



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2013

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 , 2013, and ending

Name of foundation CRELS FOUNDATION		A Employer identification number 23-6243577
Number and street (or P O box number if mail is not delivered to street address) 5917 MAIN STREET		B Telephone number (see the instructions) (717) 581-8130
City or town, state or province, country, and ZIP or foreign postal code EAST PETERSBURG PA 17520-1519		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, column (c), line 16) \$ 16,633,110.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 (att sch) . . .				
	2 Ck ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	5,846.	5,846.		
	4 Dividends and interest from securities	250,190.	250,190.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	897,166.			
	b Gross sales price for all assets on line 6a	3,192,552.			
	7 Capital gain net income (from Part IV, line 2) . . .		897,166.		
	8 Net short-term capital gain				
	9 Income modifications.				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	1,153,202.	1,153,202.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc. . .				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule). L-16a Stmt.	2,960.		2,960.	
	b Accounting fees (attach sch). L-16b Stmt.	22,733.		22,733.	
	c Other prof fees (attach sch) . L-16c Stmt.	49,655.	49,065.	590.	
	17 Interest.				
	18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	12,978.	1,961.	16,000.	
	19 Depreciation (attach sch) and depletion				
	20 Occupancy.				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) MISC ADMINISTRATIVE	447.	447.		
	24 Total operating and administrative expenses. Add lines 13 through 23 . .	88,773.	51,473.	42,283.	
	25 Contributions, gifts, grants paid	900,000.		900,000.	
26 Total expenses and disbursements. Add lines 24 and 25	988,773.	51,473.	942,283.		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	164,429.				
b Net investment income (if negative, enter -0-) . . .		1,101,729.			
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
A S S E T S	1 Cash — non-interest-bearing	2,557.	23,930.	23,930.
	2 Savings and temporary cash investments	807,890.	428,535.	428,535.
	3 Accounts receivable <u>282,425.</u>			
	Less: allowance for doubtful accounts	177,849.	282,425.	282,425.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	4,130.	9,113.	9,113.
	10a Investments — U.S. and state government obligations (attach schedule)	254,466.	141,736.	151,319.
	b Investments — corporate stock (attach schedule)	11,269,400.	11,796,539.	15,737,788.
	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)				
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).	12,516,292.	12,682,278.	16,633,110.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses	8,002.	9,559.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	8,002.	9,559.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	12,508,290.	12,672,719.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	12,508,290.	12,672,719.	
31 Total liabilities and net assets/fund balances (see instructions)	12,516,292.	12,682,278.		

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	12,508,290.
2 Enter amount from Part I, line 27a	2	164,429.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	12,672,719.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	12,672,719.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE. STATEMENT	P	Various	Various
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,802,440.		2,295,386.	507,054.
b 390,112.			390,112.
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a 0.	0.	0.	507,054.
b			390,112.
c			
d			
e			

2 Capital gain net income or (net capital loss).

☐ If gain, also enter in Part I, line 7
☐ If (loss), enter -0- in Part I, line 7

2

897,166.

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 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 (column (b) divided by column (c))
2012	807,199.	13,900,382.	0.058070
2011	737,434.	13,783,851.	0.053500
2010	774,568.	12,982,747.	0.059661
2009	659,787.	11,417,508.	0.057787
2008	945,923.	15,242,117.	0.062060

2 Total of line 1, column (d) **2** 0.291078**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** 0.058216**4** Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. **4** 15,341,867.**5** Multiply line 4 by line 3 **5** 893,142.**6** Enter 1% of net investment income (1% of Part I, line 27b) **6** 11,017.**7** Add lines 5 and 6. **7** 904,159.**8** Enter qualifying distributions from Part XII, line 4 **8** 942,283.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	11,017.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11,017.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,017.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	20,130.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	20,130.	
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	9,113.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 9,113. Refunded	11		

Part VII-A Statements Regarding Activities

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

BAA

Form 990-PF (2013)

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ J MICHAEL MELBERT Telephone no ▶ (717) 581-8130			
	Located at ▶ 5917 MAIN ST., EAST PETERSBURG PA ZIP + 4 ▶ 17520-1519			
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		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

BAA

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No**7 a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b

6 b

7 b

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 LIST NO COMPENSATION, BENEFITS OR EXPENSE		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

None

Part 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		None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 THE FOUNDATION CONDUCTS NO DIRECT CHARITABLE ACTIVITIES	0.
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	0.
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3	None

BAA

Form 990-PF (2013)

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	1 a	14,810,876.
b Average of monthly cash balances	1 b	764,623.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	15,575,499.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	15,575,499.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	233,632.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,341,867.
6 Minimum investment return. Enter 5% of line 5	6	767,093.

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	767,093.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	11,017.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	11,017.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	756,076.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	756,076.
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	756,076.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 a	942,283.
b Program-related investments — total from Part IX-B	1 b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	942,283.
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	11,017.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	931,266.

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				756,076.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	188,929.			
b From 2009	94,764.			
c From 2010	135,747.			
d From 2011	60,176.			
e From 2012	127,920.			
f Total of lines 3a through e	607,536.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 942,283.				
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				756,076.
e Remaining amount distributed out of corpus	186,207.			
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	793,743.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
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)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	188,929.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	604,814.			
10 Analysis of line 9.				
a Excess from 2009	94,764.			
b Excess from 2010	135,747.			
c Excess from 2011	60,176.			
d Excess from 2012	127,920.			
e Excess from 2013	186,207.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or

☐ 4942(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

BOARD OF TRUSTEES-CRELS FOUNDATION
5917 MAIN STREET
EAST PETERSBURG PA 17520 (717) 581-8130

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

LETTER DESCRIBING THEIR PROGRAM AND FINANCIAL NEEDS

c Any submission deadlines.

SEPTEMBER 15TH OF EACH YEAR FOR CONSIDERATION THAT YEAR

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

LANCASTER CO., PENNSYLVANIA-EDUCATIONAL, MEDICAL, RELIGIOUS OR OTHER CHARITABLE PURPOSE

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 ATTACHED LIST				900,000.
Total			3 a	900,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a NONE					
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			14	5,846.	
4 Dividends and interest from securities			14	250,190.	
5 Net rental income or (loss) from real estate				:	
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				256,036.	
13 Total. Add line 12, columns (b), (d), and (e)					256,036.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAX WITHHELD ON DIVIDENDS	1,961.	1,961.		
FEDERAL EXCISE TAX	11,017.			16,000.
Total	12,978.	1,961.		16,000.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GIBBLE, GRAYBILL, & HESS	GENERAL LEGAL SERVICES	2,960.			2,960.
Total		2,960.			2,960.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WENGER & COMPANY PC	ANNUAL AUDIT	7,050.			7,050.
MELBERT ASSOCIATES	BOOKEEPING & ACCOUNTING	15,683.			15,683.
Total		22,733.			22,733.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
JOAN L DELP	SECRETARIAL SERVICES	590.			590.
JANNEY MONTGOMERY SCOTT	INVESTMENT ADVISORY FEES	31,732.	31,732.		
MORGAN STANLEY	INVESTMENT ADVISORY FEES	17,333.	17,333.		
Total		49,655.	49,065.		590.

CRELS FOUNDATION

A/C 23-6243577

Part VIII - List of Officers, Trustees, Etc. as of December 31, 2013

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>ESTIMATE OF TIME DEVOTED WEEKLY</u>
Kenneth N. Burkholder 3718 Yost Road Gordonville, PA 17529	Trustee and Chairman	1 Hour
Charles N. Burkholder 225 East Spruce Street New Holland, PA 17557	Trustee	-0-
Eugene N Burkholder 395 North railroad Avenue New Holland, PA 17557	Trustee and Assistant Secretary	-0-
Leon Ray Burkholder 580 Indiantown Road Ephrata, PA 17522	Trustee and Secretary	-0-
J. Michael Burkholder 325 N Railroad Avenue New Holland, PA 17557	Trustee and Vice-Chairman	-0-
J. Michael Melbert 5917 Main Street East Petersburg, PA 17520	Treasurer	-0-

**CAPITAL STOCK
CRELS FOUNDATION
DECEMBER 31, 2013**

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

				12/31/13	
	NUMBER OF	COST BASIS		MARKET VALUE	
	SHARES	UNIT	TOTAL	UNIT	TOTAL
JANNEY MONTGOMERY					
3M Company	226	\$ 66.345	\$ 14,994	\$ 140.250	\$ 31,697
Abbott Laboratories	1,192	34.188	40,752	38.330	45,689
Alcoa Inc	3,163	9.619	30,426	10.630	33,623
American Capital Agency Corp	1,486	28.133	41,806	19.290	28,665
Amgen Inc	397	74.406	29,539	114.080	45,290
Analog Divices Inc	942	29.217	27,522	50.930	47,976
Apache Corp	329	86.790	28,554	85.940	28,274
Applied Materials Inc	1,753	15.197	26,641	17.680	30,993
A T & T Inc	1,723	29.907	51,529	35.160	60,581
B B & T Corporation	1,307	30.912	40,402	37.320	48,777
Babcock & Wilcox Company	931	14.354	13,364	34.190	31,831
Bank of New York Mellon	1,348	21.785	29,366	34.940	47,099
Berkshire Hathaway Inc	260	79.396	20,643	118.560	30,826
BP PLC Sponsored	965	46.692	45,058	48.610	46,909
Chubb Corporation	629	49.461	31,111	96.630	60,780
Clorox Company	324	62.080	20,114	92.760	30,054
Comcast Corporation	943	38.378	36,190	49.880	47,036
Corning Inc	1,774	17.490	31,027	17.820	31,613
Covidien PLC	667	44.247	29,513	68.100	45,423
CVS Caremark Corporation	453	60.530	27,420	71.570	32,421
Devon Energy Corporation	498	56.910	28,341	61.870	30,811
Dow Chemical Company	1,552	31.381	48,703	44.400	68,909
Du Pont E I. De Nemour & Co	988	28.362	28,022	64.970	64,190
Duke Energy Coro	652	43.600	28,427	69.010	44,995
Endurance Specialty Holding	530	31.438	16,662	58.670	31,095
Ford Motor Company	2,661	14.050	37,388	15.430	41,059
General Electric Company	1,705	23.340	39,795	28.030	47,791
Glaxosmith Kline	857	50.966	43,678	53.390	45,755
HCP Inc	822	23.939	19,678	36.320	29,855
Health Care Reit Inc	540	36.952	19,954	53.570	28,928
Hewlett Packard Company	1,109	14.310	15,870	27.980	31,030
Johnson & Johnson	480	60.765	29,167	91.590	43,963
National Grid PLC	478	47.128	22,527	65.320	31,223
New York Community Bancorp	2,752	13.207	36,345	16.850	46,371
Occidental Petroleum Corporation	319	86.257	27,516	95.100	30,337
Old Republic International Corp	2,642	9.573	25,291	17.270	45,627

CAPITAL STOCK
CRELS FOUNDATION
DECEMBER 31, 2013

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

	NUMBER OF SHARES	COST BASIS		12/31/13 MARKET VALUE	
		UNIT	TOTAL	UNIT	TOTAL
Oracle Corporation	858	\$ 34.960	\$ 29,996	\$ 38.260	\$ 32,827
Pepsico Inc	358	52.466	18,783	82.940	29,693
PPL Electric Corpoarion	985	32.780	32,288	30.090	29,639
Proctor & Gamble Caompany	541	60.501	32,731	81.410	44,043
Saint Jude Medical Inc	780	31.504	24,573	61.950	48,321
Sempra Energy	345	52.414	18,083	89.760	30,967
Staples	1,950	16.109	31,412	15.890	30,985
Sysco Corporation	1,353	29.163	39,457	36.100	48,843
Telephone & Data Systems	1,091	27.352	29,841	25.780	28,126
Time Warner Inc	694	61.251	42,508	69.720	48,386
Unilever N.V.	1,541	33.938	52,299	40.230	61,994
Vodafone Group PLC	2,042	34.033	69,495	39.310	80,271
Wal-Mart Stores Inc	560	50.150	28,084	78.690	44,066
Xerox Corp	2,663	9.256	24,649	12.170	32,409
Zimmer Holdings Inc	497	52.843	26,263	93.190	46,316
TOTAL JANNEY MONTGOMERY			\$ 1,583,797		\$ 2,104,382
MORGAN STANLEY					
Ishares Russell 1000 Growth Inde	6,761	\$ 53.936	\$ 364,658	\$ 85.950	\$ 581,108
Ishares Russell 1000 Value Index	4,965	62.321	309,425	94.170	467,554
Ishares Russell 2000 Growth Inde	819	79.564	65,163	135.510	110,983
Ishares Russell 2000 Value Index	1,109	79.710	88,398	99.500	110,346
Ishares Russell Midcap Growth In	1,645	40.038	65,862	84.360	138,772
Ishares Russell Midcap Value Ind	2,095	50.521	105,841	65.710	137,663
SPDR Barclays Capital High	1,990	40.454	80,503	40.560	80,714
SPDR Barclays Capital Int'l	464	59.864	27,777	57.740	26,791
Vanguard Emerging Markets	3,974	39.624	157,464	41.140	163,490
Vanguard FTSE Developing Mkts	13,256	35.570	471,514	41.680	552,510
Vanguard Short Term Bond	3,334	80.910	269,753	79.930	266,487
Vanguard Total Bond Market	666	81.925	54,562	80.050	53,313
Total Morgan Stanley Smith Barney			\$ 2,060,920		\$ 2,689,731
TOTAL STOCKS			\$ 3,644,717		\$ 4,794,113

**MUTUAL FUNDS
CRELS FOUNDATION
DECEMBER 31, 2013**

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

				TAX	12/31/13	
	NUMBER OF		COST BASIS	VALUE AT	MARKET VALUE	
	SHARES		UNIT	12/31/13	UNIT	TOTAL
JANNEY MONTGOMERY SCOTT						
American Growth Fd of America	3,448	\$	34.314	\$	43.003	\$ 148,274
Focus Growth Fund A	3,048		38.867		51.633	157,376
Ivy Funds Inc	4,649		22.778		32.017	148,848
Total Account 5902-1957			\$	342,678		\$ 454,498
Ishares Iboxx	1,055		113.363		114.190	120,469
Vanguard L/T Corp Bond	1,467		91.759		82.990	121,746
Vanguard S/T Corp Bond	5,667		77.992		79.780	452,113
Total Account 3065-3108			\$	696,191		\$ 694,328
Total Managed by Janney Montgomery Scott			\$	1,038,869		\$ 1,148,826
MORGAN STANLEY						
Invesco Premier Inst	53,673		1.000	\$ 53,673		\$ 53,673
Total Managed by Morgan Stanley			\$	53,673		\$ 53,673
HELD BY CRELS						
Adams Express Company	50,808	\$	12.220	\$ 620,887	\$ 622,098	\$ 13.070 \$ 664,061
Eaton Vance Growth Stock	66,780		8.403	561,162	564,212	11.460 765,299
General American Investors	122,454		30.205	3,698,743	3,702,496	35.200 4,310,381
Legg Mason Equity Fund	9,662		13.445	129,901	138,668	15.670 151,404
Massachusetts Investors Trust	138,890		14.750	2,048,587	2,048,587	27.720 3,850,031
Total Held by CRELS Foundation			\$	7,059,280	\$ 7,076,061	\$ 9,741,176
TOTAL MUTUAL FUNDS			\$	8,151,822	\$ 7,076,061	\$ 10,943,675

U.S. GOVERNMENT OBLIGATIONS
CRELS FOUNDATION
DECEMBER 31, 2013

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

DESCRIPTION	FACE VALUE	COST BASIS	MARKET VALUE AS OF 12/31/13	
			QUOTE	TOTAL
U.S. Treasury Notes:				
1 3750% Due 11-30-15	\$ 147,000	\$ 141,736	\$ 102 94	\$ 151,319
Total U.S. Treasury Notes:	\$ 147,000	\$ 141,736		\$ 151,319

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2013

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
SHORT TERM GAIN (LOSS)						
Abbott Laboratories	12/02/13	09/12/13	245	\$ 9,339	\$ 8,499	\$ 840
Apache Corp	12/02/13	09/13/13	40	3,659	3,472	187
Applied Materials	12/02/13	06/11/13	320	5,514	4,864	650
BB&T Corp	12/02/13	02/26/13	190	6,646	5,721	925
BP PLC	12/02/13	11/01/13	110	5,140	5,110	30
Comcast Corp	12/02/13	01/25/13	275	13,181	10,493	2,688
Corning Inc	12/02/13	10/24/13	135	2,310	2,361	(51)
CVS Caremark Corp	12/02/13	10/22/13	100	6,682	6,053	629
Devon Energy Corp	12/02/13	07/18/13	80	4,863	4,553	310
Exelon Corp	08/30/13	04/02/13	376	11,483	12,985	(1,502)
Ford Motor Company	12/02/13	05/01/13	175	3,008	2,362	646
General Electric Company	12/02/13	02/22/13	305	8,131	7,119	1,012
Glaxosmithkline Plc	12/02/13	04/22/13	70	3,717	3,539	178
Hewlett-Packard Co	04/12/13	10/11/12	639	13,323	9,131	4,192
Ishares Barclays 20+Yr Bond	06/24/13	08/03/12	373	40,377	47,386	(7,009)
Ishares Barclays 20+Yr Bond	07/25/13	08/03/12	172	18,376	21,851	(3,475)
Ishares Barclays 20+Yr Bond	07/25/13	03/01/13	404	43,163	47,979	(4,816)
IsHARES Barclays Short Try	03/08/13	08/24/12	230	25,348	25,351	(3)
Ishares IBOXX	12/02/13	09/30/13	130	14,813	14,756	57
Ishares Barclays Tips Bond	03/08/13	08/24/12	206	24,738	24,839	(101)
Ishares JPM EM Bond	03/08/13	04/13/12	30	3,550	3,386	164
Ishares JPM EM Bond	11/08/13	09/13/13	40	4,345	4,263	82
Mallinckrodt Public LTD	07/02/13	25/23/13	29	1,240	1,336	(96)
Occidental Petroleum	12/02/13	04/29/13	55	5,234	4,745	489
Oracle Corp	12/02/13	11/18/13	110	3,869	3,846	23
PPL Corp	12/02/13	04/29/13	115	3,514	3,830	(316)
SPDR Barclays Capital H/Y	03/18/13	08/24/12	4,400	179,648	175,956	3,692
SPDR Barclays Capital H/Y	12/03/13	11/08/13	216	8,734	8,738	(4)
Staples Inc	12/02/13	06/19/13	260	4,048	4,243	(195)
Time Warner Inc	12/02/13	08/22/13	85	5,586	5,206	380
U S Treasury Note - 02/15/39	02/13/13	05/04/12	103	110,355	112,730	(2,375)
U S Treasury Note - 05/15/23	08/20/13	06/27/13	134	121,689	125,374	(3,685)
Vanguard LT Corp Bond	07/25/13	02/19/13	557	46,502	49,789	(3,287)
Vanguard LT Corp Bond	12/02/13	02/19/13	75	6,184	6,704	(520)
Vanguard ST Bond	12/03/13	03/08/13	301	24,218	24,378	(160)
Vanguard ST Bond	12/03/13	03/08/13	64	5,149	5,149	0
Vanguard Total Bond Mkt	12/03/13	03/08/13	30	2,419	2,487	(68)
Vodafone Group PLC	12/02/13	09/12/13	285	10,528	9,434	1,094
						0
TOTAL SHORT TERM GAIN (LOSS)				\$ 810,623	\$ 820,018	\$ (9,395)
LONG TERM GAIN (LOSS)						
3M Company	12/02/13	01/13/09	110	\$ 14,215	\$ 6,215	\$ 8,000
American Capital Agency	06/26/13	06/30/11	583	13,491	17,028	(3,537)
Amgen Inc	04/25/13	02/16/10	31	3,367	1,755	1,612
Amgen Inc	12/02/13	02/16/10	30	3,429	1,698	1,731
Analog Devices Inc	12/02/13	03/24/10	180	8,707	5,309	3,398

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2013

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
Annaly Capital	07/25/13	01/13/09	382	\$ 4,431	\$ 6,066	\$ (1,635)
Annaly Capital	10/17/13	01/13/09	305	3,638	4,843	(1,205)
Annaly Capital	10/17/13	05/18/09	1,107	13,206	16,350	(3,144)
Annaly Capital	10/17/13	06/15/09	875	10,438	12,687	(2,249)
Annaly Capital	10/17/13	08/25/09	246	2,935	4,322	(1,387)
Annaly Capital	10/17/13	01/28/10	240	2,863	4,161	(1,298)
Apple Inc	01/25/13	02/16/10	2	891	406	485
Apple Inc	01/25/13	03/24/10	52	23,152	11,907	11,245
AT&T	12/02/13	09/08/10	65	2,272	1,783	489
Babcock & Wilcox Co	12/02/13	01/13/09	305	9,874	3,409	6,465
Bank New York Mellon	12/02/13	10/18/11	330	11,223	6,252	4,971
Berkshire Hathaway Inc	12/02/13	04/19/12	85	9,836	6,749	3,087
Chubb Corp	12/02/13	08/25/09	145	13,882	7,063	6,819
Clorox Company	12/02/13	03/11/10	75	6,979	4,653	2,326
Covidien Plc	12/02/13	01/13/09	85	5,774	2,832	2,942
Dow Chemical Company	12/02/13	05/17/12	290	11,655	8,720	2,935
Duke Energy Corp	12/02/13	01/13/09	55	3,841	2,372	1,469
DuPont E I DeNemours	12/02/13	01/13/09	435	27,035	11,078	15,957
Endurance Specialty	12/02/13	01/13/09	230	13,004	7,210	5,794
Entergy Corp	09/11/13	01/13/09	297	18,675	22,277	(3,602)
Entergy Corp	09/11/13	09/15/10	115	7,231	9,013	(1,782)
Entergy Corp	09/11/13	11/22/11	65	4,087	4,383	(296)
Exelon Corp	07/18/13	10/26/11	366	11,661	15,618	(3,957)
Exelon Corp	08/30/13	10/26/11	259	8,826	12,332	(3,506)
Exelon Corp	08/30/13	12/12/11	369	11,269	15,941	(4,672)
Heinz HJ Company	06/10/13	11/24/09	156	11,310	6,691	4,619
Heinz HJ Company	06/10/13	03/05/10	289	20,953	13,317	7,636
Heinz HJ Company	06/10/13	09/15/10	30	2,175	1,417	758
Heinz HJ Company	06/10/13	05/24/12	302	21,895	15,949	5,946
Hewlett-Packard Company	12/02/13	10/11/12	422	11,533	6,030	5,503
Hewlett-Packard Company	12/02/13	10/15/12	23	629	330	299
Ishares Barclays 20 Year Trsy	05/30/13	11/22/09	264	30,271	25,251	5,020
Ishares Barclays 20 Year Trsy	05/30/13	11/20/09	191	21,901	18,111	3,790
Ishares Barclays 20 Year Trsy	06/24/13	11/20/09	453	49,036	42,953	6,083
Ishares JPM EM Bond	03/08/13	06/04/10	204	24,143	20,829	3,314
Ishares JPM EM Bond	03/08/13	01/14/11	62	7,337	6,680	657
Ishares JPM EM Bond	03/08/13	04/15/11	927	109,708	98,781	10,927
Ishares JPM EM Bond	11/08/13	04/13/12	69	7,496	7,790	(294)
Ishares JPM EM Bond	11/08/13	08/24/12	163	17,708	19,433	(1,725)
Ishares Russell 1000 Growth	12/03/13	06/04/10	978	81,313	47,540	33,773
Ishares Russell 1000 Growth	03/08/13	12/23/08	752	52,894	26,934	25,960
Ishares Russell 1000 Growth	09/13/13	12/23/08	562	43,768	20,129	23,639
Ishares Russell 1000 Growth	09/13/13	04/17/09	240	18,691	9,146	9,545
Ishares Russell 1000 Growth	09/13/13	05/04/10	317	24,688	15,410	9,278
Ishares Russell 1000 Value	12/03/13	12/23/08	689	63,105	32,591	30,514
Ishares Russell 1000 Value	03/08/13	12/23/08	928	74,457	43,896	30,561

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2013

**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
Ishares Russell 2000 Growth	11/08/13	04/17/09	66 \$	8,358 \$	3,369 \$	4,989
Ishares Russell 2000 Growth	09/13/13	04/17/09	112	13,765	5,718	8,047
Ishares Russell 2000 Growth	11/08/13	08/21/09	163	20,641	10,203	10,438
Ishares Russell 2000 Growth	12/03/13	08/21/09	135	17,633	8,450	9,183
Ishares Russell 2000 Value	09/13/13	08/21/09	26	2,340	1,429	911
Ishares Russell 2000 Value	12/03/13	08/21/09	169	16,265	9,286	6,979
Ishares Russell Midcap Growth	12/03/12	12/23/08	242	19,662	7,247	12,415
Ishares Russell Midcap Growth	03/08/13	12/23/08	72	4,960	2,156	2,804
Ishares Russell Midcap Growth	09/13/13	12/23/08	131	10,170	3,922	6,248
Ishares Russell Midcap Value	12/03/13	12/23/08	91	5,807	2,440	3,367
Ishares Russell Midcap Value	12/03/13	04/17/09	130	8,296	3,528	4,768
Ishares Russell Midcap Value	12/03/13	08/21/09	45	2,872	1,515	1,357
Ishares Russell Midcap Value	03/08/13	12/23/08	90	5,057	2,414	2,643
Ishares Russell Midcap Value	09/13/13	12/23/08	32	1,942	858	1,084
Johnson & Johnson	12/02/13	02/23/11	170	16,058	10,330	5,728
Mallinckrodt Public LTD	07/02/13	01/13/09	42	1,811	1,101	710
Mallinckrodt Public LTD	07/02/13	01/28/10	13	577	480	97
Mallinckrodt Public LTD	07/02/13	09/15/10	11	462	294	168
Microsoft Corp	04/12/13	04/21/10	744	21,412	23,339	(1,927)
Microsoft Corp	04/12/13	09/15/10	390	11,224	9,765	1,459
MS Focus Growth Fund	09/30/13	07/21/00	600	30,000	23,220	6,780
National Grid Plc	12/02/13	10/20/10	55	3,468	2,527	941
New York Community	12/02/13	01/04/10	720	12,031	10,276	1,755
Old Republic Int'l Corp	12/02/13	01/13/09	845	14,307	10,157	4,150
Pepsico Inc	12/02/13	01/13/09	75	6,296	3,912	2,384
Powershares Build	03/12/13	11/05/10	1,155	34,753	30,045	4,708
Powershares Build	03/12/13	02/16/11	686	20,641	16,951	3,690
Powershares Build	06/19/13	02/16/11	2,113	61,107	52,212	8,895
Procter & Gamble Company	12/02/13	05/19/09	80	6,687	4,197	2,490
Royal Dutch Shell PLC	08/07/13	01/31/11	198	12,673	14,095	(1,422)
Royal Dutch Shell PLC	08/07/13	02/17/11	253	16,194	17,708	(1,514)
Scana Corp	11/18/13	09/20/11	653	30,883	27,053	3,830
Sempra Energy	11/08/13	05/03/10	276	24,703	14,004	10,699
Sempra Energy	12/02/13	05/03/10	25	2,217	1,268	949
SPDR Barclays Capital Int'l	12/03/13	10/24/11	46	2,664	2,816	(152)
SPRD Gold Trust	04/12/13	01/13/09	139	20,146	10,957	9,189
SPDR Gold Trust	06/26/13	01/13/09	322	38,591	25,432	13,159
SPDR Gold Trust	12/31/13	12/31/13	0	132	132	0
St Jude Medical Inc	12/02/13	01/13/09	100	5,932	3,120	2,812
Sysco Corp	12/02/13	01/13/09	80	2,684	2,192	492
Telephone & Data Sys Inc	12/02/13	10/13/09	285	7,843	8,432	(589)
Unilever N V	12/02/13	12/14/10	20	780	628	152
Vanguard Emerging Markets	03/08/13	12/23/08	2,830	125,095	68,318	56,777
Vanguard Emerging Markets	03/08/13	04/17/09	90	3,978	2,428	1,550
Vanguard Emerging Markets	11/08/13	04/17/09	698	28,138	18,832	9,306
Vanguard Emerging Markets	11/08/13	08/21/09	632	25,477	22,733	2,744
Vanguard Emerging Markets	12/03/13	08/21/09	419	16,902	15,071	1,831

CAPITAL GAINS AND LOSSES
CRELS FOUNDATION
YEAR ENDING DECEMBER 31, 2013

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

COMPANY	DATE		SHARES OR PAR	GROSS PROCEEDS	COST BASIS	GAIN (LOSS)
	SOLD	ACQUIRED				
Vanguard Developed Mks	12/03/13	06/04/10	1,287 \$	52,020 \$	38,550 \$	13,470
Vanguard Developed Mks	12/03/13	04/13/12	94	3,799	3,066	733
Vanguard Developed Mks	12/03/13	08/24/12	198	8,003	6,510	1,493
Vanguard Short Term	12/02/13	04/19/10	399	31,931	30,530	1,401
Vanguard Short Term	12/02/13	04/22/10	211	16,886	16,144	742
Vanguard Total Bond Mkt	11/08/13	10/07/11	782	63,028	65,039	(2,011)
Vanguard Total Bond Mkt	11/08/13	04/13/12	669	53,920	56,021	(2,101)
Vanguard Total Bond Mkt	12/03/13	04/13/12	39	3,145	3,266	(121)
Wal-Mart Stores	12/02/13	09/16/09	75	6,087	3,748	2,339
Xerox Corp	12/02/13	03/10/10	1,685	19,681	16,429	3,252
Zimmer Holdings	12/02/13	01/13/09	140	12,785	5,865	6,920

TOTAL LONG TERM GAIN (LOSS)	\$	1,991,817	\$	1,475,368	\$	516,449
------------------------------------	-----------	------------------	-----------	------------------	-----------	----------------

TOTAL CAPITAL GAIN (LOSS) REALIZED	\$	2,802,440	\$	2,295,386	\$	507,054
---	-----------	------------------	-----------	------------------	-----------	----------------

CAPITAL GAIN DISTRIBUTIONS

Annaly Capital Management	\$	749
Adams Express		22,159
Barclays Capital Int'l		12
General American Investors		297,602
Growth Fund of America		8,866
HCP Inc		67
Health Care Reit		23
Legg Mason		17,546
Massachusetts Investors Trust		28,793
Morgan Stanley Focus Growth		12,351
Vanguard Bond Index		
Vanguard Total Bond Fund		295
Vanguard Short Term Corp		1,559
TOTAL CAPITAL GAINS DISTRIBUTIONS	\$	390,022

Unrecaptured Section 1250 Gain	\$	90
---------------------------------------	-----------	-----------

TOTAL CAPITAL GAINS	\$	897,166
----------------------------	-----------	----------------

CRELS FOUNDATION

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

T I N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
<u>GENERAL SUPPORT OF MEDICAL INSTITUTIONS</u>	
Clinic for Special Children P.O. Box 128 Strasburg, PA 17579	\$ 8,000
Ephrata Community Hospital Foundation P.O. Box 1002 Ephrata, PA 17522-1002	60,000
Fairmount Homes Sharing Fund 333 Wheat Ridge Drive Ephrata, PA 17522	55,000
Lancaster Cleft Palate Clinic 223 North Lime Street Lancaster, PA 17602-2790	5,000
Landis Homes Retirement Community 1001 East Oregon Road Lititz, PA 17543-9206	7,000
Philhaven Hospital P O Box 550 Mount Gretna, PA 17064-0550	30,000
Sunny Crest Home 2587 Valley View Road Morgantown, PA 19543	10,000
Sunrise Meadows 24 Meadow Lane Goodville, PA 17529	5,000
Visiting Nurse Association P.O. Box 10788 Lancaster, PA 17605-0788	4,000
Weaverland Homes 140 Chaple View Drive Reinholds, PA 17569	15,000
Welsh Mountain Home 567 Springville Road New Holland, PA 17557	6,000

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Welsh Mountain Medical & Dental Center 584 Springville Road New Holland, PA 17557	\$ 5,000
 <u>GENERAL SUPPORT OF EDUCATIONAL INSTITUTIONS</u>	
Airport View Parochial School 2800 ButterlRoad Lititz, PA 17543	\$ 2,700
Amsterdam Parochial School 139 Amishtown Road New Holland, PA 17557	2,700
Bethany Parochial School 109 Bethany Road Ephrata, PA 17522	2,700
Black Creek Parochial School 529 Edwards Road Narvon, PA 17555	2,700
Bridgeville Parochial School 1646 Ligalaw Road East Earl, PA 17519	2,700
Brunners Grove Parochial School 145 Galen Hall Road Reinholds, PA 17569	2,700
Center Grove Parochial School 320 North Rialroad Avenue New Holland, PA 17557	2,700
Center Parochial School 483 Old Road East Earl, PA 17519	2,700
Cherry Grove Parochial School 4 Valley View Court Lititz, PA 17543	2,700
Chestnut Hill Parochial School 1033 Beam Road Denver, PA 17517	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T I N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Churchtown Parochial School 291 South Churchtown Road Narvon, PA 17555	\$ 2,700
Clearview Parochial School 56 Isaac Lane East Earl, PA 17519	2,700
Conestoga Parochial School 1405 Union Grove Road Terre Hill, PA 17581	2,700
Conestoga View Parochial School 558 Goods Road Ephrata, PA 17522	2,700
Diamond Road Parochial School 1450 Diamond Station Road Ephrata, PA 17522	2,700
East Earl Parochial School 1310 Reservoir Road New Holland, PA 17557	2,700
Elm Parochial School 571 West Brubaker Valley Road Lititz, PA 17543	2,700
Ephrata Mennonite School 598 Stevens Road Ephrata, PA 17522	4,000
Fairland Parochial School 709 Water Edge Road Lititz, PA 17543	2,700
Fairmount Parochial School 359 East Fairmount Road Ephrata, PA 17522	2,700
Fairview Parochial School 1334 Pine Hill Road Lititz, PA 17543	2,700
Faith Mennonite High School 5085 Woodland Drive Kinzers, PA 17535-9783	4,000

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Farmersville Parochial School 70 North Farmersville Road Ephrata, PA 17522	\$ 2,700
Gehmans Mennonite School 650 Gehman School Road Denver, PA 17517	4,000
Glenwood Parochial School 831 Glenwood Drive Ephrata, PA 17522	2,700
Goods Parochial School 120 Brick Church Road Leola, PA 17540	2,700
Goods Parochial School 756 Gehmans School Road Denver, PA 17517	2,700
Green Bank Parochial School 382A Ranck Church Road New Holland, PA 17557	2,700
Groffdale Parochial School 214 North Shirk Road New Holland, PA 17557	2,700
Hillside Parochial School 263 Kurtz Road Ephrata, PA 17522	2,700
Hillside Special Education Parochial School 530 Clearview Road Ephrata, PA 17522	2,700
Hinkletown Mennonite School 272 Wanner Road Ephrata, PA 17522-9314	4,000
Iron Grove Parochial School 1725 Bager Run Road Manheim, PA 17545	2,700
Kramer Mill Parochial School 1 360 Kramer Mill Road Denver, PA 17517	2,700

CRELS FOUNDATION

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Lancaster Bible College P O. Box 83403 Lancaster, PA 17608-3403	\$ 5,000
Lancaster Mennonite Schools 2176 Lincoln Highway East Lancaster, PA 17602	4,000
Landis Hill Parochial School 1763 Weaverland Road East Earl, PA 17519	2,700
Lime Rock Parochial School 322 West Newport Road Lititz, PA 17543	2,700
Lincoln Independent School 851 Grist Mill Road New Holland, PA 17557	2,700
Linden Grove Parochial School 800 North Railroad Avenue New Holland, PA 17557	2,700
Linville Hill Mennonite School 295 South Kinzer Road Paradise, PA 17562	4,000
Lititz Area Mennonite School 1050 E. Newport Road Lititz, PA 17543	4,000
Martindale Parochial School 303 Mill Road Ephrata, PA 17522	2,700
Martindale Special Education Parochial School 530 Clearview Road Ephrata, PA 17522	2,700
Meadow Creek Parochial School 726 Maple Grove Road New Holland, PA 17557	2,700
Meadow View Parochial School 120 Brick Church Road Leola, PA 17540	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Metzlers Parochial School 1450 Diamond Station Road Ephrata, PA 17522	\$ 2,700
Middle Creek Parochial School 1334 Pine Hill Road Lititz, PA 17543	2,700
Mill Creek Valley Parochial School 617 New Holland Road New Holland, PA 17557	2,700
Millport Parochial School 2800 Butter Road Lititz, PA 17543	2,700
Millroad Parochial School 2624 Valley View Road Morgantown, PA 19543	2,700
Mountain View Parochial School 2624 Valley View Road Morgantown, PA 19543	2,700
Napierville Parochial School 1276 Landis Road Ephrata, PA 17522	2,700
New Haven Mennonite School 225 Crest Road Lititz, PA 17543	4,000
Peaceful View Parochial School 129 North Maple Avenue Leola, PA 17540-9797	2,700
Peiffer Hill Parochial School 1018 Steffy Road Stevens, PA 17578	2,700
Penn Johns Parochial School 179 Forest Hill Road Leola, PA 17540	2,700
Pennytown Parochial School 1763 Weaverland Road East Earl, PA 17519	2,700

CRELS FOUNDATION

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Pleasant Valley Mennonite School 144 Pleasant Valley Road Ephrata, PA 17522	\$ 4,000
Pleasant Valley Parochial School 558 Goods Road Ephrata, PA 17522	2,700
Reidenbach Parochial School 170 Kurtz Road New Holland, PA 17557	2,700
River View Parochial School 365 Glenbrook Road Leola, PA 17540	2,700
Shalom Mennonite School 1410 Union Grove Road Terre Hill, PA 17581	4,000
Sheaffers Parochial School 70 North Farmersville Road Ephrata, PA 17522	2,700
Silver Hill Parochial School 1190 Oaklyn Drive Narvon, PA 17555	2,700
Spring Grove Parochial School 1512 Weaverland Road East Earl, PA 17519	2,700
Sunnyside East Parochial School 129 North Maple Avenue Leola, PA 17540-9797	2,700
Sunnyside West Parochial School 365 Glenbrook Road Leola, PA 17540-9523	2,700
Terre Hill Mennonite High School 1416 Union Grove Road Terre Hill, PA 17581	4,000
Trostle Hill Parochial School 756 Gehmans School Road Denver, PA 17517	2,700

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Valley View Parochial School 2624 Valley View Road Morgantown, PA 19543	\$ 2,700
Weaverland Mennonite Schools 1050 Kleinfeltersville Road Stevens, PA 17578	100,000
Weaverland Parochial School 316 Weaverland Valley Road East Earl, PA 17519	2,700
West Stevens Parochial School 1520 Steinmetz Road Stevens, PA 17578	2,700
West Terre Hill Parochial School 1013 Centerville Road East Earl, PA 17519	2,700
White Oak Parochial School 756 Gehmans School Road Denver, PA 17517	2,700
Wide Hollow Parochial School 797 Terre Hill Road East Earl, PA 17519	2,700
Woodcorner Parochial School 690 Clearview Road Ephrata, PA 17522	2,700
Woodcrest Parochial School 776 Glenwood Drive Ephrata, PA 17522	2,700

GENERAL SUPPORT OF WELFARE AGENCIES

Anabaptist Foundation 1245 Old Route 15 New Columbia, PA 17856	\$ 10,000
Haven of Rest 176 Boot Jack Road Narvon, PA 17555	7,000

CRELS FOUNDATION**SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA**

T.I.N 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
Heart to Heart 208 Lauschtown Road Denver, PA 17517	\$ 10,000
Lighthouse Vocational Services 144 Orlan Road New Holland, PA 17557	10,000
Long Home 600 East Roseville Road Lancaster, PA 17601	8,000
Mennonite Central Committee P.O., Box 500 Akron, PA 17501	27,800
Mennonite Gospel Missions 171 North Groffdale Road New Holland, PA 17557	10,000
Mennonite Gospel Missions Food Ministry 580 Indiantown Road Ephrata, PA 17522	8,000
Open Hands 1245 Old Route 15 New Cumberland, PA 17856	5,000
Red Rock Refuge Center 175 Manassa Road Blain, PA 17006	8,000
Support of Prison Ministries P O Box 134 Lititz, PA 17543-0134	5,000
Susquehanna Foundation for the Blind 244 North Queen Street Lancaster, PA 17603	8,000
Water Street Rescue Mission P O Box 7267 Lancaster, PA 17604-7267	20,000

CRELS FOUNDATION

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

T.I.N. 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
<u>GENERAL SUPPORT OF RELIGIOUS ORGANIZATIONS</u>	
Carolina Chaplaincy Program 2131 Old 96 Indian Road Batesburg, SC 29006	\$ 2,000
Hickory Hollow Christian School 9024 Kiser Road Mount Crawford, VA 22841	4,000
Home Messenger Literature Service 380 Wood Corner Road Lititz, PA 17543	14,000
Life Ministries 250 Meadow Lane Conestoga, PA 17516	8,000
Lighthouse Christian Academy 5 East Penn Street Lyon Statelon, PA 19536	5,000
Martindale Reception Center 406 Long Lane East Earl, PA 17519	20,000
New Holland Evangelical United Methodist Church 276 West Main Street New Holland, PA 17557	3,000
Parish Resource Center 633 Community Way Lancaster, PA 17603-2301	5,000
Perry Mennonite Reception Center 365 Montour Road Landisburg, PA 17040	5,000
Weaverland Conference Mennonite Church 430 S. Fairmount Road Ephrata, PA 17522-8534	150,000

CRELS FOUNDATION

SEE AUDITORS' REPORT
ON SUPPLEMENTAL DATA

T.I.N 23-6243577

YEAR ENDING DECEMBER 31, 2013

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR (PART XV)

	<u>AMOUNT</u>
<u>GENERAL SUPPORT OF INFORMATION AGENCY</u>	
Lancaster Mennonite Historical Society 2215 Millstream Road Lancaster, PA 17602-1499	\$ 2,000
Muddy Creek Farm Library 2504 Division Hwy. Ephrata, PA 17522	8,000
Total Grants Distributed	\$ <u>900,000</u>

