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Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning _____, and ending _____

Name of foundation

HANEY MEMORIAL FUND TD

Number and street (or P O box number if mail is not delivered to street address) _____ Room/suite _____

Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town _____ State _____ ZIP code _____

Winston Salem NC 27101-3818

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

G Check all that apply:

- Initial return Initial return of a former public charity
- Final return Amended return
- Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 8,407,446	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
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(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)
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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	176,556	176,556	
	5a Gross rents			
	5b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	517,725		
	6b Gross sales price for all assets on line 6a	1,976,324		
	7 Capital gain net income (from Part IV, line 2)		517,725	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
	10b Less. Cost of goods sold			
	10c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)	2,271	2,271	
	12 Total. Add lines 1 through 11	696,552	696,552	0
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	82,051	61,538	20,513
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)			
	16b Accounting fees (attach schedule)	600		600
	16c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	12,555	4,511	
	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	95,206	66,049	0 21,113
	25 Contributions, gifts, grants paid	403,333		403,333
	26 Total expenses and disbursements. Add lines 24 and 25	498,539	66,049	0 424,446
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	198,013		
	b Net investment income (if negative, enter -0-)		630,503	
	c Adjusted net income (if negative, enter -0-)			0

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

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14

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		-27,115	-27,115
	2	Savings and temporary cash investments	72,134	442	442
	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)	4,807,364		
	b	Investments—corporate stock (attach schedule)	125,934		
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ►			
		Less. accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,896,542	7,129,745	8,434,122
	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)	6,901,974	7,103,072	8,407,449
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	6,901,974	7,103,072	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	6,901,974	7,103,072	
	31	Total liabilities and net assets/fund balances (see instructions)	6,901,974	7,103,072	

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	6,901,974
2	Enter amount from Part I, line 27a	2	198,013
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	42,006
4	Add lines 1, 2, and 3	4	7,141,993
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	38,921
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,103,072

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement				
b	See Attached Statement				
c	See Attached Statement				
d	See Attached Statement				
e	See Attached Statement				
	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				0	
b				0	
c				0	
d				0	
e				0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					(I) 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				0	
b				0	
c				0	
d				0	
e				0	
2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	517,725
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

Yes No

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	377,522	7,505,574	0 050299
2011	321,760	7,537,585	0 042687
2010	412,810	7,121,783	0 057964
2009	399,067	6,212,351	0 064238
2008	522,594	7,941,597	0 065805
2 Total of line 1, column (d)			2 0 280993
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 0.056199
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 8,006,831
5 Multiply line 4 by line 3			5 449,976
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,305
7 Add lines 5 and 6			7 456,281
8 Enter qualifying distributions from Part XII, line 4			8 424,446
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	<table border="1" style="margin-left: 10px;"> <tr><td>1</td><td>12,610</td></tr> <tr><td>2</td><td>0</td></tr> <tr><td>3</td><td>12,610</td></tr> <tr><td>4</td><td></td></tr> <tr><td>5</td><td>12,610</td></tr> <tr><td>6a</td><td>5,978</td></tr> <tr><td>6b</td><td></td></tr> <tr><td>6c</td><td></td></tr> <tr><td>6d</td><td></td></tr> <tr><td>7</td><td>5,978</td></tr> <tr><td>8</td><td></td></tr> <tr><td>9</td><td>6,632</td></tr> <tr><td>10</td><td>0</td></tr> <tr><td>11</td><td>0</td></tr> </table>	1	12,610	2	0	3	12,610	4		5	12,610	6a	5,978	6b		6c		6d		7	5,978	8		9	6,632	10	0	11	0
1	12,610																													
2	0																													
3	12,610																													
4																														
5	12,610																													
6a	5,978																													
6b																														
6c																														
6d																														
7	5,978																													
8																														
9	6,632																													
10	0																													
11	0																													
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b																													
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)																													
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)																													
3	Add lines 1 and 2																													
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)																													
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-																													
6	Credits/Payments																													
a	2013 estimated tax payments and 2012 overpayment credited to 2013																													
b	Exempt foreign organizations—tax withheld at source																													
c	Tax paid with application for extension of time to file (Form 8868)																													
d	Backup withholding erroneously withheld																													
7	Total credits and payments. Add lines 6a through 6d																													
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached																													
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ►																													
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►																													
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► Refunded ►																													

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?	Yes <input type="checkbox"/> No <input type="checkbox"/>
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	Yes <input type="checkbox"/> No <input type="checkbox"/>
<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>		
1c	Did the foundation file Form 1120-POL for this year?	Yes <input type="checkbox"/> No <input type="checkbox"/>
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?	Yes <input type="checkbox"/> No <input type="checkbox"/>
<i>If "Yes," attach a detailed description of the activities</i>		
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>	Yes <input type="checkbox"/> No <input type="checkbox"/>
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes <input type="checkbox"/> No <input type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes <input type="checkbox"/> No <input type="checkbox"/>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes <input type="checkbox"/> No <input type="checkbox"/>
<i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	Yes <input type="checkbox"/> No <input type="checkbox"/>
• 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?		
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>	Yes <input type="checkbox"/> No <input type="checkbox"/>
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► PA	Yes <input type="checkbox"/> No <input type="checkbox"/>
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>	Yes <input type="checkbox"/> No <input type="checkbox"/>
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>	Yes <input type="checkbox"/> No <input type="checkbox"/>
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes <input type="checkbox"/> No <input type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC	Telephone no. ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes No X

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?	<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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
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	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(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 checked="" type="checkbox"/> Yes <input 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	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	<input checked="" type="checkbox"/> Yes <input 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		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.		6b	X
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		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	TRUSTEE	4.00	82,051	

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		►

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc		Expenses
1	NONE	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments. See instructions		
3	NONE	
Total. Add lines 1 through 3		► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	8,086,079
b	Average of monthly cash balances	1b	42,683
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	8,128,762
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	8,128,762
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	121,931
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,006,831
6	Minimum investment return. Enter 5% of line 5	6	400,342

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	400,342
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,610
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,610
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	387,732
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	387,732
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	387,732

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	424,446
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	424,446
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	424,446

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				387,732
2 Undistributed income, if any, as of the end of 2013			284,854	
a Enter amount for 2012 only				
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		0		
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 424,446			284,854	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				139,592
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		0		
b Prior years' undistributed income Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				248,140
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)					N/A
1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►				
b	Check box to indicate whether the foundation 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				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon:				
a	"Assets" alternative test—enter:				
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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)				
<i>a Paid during the year</i>				
See Attached Statement				
Total				► 3a 403,333
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****5 Net rental income or (loss) from real estate.**

a Debt-financed property _____
 b Not debt-financed property _____

6 Net rental income or (loss) from personal property**7 Other investment income****8 Gain or (loss) from sales of assets other than inventory****9 Net income or (loss) from special events****10 Gross profit or (loss) from sales of inventory****11 Other revenue. a MLP Income**

b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

14 176,556

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

13 696,552

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**Line No.**
▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Not Applicable

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

Recipient(s) paid during the year

Name

THE AMERICAN ACADEMY OF COMMERCE BANK - PA

Street

202 S 36TH STREET

City PHILADELPHIA	State PA	Zip Code 19104	Foreign Country
-----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
---	----------------------

Name

THE MUSICAL FUND SOCIETY of PA

Street

POST OFFICE BOX 22464

City PHILADELPHIA	State PA	Zip Code 19110	Foreign Country
-----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status NC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
---	----------------------

Name

THE ACADEMY OF NATURAL SCIENCES

Street

1900 BENJAMIN FRANKLIN PARKWAY

City PHILADELPHIA	State PA	Zip Code 19103	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
---	----------------------

Name

MOORE COLLEGE OF ART

Street

20TH STREET & THE PARKWAY

City PHILADELPHIA	State PA	Zip Code 19103	Foreign Country
-----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
-----------------------------	--------------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
---	----------------------

Name

THE HISTORICAL SOCIETY OF PA

Street

1300 LOCUST STREET

City PHILADELPHIA	State PA	Zip Code 19107	Foreign Country
-----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
-----------------------------	--------------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
---	----------------------

Name

UNIVERSITY OF PENNSLVANIA

Street

3451 WALNUT STREET

City PHILADELPHIA	State PA	Zip Code 19104	Foreign Country
-----------------------------	--------------------	--------------------------	------------------------

Relationship NONE	Foundation Status PC
-----------------------------	--------------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 401,333
---	--------------------------

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

Recipient(s) paid during the year

Name

THE FRANKLIN INSTITUTE

Street

222 NORTH 20TH STREET

City PHILADELPHIA	State PA	Zip Code 19103	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
----------------------	-------------------------

Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
--	---------------

Name

NORTHERN HOME FOR CHILDREN

Street

5301 RIDGE AVENUE

City PHILADELPHIA	State PA	Zip Code 19128	Foreign Country
----------------------	-------------	-------------------	-----------------

Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
--	---------------

Name

LANKENAU HOSPITAL

Street

130 SOUTH BRYN MAWR AVENUE

City BRYN MAWR	State PA	Zip Code 19010	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 250
--	---------------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
-------------------------------	--------

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Acquisition Method	Capital Gains/Losses			Cost or Other Basis and Expenses	1,455,599	Net Gain or Loss
								Totals	Gross Sales	Cost or Other Basis	Depreciation		
Long Term CG Distributions								Capital Gains/Losses	1,976,324	0			517,725
Short Term CG Distributions								Other sales	0				0
1	X	ABERDEEN SELECT INTL EQ	0431561837		8/22/2006	7/2/2013	7/2/2013	Gross Sales	387,928	470,955			-83,027
2	X	DAVIS NY VENTURE FD - Y #9	2398080401		12/19/2003	12/31/2013	12/31/2013	Cost or Other Basis	21,667	21,118			548
3	X	DAVIS NY VENTURE FD - Y #9	2398080401		7/17/2013	7/2/2013	7/2/2013	Price	28,333	25,928			2,704
4	X	GOLDEN LARGE CAP CORE F	3498417881		8/22/2012	7/2/2013	7/2/2013	Cost or Other Basis	80,256	69,407			10,849
5	X	GOLDEN LARGE CAP CORE F	3498417881		8/22/2006	7/2/2013	7/2/2013	Price	99,744	85,205			14,539
6	X	GOLDEN LARGE CAP CORE F	3498417881		12/12/2013	12/31/2013	12/31/2013	Cost or Other Basis	50,000	48,102			1,898
7	X	HARBOR INTERNATIONAL FD IN	411511306		8/22/2006	12/31/2013	12/31/2013	Price	50,000	40,459			9,541
8	X	NEUBERGER Berman GEN F	641232200		3/22/2010	7/2/2013	7/2/2013	Cost or Other Basis	65,000	45,180			19,820
9	X	PIMCO COMMODITY REAL RE	722005667		2/26/2009	10/3/2013	10/3/2013	Price	135,945	140,000			-4,056
10	X	PIMCO COMMODITY REAL RE	722005667		11/5/2011	10/3/2013	10/3/2013	Cost or Other Basis	37,688	50,000			-12,302
11	X	PIONEER HIGH YIELD FUND-1	723698408		8/22/2006	7/2/2013	7/2/2013	Price	5,000	5,099			-89
12	X	SPDR DOW JONES REIT ETF	784644607		2/26/2009	7/2/2013	7/2/2013	Cost or Other Basis	291,244	104,489			186,756
13	X	TOUCHSTONE MID CAP FDY	891554793		8/22/2006	7/2/2013	7/2/2013	Price	170,000	125,883			44,117
14	X	WF ADV TRAD SIC GROWTH F	949850244		12/8/2012	7/2/2013	7/2/2013	Cost or Other Basis	242	201			41
15	X	WF ADV TRAD SIC GROWTH F	949850244		8/22/2006	7/2/2013	7/2/2013	Price	64,758	63,244			11,514
16	X	WF ADV TRAD SIC GROWTH F	949850244		11/16/2007	10/3/2013	10/3/2013	Cost or Other Basis	68,099	45,029			23,070
17	X	WF ADV TRAD SIC GROWTH F	949850244		11/15/2006	10/3/2013	10/3/2013	Price	42,825	29,576			13,249
18	X	WF ADV TRAD SIC GROWTH F	949850244		11/15/2006	10/3/2013	10/3/2013	Cost or Other Basis	1,530	1,056			474
19	X	WF ADV TRAD SIC GROWTH F	949850244		11/16/2007	10/3/2013	10/3/2013	Price	1,018	673			345
20	X	WF ADV TRAD SIC GROWTH F	949850244		11/19/2008	10/3/2013	10/3/2013	Cost or Other Basis	898	316			582
21	X	WF ADV TRAD SIC GROWTH F	949850244		8/22/2006	10/3/2013	10/3/2013	Price	132,456	94,503			37,953
22	X	WF ADV TRAD SIC GROWTH F	949850244		12/7/2012	10/3/2013	10/3/2013	Cost or Other Basis	3,482	2,474			1,008

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	
1	MLP Income	2,271	2,271	2,271	0

Part I, Line 16b (990-PF) - Accounting Fees

		600	0	0	600
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	600			600

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

		12,555	4,511	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	4,511	4,511		
2	PY Excise Tax Due	2,066			
3	Estimated Excise Payments	5,978			

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year	
1				0	7,129,745	8,434,122
2	HARBOR INTERNATIONAL FD INST 2011		0	546,205	675,009	
3	PIMCO LOW DURATION FD I 36		0	205,000	205,797	
4	PIMCO FOREIGN BD FD USD H-INST 103		0	121,000	135,417	
5	PIMCO MODERATE DURATION-INST 120		0	300,000	301,140	
6	PIMCO REAL RETURN BOND FD-I 122		0	190,039	190,858	
7	ING INTERNATIONAL REAL EST-I 2664		0	170,000	295,107	
8	NEUBERGER BERMAN GEN INSTL CL 122		0	124,852	199,543	
9	DAVIS NY VENTURE FD - Y 909		0	448,794	519,750	
10	GOLDEN LARGE CAP CORE FUND-I		0	657,321	793,224	
11	PIMCO EMERGING LOCAL BOND IS 332		0	150,000	141,221	
12	PIMCO EMERG MKTS BD-INST 137		0	120,283	116,909	
13	WELLS FARGO INTL ADV FUND-IS 4705		0	130,547	133,388	
14	E-TRACS AERIAN MLP INFRASTRUCTUR		0	99,987	99,166	
15	TOUCHSTONE SMALL CAP CORE-IN 555		0	253,000	270,166	
16	VANGUARD EMERGING MARKETS ETF		0	204,673	201,709	
17	WF ADV ENDEAVOR SELECT-I 3124		0	457,029	694,896	
18	SSGA EMERGING MARKETS FDS 1510		0	490,993	438,996	
19	OPPENHEIMER DEVELOPING MKT-Y 788		0	200,000	224,978	
20	SPDR DOW JONES REIT ETF		0	127,779	331,192	
21	VANGUARD INTERMEDIATE TERM B		0	399,983	396,899	
22	VANGUARD INTRM TRM BD IND SGNL135		0	17	17	
23	PIONEER HIGH YIELD FUND-Y 724		0	425,320	423,570	
24	ELEMENTS ROGERS TOTAL RETURN		0	255,643	254,659	
25	TOUCHSTONE MID CAP FD Y 354		0	464,280	706,052	
26	ARTISAN INTERNATIONAL FUND 661		0	587,000	684,459	

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

Line 3 - Other increases not included in Part III, Line 2

1	Cost Basis Adjustment	1	272
2	Mutual Fund & CTF Income Additions	2	41,734
3	Total	3	42,006

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

1	Gain on CY Sales Not Settled at Year End	1	14,691
2	Mutual Fund & CTF Income Subtraction	2	24,230
3	Total	3	38,921

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

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

EMPLOYEE BENEFITS STATEMENT									
Name		Check "X" if Business		Street		Foreign Country		Title	
1	Wells Fargo Bank N A	Trust Tax D	X	1 W 4th St	4th Floor	MAC D4000-041	Winston Salem	NC	Zip Code
								TRUSTEE	Avg Hrs Per Week
								82.051	Compensation
								82.051	Benefits
								0	Expense Account

Part VI, Line 6a (990-PF) - Estimated Tax Payments

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1	1	1,495
2	5/7/2013	2
3	6/10/2013	3
4	9/9/2013	4
5	12/10/2013	5
6		1,494
7		7
		5,978

Statement B

HANEY MEMORIAL FUND TD
EIN: 23-6220412
Tax Year End: 12/31/13

Form 990-PF, Part VII-B, Line 5c

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Dates of Reports Received from the Grantee	Dates of Results of Any Verification of the Grantee's Reports
Musical Fund Society of Philadelphia Post Office Box 22464 Philadelphia, PA 19110	\$250	12/30/2013	This is a named beneficiary in the above-referenced trust, and distributions are to be used for, " specific uses as their respective managements may from time to time select in furtherance of the general purposes of the institution", as stated in the governing document	\$250	To the Trust's knowledge, no funds have been diverted to any activity other than the activity for which the grant was originally made	1/13/2014	1/13/14, The Trust has no reason to doubt the accuracy or reliability of information supplied by the named beneficiary, therefore, the Trust did not undertake or direct independent verification