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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation R K LAROS FOUNDATION		A Employer identification number 23-6207353	
Number and street (or P O box number if mail is not delivered to street address) 645 HAMILTON STREET		B Telephone number (see instructions) (610) 366-9934	
City or town, state or province, country, and ZIP or foreign postal code ALLENTOWN, PA 18101		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 4,013,398		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ 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)	550			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24,399	24,399		
	4 Dividends and interest from securities.	62,566	62,566		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	161,104			
	b Gross sales price for all assets on line 6a 161,104				
	7 Capital gain net income (from Part IV, line 2)		161,104		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3	3		
	12 Total. Add lines 1 through 11	248,622	248,072		
	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 schedule).	1,194	1,194		
	c Other professional fees (attach schedule)	22,575	22,575		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,243			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,718			3,718
	22 Printing and publications				
	23 Other expenses (attach schedule).	6,237			6,237
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	35,967	23,769		9,955
	25 Contributions, gifts, grants paid	140,000			140,000
	26 Total expenses and disbursements. Add lines 24 and 25	175,967	23,769		149,955
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	72,655			
	b Net investment income (if negative, enter -0-)		224,303		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	39,939	44,005	44,005
	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)	533,831	521,524	507,817
	b	Investments—corporate stock (attach schedule)	2,312,486	2,325,095	3,118,596
	c	Investments—corporate bonds (attach schedule).	294,329	357,286	340,223
	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 ▶ _____)	0	2,757	2,757	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,180,585	3,250,667	4,013,398	
Liabilities	17	Accounts payable and accrued expenses	3,339		
	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)	3,339	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted	3,177,246	3,250,667	
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	3,177,246	3,250,667	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,180,585	3,250,667	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	3,177,246
2	Enter amount from Part I, line 27a	2	72,655
3	Other increases not included in line 2 (itemize) ▶ _____	3	845
4	Add lines 1, 2, and 3	4	3,250,746
5	Decreases not included in line 2 (itemize) ▶ _____	5	79
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,250,667

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)	
1a					
(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					
b					
c					
d					
e					
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		
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2161,104
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }				3

Part V

Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))	
2012	155,929	3,371,817	0 046245	
2011	148,625	3,304,637	0 044975	
2010	147,069	3,126,086	0 047046	
2009	60,259	2,732,766	0 022051	
2008	116,204	3,399,058	0 034187	
2 Total of line 1, column (d).				20 194504
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				30 038901
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.				43,190,914
5 Multiply line 4 by line 3.				5124,130
6 Enter 1% of net investment income (1% of Part I, line 27b).				62,243
7 Add lines 5 and 6.				7126,373
8 Enter qualifying distributions from Part XII, line 4.				8149,955
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 ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	2,243
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3 Add lines 1 and 2.	3	2,243
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	2,243
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,000
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	5,000
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,757
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 2,757 Refunded	11	

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <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>	1b		No
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 ☐ \$ _____ (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? <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		No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <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	Yes	
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) ☐ _____			
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 TRUST DEPARTMENT Telephone no (610) 366-9934 Located at 645 HAMILTON STREET ALLENTOWN PA ZIP+4 18101			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
	b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED	VARIOUS 2 00	0	0	0
C/O NPITC ALLENTOWN, PA 18101				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,208,794
b	Average of monthly cash balances.	1b	30,713
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	3,239,507
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	3,239,507
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	48,593
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,190,914
6	Minimum investment return. Enter 5% of line 5.	6	159,546

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	159,546
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,243
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,243
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	157,303
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	157,303
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	157,303

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	149,955
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	149,955
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	2,243
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	147,712
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				157,303
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			67,990	
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 ▶ \$ 149,955				
a Applied to 2012, but not more than line 2a			67,990	
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.				81,965
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				75,338
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.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

SHARON JONES ZONDAG
134 PINE TOP TRAIL
BETHLEHEM, PA 18017
(610) 390-6016

b

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

SEE WEBSITE WWW.LAROSFOUNDATION.ORG

c

Any submission deadlines

MAY 1 & OCTOBER 1

d

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

SEE ATTACHED

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	140,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS AND GIRLS CLUB OF BETHLEHEM 1430 FRITZ DR BETHLEHEM,PA 18017		CHARITABLE	TO REPAIR/UPDATE 2RENOVATION PROJECTFACILITEIS	20,000
YMCA OF BETHLEHEM 430 E BROAD ST BETHLEHEM,PA 18018		CHARITABLE	BOLER REPLACEMENTSUPPORT	50,000
HISTORIC BETHLEHEM MUSEUMS & SITES 74 W BROAD STREET SUITE 260 BETHLEHEM,PA 18018		CHARITABLE	ACTIVITY CENTER AT SUPPORT CHILDREN'SBURNSIDE PLANTATION	5,000
NORTHAMPTON COMMUNITY COLLEGE 3835 GREEN POND RD BETHLEHEM,PA 18020		CHARITABLE	GED TESTING CENTER AT NCCSUPPORT BUILDING A FOWLER CENTER	30,000
MEDICAL SCHOOL OF TEMPLE UNIVERSITY 3500 N BROAD STREET SUITE 124 PHILADELPHIA,PA 19140		CHARITABLE	A LEAERDAL SIMMONSUPPORT PURCHASE OF HUMAN PATIENT SIMULATOR	30,000
BETHLEHEM EMERGENCY SHELTERING 1021 CENTER STREET BETHLEHEM,PA 18018		CHARITABLE	SITE SUPPORT ANDSUPPORT COSTS OF GUIDANCE COORDINATORS	5,000
Total ▶ 3a				140,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
					161,104				161,104	

TY 2013 Other Assets Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL TAX		2,757	2,757

TY 2013 Other Assets Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL TAX		2,757	2,757

TY 2013 Other Assets Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID FEDERAL TAX		2,757	2,757

TY 2013 Other Decreases Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Amount
DISALLOWED WASH SALE	79

TY 2013 Other Expenses Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECRETARIAL SERVICES	6,237			6,237

TY 2013 Other Income Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	3	3	

TY 2013 Other Increases Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Description	Amount
PRIOR YEAR RECLASSIFIED WASH SALE	845

TY 2013 Taxes Schedule

Name: R K LAROS FOUNDATION

EIN: 23-6207353

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL INCOME TAX	2,243			

THE R.K. LAROS FOUNDATION, INC.

**4513 Virginia Drive
Bethlehem, PA 18017**

**Director addresses are all c/o:
NPITC
645 Hamilton Street, Suite 900
Allentown, PA 18101**

Michael A. Abgott, MD

Robert W. Bilheimer

Diane Donaher

Ronald J. Donchez

Laurie Gostley-Hackett

F. Robert Huth, Jr., CPA

Russell K. Laros, Jr., MD
President
Russell K. Laros III

Ron Madison

George B. Mowrer
Secretary

Gordon B. Mowrer

Laura B. Shelton

Robert H. Young, Jr.

R.K. Laros Foundation
2017

The R.K. Laros 990 Narrative for 2013

Pg 10, Part XV, 2d

FOUNDATION HISTORY

Founded in 1952 with 300 shares of Class B~ R.K. Laros industries stock by R.K and Helen Laros, The R.K. Laros Foundation was established by Deed of Trust to support non-profits in the communities where Laros Industries "have been operated". Since the first disbursement in 1953, the R.K. Laros Foundation has met twice each year to review grant requests and by majority vote have approved grants that have supported almost 150 non-profit entities, primarily in Bethlehem, Pennsylvania, home of the Broad Street and Miller Heights plants. The Foundation supports, primarily, capital projects and has made a significant difference to the individual non-profits it supports; the individuals touched directly by those organizations and its continuing impact on the larger community that R.K. Laros credited with his success. His generosity and that of his wife Helen have persisted to this day through a board that practices exceptional fidelity to the intention of the original founders in its grant awards.

FORM 990-PF, PG 1, PART I, LINE 6A & 6B

** SHORT TERM CAPITAL GAIN (LOSS)

285 SHARES OF DIAMOND OFFSHORE DRILLING COM	2/25/2013	5/3/2012	20,267 24	19,015 20	1,252 04	Covered
245 SHARES OF GENERAL MILLS INC COM	2/25/2013	5/3/2012	11,189 85	9,444 75	1,745 10	Covered
220 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	2/25/2013	5/3/2012	14,524 41	12,266 38	2,258 03	Covered
240 SHARES OF PARKER-HANNIFIN CORP COM	2/25/2013	5/29/2012	22,519 35	20,854 70	1,664 65	Covered
105 SHARES OF WISCONSIN ENERGY CORP COM	2/25/2013	5/3/2012	4,253 49	3,826 20	427 29	Covered
570 SHARES OF DARDEN RESTAURANTS INC COM	3/13/2013	5/3/2012	27,803 87	28,847 70	-1,043 83	Covered
465 SHARES OF GENERAL MILLS INC COM	3/13/2013	5/3/2012	21,522 50	17,925 75	3,596 75	Covered
195 SHARES OF GENERAL MILLS INC COM	3/13/2013	11/26/2012	9,025 57	7,927 51	1,098 06	Covered
165 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	3/13/2013	5/3/2012	11,608 16	9,199 79	2,408 37	Covered
200 SHARES OF WISCONSIN ENERGY CORP COM	3/13/2013	5/3/2012	8,288 53	7,288 00	1,000 53	Covered
25 SHARES OF BALL CORP	4/15/2013	5/3/2012	1,160 47	1,037 40	123 07	Covered
10 SHARES OF BAXTER INTL INC COM	4/15/2013	5/3/2012	708 78	553 90	154 88	Covered
10 SHARES OF CHEVRON CORPORATION COM	4/15/2013	5/3/2012	1,168 37	1,056 65	111 72	Covered
30 SHARES OF DISCOVER FINANCIAL SERVICES COM	4/15/2013	5/3/2012	1,271 07	1,015 59	255 48	Covered
5 SHARES OF FLOWSERVE CORPORATION COM	4/15/2013	8/27/2012	777 28	643 60	133 68	Covered
5 SHARES OF LABORATORY CRP OF AMER HLDGS COM	4/15/2013	5/3/2012	469 38	435 00	34 38	Covered
25 SHARES OF MACYS INC	4/15/2013	3/13/2013	1,084 47	1,056 07	28 40	Covered
35 SHARES OF MARSH & MCLENNAN CO COM	4/15/2013	8/27/2012	1,322 27	1,201 35	120 92	Covered
25 SHARES OF MATTEL INC COM	4/15/2013	3/13/2013	1,078 97	1,049 14	29 83	Covered
15 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	4/15/2013	5/3/2012	1,060 32	836 34	223 98	Covered
25 SHARES OF MCGRAW HILL COS INC COM	4/15/2013	5/3/2012	1,284 47	1,221 82	62 65	Covered
10 SHARES OF RAYTHEON CO COM NEW	4/15/2013	8/27/2012	573 88	565 33	8 55	Covered
30 SHARES OF TJX COMPANIES INC COM	4/15/2013	5/3/2012	1,430 96	1,269 92	161 04	Covered
40 SHARES OF U S BANCORP COM	4/15/2013	5/3/2012	1,333 57	1,277 60	55 97	Covered
5 SHARES OF UNION PACIFIC CORP COM	4/15/2013	2/25/2013	681 28	686 40	-5 12	Covered
15 SHARES OF WISCONSIN ENERGY CORP COM	4/15/2013	5/3/2012	645 58	546 60	98 98	Covered
10 SHARES OF C H ROBINSON WORLDWIDE INC COM	4/15/2013	5/3/2012	573 88	615 07	-41 19	Covered
50 SHARES OF CISCO SYSTEMS INC COM	4/15/2013	2/25/2013	1,051 97	1,051 30	0 67	Covered
5 SHARES OF INTERNATIONAL BUS MACHS CORP COM	4/15/2013	5/3/2012	1,051 42	1,033 59	17 83	Covered
10 SHARES OF AMGEN INC COM	4/15/2013	5/3/2012	1,084 28	707 70	376 58	Covered
30 SHARES OF WALGREEN CO COM	4/15/2013	5/3/2012	1,460 96	1,019 40	441 56	Covered
15 SHARES OF MCKESSON HBOC INC COM	4/15/2013	5/3/2012	1,611 71	1,355 80	255 91	Covered
15 SHARES OF QUALCOMM INC COM	4/15/2013	5/3/2012	984 28	953 40	30 88	Covered
995 SHARES OF MCGRAW HILL COS INC COM	4/18/2013	5/3/2012	51,167 72	48,628 54	2,539 18	Covered
20 SHARES OF MCGRAW HILL COS INC COM	4/18/2013	9/17/2012	1,028 50	1,076 20	-47 70	Covered
10 SHARES OF MCGRAW HILL COS INC COM	4/18/2013	3/18/2013	514 25	484 62	29 63	Covered
10 SHARES OF PFIZER INC COM	5/8/2013	9/17/2012	287 41	240 40	47 01	Covered
15 SHARES OF PFIZER INC COM	5/8/2013	3/18/2013	431 11	423 00	8 11	Covered
40 SHARES OF FLOWSERVE CORPORATION COM	5/8/2013	8/27/2012	6,479 91	5,148 78	1,331 13	Covered
70 SHARES OF CISCO SYSTEMS INC COM	6/25/2013	2/25/2013	1,687 78	1,471 82	215 96	Covered
25 SHARES OF MACYS INC	6/25/2013	3/13/2013	1,164 73	1,056 07	108 66	Covered
60 SHARES OF MARSH & MCLENNAN CO COM	6/25/2013	8/27/2012	2,353 77	2,059 46	294 31	Covered
25 SHARES OF MATTEL INC COM	6/25/2013	3/13/2013	1,105 98	1,049 14	56 84	Covered
25 SHARES OF RAYTHEON CO COM NEW	6/25/2013	8/27/2012	1,630 97	1,413 33	217 64	Covered
10 SHARES OF TORCHMARK CORP COM	6/25/2013	4/18/2013	645 09	586 92	58 17	Covered
15 SHARES OF UNION PACIFIC CORP COM	6/25/2013	2/25/2013	2,298 56	2,059 21	239 35	Covered
5 SHARES OF WESTERN DIGITAL CORP COM	2/25/2013	1/28/2013	225 29	243 25	-17 96	Covered
95 SHARES OF MINERALS TECHNOLOGIES INC COM	4/1/2013	9/5/2012	3,863 66	3,274 44	589 22	Covered
130 SHARES OF CADENCE DESIGN SYSTEMS INC COM	4/15/2013	11/28/2012	1,686 06	1,678 13	7 93	Covered
60 SHARES OF CORELOGIC INC COM	4/15/2013	11/28/2012	1,481 36	1,536 70	-55 34	Covered
40 SHARES OF DELUXE CORPORATION COM	4/15/2013	4/1/2013	1,603 16	1,653 44	-50 28	Covered
25 SHARES OF MINERALS TECHNOLOGIES INC COM	4/15/2013	9/5/2012	965 97	861 69	104 28	Covered
20 SHARES OF OCEANEERING INTL INC COM	4/15/2013	11/28/2012	1,209 57	1,040 56	169 01	Covered
30 SHARES OF UGI CORP COM	4/15/2013	4/1/2013	1,172 37	1,147 39	24 98	Covered
25 SHARES OF CARTER'S INC COM	4/15/2013	9/5/2012	1,479 96	1,417 46	62 50	Covered
15 SHARES OF CUBIST PHARMACEUTICALS INC COM	4/15/2013	9/5/2012	683 83	707 12	-23 29	Covered
35 SHARES OF ZEBRA TECHNOLOGIES CORP CL A COM	4/15/2013	2/25/2013	1,572 86	1,571 21	1 65	Covered
25 SHARES OF COOPER COS INC/THE COM	5/22/2013	9/5/2012	2,743 86	2,113 78	630 08	Covered
15 SHARES OF COOPER COS INC/THE COM	5/22/2013	1/28/2013	1,646 32	1,529 10	117 22	Covered
5 SHARES OF BOB EVANS FARMS COM	6/25/2013	1/28/2013	227 35	221 75	5 60	Covered
10 SHARES OF FULTON FINANCIAL CORP COM	9/25/2013	1/28/2013	116 85	108 00	8 85	Covered

R K Laros Foundation
ID# 23-6207353
12/31/2013

5 SHARES OF ROLLINS INC COM	9/25/2013	1/28/2013	129 57	123 60	5 97	Covered
10 SHARES OF RAYONIER INC COM	9/25/2013	1/28/2013	555 55	533 80	21 75	Covered
35 SHARES OF RAYONIER INC COM	9/25/2013	5/13/2013	1,944 43	2,080 26	-135 83	Covered
15 SHARES OF DELUXE CORPORATION COM	12/13/2013	4/1/2013	730 19	620 04	110 15	Covered
5 SHARES OF HANESBRANDS INC COM	12/13/2013	6/25/2013	335 29	253 13	82 16	Covered
10 SHARES OF UGI CORP COM	12/13/2013	4/1/2013	397 39	382 46	14 93	Covered
10 SHARES OF ZEBRA TECHNOLOGIES CORP CL A COM	12/13/2013	2/25/2013	502 79	448 92	53 87	Covered
5 SHARES OF PERRIGO CO COM	12/19/2013	1/28/2013	761 07	508 25	252 82	Covered
05 SHARES OF COMMERCE BANCSHARES INC COM	12/16/2013	9/25/2013	2 21	2 08	0 13	Covered
10000 UNITS OF JP MORGAN CHASE & CO (FORMERLY BEAR STEARNS CO INC) DTD 01/29/.	1/24/2013	6/27/2012	12,492 00	11,932 50	559 50	Non Covered
25000 UNITS OF FHLMC NOTE DTD 01/13/2012 2 375% 01/13/2022	1/29/2013	6/27/2012	25,696 25	25,852 73	-156 48	Non Covered
20000 UNITS OF FNMA FANNIE MAE 2 625% 11/20/2014	1/29/2013	6/27/2012	20,832 60	21,051 20	-218 60	Non Covered
20000 UNITS OF WAL-MART STORES DTD 04/05/2007 5 375% 04/05/2017	4/23/2013	6/27/2012	23,501 60	23,777 36	-275 76	Non Covered
5000 UNITS OF WAL-MART STORES DTD 04/05/2007 5 375% 04/05/2017	4/23/2013	4/18/2013	5,875 40	5,884 25	-8 85	Non Covered
30000 UNITS OF FHLMC NOTE DTD 12/16/2011 625% 12/29/2014	4/30/2013	6/27/2012	30,195 00	30,146 10	48 90	Non Covered
10000 UNITS OF US TREASURY NOTE DTD 06/30/2011 2 375% 06/30/2018	6/25/2013	6/27/2012	10,428 13	10,847 27	-419 14	Non Covered
5000 UNITS OF US TREASURY NOTE DTD 06/30/2011 2 375% 06/30/2018	6/25/2013	8/8/2012	5,214 06	5,417 38	-203 32	Non Covered
5000 UNITS OF FHLMC NOTE DTD 10/21/2005 4 75% 11/17/2015	12/23/2013	4/18/2013	5,411 50	5,565 85	-154 35	Non Covered
25000 UNITS OF US TREASURY NOTE DTD 09/30/2011 1% 09/30/2016	12/23/2013	1/29/2013	25,226 57	25,390 63	-164 06	Non Covered
5000 UNITS OF US TREASURY NOTE DTD 09/30/2011 1% 09/30/2016	12/23/2013	4/19/2013	5,045 31	5,099 22	-53 91	Non Covered
220 SHARES OF GUGGENHEIM BRIC ETF EXCHANGE-TRADED FUND	4/15/2013	6/19/2012	7,260 42	7,675 78	-415 36	Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			448,884 17	426,179 27	22,704 90	

** LONG TERM CAPITAL GAIN (LOSS)

240 SHARES OF JOHNSON & JOHNSON COM	3/13/2013	3/30/2000	18,837 44	8,598 00	10,239 44	
10 SHARES OF COLGATE PALMOLIVE CO COM	4/15/2013	1/23/2004	1,174 27	511 40	662 87	
50 SHARES OF INTEL CORP COM	4/15/2013	6/17/1998	1,070 97	872 19	198 78	
15 SHARES OF JOHNSON & JOHNSON COM	4/15/2013	3/30/2000	1,233 57	537 38	696 19	
40 SHARES OF ORACLE CORP COM	4/15/2013	6/19/2002	1,311 57	359 60	951 97	
15 SHARES OF PEPSICO INC COM	4/15/2013	9/15/1998	1,191 42	467 74	723 68	
45 SHARES OF PFIZER INC COM	4/15/2013	12/13/2005	1,376 06	992 25	383 81	
10 SHARES OF UNITED TECHNOLOGIES CORP COM	4/15/2013	1/5/2007	937 97	622 80	315 17	
5 SHARES OF V F CORPORATION COM	4/15/2013	8/14/2008	834 08	389 69	444 39	
7 SHARES OF APPLE INC COM	4/15/2013	1/29/2007	2,946 17	602 42	2,343 75	
15 SHARES OF EXXON MOBIL CORPORATION COM	4/15/2013	6/28/1994	1,302 57	186 93	1,115 64	
30 SHARES OF AT&T INC COM	4/15/2013	3/30/2000	1,143 87	1,276 29	-132 42	Non Covered
45 SHARES OF MICROSOFT CORP COM	4/15/2013	12/11/2001	1,287 91	1,524 62	-236 71	Non Covered
420 SHARES OF PFIZER INC COM	5/8/2013	12/13/2005	12,071 16	9,261 00	2,810 16	
197 SHARES OF PFIZER INC COM	5/8/2013	10/16/2009	5,661 95	3,450 46	2,211 49	
985 SHARES OF PFIZER INC COM	5/8/2013	10/16/2009	28,309 74	17,252 28	11,057 46	
105 SHARES OF AT&T INC COM	5/8/2013	3/30/2000	3,938 41	4,467 03	-528 62	Non Covered
130 SHARES OF AT&T INC COM	5/8/2013	3/30/2000	4,876 12	5,637 68	-761 56	Covered
75 SHARES OF AT&T INC COM	5/8/2013	5/3/2012	2,813 15	2,478 00	335 15	Covered
170 SHARES OF CHEVRON CORPORATION COM	5/23/2013	5/3/2012	21,333 91	17,963 12	3,370 79	Covered
90 SHARES OF EXXON MOBIL CORPORATION COM	5/23/2013	6/28/1994	8,283 75	1,121 55	7,162 20	
85 SHARES OF AT&T INC COM	5/23/2013	5/3/2012	3,103 12	2,808 40	294 72	Covered
135 SHARES OF WISCONSIN ENERGY CORP COM	5/23/2013	5/3/2012	5,648 83	4,919 40	729 43	Covered
155 SHARES OF QUALCOMM INC COM	5/23/2013	5/3/2012	9,903 17	9,851 80	51 37	Covered
10 SHARES OF AT&T INC COM	6/25/2013	5/3/2012	350 69	330 40	20 29	Covered
25 SHARES OF AMGEN INC COM	6/25/2013	5/3/2012	2,399 71	1,769 25	630 46	Covered
45 SHARES OF BALL CORP	6/25/2013	5/3/2012	1,894 91	1,867 32	27 59	Covered
25 SHARES OF BAXTER INTL INC COM	6/25/2013	5/3/2012	1,736 47	1,384 75	351 72	Covered
20 SHARES OF C H ROBINSON WORLDWIDE INC COM	6/25/2013	5/3/2012	1,094 78	1,230 14	-135 36	Covered
60 SHARES OF DISCOVER FINANCIAL SERVICES COM	6/25/2013	5/3/2012	2,770 76	2,031 18	739 58	Covered
90 SHARES OF INTEL CORP COM	6/25/2013	6/17/1998	2,127 70	1,569 94	557 76	
15 SHARES OF INTERNATIONAL BUS MACHS CORP COM	6/25/2013	5/3/2012	2,922 25	3,100 77	-178 52	Covered
30 SHARES OF JOHNSON & JOHNSON COM	6/25/2013	3/30/2000	2,558 36	1,074 75	1,483 61	
30 SHARES OF MCCORMICK & COMPANY INC NON VTG SHS COM	6/25/2013	5/3/2012	2,133 56	1,672 69	460 87	Covered
20 SHARES OF MCKESSON HBOC INC COM	6/25/2013	5/3/2012	2,214 95	1,807 74	407 21	Covered
85 SHARES OF MICROSOFT CORP COM	6/25/2013	12/11/2001	2,851 28	2,879 84	-28 56	Non Covered
70 SHARES OF ORACLE CORP COM	6/25/2013	6/19/2002	2,093 14	629 30	1,463 84	
35 SHARES OF PEPSICO INC COM	6/25/2013	9/15/1998	2,802 75	1,091 39	1,711 36	
60 SHARES OF TJX COMPANIES INC COM	6/25/2013	5/3/2012	2,958 54	2,539 84	418 70	Covered
25 SHARES OF U S BANCORP COM	6/25/2013	5/3/2012	896 48	798 50	97 98	Covered
25 SHARES OF UNITED TECHNOLOGIES CORP COM	6/25/2013	1/5/2007	2,291 21	1,557 00	734 21	
5 SHARES OF V F CORPORATION COM	6/25/2013	8/14/2008	943 68	389 69	553 99	
15 SHARES OF WALGREEN CO COM	6/25/2013	5/3/2012	672 59	509 70	162 89	Covered
5 SHARES OF WISCONSIN ENERGY CORP COM	6/25/2013	5/3/2012	200 89	182 20	18 69	Covered
10 SHARES OF CHEVRON CORPORATION COM	6/25/2013	5/3/2012	1,172 07	1,056 65	115 42	Covered
5 SHARES OF QUALCOMM INC COM	6/25/2013	5/3/2012	310 29	317 80	-7 51	Covered
120 SHARES OF AT&T INC COM	9/23/2013	5/3/2012	4,071 48	3,964 80	106 68	Covered

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80 SHARES OF FLOWSERVE CORPORATION COM	9/23/2013	8/27/2012	4,984 38	3,432 52	1,551 86	Covered
445 SHARES OF FLOWSERVE CORPORATION COM	12/2/2013	8/27/2012	31,581 01	19,093 37	12,487 64	Covered
45 SHARES OF FLOWSERVE CORPORATION COM	12/2/2013	9/17/2012	3,193 58	2,001 30	1,192 28	Covered
125 SHARES OF AT&T INC COM	12/10/2013	5/3/2012	4,313 69	4,130 00	183 69	Covered
80 SHARES OF COPART INC COM	2/25/2013	2/9/2012	2,733 26	1,876 00	857 26	Covered
285 SHARES OF FULTON FINANCIAL CORP COM	2/25/2013	2/9/2012	3,171 52	2,770 20	401 32	Covered
65 SHARES OF HORMEL FOODS CORP COM	2/25/2013	2/9/2012	2,407 44	1,914 90	492 54	Covered
110 SHARES OF VECTREN CORPORATION COM	2/25/2013	2/9/2012	3,605 41	3,230 70	374 71	Covered
45 SHARES OF WADDELL & REED FINANCIAL INC CL A COM	2/25/2013	2/9/2012	1,906 05	1,366 65	539 40	Covered
110 SHARES OF WESTERN DIGITAL CORP COM	2/25/2013	2/9/2012	4,956 37	4,313 10	643 27	Covered
85 SHARES OF BOB EVANS FARMS COM	4/1/2013	2/9/2012	3,561 77	3,125 18	436 59	Covered
125 SHARES OF CUBIC CORP COM	4/1/2013	2/9/2012	5,302 50	6,225 00	-922 50	Covered
190 SHARES OF COPART INC COM	4/1/2013	2/9/2012	6,417 11	4,455 50	1,961 61	Covered
75 SHARES OF VECTREN CORPORATION COM	4/1/2013	2/9/2012	2,614 71	2,202 75	411 96	Covered
25 SHARES OF ADVANCE AUTO PARTS INC	4/15/2013	2/9/2012	2,000 20	2,006 81	-6 61	Covered
70 SHARES OF AMERICAN FINCL GROUP INC COM	4/15/2013	2/9/2012	3,288 52	2,628 50	660 02	Covered
125 SHARES OF AMETEK INC COM	4/15/2013	2/9/2012	4,949 88	4,042 32	907 56	Covered
45 SHARES OF APTARGROUP INC COM	4/15/2013	2/9/2012	2,488 89	2,413 35	75 54	Covered
40 SHARES OF BOB EVANS FARMS COM	4/15/2013	2/9/2012	1,624 76	1,470 68	154 08	Covered
70 SHARES OF BROADRIDGE FINL SOL LLC COM	4/15/2013	2/9/2012	1,662 46	1,701 00	-38 54	Covered
60 SHARES OF CHARLES RIVER LABS INTL INC COM	4/15/2013	4/10/2012	2,536 14	2,111 24	424 90	Covered
20 SHARES OF COMMERCE BANCSHARES INC COM	4/15/2013	2/9/2012	770 98	741 90	29 08	Covered
30 SHARES OF FACTSET RESEARCH SYSTEMS INC COM	4/15/2013	2/9/2012	2,720 63	2,784 90	-64 27	Covered
110 SHARES OF FULTON FINANCIAL CORP COM	4/15/2013	2/9/2012	1,208 87	1,069 20	139 67	Covered
45 SHARES OF ARTHUR J GALLAGHER & CO COM	4/15/2013	2/9/2012	1,886 80	1,599 66	287 14	Covered
35 SHARES OF HARRIS CORPORATION COM	4/15/2013	2/9/2012	1,490 96	1,488 55	2 41	Covered
55 SHARES OF HORMEL FOODS CORP COM	4/15/2013	2/9/2012	2,230 74	1,620 30	610 44	Covered
30 SHARES OF HUBBELL INC CL B COM	4/15/2013	2/9/2012	2,795 63	2,262 90	532 73	Covered
55 SHARES OF J2 GLOBAL INC	4/15/2013	2/9/2012	2,043 20	1,615 32	427 88	Covered
30 SHARES OF L-3 COMMUNICATIONS HOLDINGS COM	4/15/2013	2/9/2012	2,443 74	2,030 11	413 63	Covered
50 SHARES OF OMNICARE INC COM	4/15/2013	4/10/2012	2,065 45	1,708 77	356 68	Covered
15 SHARES OF PANERA BREAD COMPANY CL A COM	4/15/2013	2/9/2012	2,742 83	2,238 45	504 38	Covered
35 SHARES OF PERRIGO CO COM	4/15/2013	2/9/2012	4,129 55	3,288 25	841 30	Covered
50 SHARES OF RAYONIER INC COM	4/15/2013	4/10/2012	2,863 43	2,144 60	718 83	Covered
50 SHARES OF ROLLINS INC COM	4/15/2013	2/9/2012	1,133 97	1,071 00	62 97	Covered
70 SHARES OF TORO CO COM	4/15/2013	2/9/2012	3,152 72	2,244 20	908 52	Covered
50 SHARES OF VALSPAR CORPORATION COM	4/15/2013	2/9/2012	2,956 43	2,240 93	715 50	Covered
40 SHARES OF VECTREN CORPORATION COM	4/15/2013	2/9/2012	1,449 16	1,174 80	274 36	Covered
30 SHARES OF WADDELL & REED FINANCIAL INC CL A COM	4/15/2013	2/9/2012	1,243 77	911 10	332 67	Covered
20 SHARES OF WATSCO INC COM	4/15/2013	2/9/2012	1,557 56	1,429 80	127 76	Covered
35 SHARES OF BMC SOFTWARE INC COM	4/15/2013	2/9/2012	1,553 61	1,386 35	167 26	Covered
50 SHARES OF CHURCH AND DWIGHT CO INC COM	4/15/2013	2/9/2012	3,154 42	2,377 00	777 42	Covered
25 SHARES OF COOPER COS INC/THE COM	4/15/2013	2/9/2012	2,668 19	1,845 75	822 44	Covered
55 SHARES OF ROSS STORES COM	4/15/2013	2/9/2012	3,470 42	2,842 95	627 47	Covered
30 SHARES OF TUPPERWARE BRANDS CORP COM	4/15/2013	2/9/2012	2,403 24	1,885 20	518 04	Covered
45 SHARES OF JOHN WILEY & SONS INC COM	4/15/2013	2/9/2012	1,676 96	2,057 40	-380 44	Covered
45 SHARES OF WORLD FUEL SERVICES CORP COM	4/15/2013	2/9/2012	1,667 66	2,107 35	-439 69	Covered
135 SHARES OF BMC SOFTWARE INC COM	5/13/2013	2/9/2012	6,114 55	5,347 35	767 20	Covered
50 SHARES OF COOPER COS INC/THE COM	5/22/2013	2/9/2012	5,487 73	3,691 50	1,796 23	Covered
170 SHARES OF BOB EVANS FARMS COM	6/25/2013	2/9/2012	7,729 89	6,250 37	1,479 52	Covered
470 SHARES OF FULTON FINANCIAL CORP COM	9/25/2013	2/9/2012	5,491 95	4,568 40	923 55	Covered
150 SHARES OF CUBIST PHARMACEUTICALS INC COM	9/25/2013	9/5/2012	9,770 67	7,071 25	2,699 42	Covered
190 SHARES OF ROLLINS INC COM	9/25/2013	2/9/2012	4,923 79	4,069 80	853 99	Covered
175 SHARES OF RAYONIER INC COM	9/25/2013	4/10/2012	9,722 15	7,506 12	2,216 03	Covered
75 SHARES OF MINERALS TECHNOLOGIES INC COM	12/2/2013	9/5/2012	4,419 18	2,585 08	1,834 10	Covered
15 SHARES OF AMERICAN FINCL GROUP INC COM	12/13/2013	2/9/2012	834 89	563 25	271 64	Covered
30 SHARES OF AMETEK INC COM	12/13/2013	2/9/2012	1,482 87	970 16	512 71	Covered
10 SHARES OF APTARGROUP INC COM	12/13/2013	2/9/2012	637 39	536 30	101 09	Covered
20 SHARES OF BROADRIDGE FINL SOL LLC COM	12/13/2013	2/9/2012	771 18	486 00	285 18	Covered
30 SHARES OF CADENCE DESIGN SYSTEMS INC COM	12/13/2013	11/28/2012	403 49	387 26	16 23	Covered
5 SHARES OF CARTER'S INC COM	12/13/2013	9/5/2012	347 99	283 49	64 50	Covered
15 SHARES OF CHARLES RIVER LABS INTL INC COM	12/13/2013	4/10/2012	789 14	527 81	261 33	Covered
10 SHARES OF CHURCH AND DWIGHT CO INC COM	12/13/2013	2/9/2012	656 49	475 40	181 09	Covered
15 SHARES OF CORELOGIC INC COM	12/13/2013	11/28/2012	511 94	384 17	127 77	Covered
10 SHARES OF FACTSET RESEARCH SYSTEMS INC COM	12/13/2013	2/9/2012	1,163 98	928 30	235 68	Covered
10 SHARES OF ARTHUR J GALLAGHER & CO COM	12/13/2013	2/9/2012	457 79	355 48	102 31	Covered
5 SHARES OF HARRIS CORPORATION COM	12/13/2013	2/9/2012	328 24	212 65	115 59	Covered
10 SHARES OF HORMEL FOODS CORP COM	12/13/2013	2/9/2012	441 79	294 60	147 19	Covered
5 SHARES OF HUBBELL INC CL B COM	12/13/2013	2/9/2012	530 59	377 15	153 44	Covered
15 SHARES OF J2 GLOBAL INC	12/13/2013	2/9/2012	682 04	440 54	241 50	Covered
5 SHARES OF L-3 COMMUNICATIONS HOLDINGS COM	12/13/2013	2/9/2012	511 34	338 35	172 99	Covered
5 SHARES OF MINERALS TECHNOLOGIES INC COM	12/13/2013	9/5/2012	292 94	172 34	120 60	Covered
5 SHARES OF OCEANEERING INTL INC COM	12/13/2013	11/28/2012	385 34	260 14	125 20	Covered
10 SHARES OF OMNICARE INC COM	12/13/2013	4/10/2012	591 79	341 76	250 03	Covered

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5 SHARES OF PANERA BREAD COMPANY CL A COM	12/13/2013	2/9/2012	848 54	746 15	102 39	Covered
5 SHARES OF PERRIGO CO COM	12/13/2013	2/9/2012	761 19	469 75	291 44	Covered
10 SHARES OF ROSS STORES COM	12/13/2013	2/9/2012	717 79	516 90	200 89	Covered
15 SHARES OF TORO CO COM	12/13/2013	2/9/2012	890 08	480 90	409 18	Covered
10 SHARES OF TUPPERWARE BRANDS CORP COM	12/13/2013	2/9/2012	931 78	628 40	303 38	Covered
15 SHARES OF VALSPAR CORPORATION COM	12/13/2013	2/9/2012	1,041 58	672 28	369 30	Covered
10 SHARES OF VECTREN CORPORATION COM	12/13/2013	2/9/2012	342 39	293 70	48 69	Covered
5 SHARES OF WATSCO INC COM	12/13/2013	2/9/2012	469 44	357 45	111 99	Covered
15 SHARES OF WORLD FUEL SERVICES CORP COM	12/13/2013	2/9/2012	622 94	702 45	-79 51	Covered
105 SHARES OF PERRIGO CO COM	12/19/2013	2/9/2012	15,982 58	9,864 75	6,117 83	Covered
10000 UNITS OF US TREASURY NOTE DTD 04/30/2010 2 5% 04/30/2015	9/25/2013	5/6/2010	10,356 25	10,107 82	248 43	
5000 UNITS OF US TREASURY NOTE DTD 04/30/2010 2 5% 04/30/2015	9/25/2013	12/21/2011	5,178 13	5,337 11	-158 98	Non Covered
10000 UNITS OF US TREASURY NOTE DTD 03/31/2010 2 5% 03/31/2015	9/25/2013	4/6/2010	10,340 63	9,898 44	442 19	
5000 UNITS OF US TREASURY NOTE DTD 03/31/2010 2 5% 03/31/2015	9/25/2013	12/21/2011	5,170 31	5,333 20	-162 89	Non Covered
15000 UNITS OF FHLMC NOTE DTD 10/21/2005 4 75% 11/17/2015	12/23/2013	6/27/2012	16,234 50	17,110 29	-875 79	Non Covered
5000 UNITS OF FHLMC NOTE DTD 10/21/2005 4 75% 11/17/2015	12/23/2013	7/10/2012	5,411 50	5,719 30	-307 80	Non Covered
10000 UNITS OF FHLMC NOTE DTD 10/21/2005 4 75% 11/17/2015	12/23/2013	8/8/2012	10,823 00	11,374 40	-551 40	Non Covered
400 SHARES OF GUGGENHEIM BRIC ETF EXCHANGE-TRADED FUND	4/15/2013	12/21/2006	13,200 78	12,076 56	1,124 22	
100 SHARES OF GUGGENHEIM BRIC ETF EXCHANGE-TRADED FUND	4/15/2013	1/5/2007	3,300 20	3,062 00	238 20	
500 SHARES OF GUGGENHEIM BRIC ETF EXCHANGE-TRADED FUND	4/15/2013	8/21/2007	16,500 98	17,745 00	-1,244 02	
100 SHARES OF GUGGENHEIM BRIC ETF EXCHANGE-TRADED FUND	4/15/2013	11/6/2007	3,300 20	5,414 00	-2,113 80	
500 SHARES OF GUGGENHEIM BRIC ETF EXCHANGE-TRADED FUND	4/15/2013	1/11/2011	16,500 98	23,108 95	-6,607 97	Non Covered
772 814 SHARES OF CONESTOGA SMALL CAP FUND	4/17/2013	5/3/2010	20,587 77	14,923 03	5,664 74	
1479 438 SHARES OF CONESTOGA SMALL CAP FUND	4/17/2013	10/26/2010	39,412 23	29,411 21	10,001 02	
29 617 SHARES OF CONESTOGA SMALL CAP FUND	12/13/2013	10/26/2010	1,053 48	588 79	464 69	
532 654 SHARES OF CONESTOGA SMALL CAP FUND	12/13/2013	12/6/2010	18,946 52	11,334 88	7,611 64	
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			625,247 19	501,288 21	123,958 98	
** LONG TERM CAPITAL GAINS DIVIDENDS						
5458 906 BASIS SHARES OF MATTHEWS CHINA FUND					10,633 13	
5620 8 BASIS SHARES OF CONESTOGA SMALL CAP FUND					2,883 08	
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS			0 00	0 00	13,516 21	
** Wash Sale Total					924 00	
**CUMULATIVE TOTAL					<u>161,104 00</u>	