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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation O'Sullivan Family Charitable Foundation		<b>A Employer identification number</b>  20-1882904	
Number and street (or P O box number if mail is not delivered to street address) P O Box 590005		<b>B Telephone number</b> (see instructions)  (205) 803-4300	
City or town, state or province, country, and ZIP or foreign postal code Birmingham, AL 352590005		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 4,720,064		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(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)	833,027			
	2 Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	50,418	50,418		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	236,030			
	b Gross sales price for all assets on line 6a 1,742,677				
	7 Capital gain net income (from Part IV, line 2) . . .		236,030		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	1,119,475	286,448		
	13 Compensation of officers, directors, trustees, etc	3,000	750		2,250
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .	2,331	583		1,748
	b Accounting fees (attach schedule) . . . . .	6,600	1,650		4,950
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	1,011	1,011		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	33,751	33,710		41
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	46,693	37,704		8,989
	25 Contributions, gifts, grants paid . . . . .	150,000			150,000
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	196,693	37,704		158,989
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	922,782			
	b <b>Net investment income</b> (if negative, enter -0-)		248,744		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	665,228	982,864	982,864
	2	Savings and temporary cash investments . . . . .			
	3	Accounts receivable ▶ <u>706</u>			
		Less allowance for doubtful accounts ▶ _____		706	706
	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 . . . . .	291		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	2,099,222	<input checked="" type="checkbox"/> 2,712,330	3,302,354
	c	Investments—corporate bonds (attach schedule). . . . .	410,019	<input checked="" type="checkbox"/> 401,642	434,140
	11	Investments—land, buildings, and equipment basis ▶ _____			
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	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)	3,174,760	4,097,542	4,720,064
	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 checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .	3,174,760	4,097,542	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .			
	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 page 17 of the instructions) . . . . .	3,174,760	4,097,542	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	3,174,760	4,097,542	

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	3,174,760
2	Enter amount from Part I, line 27a . . . . .	2	922,782
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	4,097,542
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	4,097,542

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 Additional Data Table			
b				
c				
d				
e				

(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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
a See Additional Data Table			
b			
c			
d			
e			

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	236,030
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	27,975	397,974	0 070294
2011	31,142	305,276	0 102013
2010	29,226	326,851	0 089417
2009	4,718	328,116	0 014379
2008	31,480	422,482	0 074512

2	Total of line 1, column (d). . . . .	2	0 350615
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 070123
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	4,323,710
5	Multiply line 4 by line 3. . . . .	5	303,192
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,487
7	Add lines 5 and 6. . . . .	7	305,679
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	158,989

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	4,975
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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2. . . . .		3	4,975
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		5	4,975
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	381	
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	381
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	4,594
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded		11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .		1b	No
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	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2	No
If "Yes," attach a detailed description of the activities.			
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?. . . . .		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none"><li>By language in the governing instrument, or</li><li>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? . . . . .</li></ul>		6	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) AL			
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	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Patrick L O'Sullivan Telephone no (205) 803-4300 Located at 1306 Roseland Drive Homewood AL ZIP+4 35209			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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		
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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (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

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?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

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
See Additional Data Table				

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.

0

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. . . . .		0

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	3,349,364
b	Average of monthly cash balances. . . . .	1b	1,040,189
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	4,389,553
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	1e	0
2	Acquisition indebtedness applicable to line 1 assets. . . . .	2	0
3	Subtract line 2 from line 1d. . . . .	3	4,389,553
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	65,843
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,323,710
6	Minimum investment return. Enter 5% of line 5. . . . .	6	216,186

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	216,186
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	4,975
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	4,975
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	211,211
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	211,211
6	Deduction from distributable amount (see instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	211,211

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	158,989
b	Program-related investments—total from Part IX-B. . . . .	1b	0
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	158,989
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	158,989
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				211,211
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				10,452
b From 2009. . . . .				
c From 2010. . . . .				12,883
d From 2011. . . . .				15,928
e From 2012. . . . .				8,142
f Total of lines 3a through e. . . . .	47,405			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 158,989				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions). . . . .		0		
c Treated as distributions out of corpus (Election required—see instructions). . . . .	0			
d Applied to 2013 distributable amount. . . . .				158,989
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	47,405			47,405
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .		0		
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				4,817
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.				
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)				
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
	(3) Largest amount of support from an exempt organization				
	(4) Gross investment income				

Part XVSupplementary Information (Complete this part only if the organization 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) )

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

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

Elizabeth H Hutchins  
2311 Highland Avenue  
Birmingham, AL 35205  
(205) 930-5100

b

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

Applications should be in writing, should identify the applicant, should affirm that the applicant is an organization described in Section 501(c)(3) of the Internal Revenue Code, should give the organization's tax exempt number, state the purpose for which the gift will be used, the prior experience of the applicant in carrying out such purpose, the applicant's plan for, and personnel to be used in, carrying out such purpose and should attach a financial statement for the applicant for the current and the preceeding two years

c

Any submission deadlines

There are no submission deadlines, but applications are received from time to time and considered wh

d

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

Donations and grants are restricted to religious or charitable or educational purposes and to donees within the restriction of Section 501(c)(3) of the Internal Revenue Code

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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	150,000
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

[illegible]

**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

<p><b>Sign Here</b></p> <p>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 or fiduciary) is based on all information of which preparer has any knowledge.</p> <p>*****</p> <p>_____ Signature of officer or trustee</p>	<p>2014-10-28</p> <p>_____ Date</p> <p>*****</p> <p>_____ Title</p>
--	---

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

<b>Paid Preparer Use Only</b>	Print/Type preparer's name James M Brooks	Preparer's Signature	Date 2014-10-28	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00132546
	Firm's name <input type="checkbox"/>	Duval & Associates PC CPA's			Firm's EIN <input type="checkbox"/> 63-0861649
	Firm's address <input type="checkbox"/>	3615 Eighth Avenue South Birmingham, AL 35222			Phone no (205) 326-0453

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
38 Catamaran Corp Com		2012-12-14	2013-05-02
20 Catamaran Corp		2013-01-25	2013-05-02
58 Verifone Systems Inc		2012-12-14	2013-02-21
30 Verifone Systems Inc		2013-01-25	2013-02-21
65 Coach Inc		2012-12-14	2013-02-26
34 Coach Inc		2013-01-25	2013-02-26
53 Baxter International Inc		2012-12-14	2013-04-30
173 Akorn Inc		2012-12-14	2013-06-13
24 Akorn Inc		2012-12-19	2013-06-13
33 International Business Machines Corp		2012-12-14	2013-06-28
62 Solarwinds Inc		2013-04-23	2013-07-26
7 Apple Inc		2012-12-14	2013-08-02
77 Southwestern Energy Co		2012-12-14	2013-08-07
39 Southwestern Energy Co		2013-01-25	2013-08-07
30 Kraft Foods Group Inc Com		2012-12-14	2013-08-23
16 Kraft Foods Group Inc Com		2013-01-25	2013-08-23
29 Citrix Systems Inc		2012-12-14	2013-10-08
15 Citrix Systems Inc		2013-01-25	2013-10-08
172 Ariad Pharmaceuticals Inc		2013-04-26	2013-10-09
98 Ariad Pharmaceuticals Inc		2013-05-14	2013-10-09
19 Baxter International Inc		2012-12-14	2013-11-01
37 Baxter International Inc		2013-01-25	2013-11-01
42 Salix Pharmaceuticals Ltd		2012-12-14	2013-11-12
74 Altera Corp		2012-12-14	2013-11-21
38 Altera Corp		2013-01-25	2013-11-21
14 Salix Pharmaceuticals Ltd		2012-12-14	2013-12-09
29 Salix Pharmaceuticals Ltd		2013-01-25	2013-12-09
500 Home Depot Inc		2012-12-14	2013-02-21
500 Cinemark Hldgs Inc		2012-12-14	2013-03-04
100 Kimberly Clark Corp		2012-12-14	2013-03-19

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33 Kraft Foods Group Inc Com		2012-12-14	2013-03-19
750 Omnivision Technologies Inc		2012-12-14	2013-05-24
1000 Sandridge Energy Inc		2012-12-14	2013-06-06
2000 Belo Corp Ser A		2012-12-14	2013-06-13
400 Microsoft Corp		2012-12-14	2013-08-27
1000 Pandora Medi A Inc		2013-08-23	2013-09-24
200 Facebook, Inc		2013-08-23	2013-10-31
25 Michael Kors Hldgs Ltd US Listed		2012-12-14	2013-10-31
150 Michael Kors Hldgs Ltd US Listed		2012-12-14	2013-10-31
500 US Airways Group Inc		2012-12-14	2013-11-13
250 US Airways Group Inc		2013-08-23	2013-11-13
25 Michael Kors Hldgs Ltd US Listed		2012-12-14	2013-11-18
150 Michael Kors Hldgs Ltd US Listed		2013-03-19	2013-11-18
185 Mondelez International Inc		2009-09-24	2013-02-05
425 Mondelez International Inc		2012-12-11	2013-02-05
85 Cenovus Energy Inc		2009-09-24	2013-02-22
65 Cenovus Energy Inc		2010-05-05	2013-02-22
455 Cenovus Energy Inc		2012-12-11	2013-02-22
25 Valmont Industries Inc		2010-08-19	2013-04-03
65 Valmont Industries Inc		2012-12-11	2013-04-03
15 Life Technologies Corp		2013-03-23	2013-04-09
55 Life Technologies Corp		2012-08-29	2013-04-09
25 Life Technologies Corp		2012-10-22	2013-04-09
25 Life Technologies Corp		2012-12-11	2013-04-09
210 Life Technologies Corp		2012-12-11	2013-04-15
40 3M Company		2009-09-24	2013-06-06
110 Texas Instruments Inc		2010-11-05	2013-06-07
10 Texas Instruments Inc		2010-11-01	2013-06-07
140 Briggs & Stratton Corp		2011-08-05	2013-06-18
65 Briggs & Stratton Corp		2011-08-11	2013-06-18



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25 Briggs & Stratton Corp		2012-12-11	2013-06-18
55 Texas Instruments Inc		2010-11-01	2013-06-26
415 Texas Instruments Inc		2012-12-11	2013-06-26
30 Johnson & Johnson		2010-07-13	2013-08-21
20 Johnson & Johnson		2011-04-26	2013-08-21
155 Johnson & Johnson		2012-12-11	2013-08-21
155 Ingersoll Rand		2009-09-24	2013-10-16
40 Ingersoll Rand		2012-12-11	2013-10-16
115 Liquidity Services Inc		2013-02-06	2013-10-24
81 Allegion Public Ltd		2013-12-02	2013-12-09
0 666 Allegion Public Ltd		2013-12-02	2013-12-09
110 Oracle Corp		2012-01-20	2013-12-13
40 Oracle Corp		2012-10-22	2013-12-13
385 Oracle Corp		2012-12-11	2013-12-13
60 Chicago Bridge & Iron Company N V N Y		2012-11-26	2013-12-18
167 Chicago Bridge & Iron Company N V N Y		2012-12-18	2013-12-18
70 FedEx Corp		2013-02-06	2013-12-18
235 NCR Corp		2009-12-14	2013-12-18
95 NCR Corp		2010-02-03	2013-12-18
106 NCR Corp		2012-12-11	2013-12-18
200 Terex Corp		2009-09-24	2013-12-18
102 Terex Corp		2012-12-11	2013-12-18
300 AT&T		2012-12-11	2013-01-02
50 Comcast Corp A		2012-12-11	2013-01-02
125 Exxon Mobil Corp		2012-12-11	2013-01-02
150 Oneok Inc		2012-12-11	2013-01-02
250 PG&E Corp		2012-12-11	2013-01-02
350 PPL Corp		2012-12-11	2013-01-02
225 Southern Company		2012-12-11	2013-01-02
150 Centurylink Inc		2012-12-11	2013-02-14

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50 Centurylink Inc		2012-12-11	2013-02-19
50 Centurylink Inc		2013-01-02	2013-02-19
100 BCE Inc		2012-12-11	2013-06-26
100 Qualcomm Inc		2013-01-02	2013-07-25
100 Linnco LLC		2012-12-11	2013-08-08
125 Linnco LLC		2013-01-02	2013-08-08
50 EQT Corp		2012-12-11	2013-09-19
50 Union Pacific Corp		2012-12-11	2013-10-17
50 BCE Inc		2012-12-11	2013-12-18
50 BCE Inc		2013-01-02	2013-12-18
75 DTE Energy Company		2012-12-11	2013-12-18
200 Enbridge Inc		2012-12-11	2013-12-18
25 Enbridge Inc		2013-01-02	2013-12-18
25 Lyondellbasell Industries N V		2013-07-26	2013-12-18
50 Lyondellbasell Industries N V		2013-08-01	2013-12-18
50 National Oilwell Varco Inc		2013-08-12	2013-12-18
50 National Oilwell Varco Inc		2013-08-16	2013-12-18
190 Nisource Inc		2012-12-11	2013-12-18
108 Northeast Utilities		2012-12-11	2013-12-18
119 Pinnacle West Cap Corp		2012-12-11	2013-12-18
78 Scana Corp		2013-01-02	2013-12-18
70 South Jersey Industries Inc		2012-12-11	2013-12-18
300 Westar Energy Inc		2013-01-02	2013-12-18
29 Biogen Idec Inc		2012-12-11	2013-01-03
3 Mastercard Inc A		2012-12-11	2013-01-04
40 Western Digital Corp		2012-12-11	2013-01-04
54 Union Pacific Corp		2012-12-11	2013-01-11
33 Transocean Limited Namen Akt		2013-01-02	2013-01-14
47 HCA Holdings Inc		2012-12-11	2013-01-16
31 Lyondelbaselli Industries		2012-12-11	2013-01-17

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130 IAC/Interactivecorp		2012-12-11	2013-01-24
6 IAC/Interactivecorp		2012-12-20	2013-01-24
38 Tesoro Corp		2012-12-11	2013-01-30
62 Vmware Inc A		2012-12-11	2013-01-30
86 Marathon Petroleum Corp		2012-12-11	2013-02-05
93 Hertz Global Holdings		2012-12-11	2013-03-01
76 Amgen Inc		2013-01-02	2013-03-06
121 Western Digital Corp		2012-12-11	2013-03-07
458 Delta Airlines Inc		2013-02-05	2013-03-08
178 Oracle Corp		2013-01-02	2013-03-12
161 Delphi Automotive Plc		2013-02-05	2013-03-13
280 Hertz Global Holdings		2012-12-11	2013-03-14
135 Merck & Company		2012-12-11	2013-03-14
179 Wells Fargo & Co		2013-01-02	2013-03-18
29 Viacom Inc B		2012-12-11	2013-03-19
284 U S Airways Group Inc		2012-12-11	2013-03-20
102 CVS Caremark		2012-12-11	2013-03-21
173 Dish Network Corp A		2012-12-20	2013-03-25
171 Fidelity National Information Services		2012-12-20	2013-04-01
44 Comcast Corp A		2012-12-11	2013-04-03
29 CF Industries Holdings		2012-12-11	2013-04-16
115 Hollyfrontier Corp		2012-12-11	2013-04-22
276 U S Airways Group Inc		2012-12-11	2013-04-22
81 AOL Inc		2012-12-11	2013-05-02
8 AOL Inc		2012-12-20	2013-05-02
35 CBS Corp		2012-12-11	2013-05-03
28 Cigna Corp		2013-01-02	2013-05-03
51 Questcor Pharmaceutical Inc		2013-03-18	2013-05-06
84 Cigna Corp		2013-01-02	2013-05-07
13 PPG Industries Inc		2013-04-01	2013-05-09

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97 Home Depot Inc		2013-03-21	2013-05-10
154 Questcor Pharmaceutical Inc		2013-03-18	2013-05-13
115 Tesoro Corp		2012-12-11	2013-05-16
104 CBS Corp		2012-12-11	2013-05-21
152 Discover Financial Svcs		2012-12-11	2013-06-07
104 Gamestop Corp New Class A		2013-05-31	2013-06-21
91 Lyondelbaseli Industries		2012-12-11	2013-06-26
191 U S Bancorp De		2013-01-02	2013-06-27
132 Comcast Corp A		2012-12-11	2013-07-10
113 Express Scripts Holding Company		2013-02-05	2013-07-18
46 Franklin Resources Inc		2013-06-06	2013-07-19
87 SLM Corp		2013-03-12	2013-07-19
83 Ecolab Inc		2013-03-14	2013-07-25
285 General Electric Company		2013-03-19	2013-07-25
334 Pultegroup Inc		2013-03-14	2013-07-26
15 Celgene Corp		2013-06-11	2013-08-02
87 Viacom Inc B		2012-12-11	2013-08-05
30 Mohawk Industries Inc		2013-05-30	2013-08-07
71 Partnerre Limited		2013-04-18	2013-08-12
93 Grace W R & Company De		2013-07-31	2013-09-09
142 HCA Holdings Inc		2012-12-11	2013-09-10
99 Transocean Limited Namen Akt		2013-01-02	2013-09-13
28 Cognizant Technology Solutions Corp Cl A		2013-05-15	2013-09-16
2 Mastercard Inc A		2012-12-11	2013-09-16
34 Biogen Idec Inc		2013-08-13	2013-09-19
7 Mastercard Inc A		2012-12-11	2013-09-25
28 Cree Inc		2013-09-12	2013-10-03
90 Sunpower Corp		2013-08-09	2013-10-03
85 Cognizant Technology Solutions Corp Cl A		2013-05-15	2013-10-04
92 Corrections Corp Amer		2013-04-25	2013-10-16

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124 Cameron Intl Corp		2013-07-30	2013-10-18
79 Sunpower Corp		2013-08-09	2013-10-30
92 Expedia Inc		2012-12-11	2013-10-31
186 Foot Locker Inc		2013-01-02	2013-11-06
115 Express Scripts Holding Company		2013-09-26	2013-11-15
218 Suntrust Banks Inc		2013-09-05	2013-11-21
186 Southwestern Energy Company		2013-06-07	2013-11-25
33 Cree Inc		2013-09-12	2013-12-03
131 Edison Intl		2013-04-03	2013-12-05
168 Dean Foods Company		2013-08-13	2013-12-16
166 Urban Outfitters Inc		2013-03-21	2013-12-16
188 Abbott Laboratorees		2013-05-21	2013-12-18
80 Allergan Inc		2013-06-26	2013-12-18
194 Alteria Group Inc		2013-03-13	2013-12-18
86 Anadarko Petroleum Corp		2013-12-01	2013-12-18
193 Cabot Oil&Gas Corp		2013-10-01	2013-12-18
77 Catamaran Corp		2013-10-08	2013-12-18
44 Celgene Corp		2013-06-11	2013-12-18
124 Devon Energy Corp		2013-12-05	2013-12-18
118 Ebay Inc		2013-01-02	2013-12-18
47 EOG Resources Inc		2013-12-13	2013-12-18
423 Ford Motor Company		2013-08-09	2013-12-18
82 Gamestop Corp New Class A		2013-12-04	2013-12-18
29 Grainger W W Inc		2013-11-21	2013-12-18
110 Green Mountain Coffee Roasters Inc		2013-10-17	2013-12-18
95 Home Depot Inc		2013-08-26	2013-12-18
134 Lilly Eli & Comapany		2013-06-17	2013-12-18
78 Philip Morris Intl Inc		2013-06-26	2013-12-18
37 PPG Industries Inc		2013-04-01	2013-12-18
89 Pepsico Inc		2013-09-06	2013-12-18

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44 Ralph Lauren Corp Cl A		2013-09-13	2013-12-18
254 SLM Corp		2013-03-12	2013-12-18
118 Sandisk Corp		2013-07-25	2013-12-18
41 SM Energy Company		2013-11-06	2013-12-18
94 Starbucks Corp		2013-11-21	2013-12-18
72 TE Connectivity Ltd		2013-11-05	2013-12-18
128 Tyson Foods Inc Class A		2013-10-04	2013-12-18
49 Union Pacific Corp		2013-10-18	2013-12-18
40 Visa Inc Class A		2013-08-01	2013-12-18
33 Cummins Inc		2013-12-18	2013-12-19
220 Activision Blizzard Inc		2012-12-12	2013-01-22
47 UDR Inc		2012-12-12	2013-01-22
55 Advent Sorware Inc		2012-12-12	2013-02-07
125 Micrel Inc		2012-12-12	2013-02-07
60 Nu Skin Enterprises Inc		2012-12-12	2013-03-04
88 Matson Inc		2012-12-12	2013-04-12
134 Micrel Inc		2012-12-12	2013-04-12
40 UDR Inc		2012-12-12	2013-04-12
129 Montpelier Re Holdings Limited		2012-12-12	2013-06-11
60 Hershey Company		2012-12-12	2013-09-05
95 Montpelier Re Holdings Limited		2012-12-12	2013-09-05
15 Montpelier Re Holdings Limited		2012-12-28	2013-09-05
100 Valueclick Inc		2012-12-12	2013-09-16
229 Staples Inc		2012-12-12	2013-10-15
97 Hatteras Financial Corp Reit		2012-12-12	2013-11-07
79 Valueclick Inc		2012-12-12	2013-11-14
59 Essilor Intl SA ADR		2012-12-12	2013-01-14
40 Essilor Intl SA ADR		2012-12-12	2013-02-22
58 Loreal Company ADR		2012-12-12	2013-02-22
27 Arm Holdings PLC		2012-12-12	2013-02-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
7 Novo Nordisk AS ADR		2012-12-12	2013-03-01
34 CocaCola Enterprises Inc		2012-12-12	2013-04-29
33 Loreal Company ADR		2012-12-12	2013-04-29
21 Sysmex Corp ADR		2012-12-12	2013-05-03
36 Loreal Company ADR		2012-12-12	2013-05-10
29 Arm Holdings PLC		2012-12-12	2013-06-04
9 Core Laboraidries NV		2012-12-12	2013-06-04
88 Kuehne & Nagel Intl Ag ADR		2012-12-12	2013-06-11
39 Novozymes A/S Spon ADR		2012-12-12	2013-06-11
Mallinckrodt Public Ltd Company		2013-07-01	2013-07-17
312 Arcos Dorados Hldgs Inc A		2012-12-12	2013-08-09
8 Mallinckrodt Public Ltd Company		2013-07-01	2013-08-09
113 Potash Corp Of Saskatchewan Inc		2012-12-12	2013-08-09
87 Loreal Company ADR		2012-12-12	2013-09-05
27 Want Want China Holdings Ltd ADR		2012-12-12	2013-09-10
6 Core Laboraidries NV		2012-12-12	2013-10-23
26 Tencent Holdings Lid ADR		2012-12-12	2013-10-24
399 Shandong Weigao Group		2012-12-12	2013-11-08
380 Shandong Weigao Group		2013-08-22	2013-11-08
Perrigo Company		2013-08-09	2013-12-23
1020 Dell Inc		2012-12-14	2013-01-18
610 Seachange International Inc		2012-12-14	2013-01-23
220 Abercrombie & Fitch Co-Cl A		2012-12-14	2013-01-28
1000 Compuware Corp		2012-12-14	2013-01-29
11000 Chesapeake Energy Corp Sr Nt Moody Ba3		2012-12-14	2013-02-04
870 Sierra Wireless Inc		2012-12-14	2013-02-05
540 Checkpoint Systems Inc		2012-12-14	2013-03-05
380 Qad Inc Cl A		2012-12-14	2013-03-13
16000 Comstock Res Inc Sr Nt Call 04/01/2015		2012-12-14	2013-04-03
1150 Compuware Corp		2012-12-14	2013-05-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
21000 Stewart & Stevenson LLC / Corp Sr Nt		2012-12-14	2013-05-09
17000 Penney J C Corp Inc		2013-01-24	2013-05-09
16000 Penney J C Corp Inc		2013-02-27	2013-05-09
700 American Safety Insurance Holdings Ltd		2012-12-14	2013-06-03
420 Tetra Technologies Inc-Del		2012-12-14	2013-06-07
1010 Checkpoint Systems Inc		2012-12-14	2013-06-18
1290 Sierra Wireless Inc		2012-12-14	2013-07-15
1240 Transact Technologies Inc		2012-12-14	2013-08-08
1540 Digital Generation Inc		2012-12-14	2013-08-12
2810 Dover Motorsports Inc		2012-12-14	2013-08-16
1810 Tecumseh Products Co-CI A Non-Vtg		2012-12-14	2013-08-19
990 Tecumseh Products Co-CI A Non-Vtg		2012-12-14	2013-08-30
400 Seachange International Inc		2012-12-14	2013-09-09
650 Tetra Technologies Inc-Del		2012-12-14	2013-10-09
330 Digital Generation Inc		2012-12-14	2013-10-10
1170 Digital Generation Inc		2013-06-18	2013-10-10
1360 Seachange International Inc		2012-12-14	2013-10-10
3 Qad Inc CI A		2012-12-14	2013-10-14
995 139 Qad Inc CI A		2012-12-14	2013-10-15
6 861 Qad Inc CI A		2013-02-08	2013-10-15
0 572 Qad Inc CI A		2013-02-08	2013-10-16
1730 Tetra Technologies Inc-Del		2012-12-14	2013-10-25
550 Apollo Group Inc-CI A		2013-09-09	2013-10-28
970 Tecumseh Products Co-CI A Non-Vtg		2012-12-14	2013-11-25
20000 Stone Energy Corp Contra Notes Call 02/01/2014		2012-12-14	2013-11-27
164 Uns Energy Corporation		2013-02-22	2013-02-28
200 Linn Energy LLC Unit Repstg Ltd		2013-02-25	2013-07-02
17 Linn Energy LLC Unit Repstg Ltd		2013-03-05	2013-07-02
3000 Amgen Inc Sr Note Conv B/E Cpn 0 375% Due 02/01/13		2012-12-12	2013-01-04
3000 Airtran Holdings Inc Sr Note Conv Cpn 5 250% Due 11/01/16		2012-12-12	2013-01-08



**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
3000 Medtronic Inc Conv Debenture B/E Cpn 1 625% Due 04/15/13		2012-12-12	2013-02-25
3000 Medtronic Inc Conv Debenture B/E Cpn 1 625% Due 04/15/13		2012-12-12	2013-03-01
30 AngloGold Ashanti Hldgs Fin PLC		2012-12-12	2013-03-05
3000 Archer Daniels Midland Sr Note Conv B/E Cpn 0 875% Due 02/15/14		2012-12-12	2013-04-02
4000 Boston Properties Lp Exch Sr Note Cpn 3 750% Due 05/15/36		2012-12-12	2013-05-02
4000 Symantec Corp Senior Note Convertible B/E Cpn 1 000% Due 06/15/13		2012-12-12	2013-05-17
3000 National Retail Sr Note Cpn 5 125% 6/15/28		2012-12-12	2013-06-07
65 PPL Corp Convertible Corp Unit 9 5%		2012-12-12	2013-06-17
3000 Molson Coors Brewing Company Senior Note Convertible B/E Cpn 2 500% Due		2012-12-12	2013-07-11
45 Apache Corp Depositary Shares Repstg 1/20Th Pfd Conv Ser D		2012-12-12	2013-07-16
4000 Affiliated Managers Grp Inc Sr Note Conv Cpn 3 950% Due 08/15/38		2012-12-12	2013-08-01
75 Nextera Energy Inc Corp Unit Pfd		2012-12-12	2013-08-07
0 195 MetLife Inc Com Equity Unit		2012-12-12	2013-09-18
2000 Hornbeck Offshore Services Inc New Senior Note Conv B/E Step Cpn 1 625%		2013-04-09	2013-09-18
48 MetLife Inc Com Equity Unit		2012-12-12	2013-09-20
3000 Newmont Mining Corp Senior Note Convertible B/E Cpn 1 250% Due 07/15/14		2012-12-12	2013-10-29
40 General Motors Company Jr Pfd Conv Ser B		2012-12-12	2013-11-13
3000 EMC Corp Senior Note Convertible B/E Cpn 1 750% Due 12/01/13		2012-12-12	2013-11-18
Capital Gains Dividends	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,997		1,868	129
1,051		1,058	-7
1,154		1,927	-773
597		1,069	-472
3,006		3,682	-676
1,572		1,743	-171
3,689		3,480	209
2,354		2,266	88
327		324	3
6,314		6,336	-22
2,236		3,037	-801
3,212		3,708	-496
2,909		2,548	361
1,473		1,336	137
1,592		1,380	212
849		757	92
2,030		1,864	166
1,050		1,068	-18
865		3,110	-2,245
493		1,712	-1,219
1,251		1,248	3
2,436		2,519	-83
3,580		1,758	1,822
2,336		2,443	-107
1,199		1,264	-65
1,211		586	625
2,509		1,361	1,148
32,351		31,205	1,146
13,242		13,175	67
9,341		8,578	763

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,665		1,518	147
10,741		10,688	53
4,990		6,670	-1,680
27,321		14,780	12,541
13,316		10,844	2,472
24,518		19,084	5,434
9,686		8,034	1,652
1,907		1,233	674
11,442		7,397	4,045
11,850		6,485	5,365
5,925		4,054	1,871
2,022		1,233	789
12,132		8,308	3,824
5,179		3,675	1,504
11,897		11,105	792
2,727		2,290	437
2,086		1,784	302
14,599		15,666	-1,067
3,623		1,727	1,896
9,420		8,905	515
994		721	273
3,643		2,621	1,022
1,656		1,197	459
1,656		1,281	375
15,350		10,763	4,587
4,324		2,956	1,368
3,972		3,413	559
361		325	36
2,873		2,282	591
1,334		868	466

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
513		513	0
1,931		1,789	142
14,567		12,869	1,698
2,678		1,828	850
1,785		1,309	476
13,838		11,021	2,817
9,924		4,734	5,190
2,561		1,906	655
2,922		3,882	-960
3,308		2,412	896
28			28
3,661		3,131	530
1,331		1,236	95
12,815		12,451	364
4,756		2,370	2,386
13,237		7,125	6,112
9,784		7,419	2,365
7,717		2,417	5,300
3,120		1,187	1,933
3,481		2,632	849
7,971		3,841	4,130
4,065		2,620	1,445
10,309		10,245	64
1,912		1,870	42
10,950		11,124	-174
6,524		6,554	-30
10,159		10,218	-59
10,139		10,143	-4
9,772		9,810	-38
5,020		5,786	-766

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,734		1,929	-195
1,734		2,002	-268
3,966		4,358	-392
6,394		6,425	-31
2,733		3,765	-1,032
3,416		4,620	-1,204
4,665		2,904	1,761
7,698		6,180	1,518
2,122		2,179	-57
2,122		2,176	-54
4,941		4,597	344
8,409		8,502	-93
1,051		1,095	-44
1,958		1,693	265
3,916		3,433	483
3,874		3,632	242
3,874		3,644	230
5,983		4,594	1,389
4,518		4,269	249
6,366		6,127	239
3,681		3,632	49
3,860		3,513	347
9,556		8,778	778
4,187		4,472	-285
1,520		1,445	75
1,701		1,526	175
7,085		6,674	411
1,788		1,501	287
1,627		1,550	77
1,906		1,676	230

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,000		5,803	-803
231		287	-56
1,802		1,700	102
4,814		5,845	-1,031
6,601		5,282	1,319
1,842		1,482	360
7,101		6,322	779
5,744		4,617	1,127
7,431		6,410	1,021
6,348		6,141	207
6,946		6,406	540
6,065		4,463	1,602
5,953		6,101	-148
6,754		6,243	511
1,802		1,582	220
4,826		3,658	1,168
5,615		4,850	765
6,558		6,353	205
6,786		6,077	709
1,861		1,646	215
5,135		6,299	-1,164
5,797		5,191	606
4,375		3,555	820
3,265		2,527	738
322		251	71
1,670		1,254	416
1,872		1,544	328
1,730		1,639	91
5,646		4,632	1,014
1,990		1,738	252

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,333		6,654	679
5,764		4,948	816
6,709		5,144	1,565
5,288		3,727	1,561
7,424		6,136	1,288
4,267		3,488	779
6,084		4,919	1,165
6,870		6,300	570
5,660		4,937	723
7,530		6,232	1,298
6,682		6,835	-153
2,125		1,713	412
7,750		6,639	1,111
7,012		6,642	370
5,434		6,761	-1,327
2,188		1,760	428
6,832		4,745	2,087
3,810		3,414	396
6,178		6,524	-346
7,722		7,097	625
5,576		4,683	893
4,632		4,504	128
2,255		1,741	514
1,339		963	376
8,408		7,058	1,350
4,779		3,371	1,408
2,001		1,654	347
2,554		1,967	587
7,204		5,284	1,920
3,366		3,311	55

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,058		7,205	853
2,528		1,727	801
5,405		5,520	-115
6,428		6,147	281
7,607		7,152	455
7,834		7,144	690
7,282		7,095	187
1,887		1,950	-63
5,938		6,646	-708
2,806		3,582	-776
6,025		6,662	-637
7,103		7,100	3
8,028		6,984	1,044
7,363		6,553	810
6,797		7,598	-801
6,987		7,155	-168
3,559		3,624	-65
7,056		5,162	1,894
7,339		7,570	-231
6,185		6,318	-133
7,567		7,443	124
6,568		7,222	-654
4,087		3,771	316
7,348		7,404	-56
8,304		7,179	1,125
7,561		7,227	334
6,720		7,002	-282
6,636		6,875	-239
6,823		4,948	1,875
7,214		7,090	124



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,700		7,230	470
6,581		5,002	1,579
8,047		7,053	994
3,340		3,653	-313
7,241		7,626	-385
3,787		3,735	52
4,305		3,638	667
7,978		7,473	505
8,545		7,047	1,498
4,535		4,491	44
2,525		2,530	-5
1,152		1,070	82
1,417		1,220	197
1,229		1,206	23
2,525		2,758	-233
2,060		2,073	-13
1,346		1,292	54
983		910	73
3,209		2,788	421
5,405		4,404	1,001
2,384		2,053	331
376		344	32
2,185		1,928	257
3,446		2,679	767
1,702		2,513	-811
1,661		1,523	138
2,949		3,008	-59
1,966		2,040	-74
1,693		1,587	106
1,138		992	146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,223		1,145	78
1,233		1,070	163
1,140		903	237
659		470	189
1,240		985	255
1,208		1,066	142
1,204		960	244
1,957		2,105	-148
1,314		1,113	201
5			5
4,082		3,919	163
356		355	1
3,418		4,633	-1,215
2,836		2,381	455
1,925		1,898	27
1,113		640	473
1,421		846	575
1,409		1,552	-143
1,341		1,406	-65
			0
13,111		10,741	2,370
6,619		5,874	745
10,901		10,318	583
11,510		9,530	1,980
12,430		12,050	380
9,944		6,951	2,993
6,772		5,400	1,372
5,065		4,964	101
16,880		16,300	580
13,634		10,960	2,674

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21,000		20,790	210
14,705		14,153	552
13,840		13,560	280
20,243		12,026	8,217
4,609		3,011	1,598
14,888		10,100	4,788
17,574		10,307	7,267
11,152		9,027	2,125
15,940		17,079	-1,139
6,885		4,580	2,305
18,655		7,928	10,727
9,813		4,336	5,477
4,545		3,852	693
7,834		4,661	3,173
4,300		3,660	640
15,245		8,330	6,915
17,319		13,097	4,222
41		39	2
14,039		12,798	1,241
97		90	7
8		8	0
22,256		12,404	9,852
15,129		11,133	3,996
8,798		4,249	4,549
21,148		21,500	-352
7,630		7,624	6
5,746		7,365	-1,619
488		631	-143
3,454		3,499	-45
4,003		3,919	84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,017		3,015	2
3,017		3,015	2
840		1,118	-278
3,028		3,004	24
4,420		4,330	90
5,085		4,255	830
4,273		3,664	609
3,279		3,451	-172
3,077		3,038	39
2,080		2,033	47
5,878		4,440	1,438
4,791		4,003	788
9		6	3
2,360		2,140	220
2,268		1,372	896
3,021		3,540	-519
2,051		1,606	445
4,508		4,706	-198
632			632

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			129
			-7
			-773
			-472
			-676
			-171
			209
			88
			3
			-22
			-801
			-496
			361
			137
			212
			92
			166
			-18
			-2,245
			-1,219
			3
			-83
			1,822
			-107
			-65
			625
			1,148
			1,146
			67
			763

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			147
			53
			-1,680
			12,541
			2,472
			5,434
			1,652
			674
			4,045
			5,365
			1,871
			789
			3,824
			1,504
			792
			437
			302
			-1,067
			1,896
			515
			273
			1,022
			459
			375
			4,587
			1,368
			559
			36
			591
			466

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			0
			142
			1,698
			850
			476
			2,817
			5,190
			655
			-960
			896
			28
			530
			95
			364
			2,386
			6,112
			2,365
			5,300
			1,933
			849
			4,130
			1,445
			64
			42
			-174
			-30
			-59
			-4
			-38
			-766

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-195
			-268
			-392
			-31
			-1,032
			-1,204
			1,761
			1,518
			-57
			-54
			344
			-93
			-44
			265
			483
			242
			230
			1,389
			249
			239
			49
			347
			778
			-285
			75
			175
			411
			287
			77
			230



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-803
			-56
			102
			-1,031
			1,319
			360
			779
			1,127
			1,021
			207
			540
			1,602
			-148
			511
			220
			1,168
			765
			205
			709
			215
			-1,164
			606
			820
			738
			71
			416
			328
			91
			1,014
			252

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			679
			816
			1,565
			1,561
			1,288
			779
			1,165
			570
			723
			1,298
			-153
			412
			1,111
			370
			-1,327
			428
			2,087
			396
			-346
			625
			893
			128
			514
			376
			1,350
			1,408
			347
			587
			1,920
			55

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			853
			801
			-115
			281
			455
			690
			187
			-63
			-708
			-776
			-637
			3
			1,044
			810
			-801
			-168
			-65
			1,894
			-231
			-133
			124
			-654
			316
			-56
			1,125
			334
			-282
			-239
			1,875
			124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			470
			1,579
			994
			-313
			-385
			52
			667
			505
			1,498
			44
			-5
			82
			197
			23
			-233
			-13
			54
			73
			421
			1,001
			331
			32
			257
			767
			-811
			138
			-59
			-74
			106
			146

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			78
			163
			237
			189
			255
			142
			244
			-148
			201
			5
			163
			1
			-1,215
			455
			27
			473
			575
			-143
			-65
			0
			2,370
			745
			583
			1,980
			380
			2,993
			1,372
			101
			580
			2,674

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			210
			552
			280
			8,217
			1,598
			4,788
			7,267
			2,125
			-1,139
			2,305
			10,727
			5,477
			693
			3,173
			640
			6,915
			4,222
			2
			1,241
			7
			0
			9,852
			3,996
			4,549
			-352
			6
			-1,619
			-143
			-45
			84

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l


Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			2
			2
			-278
			24
			90
			830
			609
			-172
			39
			47
			1,438
			788
			3
			220
			896
			-519
			445
			-198
			632

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation


(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
Patrick L O'Sullivan	Director 2 00	1,000	0	0
1306 Roseland Drive Homewood, AL 35209				
Mary O Henderson	Director 1 00	1,000	0	0
3704 Overbrook Circle Birmingham, AL 35213				
Alyce O Blanch	Director 1 00	1,000	0	0
3772 River Ridge Circle Birmingham, AL 35223				
Harold I Apolinsky	Director 1 00	0	0	0
P O Box 55727 Birmingham, AL 35255				
James M Brooks	Director 1 00	0	0	0
3615 8th Avenue South Birmingham, AL 35222				



Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
American Red Cross 2025 E Street NW Washington, DC 20006		PC	Charitable	1,000
ASPCA 424 E 92nd Street New York, NY 10128		PC	Charitable	2,000
Big Oak Ranch P O Box 507 Springville, AL 35146		PC	Charitable	5,000
Church of the Highlands 4700 Highlands Way Birmingham, AL 35210		PC	Charitable	10,000
Donors Choose 347 West 36th Street Suite 503 New York, NY 10018		PC	Charitable	10,000
Habitat for Humanity P O Box 540 Fairfield, AL 35064		PC	Charitable	5,000
Holy Cross School 5500 Paris Avenue New Orleans, LA 70122		PC	Charitable	5,000
Ranger PTO P O Box 43751 Birmingham, AL 35243		PC	Charitable	10,000
Sav-A-Life 2908 Pumphouse Road Birmingham, AL 35243		PC	Charitable	1,000
St Jude Children's Research Hospital 501 St Jude Place Memphis, TN 38105		PC	Charitable	10,000
The A21 Campaign Inc 427 East 17th Street Suite 223 Costa Mesa, CA 92627		PC	Charitable	10,000
The Children's Hospital 1600 7th Avenue South Birmingham, AL 35233		PC	Charitable	6,000
The Exceptional Foundation 1616 Oxmoor Road Birmingham, AL 35209		PC	CharitableCharitable	5,000
The National MS Society 3840 Ridgeway Drive Birmingham, AL 35209		PC	Charitable	50,000
The United Way 3600 8th Avenue South Birmingham, AL 35222		PC	Charitable	1,000
<b>Total . . . . .</b>  <b>3a</b>				150,000

Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
UAB Comprehensive Cancer Center 1530 3rd Avenue South Birmingham, AL 35294		PC	Charitable	10,000
Wonder Book Camp 5513 Avenue P Birmingham, AL 35208		PC	Charitable	5,000
World Reach P O Box 26155 Birmingham, AL 35260		PC	Charitable	4,000
<b>Total</b> . . . . .  <b>3a</b>				150,000

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div>	<div>OMB No 1545-0047</div> <div>2013</div>

<div>Name of the organization</div> <div>O'Sullivan Family Charitable Foundation</div>	<div>Employer identification number</div> <div>20-1882904</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)( ) (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

[illegible]

<b>Name of organization</b> O'Sullivan Family Charitable Foundation	<b>Employer identification number</b> 20-1882904
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Death benefit received from individual retirement accounts held at Symetra Life Insurance Company	\$ 832,650	2013-01-11
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	Death benefit received from individual retirement accounts held at Sterne, Agee & Leach	\$ 132	2013-04-09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	Death benefit received from individual retirement accounts held at NBC Securities	\$ 245	2013-01-03
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

<b>Name of organization</b> O'Sullivan Family Charitable Foundation	<b>Employer identification number</b> 20-1882904
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Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

## TY 2013 Accounting Fees Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	6,600	1,650		4,950

TY 2013 Investments Corporate  
Bonds Schedule

**Name:** O'Sullivan Family Charitable Foundation  
**EIN:** 20-1882904

Name of Bond	End of Year Book Value	End of Year Fair Market Value
2000 Agco Corp Sr Sub Note Conv Cpn 1.250% Due 12/15/36	2,608	2,924
4000 Allegheny Techs Inc Sr Note Conv Cpn 4.250% Due 06/01/14	4,330	4,131
3000 Apollo Invt Corp Sr Note Conv 144 A B/E Cpn 5.750% Due 01/15/16	3,135	3,187
2000 Arcelormittal Sa Sr Note Conv B/E Cpn 5.000% Due 05/15/14	2,068	2,036
3000 Archer Daniels Midland Sr Note Conv B/E Cpn 0.875% Due 02/15/14	3,004	3,152
3000 Ares Capital Corp Sr Conv Note B/E Cpn 5.750% Due 02/01/16	3,199	3,245
14000 Cenveo Corp Sr 2Nd Lien Nt 02/01/2018	13,965	14,000
3000 Chesapeake Energy Corp Contingent Sr Note Conv B/E Cpn 2. 750% Due 11/1	2,846	3,156
23000 Colossus Minerals Inc Unsec Gold-Linked Note 12/31/16	10,617	1,189
2000 Developers Diversified Realty Corp Convertible Senior Note B/E Cpn 1.75	2,600	2,233
2000 Developers Diversified Realty Corp Convertible Senior Note B/E Cpn 1.75	2,364	2,233
4000 Gilead Sciences Inc Senior Note Conv B/E Cpn 1.625% Due 05/01/16	6,720	13,225
12000 Goodrich Petroleum Corp Call 03/15/2015	11,625	12,480
4000 Health Care Reit Inc Senior Note Conv B/E Cpn 3.000% Due 12/01/29	4,870	4,456
2000 Hornbeck Offshore Svcs Inc New Sr Note Conv Cpn 1.500% Due 09/01/19	2,519	2,388
2000 Intel Corp Conv Sub Deb 144A B/E Cpn 3.250% Due 08/01/39	2,388	2,724
2000 Intel Corp Conv Sub Deb 144A B/E Cpn 3.250% Due 08/01/39	2,632	2,724
5000 Intel Corp Jr Sub Debenture Conv B/E Cpn 2.950% Due 12/15/35	5,175	5,596
4000 International Game Technology Note Convertible 144A B/E Cpn 3.25% Due O	4,150	4,248
4000 Janus Capital Group Inc Senior Note Convertible Cpn 3.250% Due 07/15/14	4,115	4,158
100000 JPMorgan Chase Bank Commdt y	106,290	109,380
100000 JPMorgan Chase Bank S&P 500	117,530	145,190
4000 L-3 Comms Corp Conv Sr Sub Note B/E Cpn 3.000% Due 08/01/35	4,055	4,810
3000 Lam Research Corp Sr Note Conv B/E Cpn.1.250% Due 05/15/18	2,970	3,654
2000 Nuance Communications Inc Sr Conv Debentrure B/E Cpn 2.750% Due 08/15/2	2,341	2,101
4000 Old Republic Intl Corp Senior Note Conv B/E Cpn 3.I50% Due 03/15/18	4,135	4,950
2000 Omnicare Inc Sr Sub Note Conv Cpn 3.500% Due 02/15/44	1,924	2,026
2000 Priceline Com Inc Sr Note Conv B/E Cpn 1.000% Due 03/15/18	2,361	2,767
1000 Priceline Com Inc Sr Note Conv B/E Cpn 1.000% Due 03/15/18	1,389	1,384
2000 Prologis Lp Exchangeable Note B/E Cpn 3.250% Due 03/15/15	2,255	2,235
2000 Prospect Capital Corp Senior Note Conv B/E Cpn 5.500% Due 08/15/16	2,075	2,107
3000 Rayonier Trust Holdings Inc Sr Note Cpn 4.500% Due 08/15/15	4,191	4,030
11000 Resoulte Energy Corp 05/01/2020	11,292	11,605
2000 Sandisk Corp Senior Note Convertible B/E Cpn 1.500% Due 08/15/17	2,323	2,949
2000 Sandisk Corp Senior Note Convertible B/E Cpn 1.500% Due 08/15/17	2,526	2,949
1000 Starwood Ppty Tr Inc Sr Note Conv B/E Cpn 4/550% Due 03/01/18	1,116	1,105
3000 Steel Dynamics Inc Senior Note Conv B/E Cpn 5.125% Due 06/15/14	3,293	3,530
2000 Toll Brothers Inc Conv Gtd Note Cpn 0.500% Due 09/15/32	2,068	2,085
14000 Tower Group Inc Sr Nt Cv 09/15/2014	13,524	11,856
2000 Trinity Industries Inc Sub Note Conv B/E Cpn 3.875% Due 06/01/36	2,358	2,641
1000 Trinity Industries Inc Sub Note Conv B/E Cpn 3.875% Due 06/01/36	1,167	1,321
14000 Williams Clayton Energy Inc Call 04/01/2015	14,035	14,385
1000 Xilinx Inc Senior Note Convertible B/E Cpn 2.625% Due 06/15/17	1,494	1,595



TY 2013 Investments Corporate  
Stock Schedule

Name: O'Sullivan Family Charitable Foundation  
EIN: 20-1882904

Name of Stock	End of Year Book Value	End of Year Fair Market Value
256 3M Company	26,613	35,904
249 Access Midstream Partners L P Unit	9,123	14,088
152 Ace Ltd	14,063	15,737
143 Advent Sorware Inc	3,982	4,998
1500 Aeropostale	20,002	13,635
56 Affiliated Managers Group Inc	7,469	12,145
270 Agrium Inc	25,649	24,700
231 Akorn Inc	3,252	5,687
112 Albemarle Corp	6,707	7,100
88 Alexander & Baldwin Inc	2,551	3,672
130 Alexandria Real Estate Equities Inc Cumulative Conv Ser D Pfd	3,559	3,263
64 Alliance Data System Corp	9,530	16,828
61 Alliant Techsystems Inc	4,513	7,422
750 American Airlines Group Inc	12,161	18,938
1460 American Select Portfolio Inc	13,939	13,520
150 American Tower Corp	11,457	11,973
300 American Water Works	11,373	12,678
147 Ametek Inc New	5,677	7,742
75 Ansys Inc	5,173	6,540
123 Apple Inc	60,386	69,005
68 Arm Holdings PLC	2,499	3,722
78 ASML Holding NV NY	5,595	7,309
39 Asos PLC ADR	2,511	4,095
60 AT&T	2,070	2,110
105 Atwood Oceanics Inc	4,789	5,606
485 Bank New York Mellon Corp	16,083	16,946
62 Baxter International Inc	4,135	4,312
208 Bed Bath & Beyond Inc	14,809	16,702
290 Boardwalk Pipeline Partners Lp Com Unit Ltd	7,164	7,401
300 Boeing Co	22,851	40,947

Name of Stock	End of Year Book Value	End of Year Fair Market Value
200 BP P L C Sponsored ADR	9,648	9,722
171 Brasil Foods Sa	3,336	3,569
460 Briggs & Stratton Corp	9,435	10,010
57 BrownForman Corp Cl B	3,648	4,307
142 Buckeye Partners Lp Units Ltd	7,213	10,083
29 Bunge Limited Perpetual Conv Pfd Shs.	2,949	3,119
66 Cabelas Inc	2,999	4,400
102 Canadian National Railway Company	4,655	5,816
38 Canadian Pacific Railway Limited	4,601	5,750
142 Capital One Financial Corp	10,313	10,879
83 Cardinal Health Inc	5,165	5,545
143 Carmax Inc	5,042	6,724
4013 CCF Holding Company	722	4,013
86 Celgene Corp	7,399	14,531
147 Cenovus Energy Inc	4,137	4,212
35 Centerpoint Energy Inc Zero Prem Exchg Sub Nt Exch Csh Val Time Warner	1,826	1,859
70 Cerner Corp	2,804	3,902
93 Chevron Corp	11,246	11,617
278 Chicago Bridge & Iron Company N V N Y	11,760	23,113
134 Church & Dwight Co Inc	7,314	8,882
1280 Cisco Systems Inc	24,519	28,710
144 Citigroup Inc	6,971	7,504
130 Cliffs Natural Res Inc Dep Shs Repstg 1/40Th Pfd Conv Ser A	3,300	2,985
400 Coca Cola Company	15,040	16,524
110 CocaCola Enterprises Inc	3,463	4,854
54 Cognizant Technology Solutions Corp-Cl A	3,993	5,453
250 Comcast Corp A	9,350	12,991
33 Concho Resources Inc	2,802	3,564
24 Core Laboraidries Nv	2,561	4,583
1480 Corning Inc	19,181	26,374

Name of Stock	End of Year Book Value	End of Year Fair Market Value
71 Covidien	3,969	4,835
430 Crosstex Energy L P	7,183	11,868
39 Cummins Inc	5,307	5,498
144 Danaher Corp	8,189	11,117
171 Deckers Outdoor Corp	6,518	14,443
1000 Delta Air Lines Inc Del	16,359	27,470
212 Denbury Resources Inc New Holding Company	3,551	3,483
1150 Digital Generation Inc	13,771	14,651
102 Dollar Tree Inc	5,519	5,755
125 Dominion Resources Inc	7,076	8,086
100 Dominion Resources Inc Corp Unit 2013 Ser B	5,027	5,421
1690 DSP Group Inc	9,261	16,410
100 DTE Energy Company	6,131	6,639
400 Du Pont E I De Nemour	16,112	25,988
135 E M C Corp Mass	3,250	3,395
146 Eaton Vance Corp	4,576	6,247
78 Ecolab Inc	5,578	8,133
181 El Paso Pipeline Partners L P Com Unit Ltd	7,210	6,516
179 EMC Corp-Mass	4,453	4,502
239 Emerson Electric Company	14,062	16,773
352 Enbridge Energy Partners L P	9,238	10,514
56 Energen Corp	3,812	3,962
71 Energizer Hldgs Inc	5,804	7,685
179 Energy Transfer Parnters Lp Unit Ltd	8,127	10,248
136 Enterprise Products Partners LP	7,295	9,017
100 EQT Corp	5,797	8,978
135 Express Scripts Holding Company	7,651	9,482
171 Exxon Mobil Corp	16,975	17,305
139 Fanuc Corp ADR	4,064	4,269
125 FedEx Corp	12,353	17,971

Name of Stock	End of Year Book Value	End of Year Fair Market Value
193 First Industrial Realty Trust	3,253	3,368
508 First Trust Etf Nyse Arca Biotechnology Index Fund	24,985	35,143
87 Gap Inc	3,345	3,400
36 General Dynamics Corp	3,331	3,440
500 General Electric Co	10,810	14,015
20 Genesee & Wyoming Inc Conv Pfd Tangible Equity Unit	2,197	2,560
184 Genesis Energy Lp Units Ltd	7,835	9,673
120 Gilead Sciences Inc	4,568	9,012
750 Gogo Inc	13,706	18,618
17 Google Inc Cl A	15,798	19,052
81 Gulfport Energy Corp Com New	4,242	5,114
66 Hain Celestial Group Inc	5,607	5,991
600 Halliburton Co	20,106	30,450
198 Hasbro Inc	9,299	10,892
45 Health Care Reit Inc Pfd Perptl Conv Ser I	2,564	2,307
1000 Hercules Offshore Inc	7,098	6,521
238 Holly Energy Partners L P Unit Repstg Limited Interest	9,268	7,695
1000 Hyperdynamics Corp	4,666	4,070
76 Illinois Tool Works Inc	4,791	6,390
149 Industria De Diseno Textil Inditex Sa ADR	4,145	4,920
245 Ingersoll Rand	9,260	15,092
1523 Intel Corp	36,851	39,529
30 Intercontinentalexchange Group Inc	3,934	6,748
67 International Business Machines Corp	13,049	12,567
3020 Ishares Trust Dow Jones U S Technology Index Fund	212,578	267,089
2427 Ishares Trust Dow Jones Us Healthcare Index Fund	206,077	282,721
125 ITC Holdings Corp	9,781	11,978
275 Itron Inc	11,731	11,393
59 Jeronimo Martins Sgps Sa ADR	2,361	2,312
256 Johnson & Johnson	19,625	23,447

Name of Stock	End of Year Book Value	End of Year Fair Market Value
135 Jpmorgan Chase & Company	7,055	7,895
88 Kinder Morgan Energy Partners Lp-Units Ltd	7,247	7,098
66.753 Kinder Morgan Mgmt Llc	4,612	5,051
300 Kirby Corp	17,301	29,775
518000 Lai Sun Development Co Ltd	15,436	14,029
117 Lazard Ltd Shares A	3,448	5,302
28 LinkedIn Corporation Com Cl A	3,221	6,071
415 Liquidity Services Inc	13,802	9,404
113 LKQ Corporation	3,636	3,718
200 Lockheed Martin Corp	20,551	29,732
90 Lorillard Inc	3,593	4,561
2000 Luby's Inc Formerly Lubys Cafeterias Inc	14,765	15,440
75 Lvmh Moet Hennessy Louis Vuitton ADR	2,714	2,745
31 M&T Bank Corp	3,041	3,609
148 Magellan Midstream Partners Lp Unit Repstg Ltd	7,309	9,364
120 Market Vectors Etf Trust Gold Miners Etf	5,561	2,536
135 Markwest Energy Partners L P Unit Ltd	7,168	8,928
41 Martin Marietta Materials Inc	3,964	4,098
83 Martin Midstream Partners L P	2,890	3,552
265 Materion Corp	5,410	8,175
137 Mattel Inc	6,166	6,518
112 Maximus Inc	4,050	4,927
416 MBIA Inc	3,859	4,967
74 Mead Johnson Nutrition Company Common Stock	4,962	6,198
121 Meadwestvaco Corp	3,709	4,469
23 Mercadolibre Inc	2,370	2,479
145 Metlife Inc Com Equity Unit	4,150	4,573
51 Michael Kors Hldgs Ltd	3,482	4,141
303 Microsoft Corp	10,983	11,335
238 Mondelez International Inc Com	6,292	8,401

Name of Stock	End of Year Book Value	End of Year Fair Market Value
66 MSC Industrial Direct Co Inc Cl A	4,868	5,337
560 MVC Capital Inc	14,023	14,067
100 National Grid PLC	5,948	6,532
330 National Oilwell Varco Inc	22,313	26,245
700 Nationstar Mortgage Holdings	26,166	25,872
669 NCR Corp	16,611	22,786
70 Nestles A Spnsd ADR	4,613	5,151
30 Newmarket Corp	8,141	10,025
90 Nexiera Energy Inc Corp Unit	4,901	5,175
90 Nexiera Energy Inc Corp Unit 5.889	4,912	5,097
221 Nextera Energy Inc	15,635	18,922
210 Nisource Inc	5,133	6,905
109 Norfolk Southern Corp	9,856	10,118
131 Northeast Utilities	5,193	5,553
29 Novo Nordisk AS ADR	4,884	5,358
106 Novozymes A/S Spon ADR	3,026	4,480
200 NPS Pharmaceuticals Inc	3,152	6,072
47 Nu Skin Enterprises Inc	2,161	6,496
59 O Reilly Automotive Inc	5,387	7,594
67 Occidental Petroleum Corp	6,165	6,372
100 Old Dominion Freight Lines Inc	3,284	5,302
186 Oneok Inc	11,044	11,565
157 Oneok Partners L P Unit Ltd	8,506	8,266
276 Oracle Corp	9,315	10,560
87 Parker-Hannifin Corp	10,626	11,192
74 Pepsico Inc	5,248	6,138
32 Perrigo Company PLC	4,119	4,911
71 PG&E Corp	2,856	2,860
106 Pinnacle West Cap Corp	5,477	5,610
154 Plains All American Pipeline L P Unit Ltd	8,143	7,973

Name of Stock	End of Year Book Value	End of Year Fair Market Value
100 Polaris Industries Inc	13,476	14,564
1337 Powershares Exchange Traded Fd Tr Ii Dwa Emergin Mkts Tech Leaders Port	24,989	24,293
1175 Powershares Exchange Traded Fund Trust Dynamic Food & Beverage Portfoli	24,969	30,950
310 PPL Corp	9,550	9,328
60 PPL Corp Corp Unit Consisting Junior Sub Note Convertible Pfd	3,263	3,173
55 Praxair Inc	5,982	7,152
33 Precision Castparts Corp	6,134	8,887
6 Priceline Com Inc Com New	3,853	6,974
60 Pricesmart Inc	4,506	6,932
386 PVR Partners L P Com Unit Reptg Ltd	8,162	10,356
242 Qualcomm Inc	16,439	17,969
113 Questcor Pharmaceuticals Inc	3,030	6,153
115 Regency Energy Partners Lp	2,577	3,020
88 Ross Stores Inc	4,932	6,594
84 Royal Dutch Shell PLC Sponsored ADR Repstg A Shares	5,757	5,987
1000 Ryman Hospitality Pptys Inc	40,904	41,780
172 Sally Beauty Holdings Inc	4,238	5,200
12980 Sandstorm Metals & Energy Ltd	37,438	14,408
122 Scana Corp	5,681	5,725
171 Schlumberger Ltd	12,532	15,409
210 Scotts Miracle-Gro Co	9,163	13,066
102 Sensata Technologies Holding Bv Almelo	3,553	3,955
283 Service Corp Intl	4,047	5,131
226 SGS SA ADR	5,058	5,191
500 Shoe Carnival Inc-Ind	10,520	14,505
168 Shoprite Holdings Ltd ADR	3,690	2,646
165 Siemens A G Spons ADR	16,994	22,854
710 Sony Corp ADR New 7/74	9,415	12,276
105 South Jersey Industries Inc	5,269	5,876
300 Southern Co	12,907	12,333

Name of Stock	End of Year Book Value	End of Year Fair Market Value
223 Spectra Energy Partners LP	7,745	10,113
230 Stanley Black & Decker Inc	16,893	18,559
20 Stanley Black & Decker Inc Corp Convertible Unit	2,660	2,483
20 Stanley Black & Decker Inc Corp Unit 2013	2,061	2,058
53 Starbucks Corp	2,910	4,155
45 Stericycle Inc	4,210	5,228
104 Strum Ruger & Co Inc	5,064	7,601
174 Summit Midstream Partners L P Com Unit Ltd	3,604	6,377
281 Sun Art Retail Grp Ltd ADR	4,514	4,015
130 Sunoco Logistics Partners Lp Com Units	8,288	9,812
155 Svenska Ceuulosa Aktiebolaget Sca Sponsored ADR	3,409	4,786
89 Sysmex Corp ADR	1,994	2,642
365 Taiwan Semiconductor	6,227	6,366
186 Targa Resources Partners Lp Unit Ltd	7,260	9,728
30 Tecumseh Products Co-CI A Non-Vtg	131	272
1200 Tecumseh Products Co-CI B	5,016	10,896
188 Telus Corp	6,405	6,475
125 Tempur Pedic Intl Inc	3,739	6,745
84 Tencent Holdings Ltd ADR	2,798	5,411
172 Tenet Healthcare Corp	5,186	7,245
443 Terex Corp	11,381	18,602
1910 Tesco PLC	10,795	10,578
324 Teva Pharmaceuticals Inds Ltd ADR	12,879	12,986
300 Texas Pacific Land Trust Sub-Share Ctfs	20,212	29,997
1940 Tower Group International Ltd	17,247	6,557
138 Transcanada Corp	6,195	6,301
5430 Transcept Pharmaceuticals Inc	25,343	18,245
26 Transdigm Group Incorporated	2,855	4,187
1160 Ultra Petroleum Corp	19,749	25,114
51 Ultra Salon Cosmetics & Fragrance Inc	5,174	4,923



Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 Union Pacific Corp	6,302	8,400
500 United Continental Hldgs Inc	15,689	18,915
750 United States Stl Corp New	16,748	22,125
90 United Technologies Corp Unit 7.5%	4,979	5,892
147 Unum Group	5,053	5,157
84 V F Corp	3,097	5,237
121 Valero Energy Corp	5,716	6,098
262 Vanguard Index Funds Smallcap Growth	24,992	32,043
234 Vectren Corp	7,665	8,307
200 Verizon Communications Inc	9,510	9,828
38 Visa Inc Cl A Common Stock	5,757	8,462
144 Vodafone Group PLC	5,522	5,661
390 Wabtec	14,228	28,965
103 Wal-Mart De Mexico S A	3,405	2,690
346 Wal-Mart Stores Inc	25,141	27,227
171 Waste Connections Inc	5,721	7,461
5 Wells Fargo & Company Perpetual Pfd Convertible Cl A 7.5%	6,224	5,550
77 Western Digital Corp	6,311	6,460
70 Weyerhaeuser Company Conv Ser A Pfd	3,527	3,923
11 White Mountains Insurance Group	5,704	6,634
325 Williams Cos Inc	10,430	12,535
163 Williams Partners L P Com Unit Ltd	7,950	8,290
250 Wisconsin Energy Corp	9,411	10,335
1625 Wisdomtree Investments Inc	19,195	28,779
755 Xylem Inc	20,472	26,123

# TY 2013 Legal Fees Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	2,331	583		1,748

**TY 2013 Other Expenses Schedule****Name:** O'Sullivan Family Charitable Foundation**EIN:** 20-1882904

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment fees	33,695	33,695		0
Postage	46	12		34
Bank charges	10	3		7

# TY 2013 Taxes Schedule

**Name:** O'Sullivan Family Charitable Foundation

**EIN:** 20-1882904

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign income taxes	1,011	1,011		0