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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

2013

For calendar year 2013, or tax year beginning

, 2013, and ending

Name of foundation F & J FOUNDATION INC		A Employer identification number 20-3750796
Number and street (or P.O. box number if mail is not delivered to street address) 3137 DRAKE SHORE DR	Room/suite	B Telephone number (see the instructions) (843) 662-0406
City or town, state or province, country, and ZIP or foreign postal code FLORENCE SC 29501		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1 Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,072,986.	J 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.)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)				
2	Chk <input type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	610.	610.		
4	Dividends and interest from securities	39,651.	39,651.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	100,406.	I-6a Stmt		
b	Gross sales price for all assets on line 6a	575,063.			
7	Capital gain net income (from Part IV, line 2)		100,411.		
8	Net short-term capital gain			8,662.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	140,667.	140,672.	8,662.	
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch)	2,000.	2,000.		
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) TAXES 2,368; INVESTMENT FEES 12,561	14,929.	14,929.		
24	Total operating and administrative expenses. Add lines 13 through 23	16,929.	16,929.		
25	Contributions, gifts, grants paid	50,000.			
26	Total expenses and disbursements. Add lines 24 and 25	66,929.	16,929.		
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	73,738.			
b	Net investment income (if negative, enter -0-)		123,743.		
c	Adjusted net income (if negative, enter -0-)			8,662.	

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		34,751.	80,534.	80,534.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		644.		
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt	501,301.	421,944.	515,804.	
	c	Investments — corporate bonds (attach schedule)	284,137.	0.	0.	
	LIABILITIES	11	Investments — land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)				
12		Investments — mortgage loans				
13		Investments — other (attach schedule) L-13 Stmt	0.	406,439.	393,251.	
14		Land, buildings, and equipment: basis				
		Less: accumulated depreciation (attach schedule)				
15		Other assets (describe L-15 Stmt)	89,598.	75,117.	83,397.	
16		Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	910,431.	984,034.	1,072,986.	
17		Accounts payable and accrued expenses				
18		Grants payable				
FUNDS AND ASSETS	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X				
27	Capital stock, trust principal, or current funds					
28	Paid-in or capital surplus, or land, building, and equipment fund	995,572.	995,572.			
29	Retained earnings, accumulated income, endowment, or other funds	-85,141.	-11,538.			
30	Total net assets or fund balances (see instructions)	910,431.	984,034.			
31	Total liabilities and net assets/fund balances (see instructions)	910,431.	984,034.			

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	910,431.
2	Enter amount from Part I, line 27a	2	73,738.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	984,169.
5	Decreases not included in line 2 (itemize) VARIOUS	5	135.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	984,034.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a 56.56 SHS PIMCO COMMODITY	P	01/31/12	01/25/13
b 3753.6810 SHS PRINCIPAL PREFERRED SECURITIES	P	01/25/13	01/25/13
c SPDR GOLD TRUST	P	01/31/12	12/31/13
d 802.568 SHS COHEN & STEERS	P	01/25/11	01/25/13
e See Columns (a) thru (d)			

(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 380.		388.	-8.
b 39,977.		38,243.	1,734.
c 5.		5.	0.
d 35,345.		26,847.	8,498.
e See Columns (e) thru (h)		485,300.	90,187.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			-8.
b			1,734.
c			0.
d			8,498.
e See Columns (i) thru (l)			90,187.

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	100,411.
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	8,662.

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.

(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 (column (b) divided by column (c))
2012	46,688.	1,007,838.	0.046325
2011	45,780.	967,811.	0.047303
2010	41,942.	941,032.	0.044570
2009	44,900.	843,957.	0.053202
2008	53,550.	896,682.	0.059720

2 Total of line 1, column (d)	2	0.251120
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	0.050224
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,056,891.
5 Multiply line 4 by line 3	5	53,081.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,237.
7 Add lines 5 and 6	7	54,318.
8 Enter qualifying distributions from Part XII, line 4	8	50,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
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		1	2,475.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,475.
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	2,475.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	2,200.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	2,200.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	275.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation (2) On foundation managers		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) SC — South Carolina		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>HILLIARD LYONS</u> Telephone no. <u>(843) 662-7700</u> Located at <u>2051 ELIJAH LUDD RD</u> <u>FLORENCE, SC</u> ZIP + 4 <u>29501</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			

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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1 b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> .		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?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).

6 a 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? ☐ Yes ☒ No

If 'Yes' to 6b, file Form 8870.

7 a 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? ☐ Yes ☒ No**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
FRANK H. AVENT 3137 DRAKE SHORE DR FLORENCE SC 29501	PRESIDENT 1.00	0.	0.	0.
JEAN AVENT 3137 DRAKE SHORE DR FLORENCE SC 29501	SEC.-TREAS. 1.00	0.	0.	0.

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

None

Part IX 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	1 a	909,055.
b	Average of monthly cash balances	1 b	80,534.
c	Fair market value of all other assets (see instructions)	1 c	83,397.
d	Total (add lines 1a, b, and c)	1 d	1,072,986.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,072,986.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	16,095.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,056,891.
6	Minimum investment return. Enter 5% of line 5	6	52,845.

Part X 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	52,845.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	2,475.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	2,475.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,370.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	50,370.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	50,370.

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	1 a	50,000.
b	Program-related investments — total from Part IX-B	1 b	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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	50,000.
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	50,000.

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				50,370.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			49,180.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	53,550.			
b From 2009	44,900.			
c From 2010	42,200.			
d From 2011	46,794.			
e From 2012	48,000.			
f Total of lines 3a through e	235,444.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 50,000.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	50,000.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	285,444.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			49,180.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				50,370.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	53,550.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	231,894.			
10 Analysis of line 9:				
a Excess from 2009	44,900.			
b Excess from 2010	42,200.			
c Excess from 2011	46,794.			
d Excess from 2012	48,000.			
e Excess from 2013	50,000.			

BAA

Form 990-PF (2013)

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

N/A

1 a 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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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.

NONE

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 of the person to whom applications should be addressed:

NONE

0 (000) 000-0000

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOYS AND GIRLS CLUBS OF THE PEE DEE 2295 HOFFMEYER ROAD FLORENCE SC 29501			DISADVANTAGED YOUTH	10,000.
HOUSE OF HOPE 1020 WEST DARLINGTON ST. FLORENCE SC 29501			HOMELESS WOMEN & CHILDREN	7,500.
CAMP RAE 915 CHEROKEE ROAD FLORENCE SC 29501			SPECIAL NEEDS CHILDREN	10,000.
FRANCIS MARION UNIVERSITY FOUNDATION HWY 327 FLORENCE SC 29501			HIGHER EDUCATION	2,500.
COKER COLLEGE BUILDING FOUNDATION 300 EAST COLLEGE AVENUE HARTSVILLE SC 29550			HIGHER EDUCATION	10,000.
MERCY MEDICINE 500 S COIT ST FLORENCE SC 29501			HEALTH CARE FOR NEEDY & DISADVANTAGED	10,000.
Total			3 a	50,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a	N/A					0.
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies . .					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory . .					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue:					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					0.
13	Total. Add line 12, columns (b), (d), and (e)					0.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

▶ **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2013

Name of the organization

F & J FOUNDATION INC

Employer identification number

20-3750796

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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 33-1/3% 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 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 to 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 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ,
or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
2109.3810 SHS FAMCO ADVISORY RESEARCH	P	09/30/11	01/25/13
1300.1870 SHS PIMCO COMMODITY	P	09/30/11	01/25/13
6543.5780 SHS PIMCO FOREIGN	P	05/19/09	02/07/13
SPDR GOLD TRUST	P	03/10/09	12/31/13
250 SHS AT&T INC	P	03/06/09	06/27/13
70 SHS ALTRIA GRMO	P	01/31/12	03/25/13
10 SHS ALTRIA GRMO	P	04/23/12	03/25/13
20 SHS ASTRASEN	P	10/12/12	01/31/13
20 SHS AVERY DEN	P	02/23/09	01/31/13
20 SHS BCE INC	P	03/20/12	05/02/13
10 SHS BCE INC	P	07/20/12	05/02/13
30 SHS BCE INC	P	10/12/12	05/02/13
20 SHS BRISTOL	P	10/12/12	03/25/13
20 SHS CENTURY	P	10/12/12	03/20/13
160 SHS CONOCO	P	03/02/09	03/22/13
40 SHS CONOCO	P	06/09/10	03/22/13
100 SHS CONOCO	P	07/23/10	03/22/13
130 SHS DELL INC	P	04/01/09	01/31/13
10 SHS DUKE ENERGY	P	03/20/12	01/31/13
5 SHS DUKE ENERGY	P	10/12/12	01/31/13
120 SHS EXELON	P	10/12/12	05/02/13
4000 SHS FED INST	P	11/05/10	06/26/13
90 SHS GENL MILLS	P	03/20/12	01/31/13
60 SHS GENL MILLS	P	10/12/12	01/31/13
858.7 SHS GS GRW OIGGOIX	P	11/05/10	06/26/13
6.936 SHS GS GRW OIGGOIX	P	02/16/11	06/26/13
20.032 SHS GS GRW OIGGOIX	P	03/22/11	06/26/13
34.569 SHS GS GRW OIGGOIX	P	06/15/11	06/26/13
186.406 SHS GS GRW OIGGOIX	P	08/22/11	06/26/13
214.443 SHS GS GRW OIGGOIX	P	12/27/11	06/26/13
84.78 SHS GS GRW OIGGOIX	P	07/20/12	06/26/13
20 SHS HCP INC	P	10/25/12	03/25/13
146.955 SHS HARBOR INC	P	06/15/11	06/27/13
43.686 SHS HARBOR INC	P	09/30/11	06/27/13
508.13 SHS HARBOR INC	P	02/03/12	06/27/13
99.696 SHS HARBOR INC	P	03/26/12	06/27/13
300 SHS ISHS MSCI	P	06/27/13	12/17/13
120 SHS ISHS S&P	P	02/23/09	05/16/13
80 SHS ISHS S&P	P	02/23/09	05/16/13
80 SHS ILLINOIS	P	08/22/11	01/31/13
12 SHS LORILLARD	P	03/20/12	03/25/13
6 SHS LORILLARD	P	10/12/12	03/25/13
180 SHS MERCK & CO	P	04/29/08	02/01/13
150 SHS MERCK & CO	P	03/05/09	02/01/13
70 SHS MERCK & CO	P	07/17/09	02/01/13
100 SHS MERCK & CO	P	06/09/10	02/01/13
90 SHS METLIFE	P	10/12/12	03/20/13
90 SHS METLIFE	P	10/25/12	03/20/13
90 SHS MICROSOFT	P	06/15/11	10/18/13
50 SHS MICROSOFT	P	08/22/11	10/18/13

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

Continued

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
170 SHS MICROSOFT	P	09/30/11	10/18/13
10 SHS MICROSOFT	P	11/22/11	10/18/13
30 SHS MICROSOFT	P	10/12/12	10/18/13
250 SHS MICROSOFT	P	03/20/13	10/18/13
35 SHS NOVARTIS	P	02/16/11	03/25/13
10 SHS NOVARTIS	P	03/22/11	03/25/13
35 SHS NOVARTIS	P	04/12/11	03/25/13
15 SHS NOVARTIS	P	05/24/11	03/25/13
80 SHS NOVARTIS	P	06/15/11	03/25/13
5 SHS NOVARTIS	P	08/22/11	03/25/13
90 SHS OCCIDENT	P	10/12/12	06/27/13
160 SHS OMNICOM	P	06/15/11	03/20/13
10 SHS OMNICOM	P	11/22/11	03/20/13
210 SHS PAYCHEX	P	12/10/10	06/25/13
50 SHS PAYCHEX	P	02/16/11	06/25/13
20 SHS PAYCHEX	P	08/22/11	06/25/13
40 SHS PEARSON	P	02/01/11	03/20/13
320 SHS PEARSON	P	02/16/11	03/20/13
290 SHS PEARSON	P	06/15/11	03/20/13
125 SHS PEPSICO	P	11/27/05	06/27/13
5 SHS PEPSICO	P	06/15/11	06/27/13
200 SHS PFIZER INC	P	06/15/11	06/27/13
3681.89 SHS PIMCO	P	01/31/13	07/12/13
16.537 SHS PIMCO	P	03/25/13	07/12/13
24.574 PIMCO	P	06/21/13	07/12/13
70 SHS PROCTER & GAMBLE	P	02/27/09	03/20/13
60 SHS PROCTER & GAMBLE	P	03/03/09	03/20/13
170 SHS PROCTER & GAMBLE	P	03/01/10	03/20/13
40 SHS REYNOLDS	P	03/20/12	06/27/13
180 SHS TE CONNECT	P	07/20/12	06/27/13
10 SHS TE CONNECT	P	10/12/12	06/27/13
170 SHS TRAVELERS	P	08/22/11	06/27/13
70 SHS TAIWAN	P	05/24/11	06/27/13
130 SHS TAIWAN	P	06/15/11	06/27/13
100 SHS TAIWAN	P	08/22/11	06/27/13
40 SHS TARGET	P	03/22/11	06/27/13
30 SHS TARGET	P	04/12/11	06/27/13
100 SHS TARGET	P	06/15/11	06/27/13
20 SHS THOMSON	P	04/23/12	01/31/13
10 SHS TRANSOCE	P	12/19/08	03/20/13
60 SHS UNILEVER	P	03/20/12	01/31/13
30 SHS UNILEVER	P	04/23/12	01/31/13
10 SHS UNILEVER	P	07/20/12	01/31/13
120 SHS UNILEVER	P	10/12/12	01/31/13
75 SHS UPS	P	10/12/12	06/27/13
C BAX	P	05/02/13	06/22/13
C XOM	P	06/27/13	09/24/13
C IYR	P	06/26/13	09/21/13
BELLSTH CORP	P	03/10/09	01/31/13
HILLIARD LYONS CAPITAL GAIN DISTRIBUTION	P	12/01/12	12/31/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (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)
24,743.		19,489.	5,254.
8,724.		8,192.	532.
69,166.		62,154.	7,012.
3.		2.	1.
8,923.		5,513.	3,410.
2,374.		1,980.	394.
339.		317.	22.
956.		925.	31.
762.		405.	357.
936.		802.	134.
468.		417.	51.
1,403.		1,316.	87.
805.		663.	142.
690.		787.	-97.
9,715.		4,355.	5,360.
2,429.		1,581.	848.
6,072.		4,140.	1,932.
1,719.		1,226.	493.
681.		627.	54.
340.		322.	18.
4,322.		4,363.	-41.
39,720.		40,560.	-840.
3,781.		3,492.	289.
2,521.		2,372.	149.
23,391.		19,999.	3,392.
189.		179.	10.
546.		501.	45.
942.		839.	103.
5,078.		3,812.	1,266.
5,978.		4,887.	1,091.
2,309.		2,061.	248.
979.		888.	91.
9,202.		9,070.	132.
2,736.		2,190.	546.
31,819.		30,000.	1,819.
6,243.		6,070.	173.
18,552.		17,234.	1,318.
10,441.		4,321.	6,120.
6,960.		2,763.	4,197.
5,037.		3,410.	1,627.
481.		522.	-41.
240.		229.	11.
7,492.		6,685.	807.
6,243.		3,377.	2,866.
2,914.		1,935.	979.
4,162.		3,387.	775.
3,482.		3,167.	315.
3,482.		3,199.	283.
2,938.		2,143.	795.
1,632.		1,208.	424.
5,549.		4,292.	1,257.

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

Continued

(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)
326.		248.	78.
979.		871.	108.
8,160.		7,072.	1,088.
2,460.		1,964.	496.
703.		548.	155.
2,460.		1,935.	525.
1,054.		915.	139.
5,623.		4,857.	766.
351.		278.	73.
8,126.		7,427.	699.
9,410.		7,510.	1,900.
588.		411.	177.
7,850.		6,395.	1,455.
1,869.		1,655.	214.
748.		508.	240.
707.		685.	22.
5,658.		5,449.	209.
5,128.		5,462.	-334.
10,205.		7,399.	2,806.
408.		344.	64.
5,679.		4,022.	1,657.
21,024.		25,000.	-3,976.
94.		109.	-15.
140.		140.	0.
5,429.		3,377.	2,052.
4,654.		2,794.	1,860.
13,185.		10,781.	2,404.
1,941.		1,650.	291.
8,239.		5,765.	2,474.
458.		332.	126.
13,615.		8,415.	5,200.
1,265.		927.	338.
2,349.		1,719.	630.
1,807.		1,118.	689.
2,754.		2,039.	715.
2,065.		1,504.	561.
6,884.		4,920.	1,964.
604.		570.	34.
530.		467.	63.
2,438.		1,973.	465.
1,219.		1,003.	216.
406.		342.	64.
4,876.		4,474.	402.
6,518.		5,433.	1,085.
169.		0.	169.
418.		84.	334.
800.		0.	800.
32,081.		30,041.	2,040.
424.		0.	424.
Total		485,300.	90,187.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			5,254.
			532.
			7,012.
			1.
			3,410.
			394.
			22.
			31.
			357.
			134.
			51.
			87.
			142.
			-97.
			5,360.
			848.
			1,932.
			493.
			54.
			18.
			-41.
			-840.
			289.
			149.
			3,392.
			10.
			45.
			103.
			1,266.
			1,091.
			248.
			91.
			132.
			546.
			1,819.
			173.
			1,318.
			6,120.
			4,197.
			1,627.
			-41.
			11.
			807.
			2,866.
			979.
			775.
			315.
			283.

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

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

			(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
			795.
			424.
			1,257.
			78.
			108.
			1,088.
			496.
			155.
			525.
			139.
			766.
			73.
			699.
			1,900.
			177.
			1,455.
			214.
			240.
			22.
			209.
			-334.
			2,806.
			64.
			1,657.
			-3,976.
			-15.
			0.
			2,052.
			1,860.
			2,404.
			291.
			2,474.
			126.
			5,200.
			338.
			630.
			689.
			715.
			561.
			1,964.
			34.
			63.
			465.
			216.
			64.
			402.
			1,085.
			169.

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

Continued

Complete only for assets showing gain in column (h) and owned
by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			334.
			800.
			2,040.
			424.
Total			90,187.

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
ABBOTT LABORATORIES	3,143.	4,983.
ABBVIE INC	3,408.	6,865.
ARCHER-DANIELS MIDLAND CO	6,705.	9,982.
AT&T INC	6,111.	8,790.
BAXTER INTERNATIONAL INC	8,931.	12,519.
BLACKROCK INC	8,068.	15,823.
CHEVRON CORP	9,970.	12,741.
EI DUPONT DE NEMOURS COMPANY	2,867.	5,198.
EMERSON ELECTRIC COMPANY	7,539.	12,282.
ENSCO PLC	9,552.	10,292.
EXXON MOBIL CORPORATION	12,790.	20,240.
INTEL	19,611.	24,657.
ISHARES TIPS BOND ETF	27,687.	27,475.
ISHARES MSCI EAFE ETF	17,234.	20,128.
ISHARES US REAL ESTATE ETF	34,430.	31,540.
ISHARES CORE S&P SMALL CAP	1,704.	4,911.
ISHARES S&P SMALLCAP 600 INDEX FUND	22,481.	46,173.
ISHARES SMALLCAP MBS	26,108.	26,143.
ISHARES 3-7YR TREASURY BOND	30,117.	30,008.
KINDER MORGAN MANAGEMENT LLC	9,254.	13,299.
MCDONALDS CORP	8,117.	9,703.
MICROSOFT CORP	15,559.	20,576.
OMEGA HEALTHCARE INVESTORS INC	48,933.	53,640.
PFIZER INC	3,830.	6,126.
PHILLIP MORRIS INTL INC	4,117.	6,099.
ROGERS COMMUNICATIONS INC	8,725.	10,860.
SPDR GOLD TRUST	23,404.	18,579.
WASTE MANAGEMENT INC	6,348.	8,525.
WISDOMTREE EMERGING MARKETS	28,574.	25,515.
YAHOO INC	6,627.	12,132.
Total	421,944.	515,804.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
CREDIT SUISSE	10,556.	9,433.
DOUBLELINE	13,928.	13,428.
EATON VANCE DIVERSIFIED	25,769.	25,314.
EATON VANCE GLOBAL	25,595.	24,971.
FEDERATED INSTL HIGH YIELD	35,257.	35,829.
HARBOR INTL	42,802.	51,819.
LAZARD EMERGING MKTS	21,789.	19,382.
PIMCO ALL ASSET	26,309.	23,532.
PIMCO COMMODITIES	21,329.	21,406.
PIMCO FUNDAMENTAL	113,280.	101,262.
STERLING CAPITAL	69,825.	66,875.
Total	406,439.	393,251.

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
COHEN & STEERS	26,849.	0.	0.
CREDIT SUISSE COMMODITY RETURN	10,557.	0.	0.
FAMCO MLP & ENERGY INCOME FUND	20,208.	0.	0.
PIMCO COMMODITY REAL RETURN	8,580.	0.	0.
SPDR GOLD TRUST	23,404.	0.	0.
FIRST TRUST AUTO QUANT 6	0.	25,305.	31,787.
FIRST TRUST AUTO QUANT 7	0.	49,999.	51,622.
CALL/CHEVRON CORP	0.	-187.	-12.
Total	89,598.	75,117.	83,397.