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Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation JOHN CRAIN KUNKEL FOUNDATION		A Employer identification number 23-7026914
Number and street (or P.O. box number if mail is not delivered to street address) 225 MARKET STREET, 2ND FLOOR	Room/suite	B Telephone number 717-902-9817
City or town, state or province, country, and ZIP or foreign postal code HARRISBURG, PA 17101		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 13,258,536	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		255,881.	255,881.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,577,473.			
b Gross sales price for all assets on line 6a		2,726,845.			
7 Capital gain net income (from Part IV, line 2)			1,577,473.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		33,876.			STATEMENT 3
b Less Cost of goods sold					
c Gross profit (or loss)		33,876.			STATEMENT 4
11 Other income					
12 Total. Add lines 1 through 11		1,867,231.	1,833,355.		
13 Compensation of officers, directors, trustees, etc.		90,000.	0.		90,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		13,142.	0.		13,142.
16a Legal fees					
b Accounting fees STMT 5		24,000.	1,200.		22,800.
c Other professional fees STMT 6		45,227.	40,704.		4,523.
17 Interest					
18 Taxes STMT 7		20,000.	0.		0.
19 Depreciation and depletion					
20 Occupancy		5,400.	0.		5,400.
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		6,048.	0.		6,048.
24 Total operating and administrative expenses. Add lines 13 through 23		203,817.	41,904.		141,913.
25 Contributions, gifts, grants paid		656,700.			656,700.
26 Total expenses and disbursements. Add lines 24 and 25		860,517.	41,904.		798,613.
27 Subtract line 26 from line 12		1,006,714.			
a Excess of revenue over expenses and disbursements			1,791,451.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	227,388.	84,803.	84,083.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 9	2,030,285.	2,244,513.	2,245,948.
	b Investments - corporate stock STMT 10	6,746,168.	7,238,711.	8,834,117.
	c Investments - corporate bonds STMT 11	1,564,084.	2,010,751.	2,054,121.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 12	37,900.	37,900.	37,900.	
14 Land, buildings, and equipment basis ▶ 2,367.				
Less: accumulated depreciation ▶	6,506.	2,367.	2,367.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	10,612,331.	11,619,045.	13,258,536.	
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			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,612,331.	11,619,045.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	10,612,331.	11,619,045.		
31 Total liabilities and net assets/fund balances	10,612,331.	11,619,045.		

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	10,612,331.
2 Enter amount from Part I, line 27a	2	1,006,714.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	11,619,045.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,619,045.

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 PUBLICLY TRADED SECURITIES			
b PUBLICLY TRADED SECURITIES	P		
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 2,725,751.		1,149,372.	1,576,379.
b 1,094.			1,094.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			1,576,379.
b			1,094.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	1,577,473.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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 (col (b) divided by col. (c))
2012	680,867.	12,011,870.	.056683
2011	687,862.	12,335,329.	.055764
2010	680,581.	11,851,011.	.057428
2009	668,427.	10,877,280.	.061452
2008	741,180.	12,770,646.	.058038

2 Total of line 1, column (d)	2	.289365
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	.057873
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,502,696.
5 Multiply line 4 by line 3	5	723,569.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,915.
7 Add lines 5 and 6	7	741,484.
8 Enter qualifying distributions from Part XII, line 4	8	798,613.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
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	17,915.
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	17,915.
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	17,915.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	25,316.	
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	25,316.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,401.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	7,401.	Refunded

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
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
4a 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, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) PA		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>KUNKELFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>FOUNDATION OFFICE</u> Telephone no ► <u>717-902-9817</u> Located at ► <u>225 MARKET STREET, 2ND FLOOR, HARRISBURG, PA</u> ZIP+4 ► <u>17101</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ 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.

6b

X

7a 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?

N/A

7b

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

(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 STATEMENT 13		90,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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	12,648,196.
b	Average of monthly cash balances	1b	3,030.
c	Fair market value of all other assets	1c	41,866.
d	Total (add lines 1a, b, and c)	1d	12,693,092.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,693,092.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	190,396.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,502,696.
6	Minimum investment return. Enter 5% of line 5	6	625,135.

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	625,135.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,915.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	17,915.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	607,220.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	607,220.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	607,220.

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	798,613.
b	Program-related investments - total from Part IX-B	1b	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)	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	798,613.
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	5	17,915.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	780,698.

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				607,220.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	110,656.			
b From 2009	130,705.			
c From 2010	95,166.			
d From 2011	82,590.			
e From 2012	90,621.			
f Total of lines 3a through e	509,738.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	798,613.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				607,220.
e Remaining amount distributed out of corpus	191,393.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	701,131.			
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		0.		
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 instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	110,656.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	590,475.			
10 Analysis of line 9				
a Excess from 2009	130,705.			
b Excess from 2010	95,166.			
c Excess from 2011	82,590.			
d Excess from 2012	90,621.			
e Excess from 2013	191,393.			

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

Recipient Name and address (home or business)	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
a Paid during the year				
CENTRAL PENNSYLVANIA YOUTH BALLET 5 N ORANGE STREET CARLISLE, PA 17013	NONE	PUBLIC CHARITY	GENERAL PURPOSE FUND	75,000.
THEATRE HARRISBURG 513 HURLOCK STREET HARRISBURG, PA 17110-1489	NONE	PUBLIC CHARITY	GENERAL PURPOSE FUND	15,000.
CULTURAL ENRICHMENT FUND PO BOX 12084 HARRISBURG, PA 17108	NONE	PUBLIC CHARITY	GENERAL PURPOSE FUND	20,000.
THE LION FOUNDATION 2627 CHESTNUT STREET CAMP HILL, PA 17011	NONE	PUBLIC CHARITY	BUILDING FUND	30,000.
GROWING STRONG 1508 NORTH MARKET STREET HARRISBURG, PA 17013	NONE	PUBLIC CHARITY	GENERAL PURPOSE FUND	5,000.
Total	SEE CONTINUATION SHEET(S)			656,700.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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




- | | | Yes | No |
|----------|--|--------------|----|
| 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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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) is based on all information of which preparer has any knowledge.

Sign Here   

Signature of officer or trustee Date 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	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	GARY J. DUBAS	<i>Gary J. Dubas</i>	5/13/14		P00252339
	Firm's name ▶ MCKONLY & ASBURY, LLP				Firm's EIN ▶ 23-1909723
	Firm's address ▶ 415 FALLOWFIELD ROAD CAMP HILL, PA 17011				Phone no 7177617910

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
UNITED WAY CAPITAL REGION 2235 MILLENNIUM WAY ENOLA, PA 17025		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
HARRISBURG ACADEMY 10 ERFORD ROAD WORMLEYSBURG, PA 17043		NONPROFIT SCHOOL	BUILDING FUND	125,000.
NATIONAL CIVIL WAR MUSEUM 100 CONCERT DRIVE HARRISBURG, PA 17103		PUBLIC CHARITY	BUILDING FUND	30,000.
JUNIOR ACHIEVEMENT 2420 GEHMAN LANE #100 LANCASTER, PA 17602		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
CLEVE J. FREDRICKSEN LIBRARY 100 N 19TH STREET CAMP HILL, PA 17011		PUBLIC CHARITY	GENERAL PURPOSE FUND	5,000.
HOPE STATION 149 W PENN STREET CARLISLE, PA 17013		PUBLIC CHARITY	GENERAL PURPOSE FUND	1,000.
MESSIAH COLLEGE ONE COLLEGE AVENUE MECHANICSBURG, PA 17055		PUBLIC CHARITY	GENERAL PURPOSE FUND	5,000.
CENTRAL PENN COLLEGE EDUCATION FOUNDATION 600 VALLEY ROAD SUMMERDALE, PA 17093-0309		PUBLIC CHARITY	GENERAL PURPOSE FUND	5,000.
SAINT STEPHANS EPISCOPAL CHURCH 221 N FRONT STREET HARRISBURG, PA 17101		PUBLIC CHARITY	GENERAL PURPOSE FUND	15,500.
PRESBYTERIAN APARTMENTS INC. 322 N 2ND STREET HARRISBURG, PA 17101		PUBLIC CHARITY	GENERAL PURPOSE FUND	6,700.
Total from continuation sheets				511,700.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	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
HAMILTON HEALTH CENTER INC. 1301 SYCAMORE STREET HARRISBURG, PA 17104		PUBLIC CHARITY	BUILDING FUND	100,000.
THE COVENANT COMMUNITY CORPORATION PO BOX 5541 HARRISBURG, PA 17110		PUBLIC CHARITY	GENERAL PURPOSE FUND	5,000.
STOP THE VIOLENCE MINISTRY 1678 S CAMERON STREET HARRISBURG, PA 17058		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
KEYSTONE HUMAN SERVICES 124 PINE STREET HARRISBURG, PA 17101		PUBLIC CHARITY	GENERAL PURPOSE FUND	25,000.
PLANNED PARENTHOOD KEYSTONE 5920 HAMILTON BOULEVARD ALLENTOWN, PA 18106		PUBLIC CHARITY	GENERAL PURPOSE FUND	15,000.
WORLD SURGICAL FOUNDATION 2600 N 3RD STREET HARRISBURG, PA 17110		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
CHANNELS FOOD RESCUE 3305 NORTH 6TH STREET HARRISBURG, PA 17110		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
SHALOM HOUSE 9 S 15TH STREET HARRISBURG, PA 17104		PUBLIC CHARITY	GENERAL PURPOSE FUND	1,000.
CHILDRENS CANCER RECOVERY FOUNDATION 6380 FLANK DRIVE, SUITE 400 HARRISBURG, PA 17033		PUBLIC CHARITY	GENERAL PURPOSE FUND	2,500.
JOSHUA HOUSE 1442 MARKET STREET HARRISBURG, PA 17103		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Year (Continuation)

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)				
HOLY SPIRIT HOSPITAL 503 N 21ST STREET CAMP HILL, PA 17011		NONPROFIT HOSPITAL	BUILDING FUND	100,000.
WORLD SURGICAL FOUNDATION 2600 N 3RD STREET HARRISBURG, PA 17110		PUBLIC CHARITY	GENERAL PURPOSE FUND	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MELLON	1.	1.	
TOTAL TO PART I, LINE 3	1.	1.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PORTFOLIO	255,881.	0.	255,881.	255,881.	
TO PART I, LINE 4	255,881.	0.	255,881.	255,881.	

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	
2. RETURNS AND ALLOWANCES	
3. LINE 1 LESS LINE 2	
4. COST OF GOODS SOLD (LINE 15)	
5. GROSS PROFIT (LINE 3 LESS LINE 4)	
6. OTHER INCOME	33,876
7. GROSS INCOME (ADD LINES 5 AND 6)	33,876

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR	
9. MERCHANDISE PURCHASED	
10. COST OF LABOR	
11. MATERIALS AND SUPPLIES	
12. OTHER COSTS	
13. ADD LINES 8 THROUGH 12	
14. INVENTORY AT END OF YEAR	
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)	

FORM 990-PF	COST OF GOODS SOLD - OTHER INCOME	STATEMENT	4
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DESCRIPTION	AMOUNT
NET FARM CROP PROCEEDS	33,876.
TOTAL OTHER INCOME	33,876.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,000.	1,200.		22,800.
TO FORM 990-PF, PG 1, LN 16B	24,000.	1,200.		22,800.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	45,227.	40,704.		4,523.
TO FORM 990-PF, PG 1, LN 16C	45,227.	40,704.		4,523.

FORM 990-PF	TAXES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX DEPOSIT	20,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,000.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ASSOCIATION DUES	1,370.	0.		1,370.	
LIABILITY INSURANCE	540.	0.		540.	
OFFICE SUPPLIES	4,138.	0.		4,138.	
TO FORM 990-PF, PG 1, LN 23	6,048.	0.		6,048.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. TREASURY OBLIGATIONS	X		2,038,889.	2,037,230.	
STATE AND MUNICIPAL OBLIGATIONS		X	205,624.	208,718.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,038,889.	2,037,230.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			205,624.	208,718.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,244,513.	2,245,948.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	10
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK			7,238,711.	8,834,117.
TOTAL TO FORM 990-PF, PART II, LINE 10B			7,238,711.	8,834,117.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,010,751.	2,054,121.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,010,751.	2,054,121.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
REAL ESTATE	COST	37,900.	37,900.
TOTAL TO FORM 990-PF, PART II, LINE 13		37,900.	37,900.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 13
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NANCY W. BERGERT 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	10,000.	0.	0.
ELIZABETH K. DAVIS 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
DEBORAH L. FACINI 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
JOHN C. KUNKEL, II 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.
PAUL A. KUNKEL 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	7,500.	0.	0.

JOHN CRAIN KUNKEL FOUNDATION

23-7026914

JOHN K. STARK 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	15,000.	0.	0.
JAY W. STARK 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	15,000.	0.	0.
JENNIFER R. MAGUIRE-WRIGHT 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	10,000.	0.	0.
WILLIAM T. WRIGHT II 225 MARKET STREET, 2ND FLOOR HARRISBURG, PA 17101	TRUSTEE 6.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		90,000.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

NANCY W. BERGERT
225 MARKET STREET, 2ND FLOOR
HARRISBURG, PA 17101

TELEPHONE NUMBER

717-902-9817

FORM AND CONTENT OF APPLICATIONS

WRITTEN, INCLUDING SPECIFIC PROJECT BUDGET INCLUDING TOTAL PROJECT COST AND AMOUNT THAT IS REQUESTED. OTHER INFORMATION IS REQUIRED AS OUTLINED ON THE FOUNDATION'S WEBSITE KUNKELFOUNDATION.ORG.

ANY SUBMISSION DEADLINES

NOVEMBER 1ST

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

John Crain Kunkel Foundation

List of assets held

December 31 2013

Security Name	Market Value	Tax Cost
Corporate Bonds		
BBVA US SENIOR SA UNI 3.25% 5/16/14	\$ 20,160.60	\$ 19,897.40
CATERPILLAR FINANCIAL SE 6.125% 2/17/2014	\$ 25,175.25	\$ 24,641.80
ROGERS WIRELESS INC 6.375% 3/1/2014	\$ 25,238.50	\$ 26,363.00
FEDERAL NAT'L MORTGAGE ASSN 3% 9/16/2014	\$ 15,306.15	\$ 14,959.50
WACHOVIA CORPORATION 5.25% 8/01/14	\$ 35,951.65	\$ 37,908.50
CITIGROUP INC 5% 9/15/2014	\$ 41,139.20	\$ 39,183.60
TD AMERITRADE HLDG CO 4.15% 12/01/14	\$ 20,649.20	\$ 19,959.60
JOHN DEERE CAPITAL CO 1.25% 12/02/14	\$ 20,176.60	\$ 19,974.20
SIMON PROPERTY GROUP 4.2% 2/01/15	\$ 25,735.00	\$ 25,398.85
GOLDMAN SACHS GROUP IN 3.3% 5/03/15	\$ 36,061.55	\$ 36,730.40
DISCOVERY COMMUNICATIO 3.7% 6/01/15	\$ 26,013.75	\$ 26,174.75
AMERICAN EXPRESS 2.75% 9/15/15	\$ 25,871.50	\$ 25,300.90
PRUDENTIAL FINL INC 4.75% 9/17/15	\$ 21,312.80	\$ 20,190.00
ROYAL BK SCOTLND GRP 2.55% 9/18/15	\$ 25,569.00	\$ 24,985.75
ABBVIE INC 1.2% 11/06/15	\$ 25,254.00	\$ 25,151.25
JOHNSON CONTROLS INC 5.5% 1/15/16	\$ 27,155.75	\$ 27,043.00
PETROBRAS INTL FIN 3.875% 1/27/16	\$ 25,736.50	\$ 25,197.90
KRAFT FOODS INC 4.125%	\$ 31,804.80	\$ 29,961.29

John Crain Kunkel Foundation

List of assets held

December 31 2013

Security Name	Market Value	Tax Cost
2/09/16		
TELEFONICA EMISIONES	\$ 31,512.00	\$ 31,518.30
3.992% 2/16/16		
THERMO FISHER SCIEN. 3.2%	\$ 31,364.70	\$ 30,531.60
3/01/16		
BP CAPITAL MARKETS PLC	\$ 31,502.40	\$ 29,972.40
3 2% 3/11/16		
OCCIDENTAL PETROLEUM	\$ 16,134.60	\$ 16,636.50
4 125% 6/01/16		
METLIFE INC 6.75%	\$ 22,740.60	\$ 19,952.60
6/01/16		
HYDRO-QUEBEC 2.0%	\$ 15,402.00	\$ 14,997.15
6/30/16		
BANK OF AMERICA CORP 5.75%	\$ 60,654.55	\$ 56,016.00
8/15/2016		
COCA-COLA CO/THE 0.75%	\$ 14,918.70	\$ 14,982.75
11/01/16		
DUKE ENERGY CAROLINA	\$ 10,204.40	\$ 9,983.70
1.75% 12/15/16		
FEDERAL HOME LOAN BANK	\$ 24,895.25	\$ 24,934.00
0.625% 12/28/2016		
KROGER CO/THE 2.2% 1/15/17	\$ 20,243.20	\$ 20,035.75
RABOBANK NEDERLAND	\$ 31,586.70	\$ 32,165.60
UTREC 3.375% 1/19/2017		
NOVA SCOTIA PROVINCE	\$ 28,051.75	\$ 26,586.75
5.125% 1/26/17		
A.B.B. FIN USA INC 1.625%	\$ 24,950.25	\$ 25,306.60
5/08/17		
DIAGEO CAPITAL PLC 1.5%	\$ 19,956.80	\$ 20,095.30
5/11/17		
FORD MOTOR CREDIT CO	\$ 25,983.00	\$ 25,206.44
3.0% 6/12/17		
ANHEUSER-BUSCH INBEV	\$ 14,968.50	\$ 14,956.80
1.375% 7/15/17		
WALGREENS CO 1.8%	\$ 25,173.25	\$ 24,968.35
9/15/17		
ASTRAZENECA PLC 5.9%	\$ 28,586.75	\$ 24,774.90

John Crain Kunkel Foundation

List of assets held

December 31 2013

Security Name	Market Value	Tax Cost
9/15/17		
ROYAL BANK OF CANADA 1.2% \$	14,862.45	\$ 14,998.50
9/19/17		
NYSE EURONEXT 2.0% \$	25,032.50	\$ 24,983.35
10/05/17		
MCDONALD'S CORP 5.8% \$	23,058.40	\$ 20,281.00
10/15/17		
CITIGROUP INC 6.125% \$	28,817.75	\$ 24,893.00
11/21/17		
INTEL CORP 1.35% \$	34,591.90	\$ 35,037.80
12/15/17		
AMERICAN INTL GROUP 5.85% \$	28,676.25	\$ 29,601.00
1/16/18		
ORACLE CORP 5.75% \$	40,444.95	\$ 35,839.20
4/15/18		
APPLE INC 1.0% 5/03/18 \$	24,173.75	\$ 24,677.65
GRUPO TELEVISA SAB 6.0% \$	27,845.50	\$ 28,941.30
5/15/18		
GLAXOSMITHKLINE CAP 5.65% \$	28,778.50	\$ 24,407.15
5/15/18		
EMC CORP 1.875% \$	24,716.00	\$ 24,971.20
6/01/18		
SOCIETE GENERALE 2.625% \$	15,131.55	\$ 14,988.65
10/01/18		
BOSTON PROPERTIES LP 3.7% \$	31,646.40	\$ 31,573.60
11/15/18		
DR PEPPER SNAPPLE GR 2.6% \$	25,133.75	\$ 25,300.75
1/15/19		
UNITED TECHNOLOGIES \$	11,804.00	\$ 9,983.80
6.125% 2/01/19		
AMGEN INC 5.7% \$	23,048.00	\$ 19,955.40
2/01/19		
PFIZER INC 6.2% 3/15/19 \$	23,708.60	\$ 20,992.70
JEFFERIES GROUP INC 8.5% \$	30,500.00	\$ 30,002.95
7/15/2019		

John Crain Kunkel Foundation

List of assets held

December 31 2013

Security Name	Market Value	Tax Cost
ADOBE SYSTEMS INC 4.75% \$ 2/01/20	32,384.40	\$ 33,289.70
WAL-MART STORES INC 3.625% 7/08/20	\$ 36,674.75	\$ 38,439.60
DOW CHEMICAL CO/THE 4 25% 11/15/20	\$ 26,628.50	\$ 25,598.50
HSBC FINANCE CORP 6.676% \$ 1/15/21	45,961.60	\$ 46,366.15
GENERAL ELEC CAP CORP 5.3% 2/11/21	\$ 16,779.30	\$ 16,338.75
TIME WARNER CABLE IN 4.125% 2/15/21	\$ 33,171.60	\$ 34,590.80
NBC UNIVERSAL MEDIA 4.375% \$ 4/01/21	31,752.60	\$ 34,141.70
AT&T INC 4.45% 5/15/21 \$	31,584.90	\$ 31,614.65
TIME WARNER INC 4.0% \$ 1/15/22	35,442.05	\$ 36,547.20
MORGAN STANLEY 4.875% \$ 11/01/22	35,828.10	\$ 36,116.15
CONAGRA FOODS INC 3.2% \$ 1/25/23	23,210.75	\$ 24,721.70
JPMORGAN CHASE & CO 3.375% 5/01/23	\$ 32,620.00	\$ 34,059.30
VERIZON COMMUNICATION 5.15% 9/15/23	\$ 48,316.05	\$ 44,854.20
DREYFUS HIGH YIELD FUND \$	208,655.33	\$ 200,000.00
Corporate Bonds Total \$	2,054,121.38	\$2,010,750.58

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
30,911 901	Dreyfus High Yield Fund	\$ 6.7500	\$ 208,655.33	\$ 200,000.00	\$ 8,655.33	\$ 13,353.94	6.4%	1.6%
Total high yield pooled vehicle								
			\$ 208,655.33	\$ 200,000.00	\$ 8,655.33	\$ 13,353.94		1.6%
Total high yield fixed income								
			\$ 208,655.33	\$ 200,000.00	\$ 8,655.33	\$ 13,353.94		1.6%
Total fixed income								
			\$ 4,300,069.16	\$ 4,255,263.54	\$ 44,805.62	\$ 112,608.94		32.6%

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
326	Actavis PLC (ACT)	\$ 168.0000	\$ 54,768.00	\$ 46,947.26	\$ 7,820.74	\$ 0.00	0.0%	0.4%
1,050	Aon PLC (AON)	83.8900	88,084.50	72,719.85	15,364.65	735.00	0.8	0.7
240	Accenture PLC (ACN)	82.2200	19,732.80	18,452.61	1,280.19	446.40	2.3	0.2
977	Eaton Corp PLC (ETN)	76.1200	74,369.24	56,146.87	18,222.37	1,641.36	2.2	0.6
1,320	Ingersoll-Rand PLC (IR)	61.6000	81,312.00	66,933.64	14,378.36	1,108.80	1.4	0.6
2,370	Invesco Limited (IVZ)	36.4000	86,268.00	77,858.29	8,409.71	2,133.00	2.5	0.7
1,190	Avago Technologies (AVGO)	52.8790	62,926.01	50,465.52	12,460.49	1,190.00	1.9	0.5
650	AT&T Inc (T)	35.1600	22,854.00	20,405.92	2,448.08	1,196.00	5.2	0.2
1,040	Adobe Systems Inc (ADBE)	59.8790	62,274.16	49,534.68	12,739.48	0.00	0.0	0.5
12,870	Alcatel-Lucent (ALU) Sponsored ADR	4.4000	56,628.00	49,892.43	6,735.57	0.00	0.0	0.4
447	Allergan Inc (AGN)	111.0800	49,652.76	48,311.61	1,341.15	89.40	0.2	0.4
221	Amazon Com Inc (AMZN)	398.7900	88,132.59	53,738.99	34,393.60	0.00	0.0	0.7
564	Amgen Inc (AMGN)	114.0800	64,341.12	65,893.75	-1,552.63	1,376.16	2.1	0.5
302	Apple Inc (AAPL)	561.0200	169,428.04	82,054.12	87,373.92	3,684.40	2.2	1.3
870	Beam Inc (BEAM)	68.0600	59,212.20	51,683.07	7,529.13	783.00	1.3	0.5
1,320	Bristol-Myers Squibb Company (BMY)	53.1500	70,158.00	57,892.69	12,265.31	1,900.80	2.7	0.5
1,360	Cabot Oil & Gas Corp Cl A (COG)	38.7600	52,713.60	49,036.13	3,677.47	108.80	0.2	0.4



Equities

U.S. large cap
continued

Shares	par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
700		Capital One Financial Corporation (COF)	76.6100	53,627.00	30,168.54	23,458.46	840.00	1.6	0.4
530		Caterpillar Inc (CAT)	90.8100	48,129.30	44,467.95	3,661.35	1,272.00	2.6	0.4
890		Celanese Corp (CE)	55.3100	49,225.90	43,791.12	5,434.78	640.80	1.3	0.4
		Series A							
2,150		Centerpoint Energy Inc (CNP)	23.1800	49,837.00	53,949.09	-4,112.09	1,784.50	3.6	0.4
494		Chevron Corporation (CVX)	124.9100	61,705.54	62,365.43	-659.89	1,976.00	3.2	0.5
1,140		Coca - Cola Co (KO)	41.3100	47,093.40	46,429.81	663.59	1,276.80	2.7	0.4
1,600		Comcast Corp Cl A (CMCSA)	51.9650	83,144.00	74,920.90	8,223.10	1,248.00	1.5	0.6
470		Costco Whsl Corp New (COST)	119.0200	55,939.40	55,502.67	436.73	582.80	1.0	0.4
780		The Walt Disney Company (DIS)	76.4000	59,592.00	35,787.30	23,804.70	670.80	1.1	0.5
720		Dover Corp (DOV)	96.5400	69,508.80	62,999.00	6,509.80	1,080.00	1.6	0.5
760		Express Scripts Holdings, Inc. (ESRX)	70.2400	53,382.40	45,150.17	8,232.23	0.00	0.0	0.4
540		Exxon Mobil Corp (XOM)	101.2000	54,648.00	19,228.36	35,419.64	1,360.80	2.5	0.4
560		Facebook Inc. (FB)	54.6490	30,603.44	20,378.68	10,224.76	0.00	0.0	0.2
460		Family Dlr Stores Inc (FDO)	64.9700	29,886.20	32,377.61	-2,491.41	478.40	1.6	0.2
1,860		Fidelity National Financial Inc (FNF)	32.4500	60,357.00	55,981.04	4,375.96	1,339.20	2.2	0.5
970		Freeport McMoran Copper & Gold Inc (FCX)	37.7400	36,607.80	28,241.36	8,366.44	1,212.50	3.3	0.3
2,716		General Electric Company (GE)	28.0300	76,129.48	55,160.34	20,969.14	2,390.08	3.1	0.6
810		Gilead Sciences Inc (GILD)	75.1000	60,831.00	49,908.64	10,922.36	0.00	0.0	0.5
134		Google Inc (GOOG)	1,120.7100	150,175.14	120,517.89	29,657.25	0.00	0.0	1.1
1,060		Halliburton Co (HAL)	50.7500	53,795.00	49,039.20	4,755.80	636.00	1.2	0.4
910		Harley Davidson Inc (HOG)	69.2400	63,008.40	53,375.88	9,632.52	764.40	1.2	0.5
660		Home Depot Inc (HD)	82.3400	54,344.40	52,742.52	1,601.88	1,029.60	1.9	0.4
810		Honeywell Intl Inc (HON)	91.3700	74,009.70	68,513.93	5,495.77	1,458.00	2.0	0.6
387		Intercontinentalexchange Group, Inc (ICE)	224.9200	87,044.04	56,450.81	30,593.23	1,006.20	1.2	0.7
772		JP Morgan Chase & Co (JPM)	58.4800	45,146.56	16,769.46	28,377.10	1,173.44	2.6	0.3



Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current' Pct of yield holdings
1,130	Johnson Controls Inc (JCI)	51.3000	57,969.00	46,398.14	11,570.86	994.40	1.7 0.4
420	K L A - Tencor Corp (KLAC)	64.4600	27,073.20	27,144.65	-71.45	756.00	2.8 0.2
890	Las Vegas Sands Corp (LVS)	78.8700	70,194.30	50,213.26	19,981.04	1,246.00	1.8 0.5
1,810	Marathon Oil Corp (MRO)	35.3000	63,893.00	67,299.66	-3,406.66	1,375.60	2.2 0.5
1,700	Mettlife Inc (MET)	53.9200	91,664.00	85,916.64	5,747.36	1,870.00	2.0 0.7
1,590	Mondelez International (MDLZ)	35.3000	56,127.00	50,156.24	5,970.76	890.40	1.6 0.4
830	National Oilwell Varco Inc (NOV)	79.5300	66,009.90	58,522.88	7,487.02	863.20	1.3 0.5
950	Nucor Corp (NUE)	53.3800	50,711.00	44,799.15	5,911.85	1,406.00	2.8 0.4
900	Owen Financial Corporation (OCN)	55.4500	49,905.00	44,550.90	5,355.00	0.00	0.0 0.4
680	PNC Financial Services Group (PNC)	77.5800	52,754.40	52,664.98	89.42	1,196.80	2.3 0.4
411	P V H Corp (PVH)	136.0200	55,904.22	39,201.34	16,702.88	61.65	0.1 0.4
968	Pepsico Inc (PEP)	82.9400	80,285.92	44,991.05	35,294.87	2,197.36	2.7 0.6
2,562	Pfizer Inc (PFE)	30.6300	78,474.06	55,516.48	22,957.58	2,664.48	3.4 0.6
550	Philip Morris International Inc (PM)	87.1300	47,921.50	24,239.38	23,682.12	2,068.00	4.3 0.4
1,080	The Procter & Gamble Company (PG)	81.4100	87,922.80	88,309.22	-386.42	2,598.48	3.0 0.7
1,230	Salesforce.Com Inc (CRM)	55.1900	67,883.70	55,537.33	12,346.37	0.00	0.0 0.5
670	Schlumberger Ltd (SLB)	90.1100	60,373.70	55,027.95	5,345.75	837.50	1.4 0.5
590	Sempra Energy (SRE)	89.7600	52,958.40	52,139.37	819.03	1,486.80	2.8 0.4
1,260	Servicenow, Inc (NOW)	56.0100	70,572.60	55,541.87	15,030.73	0.00	0.0 0.5
454	Shire PLC (SHPG) ADR	141.2900	64,145.66	50,180.44	13,965.22	239.71	0.4 0.5
1,970	Southwestern Energy Co (SWN)	39.3300	77,480.10	76,756.91	723.19	0.00	0.0 0.6
1,240	State Street Corp (STT)	73.3900	91,003.60	87,853.75	3,149.85	1,289.60	1.4 0.7
2,470	Taiwan Semiconductor Mfg Co Ltd (TSM) Sponsored ADR	17.4400	43,076.80	42,403.23	673.57	990.47	2.3 0.3
1,630	Teva Pharmaceutical Inds Ltd ADR (TEVA)	40.0800	65,330.40	63,764.95	1,565.45	1,770.18	2.7 0.5
394	Thermo Fisher Scientific Inc (TMO)	111.3500	43,871.90	41,709.91	2,161.99	236.40	0.5 0.3

BNY MELLON
WEALTH MANAGEMENT

Portfolio manager

James R Hepfer, III
717 221 3036

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Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
202	Union Pac Corp (UNP)	168.0000	33,936.00	32,638.65	1,297.35	638.32	1.9	0.3
634	United Technologies Corp (UTX)	113.8000	72,149.20	68,148.91	4,000.29	1,496.24	2.1	0.6
1,100	Valero Energy Corp New (VLO)	50.4000	55,440.00	39,682.28	15,757.72	990.00	1.8	0.4
450	Verizon Communications Inc (VZ)	49.1400	22,113.00	22,372.20	-259.20	954.00	4.3	0.2
340	Vmware Inc (VMW)	89.7100	30,501.40	28,146.15	2,355.25	0.00	0.0	0.2
2,330	Wells Fargo & Company (WFC)	45.4000	105,782.00	57,798.21	47,983.79	2,796.00	2.6	0.8
2,130	Yahoo Inc (YHOO)	40.4400	86,137.20	60,591.69	25,545.51	0.00	0.0	0.7
690	Yum! Brands Inc (YUM)	75.6100	52,170.90	51,009.63	1,161.27	1,021.20	2.0	0.4
33,501.948	BNY Mellon Income Stock Fund (MPISX)	9.1700	307,212.86	295,487.18	11,725.68	6,800.90	2.2	2.3
20,558.226	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	16.2400	333,865.59	273,777.03	60,088.56	2,898.71	0.9	2.5
16,273.195	Dreyfus U.S. Equity Fund (DPUIX)	19.9200	324,162.04	301,309.56	22,852.48	2,506.07	0.8	2.5
Total U.S. large cap			\$ 5,667,602.27	\$ 4,743,985.40	\$ 923,616.87	\$ 87,753.91		42.9%
U.S. mid cap								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
63,701.49	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	\$ 14.5000	\$ 923,671.61	\$ 647,822.70	\$ 275,848.91	\$ 3,439.88	0.4%	7.0%
Total U.S. mid cap			\$ 923,671.61	\$ 647,822.70	\$ 275,848.91	\$ 3,439.88		7.0%
U.S. small cap								

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
8,981.386	Dreyfus Opportunistic Small Cap Fund(DSCVX)	\$ 35.8400	\$ 321,892.87	\$ 229,966.95	\$ 91,925.92	\$ 0.00	0.0%	2.4%



U.S. small cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
9,852,608	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	24.8300	244,640.26	190,736.51	53,903.75	831.56	0.3	1.9
Total U S small cap			\$ 566,533.13	\$ 420,703.46	\$ 145,829.67	\$ 831.56		4.3%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
21,613.18	BNY Mellon International Fund (MPITX)	\$ 12.5000	\$ 270,164.75	\$ 214,118.48	\$ 56,046.27	\$ 4,344.25	1.6%	2.0%
10,989,663	Dreyfus/Newton International Equity (SNIEX) Fund	20.3400	223,122.95	149,732.88	73,390.07	4,014.90	1.8	1.7
17,760,702	Strategic International Stock Fund (DISRX)	15.5800	276,711.74	212,347.77	64,363.97	4,244.81	1.5	2.1
Total developed international			\$ 769,999.44	\$ 576,199.13	\$ 193,800.31	\$ 12,603.96		5.8%

Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
66,202,736	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 9.9400	\$ 658,055.20	\$ 610,000.00	\$ 48,055.20	\$ 7,017.49	1.1%	5.0%
6,207,966	Dfa Emerging Markets Core Equity (DFCEX) Funds	19.4600	120,807.02	120,000.00	807.02	2,452.15	2.0	0.9

Total emerging markets

			\$ 778,862.22	\$ 730,000.00	\$ 48,862.22	\$ 9,469.64		5.9%
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Equity reits

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
15,734,272	Dreyfus Global Real Estate (DRLIX) Securities Fund	\$ 8.1000	\$ 127,447.60	\$ 120,000.00	\$ 7,447.60	\$ 4,201.05	3.3%	1.0%

Total equity reits

			\$ 127,447.60	\$ 120,000.00	\$ 7,447.60	\$ 4,201.05		1.0%
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Total equities

			\$ 8,834,116.27	\$ 7,238,710.69	\$ 1,595,405.58	\$ 118,300.00		66.9%
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Total assets

			\$ 13,215,958.04	\$ 11,575,746.84	\$ 1,640,211.20	\$ 230,908.94		100.0%
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