DIVIDEN	464287168			7/18/2011		10/27/2014	7,042	4,862				0	2,180
18	X	ISHARES DJ SELECT DIVIDEN	464287168			7/18/2011		11/18/2014	180,906	120,447				0	60,459
19	X	ISHARES DJ SELECT DIVIDEN	464287168			8/8/2011		11/18/2014	9,893	6,021				0	3,872
20	X	ISHARES DJ SELECT DIVIDEN	464287168			10/18/2011		11/18/2014	128,692	82,244				0	46,448
21	X	ISHARES MSCI EMERGING MI	464287234			11/19/2012		1/17/2014	276,737	284,070				0	-7,333
22	X	ISHARES MSCI EMERGING MI	464287234			6/12/2013		1/17/2014	48,719	48,136				0	583
23	X	ISHARES IBOXX INV GRD COI	464287242			10/7/2013		3/24/2014	3,604	3,518				0	86
24	X	ISHARES IBOXX INV GRD COI	464287242			1/26/2011		3/24/2014	46,856	43,844				0	3,012
25	X	ISHARES IBOXX INV GRD COI	464287242			8/18/2014		10/27/2014	1,078	1,077				0	1
26	X	ISHARES IBOXX INV GRD COI	464287242			1/26/2011		10/27/2014	838	762				0	76
27	X	ISHARES MSCI EAFE ETF	464287465			12/29/2009		8/18/2014	273,570	230,143				0	43,427
28	X	ISHARES MSCI EAFE ETF	464287465			7/18/2011		8/18/2014	6,441	5,575				0	866
29	X	ISHARES BARCLAYS MBS BO	464288588			8/18/2014		11/18/2014	7,206	7,146				0	60
30	X	ISHARES BARCLAYS MBS BO	464288588			5/26/2011		11/18/2014	167,915	164,479				0	3,436
31	X	ISHARES BARCLAYS MBS BO	464288588			5/26/2011		11/18/2014	10,372	10,160				0	212
32	X	ISHARES BARCLAYS 3-7 YEA	464288661			8/6/2012		10/27/2014	4,175	4,195				0	-20
33	X	ISHARES BARCLAYS 3-7 YEA	464288661			8/6/2012		11/18/2014	32,787	33,069				0	-282
34	X	ISHARES CORE MSCI EAFE E	46432F842			8/18/2014		11/18/2014	27,397	28,738				0	-1,341
35	X	ISHARES CORE MSCI EAFE E	46432F842			8/18/2014		11/18/2014	680,359	714,505				0	-34,146
36	X	ISHARES CORE MSCI EMERG	46434G103			1/17/2014		3/24/2014	68,131	69,035				0	-904
37	X	ISHARES CORE MSCI EMERG	46434G103			1/17/2014		8/18/2014	22,941	20,620				0	2,321
38	X	ISHARES CORE MSCI EMERG	46434G103			10/27/2014		11/18/2014	14,011	13,808				0	203
39	X	ISHARES CORE MSCI EMERG	46434G103			1/17/2014		11/18/2014	47,014	45,593				0	1,421
40	X	ISHARES MSCI EAFE ETF	464287465			8/8/2011		8/18/2014	15,405	12,089				0	3,316
41	X	ISHARES MSCI EAFE ETF	464287465			10/18/2011		8/18/2014	25,631	19,552				0	6,079
42	X	ISHARES MSCI EAFE ETF	464287465			8/6/2012		8/18/2014	277,820	214,316				0	63,504
43	X	ISHARES MSCI EAFE ETF	464287465			11/19/2012		8/18/2014	163,478	130,094				0	33,384
44	X	ISHARES MSCI EAFE ETF	464287465			6/12/2013		8/18/2014	3,386	3,053				0	333
45	X	ISHARES MSCI EAFE ETF	464287465			7/29/2013		8/18/2014	5,445	4,942				0	503
46	X	ISHARES MSCI EAFE ETF	464287465			10/7/2013		8/18/2014	301,990	286,965				0	15,025
47	X	ISHARES MSCI EAFE ETF	464287465			3/24/2014		8/18/2014	5,445	5,381				0	64
48	X	ISHARES RUSSELL MIDCAP E	464287499			8/6/2012		3/24/2014	12,325	8,454				0	3,871
49	X	ISHARES RUSSELL MIDCAP E	464287499			8/18/2014		10/27/2014	2,060	2,092				0	-32
50	X	ISHARES RUSSELL 1000 VAL	464287598			3/11/2013		3/24/2014	56,091	47,150				0	8,941
51	X	ISHARES RUSSELL 1000 VAL	464287598			8/18/2014		10/27/2014	10,810	10,988				0	-178
52	X	ISHARES RUSSELL 1000 VAL	464287598			8/18/2014		11/18/2014	40,802	39,516				0	1,286
53	X	ISHARES RUSSELL 1000 VAL	464287598			3/11/2013		11/18/2014	28,416	22,079				0	6,337
54	X	ISHARES MSCI EAFE SMALL (	464288273			8/18/2014		11/18/2014	3,574	3,837				0	-263
55	X	ISHARES MSCI EAFE SMALL (	464288273			3/24/2014		11/18/2014	1,620	1,736				0	-116
56	X	ISHARES IBOXX H/Y CORP BO	464288513			9/7/2010		11/18/2014	11,054	10,595				0	459
57	X	ISHARES IBOXX H/Y CORP BO	464288513			3/24/2014		11/18/2014	274	283				0	-9
58	X	ISHARES IBOXX H/Y CORP BO	464288513			8/18/2014		11/18/2014	5,846	6,022				0	-176
59	X	ISHARES IBOXX H/Y CORP BO	464288513			10/27/2014		11/18/2014	126,065	127,891				0	-1,826
60	X	ISHARES IBOXX H/Y CORP BO	464288513			12/29/2009		11/18/2014	13,246	12,676				0	570
61	X	ISHARES BARCLAYS MBS BO	464288588			8/6/2012		3/24/2014	40,163	41,278				0	-1,115
62	X	ISHARES BARCLAYS MBS BO	464288588			8/6/2012		10/27/2014	10,802	10,782				0	20
63	X	ISHARES BARCLAYS MBS BO	464288588			2/6/2012		11/18/2014	28,277	28,011				0	266
64	X	ISHARES BARCLAYS MBS BO	464288588			8/6/2012		11/18/2014	5,568	5,555				0	13
65	X	ISHARES BARCLAYS MBS BO	464288588			3/11/2013		11/18/2014	45,854	45,114				0	740
66	X	ISHARES RUSSELL 1000 GRO	464287614			12/29/2009		3/24/2014	56,294	32,616				0	23,678
67	X	ISHARES RUSSELL 1000 GRO	464287614			8/18/2014		10/27/2014	19,152	19,260				0	-108
68	X	ISHARES RUSSELL 1000 GRO	464287614			8/18/2014		11/18/2014	32,847	31,550				0	1,297
69	X	ISHARES RUSSELL 1000 GRO	464287614			12/29/2009		11/18/2014	36,285	19,156				0	17,129

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

	Amount
Long Term CG Distributions	27,667
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	4,329,835	3,946,490	383,345
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	ISHARES RUSSELL 2000 ETF	464287655			8/6/2012		3/24/2014	18,811	12,432				0	6,379
71	X	ISHARES RUSSELL 2000 ETF	464287655			8/6/2012		11/18/2014	146,586	99,064				0	47,522
72	X	ISHARES RUSSELL 2000 ETF	464287655			11/19/2012		11/18/2014	1,863	1,254				0	609
73	X	ISHARES RUSSELL 2000 ETF	464287655			8/18/2014		11/18/2014	13,157	12,941				0	216
74	X	ISHARES RUSSELL 2000 ETF	464287655			10/27/2014		11/18/2014	349	331				0	18
75	X	MARKET VECTORS EMERGIN	57060U522			6/12/2013		8/18/2014	1,876	1,912				0	-36
76	X	MARKET VECTORS EMERGIN	57060U522			6/12/2013		10/27/2014	121,029	129,521				0	-8,492

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)
		2,500	0	0	2,500
	Description				
1	TAX PREP FEES	2,500			2,500

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		6,637	3,863	0	0
1	FOREIGN TAXES PAID	3,863	3,863		
2	PY EXCISE TAX DUE	112			
3	ESTIMATED EXCISE PAYMENTS	2,662			

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

			4,070,902	4,167,226	4,760,409
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1				0	4,760,409
2	BLACKSTONE ALT MULTI-STRAT-I		0	245,911	0
3	BRANDES INTL S/C EQUITY-I		0	98,312	0
4	ADVISORS CAMBIAR SMALL CAP-I		0	73,561	0
5	DFA INTL CORE EQUITY-I		0	394,354	0
6	DOUBLELINE TOTAL RETURN BD-I		0	245,779	0
7	ISHARES BARCLAYS 3-7 YR TREAS BD ET		0	148,314	0
8	ISHARES BARCLAYS MBS BD ETF		0	143,488	0
9	ISHARES TR CORE MSCI EAFE ETF		0	410,520	0
10	ISHARES CORE MSCI EMERGING		0	190,612	0
11	ISHARES IBOXX HIGHYLD CORP BD ETF		0	117,665	0
12	ISHARES IBOXX INVT GRADE CORP BD E		0	188,677	0
13	ISHARES TR MSCI SMALL CAP INDEX ETF		0	105,229	0
14	ISHARES TR RUSSELL 1000 GROWTH IND		0	388,156	0
15	ISHARES TR RUSSELL 1000 VALUE INDEX		0	440,972	0
16	ISHARES TR RUSSELL MIDCAP INDEX ET		0	140,195	0
17	OPPENHEIMER DEVELOPING MKTS INSTI		0	196,569	0
18	OSTERWEIS STRATEGIC INCOME-I		0	123,061	0
19	T ROWE PRICE DIVRSFD SMALLCAP GRO		0	73,689	0
20	TEMPLETON GLOBAL BD-ADV		0	196,621	0
21	WASATCH LONG/SHORT-I		0	245,541	0

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

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

1	RETURN OF CAPITAL ADJUSTMENT	1	4,777
2	COST BASIS ADJUSTMENT	2	856
3	Total	3	5,633

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

	Amount
Long Term CG Distributions	27,667
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
						4,302,168	0	0	3,946,490	355,678	0	0	0	355,678
1	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		8/18/2014	11/18/2014	3 257		0	3 308	-51	0	0	0	-51
2	POWERSHARES SENIOR LOAN PORT	73936Q769		6/12/2013	10/27/2014	1,164		0	1,197	-33	0	0	0	-33
3	POWERSHARES SENIOR LOAN PORT	73936Q769		6/12/2013	11/18/2014	140,120		0	143 705	-3,585	0	0	0	-3 585
4	POWERSHARES SENIOR LOAN PORT	73936Q769		10/7/2013	11/18/2014	3,671		0	3,734	-63	0	0	0	-63
5	POWERSHARES SENIOR LOAN PORT	73936Q769		3/24/2014	11/18/2014	3,257		0	3 325	-68	0	0	0	-68
6	POWERSHARES SENIOR LOAN PORT	73936Q769		8/18/2014	11/18/2014	7,560		0	7,635	-75	0	0	0	-75
7	SCHWAB US REIT ETF	808524847		3/24/2014	8/18/2014	110 762		0	100,349	10 413	0	0	0	10,413
8	MARKET VECTORS EMERGING MARK	57060U522		6/12/2013	11/18/2014	92 272		0	100,532	-8,260	0	0	0	-8,260
9	MARKET VECTORS EMERGING MARK	57060U522		7/29/2013	11/18/2014	7 332		0	7 866	-534	0	0	0	-534
10	ISHARES DJ SELECT DIVIDEND ETF	464287168		7/18/2011	3/24/2014	20 842		0	14 951	5 891	0	0	0	5,891
11	MARKET VECTORS EMERGING MARK	57060U522		10/7/2013	11/18/2014	5 337		0	5,701	-364	0	0	0	-364
12	MARKET VECTORS EMERGING MARK	57060U522		3/24/2014	11/18/2014	20,674		0	20 933	-259	0	0	0	-259
13	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		8/18/2014	10/27/2014	525		0	534	-9	0	0	0	-9
14	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		7/29/2013	11/18/2014	121 499		0	122 681	-1,182	0	0	0	-1 182
15	PIMCO 1-5 YEAR US TIPS INDEX ETF	72201R205		3/24/2014	11/18/2014	3 730		0	3,753	-23	0	0	0	-23
16	ISHARES DJ SELECT DIVIDEND ETF	464287168		8/18/2014	10/27/2014	3,786		0	3,751	35	0	0	0	35
17	ISHARES DJ SELECT DIVIDEND ETF	464287168		7/18/2011	10/27/2014	7,042		0	4,862	2,180	0	0	0	2,180
18	ISHARES DJ SELECT DIVIDEND ETF	464287168		7/18/2011	11/18/2014	180,906		0	120,447	60 459	0	0	0	60,459
19	ISHARES DJ SELECT DIVIDEND ETF	464287168		8/8/2011	11/18/2014	9,893		0	6,021	3,872	0	0	0	3,872
20	ISHARES DJ SELECT DIVIDEND ETF	464287168		10/18/2011	11/18/2014	128,692		0	82,244	46,448	0	0	0	46,448
21	ISHARES MSCI EMERGING MKT ETF	464287234		11/19/2012	1/17/2014	276,737		0	284,070	-7,333	0	0	0	-7,333
22	ISHARES MSCI EMERGING MKT ETF	464287234		6/12/2013	1/17/2014	48,719		0	48,136	583	0	0	0	583
23	ISHARES IBOXX INV GRD CORP BOND	464287242		10/7/2013	3/24/2014	3,604		0	3,518	86	0	0	0	86
24	ISHARES IBOXX INV GRD CORP BOND	464287242		1/26/2011	3/24/2014	46,856		0	43,844	3,012	0	0	0	3,012
25	ISHARES IBOXX INV GRD CORP BOND	464287242		8/18/2014	10/27/2014	1,078		0	1,077	1	0	0	0	1
26	ISHARES IBOXX INV GRD CORP BOND	464287242		1/26/2011	10/27/2014	838		0	762	76	0	0	0	76
27	ISHARES MSCI EAFE ETF	464287465		12/29/2009	8/18/2014	273,570		0	230,143	43,427	0	0	0	43,427
28	ISHARES MSCI EAFE ETF	464287465		7/18/2011	8/18/2014	6,441		0	5,575	866	0	0	0	866
29	ISHARES BARCLAYS MBS BOND ETF	464288588		8/18/2014	11/18/2014	7,206		0	7,146	60	0	0	0	60
30	ISHARES BARCLAYS MBS BOND ETF	464288588		5/26/2011	11/18/2014	167,915		0	164,479	3,436	0	0	0	3,436
31	ISHARES BARCLAYS MBS BOND ETF	464288588		5/26/2011	11/18/2014	10 372		0	10,160	212	0	0	0	212
32	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		8/6/2012	10/27/2014	4,175		0	4,195	-20	0	0	0	-20
33	ISHARES BARCLAYS 3-7 YEAR ETF	464288661		8/6/2012	11/18/2014	32,787		0	33,069	-282	0	0	0	-282
34	ISHARES CORE MSCI EAFE ETF	46432F842		8/18/2014	11/18/2014	27,397		0	28,738	-1,341	0	0	0	-1 341
35	ISHARES CORE MSCI EAFE ETF	46432F842		8/18/2014	11/18/2014	680,359		0	714,505	-34,146	0	0	0	-34,146
36	ISHARES CORE MSCI EMERGING	46434G103		1/17/2014	3/24/2014	68,131		0	69,035	-904	0	0	0	-904
37	ISHARES CORE MSCI EMERGING	46434G103		1/17/2014	8/18/2014	22,941		0	20,620	2 321	0	0	0	2,321
38	ISHARES CORE MSCI EMERGING	46434G103		10/27/2014	11/18/2014	14,011		0	13,808	203	0	0	0	203
39	ISHARES CORE MSCI EMERGING	46434G103		1/17/2014	11/18/2014	47,014		0	45,593	1 421	0	0	0	1,421
40	ISHARES MSCI EAFE ETF	464287465		8/8/2011	8/18/2014	15,405		0	12,089	3 316	0	0	0	3,316
41	ISHARES MSCI EAFE ETF	464287465		10/18/2011	8/18/2014	25,631		0	19,552	6 079	0	0	0	6,079
42	ISHARES MSCI EAFE ETF	464287465		8/6/2012	8/18/2014	277,820		0	214,316	63,504	0	0	0	63,504
43	ISHARES MSCI EAFE ETF	464287465		11/19/2012	8/18/2014	163,478		0	130,094	33,384	0	0	0	33,384
44	ISHARES MSCI EAFE ETF	464287465		6/12/2013	8/18/2014	3,386		0	3,053	333	0	0	0	333
45	ISHARES MSCI EAFE ETF	464287465		7/29/2013	8/18/2014	5 445		0	4,942	503	0	0	0	503
46	ISHARES MSCI EAFE ETF	464287465		10/7/2013	8/18/2014	301,990		0	286,965	15,025	0	0	0	15,025
47	ISHARES MSCI EAFE ETF	464287465		3/24/2014	8/18/2014	5,445		0	5,381	64	0	0	0	64
48	ISHARES RUSSELL MIDCAP ETF	464287499		8/6/2012	3/24/2014	12,325		0	8,454	3 871	0	0	0	3,871
49	ISHARES RUSSELL MIDCAP ETF	464287499		8/18/2014	10/27/2014	2,060		0	2,092	-32	0	0	0	-32
50	ISHARES RUSSELL 1000 VALUE ETF	464287598		3/11/2013	3/24/2014	56,091		0	47,150	8,941	0	0	0	8 941
51	ISHARES RUSSELL 1000 VALUE ETF	464287598		8/18/2014	10/27/2014	10,810		0	10,988	-178	0	0	0	-178
52	ISHARES RUSSELL 1000 VALUE ETF	464287598		8/18/2014	11/18/2014	40 802		0	39,516	1,286	0	0	0	1 286
53	ISHARES RUSSELL 1000 VALUE ETF	464287598		3/11/2013	11/18/2014	28,416		0	22,079	6,337	0	0	0	6,337
54	ISHARES MSCI EAFE SMALL CAP ETF	464288273		8/18/2014	11/18/2014	3,574		0	3,837	-263	0	0	0	-263
55	ISHARES MSCI EAFE SMALL CAP ETF	464288273		3/24/2014	11/18/2014	1,620		0	1,736	-116	0	0	0	-116
56	ISHARES IBOXX H/Y CORP BOND ETF	464288513		9/7/2010	11/18/2014	11,054		0	10,595	459	0	0	0	459
57	ISHARES IBOXX H/Y CORP BOND ETF	464288513		3/24/2014	11/18/2014	274		0	283	-9	0	0	0	-9
58	ISHARES IBOXX H/Y CORP BOND ETF	464288513		8/18/2014	11/18/2014	5,846		0	6 022	-176	0	0	0	-176
59	ISHARES IBOXX H/Y CORP BOND ETF	464288513		10/27/2014	11/18/2014	126,065		0	127,891	-1 826	0	0	0	-1,826
60	ISHARES IBOXX H/Y CORP BOND ETF	464288513		12/29/2009	11/18/2014	13,246		0	12,676	570	0	0	0	570
61	ISHARES BARCLAYS MBS BOND ETF	464288588		8/6/2012	3/24/2014	40,163		0	41,278	-1,115	0	0	0	-1,115
62	ISHARES BARCLAYS MBS BOND ETF	464288588		8/6/2012	10/27/2014	10,802		0	10,782	20	0	0	0	20
63	ISHARES BARCLAYS MBS BOND ETF	464288588		2/6/2012	11/18/2014	28,277		0	28,011	266	0	0	0	266
64	ISHARES BARCLAYS MBS BOND ETF	464288588		8/6/2012	11/18/2014	5,568		0	5,555	13	0	0	0	13
65	ISHARES BARCLAYS MBS BOND ETF	464288588		3/11/2013	11/18/2014	45,854		0	45,114	740	0	0	0	740
66	ISHARES RUSSELL 1000 GROWTH ETF	464287614		12/29/2009	3/24/2014	56,294		0	32 616	23,678	0	0	0	23,678
67	ISHARES RUSSELL 1000 GROWTH ETF	464287614		8/18/2014	10/27/2014	19,152		0	19,260	-108	0	0	0	-108
68	ISHARES RUSSELL 1000 GROWTH ETF	464287614		8/18/2014	11/18/2014	32,847		0	31,550	1,297	0	0	0	1 297
69	ISHARES RUSSELL 1000 GROWTH ETF	464287614		12/29/2009	11/18/2014	36,285		0	19,156	17,129	0	0	0	17,129
70	ISHARES RUSSELL 2000 ETF	464287655		8/6/2012	3/24/2014	18,811		0	12 432	6 379	0	0	0	6,379
71	ISHARES RUSSELL 2000 ETF	464287655		8/6/2012	11/18/2014	146 586		0	99,064	47,522	0	0	0	47,522
72	ISHARES RUSSELL 2000 ETF	464287655		11/19/2012	11/18/2014	1 863		0	1 254	609	0	0	0	609
73	ISHARES RUSSELL 2000 ETF	464287655		8/18/2014	11/18/2014	13 157		0	12 941	216	0	0	0	216
74	ISHARES RUSSELL 2000 ETF	464287655		10/27/2014	11/18/2014	349		0	331	18	0	0	0	18
75	MARKET VECTORS EMERGING MARK	57060U522		6/12/2013	8/18/2014	1 876		0	1,912	-36	0	0	0	-36
76	MARKET VECTORS EMERGING MARK	57060U522		6/12/2013	10/27/2014	121,029		0	129 521	-8,492	0	0	0	-8,492

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
										30,819	0	0
1	SUNTRUST BANKS, INC	X	P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQ'D	30,819		
2	JOHN C STATON JR		P O BOX 4655 MC 221	ATLANTA	GA	30302		COMMT/MBER	AS REQ'D			
3	LOUISE STATON GUNN		P O BOX 4655 MC 221	ATLANTA	GA	30302		COMMT/MBER	AS REQ'D			
4	MARGARET A STATON		P O BOX 4655 MC 221	ATLANTA	GA	30302		COMMT/MBER	AS REQ'D			

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	666
3	Second quarter estimated tax payment	6/11/2014	3	665
4	Third quarter estimated tax payment	9/9/2014	4	666
5	Fourth quarter estimated tax payment	12/11/2014	5	665
6	Other payments		6	
7	Total		7	2,662

Foundation Name: The JBS Foundation
EIN Number: 58-6301523

Mission and Grant Guidelines:
The Foundation supports interests of the Staton family.

Application Deadline(s): None

Application Information: Applications are not encouraged unless there is a connection with one of the Foundation's board members.

Application Address: SunTrust Bank, P.O. Box 4655, MC 221, Atlanta, GA 30302

Send to the attention of: Allen Mast

Contact Phone Number: 404-588-7347

Contact Email: fdnsvcs.ga@suntrust.com