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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

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

Name of foundation J CLYDE AND VELMA APOLLOS ENGLAND FAMILY CHARITABLE FOUNDATION NO 2		A Employer identification number 20-7277315	
Number and street (or P O box number if mail is not delivered to street address) 1820 SCOTTSVILLE ROAD		B Telephone number (see instructions) (270) 782-4471	
C If exemption application is pending, check here ► <input type="checkbox"/>			
D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>			
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"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		H 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	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,579,779	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	36,277	36,277	36,277	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	82,093			
	b Gross sales price for all assets on line 6a 952,685				
	7 Capital gain net income (from Part IV, line 2) . . .		82,093		
	8 Net short-term capital gain			1,715	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	118,370	118,370	37,992	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	8,938	4,469		4,469
	b Accounting fees (attach schedule)	2,700	1,350		1,350
	c Other professional fees (attach schedule)	22,736	11,368		11,368
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	59	-59		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	34,315	17,128		17,187
	25 Contributions, gifts, grants paid.	57,000			57,000
	26 Total expenses and disbursements. Add lines 24 and 25	91,315	17,128		74,187
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	27,055			
	b Net investment income (if negative, enter -0-) . . .		101,242		
	c Adjusted net income (if negative, enter -0-) . . .			37,992	

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	45,538	56,772	56,772	
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 schedule) ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments—U S and state government obligations (attach schedule)				
b	Investments—corporate stock (attach schedule)	934,915	569,764	691,751	
c	Investments—corporate bonds (attach schedule)	427,599	808,571	831,256	
11	Investments—land, buildings, and equipment basis ►				
	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	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,408,052	1,435,107	1,579,779	
Liabilities					
17	Accounts payable and accrued expenses				
18	Grants payable				
19	Deferred revenue				
20	Loans from officers, directors, trustees, and other disqualified persons				
21	Mortgages and other notes payable (attach schedule)				
22	Other liabilities (describe ►)				
23	Total liabilities (add lines 17 through 22)		0		
Net Assets or Fund Balances					
24	Unrestricted				
25	Temporarily restricted				
26	Permanently restricted				
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	1,408,052	1,435,107		
30	Total net assets or fund balances (see page 17 of the instructions)	1,408,052	1,435,107		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,408,052	1,435,107		

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	1,408,052
2	Enter amount from Part I, line 27a	2	27,055
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,435,107
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,435,107

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.)
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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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(i) If gain, also enter in Part I, line 7 (j) If (loss), enter -0- in Part I, line 7	2	82,093
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	3	1,715
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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	75,291	1,455,122	0 05174
2011	70,260	1,486,773	0 04726
2010	69,095	1,518,737	0 04550
2009	83,818	1,435,303	0 05840
2008	37,815	1,576,761	0 02398

2 Total of line 1, column (d).	2	0 22687
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 04538
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,460,296
5 Multiply line 4 by line 3.	5	66,261
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,012
7 Add lines 5 and 6.	7	67,273
8 Enter qualifying distributions from Part XII, line 4.	8	74,187

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 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		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	1,012
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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	
3	Add lines 1 and 2.	3	1,012
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	1,012
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	17
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,029
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
1b	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
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	No
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KY		
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? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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 ► BB&T TRUST DEPARTMENT Located at ► 1820 SCOTTSVILLE ROAD BOWLING GREEN KY	Telephone no ► (270) 782-4471 ZIP +4 ► 421033302
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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	
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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
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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.

1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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 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?	2a	Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b		No
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____	2c		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	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)	3b		No
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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	No
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

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
DENNIS LONGEST 1820 SCOTTSVILLE RD BOWLING GREEN, KY 42103	Trustee 0 00	0		
JOHN TAYLOR 101 MCKENNA ST GLASGOW, KY 42142	Trustee 0 00	0		
ANN BETH MOORE 100 N MAIN ST TOMPKINSVILLE, KY 42167	Trustee 0 00	0		
WADE MARKHAM 1101 COLLEGE ST BOWLING GREEN, KY 42101	Trustee 0 00	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.				►

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		

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

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	1,482,534
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,482,534
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	
3	Subtract line 2 from line 1d.	3	1,482,534
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,238
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,460,296
6	Minimum investment return. Enter 5% of line 5.	6	73,015

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	73,015
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,012
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,012
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	72,003
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	72,003
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	72,003

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	74,187
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required).	3b	
b	Cash distribution test (attach the required schedule).	4	74,187
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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).	6	1,012
6	Adjusted qualifying distributions. Subtract line 5 from line 4.		73,175

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				72,003
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			56,399	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 74,187				
a Applied to 2012, but not more than line 2a			56,399	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				17,788
e Remaining amount distributed out of corpus				
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				54,215
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)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
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 XIV Private 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. <input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
b 85% of line 2a. <input type="text"/>
c Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
d Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
3 Complete 3a, b, or c for the alternative test relied upon
a "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

Part XV Supplementary 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MONROE COUNTY SCHOOL BOARD OF EDUCATION 309 EMBERTON ST TOMPKINSVILLE, KY 42168	DONOR/DONEE	501(c)(3)	SUPPORT PUBLIC EDUCATION	45,000
GAMALIEL BAPTIST CHURCH 846 E MAIN ST GAMALIEL, KY 42140	DONOR/DONEE	501(c)(3)	SUPPORT	12,000
Total				57,000
b Approved for future payment				
Total				

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) Exclusion code
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities.				36,277	
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					82,093
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a <u>COURT SETTLEMENT</u>					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). . .			36,277		82,093
13 Total. Add line 12, columns (b), (d), and (e). . .				13	118,370

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

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.)
35 ALLERGAN INC	P	2012-11-26	2013-05-21
120 AGCO CORPORATION	P	2012-03-13	2013-11-26
42 AFFILIATED MANAGERS GROUP INC	P	2012-03-13	2013-05-16
43 AFFILIATED MANAGERS GROUP INC	P	2012-03-13	2013-09-23
25 ALLERGAN INC	P	2012-11-26	2013-06-21
24 AMAZON INC	P	2012-03-13	2013-06-21
6178 AMERICAN CENTURY DIVERSIFIED BOND FUND	P	2010-09-23	2013-05-16
8 APPLE COMPUTER CORPORATION COMMON	P	2010-12-22	2013-02-12
130 ARCHER-DANIELS-MIDLAND CO COMMON	P	2012-03-13	2013-02-12
8 BLACKROCK INC COMMON	P	2012-03-13	2013-05-16
90 BROADCOM CORP CL A COMMON	P	2012-11-26	2013-06-21
130 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO	P	2012-03-13	2013-11-26
40 CAMERON INT'L CORP COMMON	P	2013-02-12	2013-06-21
60 CENTENE CORP	P	2012-03-13	2013-05-16
140 CENTENE CORP	P	2012-03-13	2013-12-26
20 CERNER CORP COMMON	P	2012-03-13	2013-05-16
30 CHEVRON TEXACO CORP COMMON	P	2008-10-10	2013-06-21
100 CHICAGO BRIDGE & IRON CO NV	P	2012-03-13	2013-05-16
120 CHICAGO BRIDGE & IRON CO NV	P	2012-03-13	2013-11-26
80 CLEAN HARBORS INC COMMON	P	2013-09-23	2013-11-26
110 COGNIZANT TECHNOLOGY SOLUTIONS CORP	P	2012-11-26	2013-05-16
80 COLUMBIA SPORTSWEAR CO	P	2012-03-13	2013-05-16
70 COLUMBIA SPORTSWEAR CO	P	2012-03-13	2013-09-23
40 COMCAST CORP NEW CL A	P	2013-05-16	2013-06-21
20 COSTCO WHOLESALE CORP	P	2012-11-26	2013-06-21
80 DANAHER CORP COMMON	P	2012-08-21	2013-06-21
370 DARLING INTERNATIONAL INC COMMON	P	2012-03-13	2013-11-26
30 EBAY INC	P	2013-05-16	2013-06-21
25 EDWARDS LIFESCIENCES CORP COMMON	P	2013-02-12	2013-05-16
70 EMERSON ELECTRIC CO	P	2012-03-13	2013-09-23

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)
250 EXELON CORPORATION	P	2012-11-26	2013-02-12
160 EXPEDITORS INTERNATIONAL	P	2012-11-26	2013-05-16
4192 FEDERATED INTERMEDIATE FUND	P	2012-03-13	2013-05-16
56 FLOWSERVE CORP COMMON	P	2012-03-13	2013-05-16
117 FLOWSERVE CORP COMMON	P	2012-03-13	2013-11-26
170 GENERAL ELECTRIC CO COMMON	P	2012-11-26	2013-06-21
3 GOOGLE INC CL A	P	2011-06-24	2013-02-12
3 GOOGLE INC CL A	P	2008-11-25	2013-05-16
90 HANESBRANDS INC COMMON	P	2013-05-16	2013-11-26
857 HARDING LOEVNER INTER EQUITY INS	P	2010-12-22	2013-02-12
2763 HARDING LOEVNER INTER EQUITY INS	P	2012-03-13	2013-05-16
2997 HARDING LOEVNER INTER EQUITY INS	P	2010-06-22	2013-11-26
120 IDEX CORP COMMON	P	2012-03-13	2013-05-16
60 INFORMATICA CORP	P	2012-11-26	2013-06-21
20 INTERCONTINENTALEXCHANGE INC COMMON	P	2013-02-12	2013-06-21
80 INTUIT INC COMMON	P	2012-11-26	2013-06-21
120 JUNIPER NETWORKS INC	P	2012-11-26	2013-06-21
92 KINDER MORGAN MANAGEMENT LLC	P	2012-03-13	2013-05-16
60 KOHNS CORP COMMON	P	2012-11-26	2013-02-12
315 LAZARD EMERGING MKTS PORTFOLIO	P	2007-04-13	2013-02-12
1100 LAZARD EMERGING MKTS PORTFOLIO	P	2012-03-13	2013-05-16
80 MEADWESTVACO CORP	P	2012-03-13	2013-05-16
200 MEADWESTVACO CORP	P	2012-03-13	2013-11-26
2739 METROPOLITAN WEST TOTAL RETURN BOND	P	2010-09-23	2013-06-21
120 MICROSOFT CORP	P	2011-03-22	2013-05-16
150 MICROSOFT CORP	P	2008-10-10	2013-06-21
90 MONSANTO CO COMMON	P	2012-03-13	2013-06-21
6612 NEUBERGER BERMAN STRATEGIC INCOME	P	2013-05-16	2013-09-23
320 NEWFIELD EXPL CO COMMON	P	2013-02-12	2013-11-26
50 NORDSON CORP	P	2012-03-13	2013-05-16

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.)
60 NORSON CORP	P	2012-03-13	2013-11-26
80 OGE ENERGY CORP COMMON	P	2012-03-13	2013-05-16
4595 PIMCO TOTAL RETURN FUND	P	2013-05-22	2013-06-21
4752 PIMCO PIMS FOREIGN BOND FUND	P	2012-11-26	2013-06-21
120 PAYCHEX INC	P	2012-03-13	2013-05-16
55 PEPSICO INC	P	2008-11-25	2013-05-16
60 PERRIGO COMPANY	P	2013-06-21	2013-12-23
30 PHILIP MORRIS INTERNATIONAL	P	2012-03-13	2013-02-12
50 PHILIP MORRIS INTERNATIONAL	P	2012-03-13	2013-06-21
65 POLARIS INDUSTRIES INC	P	2012-03-13	2013-05-16
120 POTASH CORP SASKATCHEWAN	P	2013-02-12	2013-09-23
1556 T ROWE PRICE INSTITUTIONAL EMERGING MARK	P	2012-11-26	2013-02-12
5285 T ROWE PRICE INSTITUTIONAL EMERGING MARK	P	2012-03-13	2013-06-21
40 PRICE GROUP INC	P	2012-11-26	2013-06-21
1983 PRINCIPAL PREFERRED SECURITIES FUND	P	2011-03-22	2013-05-16
150 ROGERS COMMUNICATIONS INC	P	2012-03-13	2013-02-12
30 SCHLUMBERGER LTD COMMON	P	2012-11-26	2013-02-12
60 SMITHFIELD FOODS INC COMMON	P	2012-03-13	2013-05-16
210 SMITHFIELD FOODS INC COMMON	P	2012-03-13	2013-06-21
160 SOUTHERN CO COMMON	P	2013-02-12	2013-05-16
80 STARBUCKS CORP	P	2012-03-13	2013-06-21
180 SUNCOR ENERGY INC	P	2012-11-26	2013-05-16
90 TARGET CORP COMMON	P	2010-06-22	2013-02-12
100 TEXAS INSTRUMENTS INC COMMON	P	2012-11-26	2013-06-21
120 THOR IND'S INC COMMON	P	2012-03-13	2013-05-16
30 TIME WARNER CABLE INC	P	2013-05-16	2013-09-23
140 TIMKEN CO	P	2012-03-13	2013-05-16
70 TIMKEN CO	P	2012-03-13	2013-11-26
40 THE TRAVELERS COMPANIES	P	2008-10-10	2013-05-16
190 TRINITY INDUSTRIES COMMON	P	2012-03-13	2013-11-26

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)
100 URS CORP NEW	P	2012-03-13	2013-02-12
170 URS CORP NEW	P	2012-03-13	2013-11-26
50 UNION PACIFIC CORP COMMON	P	2012-03-13	2013-06-21
290 WESTERN UNION COMPANY	P	2013-02-12	2013-11-26
100 PENTAIR LTD COMMON	P	2012-03-13	2013-05-16
70 TE CONNECTIVITY LTD	P	2012-08-21	2013-05-16

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)
3,535		3,204	331
6,905		6,022	883
7,005		4,622	2,383
7,914		4,732	3,182
2,299		2,289	10
6,530		5,124	1,406
68,515		68,765	-250
3,789		2,602	1,187
3,961		3,778	183
2,312		1,585	727
2,992		2,909	83
4,966		3,158	1,808
2,455		2,570	-115
3,121		2,727	394
8,291		6,189	2,102
1,926		1,527	399
3,556		1,826	1,730
6,004		4,609	1,395
9,110		5,531	3,579
4,246		4,566	-320
7,013		7,247	-234
4,803		3,962	841
4,227		3,466	761
1,579		1,736	-157
2,166		1,919	247
4,945		4,319	626
7,528		6,590	938
1,518		1,691	-173
1,720		2,183	-463
4,568		3,602	966

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)
7,947		7,336	611
6,117		6,184	-67
43,474		42,730	744
9,395		6,508	2,887
8,358		4,533	3,825
3,963		3,576	387
2,355		1,423	932
2,720		1,028	1,692
6,335		4,985	1,350
13,897		12,740	1,157
47,110		41,031	6,079
53,407		42,503	10,904
6,740		5,069	1,671
2,022		1,639	383
3,417		3,018	399
4,583		4,675	-92
2,269		2,024	245
7,967		6,801	1,166
2,759		3,114	-355
6,182		6,994	-812
21,796		21,983	-187
2,903		2,208	695
6,973		5,520	1,453
28,954		29,200	-246
4,084		3,038	1,046
4,971		3,342	1,629
9,259		7,463	1,796
73,065		76,305	-3,240
9,322		9,037	285
3,680		2,779	901

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)
4,292		3,334	958
5,710		4,245	1,465
49,125		51,423	-2,298
49,801		52,655	-2,854
4,610		3,867	743
4,650		2,977	1,673
9,133		8,432	701
2,705		2,669	36
4,378		4,751	-373
5,889		4,408	1,481
3,840		5,127	-1,287
14,851		15,354	-503
46,053		51,371	-5,318
2,883		2,599	284
21,455		20,047	1,408
6,921		6,117	804
2,351		2,112	239
1,583		1,394	189
6,907		4,878	2,029
7,460		7,059	401
5,165		4,129	1,036
5,696		6,050	-354
5,619		4,609	1,010
3,477		2,966	511
4,940		3,981	959
3,381		2,988	393
7,933		7,326	607
3,649		3,663	-14
3,482		1,205	2,277
9,779		6,420	3,359

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)
4,241		4,376	-135
8,905		7,440	1,465
7,609		5,783	1,826
4,878		4,557	321
5,756		3,921	1,835
3,184		2,523	661

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	
			331
			883
			2,383
			3,182
			10
			1,406
			-250
			1,187
			183
			727
			83
			1,808
			-115
			394
			2,102
			399
			1,730
			1,395
			3,579
			-320
			-234
			841
			761
			-157
			247
			626
			938
			-173
			-463
			966

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			611
			-67
			744
			2,887
			3,825
			387
			932
			1,692
			1,350
			1,157
			6,079
			10,904
			1,671
			383
			399
			-92
			245
			1,166
			-355
			-812
			-187
			695
			1,453
			-246
			1,046
			1,629
			1,796
			-3,240
			285
			901

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	
			958
			1,465
			-2,298
			-2,854
			743
			1,673
			701
			36
			-373
			1,481
			-1,287
			-503
			-5,318
			284
			1,408
			804
			239
			189
			2,029
			401
			1,036
			-354
			1,010
			511
			959
			393
			607
			-14
			2,277
			3,359

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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	
			-135
			1,465
			1,826
			321
			1,835
			661

TY 2013 Accounting Fees Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,700	1,350	0	1,350

TY 2013 Investments Corporate Bonds Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DOUBLINE TOTAL RETURN	150,064	144,036
FEDERATED HIGH YIELD	23,542	23,964
FEDERATED INTERMEDIATE CORP	49,730	47,100
FIDELITY ADVISOR FLOATING HIGH INCOME	61,533	61,742
HARBOR INTERNATIONAL	148,394	168,884
FAMCO MLP & ENERGY	43,211	48,905
LAZARD EMERGING MKTS	52,118	57,533
METROPOLITAN WEST TOTAL RETURN	73,480	73,080
NEUBERGER BERMAN STRATEGIC	1,625	1,566
PRUDENTIAL SHORT TERM CORP BOND FUND	73,634	73,829
STERLING CAPITAL RETURN BOND FUND	131,240	130,617

**TY 2013 Investments Corporate
Stock Schedule**

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABORSTORIES	3,630	5,750
APPLE COMPUTER CORP	8,087	15,148
ABBVIE INC	3,936	7,922
AMERICAN EXPRESS	2,197	2,722
BAXTER INTERNATIONAL INC	5,560	6,260
BERKSHARE HATHAWAY INC	7,918	8,299
BLACKROCK INC	3,522	5,696
BROADCOM CORP	5,034	5,633
BROADRIDGE FINANCIAL SOLUTIONS LLC	3,401	5,533
CHEVRON CORP	4,565	9,368
COACH INC	4,032	3,929
COGNIZANT TECHNOLOGY SOLUTIONS	6,841	11,108
COCA COLA CO	3,865	4,131
CUMMINS INC	4,452	5,639
EMC CORP	6,328	6,539
EXPRESS SCRIPTS HOLDING CO	5,557	6,322
GENERAL MILLS	5,095	6,488
GILEAD SCIENCES INC	4,890	9,763
GOOGLE INC	1,938	7,845
HARDING LOEVNER INTERNATIONAL EQUITY	42,378	60,163
IDEX CORP	4,224	7,385
INTEL	5,672	6,748
ISHARES DJ US REAL ESTATE	57,225	54,249
KINDER MORGAN MANAGEMENT LLC	6,791	6,120
M&T BANK CORP	8,253	8,732
MAINSTAY MARKETFIELD FUND	34,741	40,780
MAXIM INTEGRATED PRODUCT	3,884	3,906
MCDONALDS CORP	7,109	7,762
METLIFE INC	4,956	8,088
MICROSOFT CORP	4,345	7,295

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MONSTER BEVERAGE CORP	2,808	3,389
MYRIAD GENETICS	4,924	3,567
NATIONAL OILWELL VARCO	2,048	2,386
NOVARTIS A G	5,577	8,038
OGE ENERGY CORP COMMON	4,245	5,424
OCCIDENTAL PETROLEUM CO COMMON	5,638	7,133
OMNICOM GROUP COMMON	4,337	6,693
OPPENHEIMER DEVELOPING MARKETS FUND	97,596	103,931
PEARSON PLC SPONSORED ADR	4,231	4,928
PEPSICO INC COMMON	3,694	5,806
PFIZER INC COMMON	5,728	7,658
PHILLIP MORRIS INT INC COMMON	6,056	6,099
PIMCO COMMODITY REAL RETURN STRATEGY	42,902	30,069
POLARIS INDUSTRIES INC	3,052	6,554
PRICELINE COM INC. COMMON	2,558	4,650
QUALCOMM INC COMMON	11,448	13,365
ROGERS COMMUNICATIONS INC	1,772	1,810
SAFEWAY INC	5,605	11,074
SCHLUMBERGER LTD COMMON	3,615	7,569
CHARLES SCHWAB CORP COMMON	3,704	4,680
SPECTRA ENERGY CORP COMMON	6,159	7,124
STERICYCLE INC COMMON	4,967	5,228
TARGET CORP COM COMMON	5,475	6,327
THOR INDS INC COMMON	3,981	6,628
TIDEWATER INC COMMON	3,356	3,556
TIME WARNER CABLE INC COMMON	4,013	6,098
THE TRAVELERS COMPANIES INC COMMON	3,766	11,318
UNILEVER PLC-SPONSORED ADR	5,289	6,180
UNITED PARCEL SERVICES B	3,610	5,254
VARIAN MED SYS INC COMMON	5,424	6,215

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERISK ANALYTICS INC COMMON	4,656	5,258
VISA INC CLASS A SHARES COMMON	5,027	6,235
WELLPOINT INC COMMON	3,098	3,696
ENSCO PLC	6,318	6,290
PERRIGO CO PLC	9,132	9,208
PENTAIR LTD COMMON	3,529	6,990

TY 2013 Legal Fees Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ENGLISH LUCAS PRIEST & OWSLEY	8,938	4,469	0	4,469

TY 2013 Other Professional Fees Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY

CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BB&T TRUST DEPT	22,736	11,368	0	11,368

TY 2013 Taxes Schedule

Name: J CLYDE AND VELMA APOLLOS ENGLAND FAMILY
CHARITABLE FOUNDATION NO 2

EIN: 20-7277315

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX REFUND	59	-59		