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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation PULLEY FOUNDATION		A Employer identification number 23-7009545
Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O US BANK NA PO BOX 1118		B Telephone number (see instructions) (513) 632-4049
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 452011118		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,064,159	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	385,234	385,234		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,760,376			
	b Gross sales price for all assets on line 6a 3,039,130				
	7 Capital gain net income (from Part IV, line 2)		1,760,377		
	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 or (loss) (attach schedule)					
11 Other income (attach schedule)	23,387	23,387			
12 Total. Add lines 1 through 11	2,168,997	2,168,998			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	6,830			6,830
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	150			150
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	21,870	8,219		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	38,218	38,018		200
	24 Total operating and administrative expenses. Add lines 13 through 23	67,068	46,237		7,180
	25 Contributions, gifts, grants paid	1,175,000			1,175,000
26 Total expenses and disbursements. Add lines 24 and 25	1,242,068	46,237		1,182,180	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	926,929				
b Net investment income (if negative, enter -0-)		2,122,761			
c Adjusted net income (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	1,156,813	463,307	463,307	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)				
	b Investments—corporate stock (attach schedule)	3,810,921 <input checked="" type="checkbox"/>	3,932,814	9,472,722	
	c Investments—corporate bonds (attach schedule).	547,116 <input checked="" type="checkbox"/>	146,468	168,258	
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)	3,395,371 <input checked="" type="checkbox"/>	5,294,320	5,957,862	
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
15 Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 978	<input checked="" type="checkbox"/> 2,010	<input checked="" type="checkbox"/> 2,010		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,911,199	9,838,919	16,064,159		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ _____)				
23 Total liabilities (add lines 17 through 22)		0			
Net Assets or Fund Balances	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	8,911,199	9,838,919		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	8,911,199	9,838,919			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,911,199	9,838,919			

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	8,911,199
2	Enter amount from Part I, line 27a	2	926,929
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	791
4	Add lines 1, 2, and 3	4	9,838,919
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	9,838,919

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 Additional Data Table			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	See Additional Data Table			
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a	See Additional Data Table			
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,760,377
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	834,292	13,982,973	0.059665
2011	646,663	13,639,771	0.047410
2010	794,958	11,638,906	0.068302
2009	626,639	13,066,057	0.047959
2008	572,865	14,032,341	0.040825
2	Total of line 1, column (d).		2 0.264161
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 0.052832
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		4 15,222,453
5	Multiply line 4 by line 3.		5 804,233
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 21,228
7	Add lines 5 and 6.		7 825,461
8	Enter qualifying distributions from Part XII, line 4.		8 1,182,180

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	21,228
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	21,228
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	21,228
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,900
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	8,900
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	12,328
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 0 Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OH _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14 The books are in care of US Bank NA Jeffrey D Kruse Telephone no (513) 632-4049 Located at PO Box 1118 ML CN-OH-W7-PT CINCINNATI OH ZIP +4 452011118			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country N/A	16	Yes	No

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c			No
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b			No

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

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b No If "Yes" to 6b, file Form 8870.</p> <p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p>	
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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 Additional Data Table				

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

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

Total number of other employees paid over \$50,000. **0**

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	14,702,210
b	Average of monthly cash balances.	1b	752,057
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	15,454,267
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	15,454,267
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	231,814
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	15,222,453
6	Minimum investment return. Enter 5% of line 5.	6	761,123

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	761,123
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	21,228
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	21,228
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	739,895
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	739,895
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	739,895

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	1,182,180
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	1,182,180
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	21,228
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,160,952

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				739,895
2 Undistributed income, if any, as of the end of 2013				
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.	51,015			
c From 2010.	167,504			
d From 2011.				
e From 2012.	152,805			
f Total of lines 3a through e.	371,324			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,182,180</u>		1,182,180		
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.				739,895
e Remaining amount distributed out of corpus	442,285			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	813,609			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	813,609			
10 Analysis of line 9				
a Excess from 2009.	51,015			
b Excess from 2010.	167,504			
c Excess from 2011.				
d Excess from 2012.	152,805			
e Excess from 2013.	442,285			

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

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 1,175,000
b <i>Approved for future payment</i>				
Total				▶ 3b

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of
(1) Cash.
(2) Other assets.
b Other transactions
(1) Sales of assets to a noncharitable exempt organization.
(2) Purchases of assets from a noncharitable exempt organization.
(3) Rental of facilities, equipment, or other assets.
(4) Reimbursement arrangements.
(5) Loans or loan guarantees.
(6) Performance of services or membership or fundraising solicitations.
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule
Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.
Signature of officer or trustee: ***** Date: 2014-05-14 Title: *****
May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only
Print/Type preparer's name: KENNETH H KINDER II
Preparer's Signature:
Date: 2014-05-14
Check if self-employed:
PTIN:
Firm's name: CORS & BASSETT LLC
Firm's EIN:
Firm's address: 537 EAST PETE ROSE WAY CINCINNATI, OH 45202
Phone no: (513) 852-8200

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
5,690 Sh Colgate Palmolive Co	P	2001-04-12	2013-09-25
150,000 Credit Suisse NY MTN 5 000% 05/15/13	P	2008-05-28	2013-05-15
1,015 Sh Ecolab Inc	P	2003-03-25	2013-09-25
3,680 Sh The Hershey Company	P	2000-07-12	2013-09-25
1,590 Sh International Business Machines	P	2000-12-04	2013-09-25
550 Sh International Business Machines	P	2000-12-04	2013-10-04
1,300 Sh Pepsico Inc	P	1998-04-14	2013-10-04
1,670 Sh Praxair Inc	P	2004-12-16	2013-09-25
6,700 Sh Procter & Gamble Co	P	2001-04-12	2013-10-04
1,000 Sh Qualcomm Inc	P	2006-12-14	2013-10-04
7,200 Sh Target Corporation	P	1999-02-16	2013-10-04
1,000 Sh Unitedhealth Grp Inc Com	P	2007-12-05	2013-09-25
5,435 Sh Walgreen Co Com W/RTS	P	1994-04-05	2013-09-25

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
339,461	0	78,055	261,406
150,000	0	149,148	852
99,904	0	25,659	74,245
341,104	0	70,420	270,684
301,189	0	181,657	119,532
101,320	0	53,932	47,388
103,491	0	47,233	56,258
200,204	0	74,248	125,956
508,473	0	249,883	258,590
68,019	0	39,290	28,729
455,257	0	227,376	227,881
72,177	0	54,599	17,578
298,532	0	27,254	271,278

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
0	0	0	261,406
0	0	0	852
0	0	0	74,245
0	0	0	270,684
0	0	0	119,532
0	0	0	47,388
0	0	0	56,258
0	0	0	125,956
0	0	0	258,590
0	0	0	28,729
0	0	0	227,881
0	0	0	17,578
0	0	0	271,278

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
VIRGINIA B ILICK 550 E ALAMEDA ST SANTA FE, NM 875012231	TRUSTEE 1 00	0	0	0
KATHRYN B HENDRICKSON 180 EDGEMONT RD MAYSVILLE, KY 410569180	TRUSTEE 1 00	0	0	0
DOROTHY W BROWNING 641 W LIONSHEAD CIRCLE 222 VAIL, CO 816575227	TRUSTEE/SEC/TREAS 1 00	0	0	0
JANET L HOUSTON 537 E PETE ROSE WAY STE 400 CINCINNATI, OH 45202	TRUSTEE/PRESIDENT 1 00	0	0	0
JAMES A MCNEAL 6229 CEDAR BLUFF CT CINCINNATI, OH 45233	TRUSTEE 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LYDIA'S HOUSE INC PO BOX 2722 ST LOUIS,MO 63116		PUBLIC	PROGRAM SUPPORT	100,000
ST PATRICK'S CHURCH 110 E THIRD ST MAYSVILLE,KY 41056		PUBLIC	PROGRAM SUPPORT	3,000
MISSOURI BOTANICAL GARDEN PO BOX 299 ST LOUIS,MO 631660299		PUBLIC	PROGRAM SUPPORT	5,000
HOSPICE OF HOPE INC 909 KENTON STATION DR MAYSVILLE,KY 410569609		PUBLIC	PROGRAM SUPPORT	5,000
OPERA THEATRE OF ST LOUIS PO BOX 191910 ST LOUIS,MO 63119		PUBLIC	PROGRAM SUPPORT	600,000
ST LOUIS ZOOLOGICAL PARK FOREST PARK ST LOUIS,MO 63110		PUBLIC	PROGRAM SUPPORT	10,000
HOLY TRINITY ANGLICAN CHURCH 1016 SOUTH ELM AVE WEBSTER GROVES,MO 63119		PUBLIC	PROGRAM SUPPORT	30,000
CENTRAL INSTITUTE OF THE DEAF 825 S TAYLOR AVE ST LOUIS,MO 63110		PUBLIC	ENDOWMENT FUND	325,000
SANTA FE CONCERT ASSN 321 W SANFRANCISCO ST SANTA FE,NM 87501		PUBLIC	PROGRAM SUPPORT	25,000
WASHINGTON OPERA HOUSE 116 WEST SECOND ST MAYSVILLE,KY 41056		PUBLIC	PROGRAM SUPPORT	15,000
WEBSTER UNIVERSITY 470 EAST LOCKWOOD ST LOUIS,MO 63119		PUBLIC	PROGRAM SUPPORT	25,000
TOM BROWNING BOYS & GIRLS CLUB 241 MAPLE LEAF RD MAYSVILLE,KY 41056		PUBLIC	PROGRAM SUPPORT	2,000
KENTUCKY GATEWAY MUSEUM CENTER 216 SUTTON ST MAYSVILLE,KY 41056		PUBLIC	PROGRAM SUPPORT	5,000
EPISCOPAL CHURCH OF HOLY FAITH 311 EAST PALACE AVE SANTA FE,NM 87501		PUBLIC	PROGRAM SUPPORT	25,000
Total				1,175,000

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

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
See Part IV for detail					3,039,130	1,278,754			1,760,376	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: PULLEY FOUNDATION

EIN: 23-7009545

Name of Bond	End of Year Book Value	End of Year Fair Market Value
150,000 PEPSICO INC, 5.0 06/01/2018	146,468	168,258

**TY 2013 Investments Corporate
Stock Schedule****Name:** PULLEY FOUNDATION**EIN:** 23-7009545

Name of Stock	End of Year Book Value	End of Year Fair Market Value
17,761.989 SH GOLDMAN SACHS COMM STRAT INS	100,000	100,710
114,885.264 SH NUVEEN SHORT TERM BOND FUND	1,151,500	1,153,448
5,100 SH AMEREN CORP	226,359	184,416
5,100 SH CHEVRON CORP	143,264	637,041
5,200 SH CLOROX CO	91,873	482,352
5,510 SH COLGATE PALMOLIVE	33,962	359,307
6,000 SH DOVER CORP	103,632	579,240
4,992 SH DUKE ENERGY HOLDING	199,613	344,498
1,585 SH ECOLAB INC	40,069	165,268
8,000 SH EMERSON ELECTRIC CO	133,893	561,440
7,392 SH EXXON MOBIL	240,017	748,070
460 SH INTERNATIONAL BUSINESS MACHINE	44,463	86,282
3,400 SH JOHNSON & JOHNSON	188,180	311,406
4,900 SH KIMBERLY CLARK	189,109	511,854
5,500 SH MICROSOFT CORP	150,004	205,755
3,900 SH PEPSICO	98,430	323,466
9,200 SH PFIZER INC	102,433	281,796
1,630 SH PRAXAIR INC	72,470	211,949
5,627 SH PROCTER & GAMBLE	32,272	458,094
5,085 SH TARGET CORP	287,494	321,728
6,800 SH HERSHEY COMPANY	41,222	303,358
8,500 SH US BANCORP	6,207	343,400
6,565 SH WALGREEN CO	26,276	377,094
3,000 SH 3M CO	230,072	420,750

TY 2013 Investments - Other Schedule**Name:** PULLEY FOUNDATION **EIN:** 23-7009545

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
6,650.000 SH IPATH DOW JONES UBS COMMODITY		255,226	244,388
10,200 SH ISHARES DOW JONES US REAL ESTATE ETF		648,157	643,416
32,220 SH ISHARES MSCI EAFE ETF		2,090,185	2,161,801
25,300.000 SH ISHARES MSCI EMERGING MARKETS ETF		987,193	1,057,414
4,200.000 SH MIDCAP SPDR TRUST SERIES ETF		463,559	1,025,640
26,078.710 SH NUVEEN REAL ESTATE SEC I		550,000	513,751
8,358.874 SH SCOUT INTERNATIONAL FUND		300,000	311,452

TY 2013 Legal Fees Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CORS & BASSETT, LLC LEGAL	6,830			6,830

TY 2013 Other Assets Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Midcap Spdr Trust	143		
iShares Msci Emerging Markets Fund	360		
Nuveen Short Term Bond Fund	475	2,010	2,010

TY 2013 Other Assets Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Midcap Spdr Trust	143		
iShares Msci Emerging Markets Fund	360		
Nuveen Short Term Bond Fund	475	2,010	2,010

TY 2013 Other Assets Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Midcap Spdr Trust	143		
iShares Msci Emerging Markets Fund	360		
Nuveen Short Term Bond Fund	475	2,010	2,010

TY 2013 Other Expenses Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE FILING FEES	200			200
CUSTODIAN AND MGMT FEES	38,018	38,018		

TY 2013 Other Income Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CAPITAL GAIN DISTRIBUTIONS	23,387	23,387	

TY 2013 Other Increases Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Description	Amount
NON DIVIDEND DISTRIBUTIONS	791

TY 2013 Other Professional Fees Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
US BANK N A TAX PREPARATION	150			150

TY 2013 Taxes Schedule

Name: PULLEY FOUNDATION

EIN: 23-7009545

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 EXCISE TAX	2,387			
2013 EST TAX	8,900			
2010 EXCISE TAX	2,364			
FOREIGN TAXES	8,219	8,219		