Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation STELLA SMITH CHARITABLE TRUST	A Employer identification number 23-7365134
Number and street (or P O box number if mail is not delivered to street address) Room/suite 1911 COUNTRY CLUB	B Telephone number 501-376-0504
City or town, state or province, country, and ZIP or foreign postal code LITTLE ROCK, AR 72207	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 15,590,925. J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	Description	(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	30,249.	30,249.		STATEMENT 2
	4	Dividends and interest from securities	252,127.	252,375.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	259,776.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 2,997,425.				
	7	Capital gain net income (from Part IV, line 2)		282,697.		
	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)				
	11	Other income	510,632.	4,342.		STATEMENT 4
	12	**Total.** Add lines 1 through 11	1,052,784.	569,663.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	144,000.	36,000.		108,000.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 5	13,790.	0.		13,790.
	b	Accounting fees STMT 6	22,725.	5,681.		17,044.
	c	Other professional fees STMT 7	67,139.	33,570.		33,570.
	17	Interest				
	18	Taxes STMT 8	8,472.	7,451.		1,021.
	19	Depreciation and depletion				
	20	Occupancy	6,180.	0.		6,180.
	21	Travel, conferences, and meetings	9,267.	0.		9,267.
	22	Printing and publications	145.	0.		145.
	23	Other expenses STMT 9	1,725.	0.		1,725.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	273,443.	82,702.		190,742.
	25	Contributions, gifts, grants paid	587,073.			587,073.
	26	**Total expenses and disbursements.** Add lines 24 and 25	860,516.	82,702.		777,815.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	192,268.			
	b	**Net investment income** (if negative, enter -0-)		486,961.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	63,498.	805,111.	805,111.
	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			
	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 10	1,124,536.	1,019,613.	1,019,613.
	b Investments - corporate stock STMT 11	9,453,114.	10,357,411.	10,357,411.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	2,821,252.	3,408,790.	3,408,790.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	13,462,400.	15,590,925.	15,590,925.
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 ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	12,187,784.	12,187,784.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,274,616.	3,403,141.	
	30 **Total net assets or fund balances**	13,462,400.	15,590,925.	
	31 **Total liabilities and net assets/fund balances**	13,462,400.	15,590,925.	

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	13,462,400.
2 Enter amount from Part I, line 27a	2	192,268.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN/LOSS	3	1,936,257.
4 Add lines 1, 2, and 3	4	15,590,925.
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	15,590,925.

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	MORGAN KEEGAN- SEE ATTACHED	P	01/01/13	12/31/13
b	MORGAN KEEGAN- SEE ATTACHED	P	01/01/12	12/31/13
c	STEPHENS-(5320) SEE ATTACHED	P	01/01/13	12/31/13
d	STEPHENS-(5320) SEE ATTACHED	P	01/01/12	12/31/13
e	STEPHENS-(1328) SEE ATTACHED	P	01/01/13	12/31/13
f	STEPHENS-(1328) SEE ATTACHED	P	01/01/12	12/31/13
g	ISHARES 1-3 YEAR TREASURY BOND	P	12/30/09	04/16/13
h	ISHARES 1-3 YEAR TREASURY BOND	P	12/11/12	04/16/13
i	ISHARES GLOBAL ENERGY	P	01/01/12	04/16/13
j	ISHARES US OIL & GAS	P	01/01/12	04/16/13
k	MARKET VECTORS GOLD MINERS ETF	P	12/30/09	12/18/13
l	MARKET VECTORS GOLD MINERS ETF	P	04/16/13	12/18/13
m	PLUM CREEK TIMBER CO INC	P	12/30/09	04/16/13
n	POWERSHARES DB ARGICULTURE FUND	P	12/30/09	12/18/13
o	POWERSHARES DB BASE METALS FUND	P	12/30/09	12/18/13

	(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	247,883.		189,297.	58,586.
b	138,125.		137,477.	648.
c	144,471.		142,174.	2,297.
d	265,938.		262,430.	3,508.
e	345,747.		263,991.	81,756.
f	751,965.		665,852.	86,113.
g	845.		831.	14.
h	845.		845.	0.
i	5,955.		5,684.	271.
j	13,347.		10,704.	2,643.
k	19,508.		48,345.	-28,837.
l	9,594.		13,613.	-4,019.
m	13,290.		10,165.	3,125.
n	200,980.		194,257.	6,723.
o	88,468.		97,851.	-9,383.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				58,586.
b				648.
c				2,297.
d				3,508.
e				81,756.
f				86,113.
g				14.
h				0.
i				271.
j				2,643.
k				-28,837.
l				-4,019.
m				3,125.
n				6,723.
o				-9,383.

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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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	UNITED STATES 12 MONTH NATURAL GAS	P	01/12/10	12/18/13
b	UNITED STATES 12 MONTH OIL FUND	P	01/12/10	04/16/13
c	UNITED STATES GASOLINE FUND	P	01/12/10	04/16/13
d	WINDSTREAM CORPORATION	P	08/28/12	08/07/13
e	TRONOX LIMITED SHS CLASS A	P	01/31/13	09/13/13
f	RAYONIER INCORPORATED	P	07/10/12	12/17/13
g	WINDSTREAM CORPORATION	P	07/10/12	08/07/13
h	ISHARES SELECT DIVD ETF	P	11/19/10	03/11/13
i	ROSE ROCK MIDSTREAM	P	07/10/12	03/27/13
j	ROSE ROCK MIDSTREAM	P	07/10/12	03/28/13
k	ROSE ROCK MIDSTREAM	P	07/10/12	05/28/13
l	ROSE ROCK MIDSTREAM	P	08/01/12	05/29/13
m	ROSE ROCK MIDSTREAM	P	08/28/12	05/30/13
n	CAPITAL GAIN DISTRIBUTIONS	P	01/01/12	12/31/13
o				

	(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	27,276.		29,520.	-2,244.
b	7,347.		8,004.	-657.
c	2,439.		2,720.	-281.
d	42,604.		46,070.	-3,466.
e	25,382.		19,318.	6,064.
f	170,487.		198,391.	-27,904.
g	105,047.		116,434.	-11,387.
h	93,116.		72,239.	20,877.
i	28,609.		18,078.	10,531.
j	47,042.		29,748.	17,294.
k	20,981.		13,100.	7,881.
l	136,139.		87,721.	48,418.
m	40,745.		29,869.	10,876.
n	3,250.			3,250.
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				-2,244.
b				-657.
c				-281.
d				-3,466.
e				6,064.
f				-27,904.
g				-11,387.
h				20,877.
i				10,531.
j				17,294.
k				7,881.
l				48,418.
m				10,876.
n				3,250.
o				

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	282,697.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-13

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				
b	SEE ATTACHED STATEMENTS			
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				
b				
c				
d				
e	2,997,425.		2,714,728.	282,697.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				282,697.

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	282,697.
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). If (loss), enter -0- in Part I, line 8	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	675,241.	13,325,153.	.050674
2011	750,787.	12,503,082.	.060048
2010	779,270.	13,638,386.	.057138
2009	629,539.	12,475,899.	.050460
2008	812,742.	16,044,592.	.050655

2	**Total** of line 1, column (d)	2	.268975
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	.053795
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,914,195.
5	Multiply line 4 by line 3	5	802,309.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,870.
7	Add lines 5 and 6	7	807,179.
8	Enter qualifying distributions from Part XII, line 4	8	777,815.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	9,739.
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	9,739.
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	9,739.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 8,000.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,600.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	14,600.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	86.
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	4,775.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 4,775. **Refunded** ▶	11	0.

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		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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AR			
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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ MIKE MAYTON Telephone no. ▶ 501-376-0504

Located at ▶ 1911 COUNTRY CLUB, LITTLE ROCK, AR ZIP+4 ▶ 72207

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:

(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 | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ 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
MICHAEL R. MAYTON 1911 COUNTRY CLUB RD LITTLE ROCK, AR 72207	TRUSTEE 4.00	75,000.	0.	0.
CATHERINE H MAYTON 1911 COUNTRY CLUB RD LITTLE ROCK, AR 72207	TRUSTEE 4.00	69,000.	0.	0.
KAY KELLEY ARNOLD 1911 COUNTRY CLUB RD LITTLE ROCK, AR 72207	TRUSTEE 4.00	0.	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

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

3 Five highest-paid independent contractors for professional services. 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 N/A	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,924,060.
b	Average of monthly cash balances	1b	217,255.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	15,141,315.
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	15,141,315.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	227,120.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,914,195.
6	**Minimum investment return.** Enter 5% of line 5	6	745,710.

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	745,710.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	9,739.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	591.		
c	Add lines 2a and 2b			2c	10,330.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	735,380.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	735,380.
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	735,380.

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	777,815.
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	777,815.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	777,815.

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				735,380.
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 — 18,110.				
b From 2009 — 19,533.				
c From 2010 — 104,611.				
d From 2011 — 134,859.				
e From 2012 — 15,620.				
f **Total** of lines 3a through e	292,733.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 777,815.				
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				735,380.
e Remaining amount distributed out of corpus	42,435.			
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	335,168.			
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	18,110.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	317,058.			
10 Analysis of line 9:				
a Excess from 2009 — 19,533.				
b Excess from 2010 — 104,611.				
c Excess from 2011 — 134,859.				
d Excess from 2012 — 15,620.				
e Excess from 2013 — 42,435.				

Form **990-PF** (2013)

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10-10-13

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year-see instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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 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				
ARKANSAS CHILDREN'S HOSPITAL 1 CHILDREN'S WAY LITTLE ROCK, AR 72202		PUBLIC CHARITY	GENERAL FUND	130,840.
ARKANSAS REPERATORY THEATRE 601 MAIN STREET LITTLE ROCK, AR 72201		PUBLIC CHARITY	GENERAL FUND	40,000.
ARKANSAS SYMPHONY ORCHESTRA P.O. BOX 7328 LITTLE ROCK, AR 72217		PUBLIC CHARITY	GENERAL FUND	77,500.
BAPTIST HEALTH FOUNDATION 9601 INTERSTATE 630, EXIT 7 LITTLE ROCK, AR 72205		PUBLIC CHARITY	GENERAL FUND	17,500.
CRYSTAL BRIDGES MUSEUM OF AMERICAN ART 600 MUSUEM WAY BENTONVILLE, AR 72712		PUBLIC CHARITY	GENERAL FUND	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	587,073.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
EPISCOPAL COLLEGIATE SCHOOL 1701 CANTRELL ROAD LITTLE ROCK, AR 72201		PUBLIC CHARITY	GENERAL FUND	55,000.
HOUSE OF PRAYER 28215 CHENAL VALLEY DRIVE LITTLE ROCK, AR 72223		PUBLIC CHARITY	GENERAL FUND	5,000.
NATIONAL SYMPHONY ORCHESTRA 2700 F STREET NW WASHINGTON, DC 20566		PUBLIC CHARITY	GENERAL FUND	10,000.
SMITHSONIAN MUSIC P.O. BOX 37012 WASHINGTON, DC 20013-7012		PUBLIC CHARITY	GENERAL FUND	1,000.
THE 20TH CENTURY CLUB PO BOX 21282 LITTLE ROCK, AR 72221		PUBLIC CHARITY	GENERAL FUND	12,000.
UNIVERSITY OF ARKANSAS AT LITTLE ROCK 2801 S. UNIVERSITY AVENUE LITTLE ROCK, AR 72204		PUBLIC CHARITY	GENERAL FUND	77,000.
UNIVERSITY OF ARKANSAS FOUNDATION 535 RESEARCH CENTER BLVD, SUITE 120 FAYETTEVILLE, AR 72701		PUBLIC CHARITY	GENERAL FUND	29,993.
ACCESSIBILITIES, INC. 10618 BRECKENRIDGE DRIVE LITTLE ROCK, AR 72211		PUBLIC CHARITY	GENERAL FUND	25,000.
ARKANSAS ARTS CENTER 501 E. 9TH STREET LITTLE ROCK, AR 72202		PUBLIC CHARITY	GENERAL FUND	25,000.
CLINTON SCHOOL OF PUBLIC SERVICE 1200 PRESIDENT CLINTON AVE LITTLE ROCK, AR 72201		PUBLIC CHARITY	GENERAL FUND	1,000.
Total from continuation sheets				296,233.

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
KENNEDY CENTER FOR PERFORMING ARTS 2700 F STREET NW WASHINGTON, DC 20566		PUBLIC CHARITY	GENEARL FUND	20,490.
MOUNT VERNON ESTATE 3200 MT. VERNON MEMORIAL HWY MT. VERNON, VA 22121		PUBLIC CHARITY	GENERAL FUND	6,250.
NATIONAL PORTRAIT GALLERY SMITHSONIAN 8TH AND F STS NW WASHINGTON, DC 20001		PUBLIC CHARITY	GENERAL FUND	10,000.
PHILANDER SMITH COLLEGE 900 W DAISY L GATSON BATES DR LITTLE ROCK, AR 72202		PUBLIC CHARITY	GENERAL FUND	1,000.
WESTERN AMATEUR 87TH STREET & WESTERN AVENUE CHICAGO, IL 60620		PUBLIC CHARITY	GENERAL FUND	12,500.
WOMEN AND CHILDREN FIRST 5233 N. CLARK ST. CHICAGO, IL 60640		PUBLIC CHARITY	GENERAL FUND	5,000.
Total from continuation sheets				

323631
05-01-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	30,249.	
4 Dividends and interest from securities			14	252,127.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	523000	4,342.	14	506,290.	
8 Gain or (loss) from sales of assets other than inventory			18	259,776.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		4,342.		1,048,442.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,052,784.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
119	N/A

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

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

Signature of officer or trustee: Michael R. Maynton — Date: 9/25/14 — Title: TRUSTEE

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 ☐ if self-employed	PTIN
PHILLIP W. COX		09/20/14		P00507607

Firm's name ▶ JPMS COX, PLLC — Firm's EIN ▶ 20-1776739

Firm's address ▶ 11300 CANTRELL ROAD, SUITE 301
LITTLE ROCK, AR 72212 — Phone no. 501-227-5800

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN KEEGAN- SEE ATTACHED	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
247,883.	189,297.	0.	0.	58,586.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MORGAN KEEGAN- SEE ATTACHED	PURCHASED	01/01/12	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
138,125.	157,337.	0.	0.	-19,212.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STEPHENS-(5320) SEE ATTACHED	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
144,471.	142,342.	0.	0.	2,129.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STEPHENS-(5320) SEE ATTACHED	PURCHASED	01/01/12	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
265,938.	262,430.	0.	0.	3,508.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STEPHENS-(1328) SEE ATTACHED	PURCHASED	01/01/13	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
345,747.	263,991.	0.	0.	81,756.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
STEPHENS-(1328) SEE ATTACHED	PURCHASED	01/01/12	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
751,965.	665,852.	0.	0.	86,113.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES 1-3 YEAR TREASURY BOND	PURCHASED	12/30/09	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
845.	831.	0.	0.	14.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES 1-3 YEAR TREASURY BOND	PURCHASED	12/11/12	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
845.	845.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES GLOBAL ENERGY	PURCHASED	01/01/12	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,955.	5,684.	0.	0.	271.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES US OIL & GAS	PURCHASED	01/01/12	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,347.	10,704.	0.	0.	2,643.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARKET VECTORS GOLD MINERS ETF	PURCHASED	12/30/09	12/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,508.	48,345.	0.	0.	-28,837.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARKET VECTORS GOLD MINERS ETF	PURCHASED	04/16/13	12/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,594.	13,613.	0.	0.	-4,019.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PLUM CREEK TIMBER CO INC	PURCHASED	12/30/09	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,290.	10,165.	0.	0.	3,125.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB ARGICULTURE FUND	PURCHASED	12/30/09	12/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
200,980.	194,257.	0.	0.	6,723.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB BASE METALS FUND	PURCHASED	12/30/09	12/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,468.	97,851.	0.	0.	-9,383.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED STATES 12 MONTH NATURAL GAS	PURCHASED	01/12/10	12/18/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,276.	29,520.	0.	0.	-2,244.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED STATES 12 MONTH OIL FUND	PURCHASED	01/12/10	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,347.	8,004.	0.	0.	-657.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED STATES GASOLINE FUND	PURCHASED	01/12/10	04/16/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,439.	2,720.	0.	0.	-281.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WINDSTREAM CORPORATION	PURCHASED	08/28/12	08/07/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,604.	46,070.	0.	0.	-3,466.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TRONOX LIMITED SHS CLASS A	PURCHASED	01/31/13	09/13/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,382.	19,318.	0.	0.	6,064.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
RAYONIER INCORPORATED	PURCHASED	07/10/12	12/17/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
170,487.	198,391.	0.	0.	-27,904.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WINDSTREAM CORPORATION	PURCHASED	07/10/12	08/07/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
105,047.	119,327.	0.	0.	-14,280.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ISHARES SELECT DIVD ETF	PURCHASED	11/19/10	03/11/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93,116.	72,239.	0.	0.	20,877.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROSE ROCK MIDSTREAM	PURCHASED	07/10/12	03/27/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,609.	18,078.	0.	0.	10,531.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROSE ROCK MIDSTREAM	PURCHASED	07/10/12	03/28/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,042.	29,748.	0.	0.	17,294.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROSE ROCK MIDSTREAM	PURCHASED	07/10/12	05/28/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,981.	13,100.	0.	0.	7,881.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROSE ROCK MIDSTREAM	PURCHASED	08/01/12	05/29/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
136,139.	87,721.	0.	0.	48,418.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROSE ROCK MIDSTREAM	PURCHASED	08/28/12	05/30/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,745.	29,869.	0.	0.	10,876.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN DISTRIBUTIONS	PURCHASED	01/01/12	12/31/13

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,250.	0.	0.	0.	3,250.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	259,776.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STEPHENS	30,249.	30,249.	
TOTAL TO PART I, LINE 3	30,249.	30,249.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN KEEGAN	8,062.	0.	8,062.	8,062.	
RAYMOND JAMES	148,408.	0.	148,408.	148,391.	
STEPHENS	95,657.	0.	95,657.	95,922.	
TO PART I, LINE 4	252,127.	0.	252,127.	252,375.	

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CAIN CAPITAL PARTNERS (K-1 FLOW THROUGH ACTIVITY)	3,520.	0.	
CAIN CAPITAL PARTNERS (K-1 FLOW THROUGH ACTIVITY)	207.	207.	
FOREST HILL PARTNERS (K-1 FLOW THROUGH ACTIVITY)	-58,351.	0.	
FOREST HILL PARTNERS (K-1 FLOW THROUGH ACTIVITY)	-5,317.	-5,317.	
FOREST HILL SELECT FUND LP (K-1 FLOW THROUGH ACTIVITY)	355,736.	0.	
FOREST HILL SELECT FUND LP (K-1 FLOW THROUGH ACTIVITY)	9,535.	9,535.	
ROSE ROCK MIDSTREAM, LP (K-1 FLOW THROUGH ACTIVITY)	4,303.	0.	
ROSE ROCK MIDSTREAM, LP (K-1 FLOW THROUGH ACTIVITY)	873.	873.	
SUSSER PETROLEUM PARTNERS (K-1 FLOW THROUGH ACTIVITY)	4,089.	0.	
SUSSER PETROLEUM PARTNERS (K-1 FLOW THROUGH ACTIVITY)	-956.	-956.	
PATRONAGE DIVIDENDS - PRODUCERS RICE MILL	28,565.	0.	
GROWERS ELEVATOR - CASH LIQUIDATION DISTRIBUTION	168,428.	0.	
UNITED STATES GASOLINE FUND (K-1 FLOW THROUGH ACTIVITY)	0.	0.	
UNITED STATES OIL FUND (K-1 FLOW THROUGH ACTIVITY)	0.	0.	
POWERSHARES DB BASE METALS FUND (K-1 FLOW THROUGH ACTIVITY)	0.	0.	
POWERSHARES DB AGRICULTURE FUND (K-1 FLOW THROUGH ACTIVITY)	0.	0.	

UNITED STATES NATURAL GAS FUND, LP (K-1 FLOW THROUGH ACTIVITY)	0.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	510,632.	4,342.	

FORM 990-PF — LEGAL FEES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,790.	0.		13,790.
TO FM 990-PF, PG 1, LN 16A	13,790.	0.		13,790.

FORM 990-PF — ACCOUNTING FEES — STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JPMS COX	22,725.	5,681.		17,044.
TO FORM 990-PF, PG 1, LN 16B	22,725.	5,681.		17,044.

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	67,139.	33,570.		33,570.
TO FORM 990-PF, PG 1, LN 16C	67,139.	33,570.		33,570.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME TAX	1,021.	0.		1,021.
FOREIGN TAX EXPENSE	7,451.	7,451.		0.
TO FORM 990-PF, PG 1, LN 18	8,472.	7,451.		1,021.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	750.	0.		750.
INSURANCE EXPENSE	250.	0.		250.
DUES AND SUBSCRIPTIONS	725.	0.		725.
TO FORM 990-PF, PG 1, LN 23	1,725.	0.		1,725.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FHLMC	X		77,411.	77,411.
FNMA	X		289,681.	289,681.
US T-NOTES	X		652,521.	652,521.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,019,613.	1,019,613.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,019,613.	1,019,613.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ALLSTATE CORPORATION	92,718.	92,718.
AMERICAN INTERNATIONAL GROUP INC	141,919.	141,919.
ASTRAZENECA PLC SPONSORED ADR	56,698.	56,698.
B B & T CORP	18,473.	18,473.
BANK OF AMERICA CORP	131,722.	131,722.
BANK OF NEW YORK MELLON CORP	31,970.	31,970.
BOEING COMPANY	37,535.	37,535.
CA INC	0.	0.
CAPTIAL ONE	94,230.	94,230.
CITIGROUP INC	113,704.	113,704.
COMCAST CORPORATION	41,899.	41,899.
CORNING INCORPORTATED	108,613.	108,613.
CUMMINS INC	81,058.	81,058.
CVS/CAREMARK CORP	39,364.	39,364.
EDISON INTERNATIONAL	20,835.	20,835.
ELI LILLY & CO	0.	0.
EMBRAER S.A.	15,446.	15,446.
EXELON CORP	95,591.	95,591.
FIDELITY NATIONAL FINANCIAL F/K/A FIDELITY NATIONAL TITLE GROUP	353,381.	353,381.
GENERAL MILLS INCORPORATED	0.	0.
H & R BLOCK INCORPORATED	0.	0.
HEWLETT-PACKARD INCORPORATED	124,791.	124,791.
HUMANA INCORPORATED	38,708.	38,708.
INTERNATIONAL BUSINESS MACHINES INC	54,395.	54,395.
INTERPUBLIC GROUP OF COMPANIES	36,816.	36,816.
ISHARES BARCLAYS 1-3 YR CREDIT BOND FUND	19,829.	19,829.
ISHARES DJ SELECT DIVIDEND	891,875.	891,875.
ISHARES MSCI	603,855.	603,855.
ISHARES OIL & GAS EXPLORATION & PRODUCTION INDEX FUND	109,486.	109,486.
ISHARES S&P GLOBAL ENERGY SECTOR	101,351.	101,351.
ISHARES SILVER TRUST	25,165.	25,165.
J C PENNEY COMPANY INC	0.	0.
JOHNSON AND JOHNSON	84,263.	84,263.
JOHNSON CONTROLS INCORPORATED	93,623.	93,623.
JOHNSON&JOHNSON	279,350.	279,350.
JP MORGAN CHASE	158,481.	158,481.
KELLOGG COMPANY	26,260.	26,260.
KRAFT FOODS INC	0.	0.
LEAR CORP	42,104.	42,104.
LOCKHEED MARTIN CORP	62,437.	62,437.
LOWES COMPANIES INCORPORATED	0.	0.
MACQUARIE INFRASTR COMPANY LLC	93,941.	93,941.
MAGNA INTERNATIONAL INC CLASS A	28,721.	28,721.
MANPOWER INC	19,748.	19,748.
MARATHON OIL CORP	37,948.	37,948.

MARKET VECTORS GOLD MINERS ETF	0.	0.
MERCK & COMPANY INCORPORATED	16,517.	16,517.
METLIFE INC	0.	0.
MICROSOFT CORP	108,302.	108,302.
MONDELEZ INTERNATIONAL INC	17,121.	17,121.
MURPHY OIL CORPORATION	73,963.	73,963.
MURPHY USA INC	8,146.	8,146.
NORTHROP GRUMMAN CORP	28,079.	28,079.
NOVARTIS	39,788.	39,788.
NRG ENERGY INC	61,892.	61,892.
ORACLE CORPORATION	102,346.	102,346.
PACCAR INC	58,282.	58,282.
PEPSICO INCORPORATED	0.	0.
PFIZER INC	0.	0.
PHILIP MORRIS INTERNATIONAL INC	0.	0.
PHILLIPS 66	0.	0.
PLUM CREEK TIMBER CO INC	45,812.	45,812.
PNC FINANICAL SVCS CORP	0.	0.
POWERSHARES DB AGRICULTURE FUND	46,560.	46,560.
POWERSHARES DB BASE METALS FUND	36,923.	36,923.
POWERSHARES INTERNATIONAL DIV	1,013,100.	1,013,100.
PPL CORP	35,356.	35,356.
PROCTER & GAMBLE	249,115.	249,115.
PUBLIC SERVICE ENTERPRISES GROUP	68,245.	68,245.
RAYONIER INC	0.	0.
REGIONS FINANCIAL CORP	0.	0.
ROSE ROCK MIDSTREAM LP	0.	0.
ROYAL DUTCH SHELL PLC	138,578.	138,578.
SANOFI	56,043.	56,043.
SEABOX CONTAINER LEASING LTD	0.	0.
SOUTHERN COMPANY	35,149.	35,149.
SPDR BARCLAYS SHORT TERM CORPORATE BOND ETF	178,002.	178,002.
SPDR GOLD TRUST	87,671.	87,671.
STANLEY BLACK & DECKER INC	33,486.	33,486.
STATE STREET CORP	0.	0.
SUNCOR ENERGY INC (NEW)	226,984.	226,984.
SUSSER PETROLEUM PARTNERS	112,540.	112,540.
TARGET CORP	93,956.	93,956.
TE CONNECTIVITY LIMITED	36,813.	36,813.
TEXAS INSTRUMENTS	0.	0.
TORTISE MLP FUND, INC.	309,030.	309,030.
TOTAL SA	82,715.	82,715.
TRONOX LIMITED	221,472.	221,472.
UNITED HEALTH GROUP INC	97,890.	97,890.
UNITED STATES 12- MONTH NATURAL GAS FUND LP	17,708.	17,708.
UNITED STATES 12 - MONTH OIL FUND LP	112,989.	112,989.
UNITED STATES GASOLINE FUND	44,049.	44,049.
UNUMPROVIDENT CORP	75,071.	75,071.
VANGUARD INFORMATION TECH	214,896.	214,896.
VANGUARD INTERMEDIATE TERM CORP BOND	148,860.	148,860.
VANGUARD SHORT TERM CORPORATE BOND	347,841.	347,841.
VODAFONE GROUP PLC	122,058.	122,058.
WAL-MART STORES INC	107,018.	107,018.
WASHINGTON BANKING CO	264,177.	264,177.

WASTE MANAGEMENT INC (NEW)	270,566.	270,566.
WELLPOINT INC	64,211.	64,211.
WELLS FARGO & COMPANY	93,751.	93,751.
WHISTLER BLACKCOMB HOLDINGS	306,897.	306,897.
WINDSTREAM CORP	0.	0.
XL CAPITAL LTD - CLASS A	0.	0.
ZIMMER HOLDINGS INC	39,140.	39,140.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,357,411.	10,357,411.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PTP BASIS ADJUSTMENT	COST	100,464.	100,464.
DSBST	FMV	47,418.	47,418.
HSBST	FMV	47,418.	47,418.
MASTER LIMITED PARTNERSHIPS	FMV	3,213,490.	3,213,490.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,408,790.	3,408,790.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MIKE OR CATHY MAYTON
1911 COUNTRY CLUB
LITTLE ROCK, AR 72207

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
501-376-0504	N/A

FORM AND CONTENT OF APPLICATIONS

NO PARTICULAR FORM

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY THOSE IMPOSED IN TRUST DOCUMENT--EXCLUSIVELY FOR CHARITABLE RELIGIOUS, SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES, OR ANY OF THE ABOVE AS DEEMED PROPER.

Morgan Keegan & Company, Inc. Account 21285473

Supplemental Information

2013

SUMMARY OF PROCEEDS, GAINS & LOSSES AND TAX WITHHELD

Refer to the 1099-B and PROCEEDS NOT REPORTED to the IRS pages to ensure that you consider all relevant items and to determine the correct gains and losses. The amounts shown below are for informational purposes

Term*	Category	Detail Schedule	Gross Proceeds #	Cost Basis +	Wash Sale Loss Disallowed	Net Gain/Loss
Short	A (basis reported to the IRS)	Form 1099-B	247,882.88	189,296.78	0.00	58,586.10
Short	B (basis not reported to the IRS)	Form 1099-B	0.00	0.00	0.00	0.00
Short	C (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Short-term			247,882.88	189,296.78	0.00	58,586.10
Long	D (basis reported to the IRS)	Form 1099-B	0.00	0.00	0.00	0.00
Long	E (basis not reported to the IRS)	Form 1099-B	138,125.89	137,477.20	0.00	648.69
Long	F (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Long-term			138,125.89	137,477.20	0.00	648.69
Undetermined	B or E (basis not reported to the IRS)	Form 1099-B	0.00	0.00	0.00	0.00
Undetermined	C or F (Form 1099-B not received)	Proceeds not reported to IRS	0.00	0.00	0.00	0.00
Total Undetermined-term			0.00	0.00	0.00	0.00
		Total Categories A, B, D, E	**386,008.77**	**326,773.98**	**0.00**	**59,234.79**
		Total Category C, F	**0.00**	**0.00**	**0.00**	**0.00**
		Grand total	**386,008.77**	**326,773.98**	**0.00**	**59,234.79**

Withholding from Proceeds

Federal income tax withheld	0.00
State tax withheld	0.00

SUMMARY OF NON REPORTED INCOME, FEES, EXPENSES AND EXPENDITURES

The items in this section are not reported to the IRS They are presented here for your reference when preparing your tax return(s).

Interest Payments and Other Adjustments

Taxable accrued interest paid	0.00
Tax-exempt accrued interest paid	0.00
Tax-exempt accrued interest paid AMT	0.00
Taxable accrued interest paid on OID bonds	0.00
Non qualified interest	0.00
Taxable non qualified interest paid	0.00
Projected interest shortfall on contingent payment debt	0.00

Other Receipts

Partnership distributions	2,918.13
Foreign tax paid - partnership distributions	0.00
Return of principal distributions	0.00
Deferred income payment	0.00

Expenses

Margin interest	0.00
Dividends paid - short position	0.00
Interest paid - short position	0.00
Non reportable distribution expense	0.00
Other expenses	0.00
Severance tax	0.00

Fees and Payments Received

Deemed premium	0.00
Organizational expense	0.00
Income accrual - UIT	0.00
Miscellaneous fees	0.00
Basis adjustments	0.00
Tax-exempt investment expense	0.00
Foreign tax withholding paid in excess of treaty rate	0.00

Options Transactions

Sales	0.00
Short sales	0.00
Purchases	0.00
Purchases to close	0.00

*Amounts of undetermined-term must be reviewed to establish the correct acquisition date and whether the gains/losses are short-term or long-term.
Less commissions.
+Cost basis totals include only amounts that were available to us.

Morgan Keegan & Company, Inc. | Account 21285473

Proceeds from Broker and Barter Exchange Transactions

2013 1099-B* | OMB No. 1545-0715

*1c - SHORT-TERM TRANSACTIONS 6 - COVERED tax lot for which cost basis is reported to the IRS***

Report on Form 8949, Part I, with Box A checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc. #	1b - Date of acquisition	3 - Cost or other basis	5 - Wash sale loss disallowed	Gain or loss(-)	Additional information
SEABOX CONTAINER LEASING LTD / CUSIP. G79978105 / Symbol: BOX							
	6 tax lots for 01/31/13. Total proceeds (and cost when required) reported to the IRS.						
	2,900.000	*66,540.45*	*07/10/12*	*49,661.25*	.	*16,879.20*	*Sale*
	2,000.000	*45,889.97*	*07/12/12*	*33,584.00*	..	*12,305.97*	*Sale*
	100.000	*2,294.50*	*07/16/12*	*1,768.44*	...	*526.06*	*Sale*
	2,200.000	*50,421.26*	*07/16/12*	*38,905.65*	...	*11,515.61*	*Sale*
	2,200.000	*50,421.26*	*08/01/12*	*38,525.04*	...	*11,896.22*	*Sale*
	1,410.000	*32,315.44*	*08/28/12*	*26,852.40*	...	*5,463.04*	*Sale*
01/31/13	10,810.000	247,882.88	VARIOUS	189,296.78	0.00	58,586.10	Total of 6 lots
	Totals:	**247,882.88**		**189,296.78**	**0.00**	**58,586.10**	

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol — These columns are not reported to the IRS

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of stocks, bonds, etc. #	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
ISHARES MSCI EAFE INDEX FUND / CUSIP: 464287465 / Symbol: EFA							
01/14/13	1,000.000	58,033.69	06/13/06	59,992.00	..	-1,958.31	Sale
POWERSHARES INTERNATIONAL DIV / CUSIP: 73935X716 / Symbol: PID							
01/07/13	5,000.000	80,092 20	01/04/11	77,485.20	...	2,607.00	Sale
	Totals:	**138,125.89**		**137,477.20**	**0.00**	**648.69**	

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).**

**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS.

Less commissions.

1099-B: PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS **OMB NO. 1545-0715**

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09/06/2013	08/24/2012	626755102	0.25	MUSA	MURPHY USA INC	$9 68	$7 21	$0.00	$0.00	Covered	LONG TERM	$2 47
02/21/2013	01/06/2009	020002101	270.00	ALL	ALLSTATE CORPORATION	$12,511.52	$8,719 03	$0.00	$0.00	Noncovered	LONG TERM	$3,792 49
07/16/2013	02/23/2006	12673P105	380.00	CA	CA INC	$11,236.40	$10,404.40	$0.00	$0.00	Noncovered	LONG TERM	$832:00
09/04/2013	02/23/2006	12673P105	610.00	CA	CA INC	$17,897 08	$16,722.25	$0.00	$0.00	Noncovered	LONG TERM	$1,174.83
07/16/2013	VARIOUS	14040H105	160 00	COF	CAPITAL ONE FINL CORP	$10,606.21	$5,994.70	$0 00	$0.00	Noncovered	LONG TERM	$4,611 51
08/02/2013	10/15/2010	14040H105	155.00	COF	CAPITAL ONE FINL CORP	$10,749.06	$5,841 95	$0 00	$0 00	Noncovered	LONG TERM	$4,907.11
01/08/2013	VARIOUS	172967424	170.50	C	CITIGROUP INC	$7,206 87	$69,959 50	$0 00	$0 00	Noncovered	LONG TERM	($62,752 63)
02/04/2013	05/14/2010	126650100	5.00	CVS	CVS/CAREMARK CORP	$255.84	$178.65	$0.00	$0 00	Noncovered	LONG TERM	$77.19
02/21/2013	05/15/2009	281020107	200.00	EIX	EDISON INTERNATIONAL INC	$9,289.79	$5,698.00	$0.00	$0.00	Noncovered	LONG TERM	$3,591.79
05/23/2013	05/15/2009	281020107	110 00	EIX	EDISON INTERNATIONAL INC	$5,267.80	$3,133.90	$0.00	$0.00	Noncovered	LONG TERM	$2,133 90
08/02/2013	05/15/2009	281020107	50 00	EIX	EDISON INTERNATIONAL INC	$2,479.45	$1,424.50	$0.00	$0.00	Noncovered	LONG TERM	$1,054.95
02/21/2013	VARIOUS	532457108	110.00	LLY	ELI LILLY & COMPANY	$5,940.96	$6,104.84	$0.00	$0 00	Noncovered	LONG TERM	($163.87)
12/04/2013	03/16/2010	30161N101	95.00	EXC	EXELON CORP	$2,595.35	$4,085.25	$0.00	$1,489.90	Noncovered	LONG TERM	$0 00
02/21/2013	08/16/2010	428236103	220 00	HPQ	HEWLETT-PACKARD CO	$3,658 51	$8,918 65	$0 00	$0 00	Noncovered	LONG TERM	($5,260 14)
03/19/2013	VARIOUS	428236103	1,530 00	HPQ	HEWLETT-PACKARD CO	$34,883.22	$65,902 29	$0 00	$0 00	Noncovered	LONG TERM	($31,019 08)
02/21/2013	04/17/2008	708160106	215.00	JCP	J C PENNEY COMPANY INC	$4,422.45	$8,269 61	$0.00	$0.00	Noncovered	LONG TERM	($3,847.16)
03/19/2013	VARIOUS	708160106	515.00	JCP	J C PENNEY COMPANY INC	$8,564 26	$23,992 08	$0 00	$0 00	Noncovered	LONG TERM	($15,427 83)
03/04/2013	09/02/2010	478160104	110.00	JNJ	JOHNSON AND JOHNSON	$8,477 51	$6,432.80	$0.00	$0.00	Noncovered	LONG TERM	$2,044.71
05/23/2013	09/02/2010	478160104	15 00	JNJ	JOHNSON AND JOHNSON	$1,308 58	$877 20	$0.00	$0.00	Noncovered	LONG TERM	$431 38
02/21/2013	VARIOUS	46625H100	115.00	JPM	JP MORGAN CHASE & CO	$5,538.12	$4,537.90	$0.00	$0.00	Noncovered	LONG TERM	$1,000.22
03/04/2013	02/23/2006	46625H100	55 00	JPM	JP MORGAN CHASE & CO	$2,685 03	$2,262.70	$0.00	$0.00	Noncovered	LONG TERM	$422.33
08/02/2013	VARIOUS	539830109	145.00	LMT	LOCKHEED MARTIN CORP	$17,796.99	$10,316.35	$0 00	$0 00	Noncovered	LONG TERM	$7,480 64
02/21/2013	11/03/2010	58933Y105	45.00	MRK	MERCK & CO INC	$1,903 46	$1,630.80	$0.00	$0.00	Noncovered	LONG TERM	$272 66
04/02/2013	VARIOUS	59156R108	395.00	MET	METLIFE INC	$14,997.81	$18,382 35	$0 00	$0.00	Noncovered	LONG TERM	($3,384.54)
05/23/2013	02/23/2006	59156R108	110.00	MET	METLIFE INC	$4,612.22	$5,632.00	$0 00	$0.00	Noncovered	LONG TERM	($1,019.78)
06/18/2013	02/23/2006	594918104	165.00	MSFT	MICROSOFT CORP	$5,786 44	$4,400 55	$0 00	$0.00	Noncovered	LONG TERM	$1,385.89
11/19/2013	02/23/2006	594918104	625.00	MSFT	MICROSOFT CORP	$23,105.84	$16,668 75	$0.00	$0.00	Noncovered	LONG TERM	$6,437.09
11/19/2013	11/16/2006	666807102	40.00	NOC	NORTHROP GRUMMAN CORP	$4,425.52	$2,459 31	$0 00	$0.00	Noncovered	LONG TERM	$1,966.21
09/04/2013	09/06/2007	717081103	125.00	PFE	PFIZER INCORPORATED	$3,531.19	$3,083 75	$0 00	$0.00	Noncovered	LONG TERM	$447.44
09/04/2013	VARIOUS	718172109	145 00	PM	PHILIP MORRIS INTERNATIONAL INC	$12,126.13	$7,267 00	$0.00	$0.00	Noncovered	LONG TERM	$4,859 13
02/21/2013	VARIOUS	718546104	190.00	PSX	PHILLIPS 66	$11,730 33	$4,801 01	$0.00	$0.00	Noncovered	LONG TERM	$6,929 32
03/19/2013	VARIOUS	718546104	215 00	PSX	PHILLIPS 66	$13,948.88	$6,027.37	$0 00	$0.00	Noncovered	LONG TERM	$7,921.51
05/01/2013	VARIOUS	693475105	95.00	PNC	PNC FINANCIAL SVCS CORP	$6,440 86	$5,205 90	$0 00	$0.00	Noncovered	LONG TERM	$1,234 96
02/04/2013	VARIOUS	7591EP100	905.00	RF	REGIONS FINANCIAL CORP	$7,067.89	$4,873.60	$0 00	$0.00	Noncovered	LONG TERM	$2,394.29
06/18/2013	VARIOUS	7591EP100	890.00	RF	REGIONS FINANCIAL CORP	$7,974.26	$4,748.08	$0.00	$0.00	Noncovered	LONG TERM	$3,226 18
08/02/2013	12/17/2009	7591EP100	330.00	RF	REGIONS FINANCIAL CORP	$3,359 34	$1,810 05	$0 00	$0.00	Noncovered	LONG TERM	$1,549.29

1099-B: PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

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05/01/2013	02/23/2006	H84989104	115.00	TEL	TE CONNECTIVITY LIMITED	$4,972 48	$3,399.17	$0 00	$0 00	Noncovered	LONG TERM	$1,573.31
08/02/2013	02/23/2006	H84989104	230.00	TEL	TE CONNECTIVITY LIMITED	$11,821 79	$6,798.34	$0 00	$0.00	Noncovered	LONG TERM	$5,023.45
04/16/2013	10/20/2006	91529Y106	235.00	UNM	UNUM/PROVIDENT CORPORATION	$6,262 60	$4,845.70	$0 00	$0.00	Noncovered	LONG TERM	$1,416.90
05/23/2013	10/20/2006	91529Y106	205 00	UNM	UNUM/PROVIDENT CORPORATION	$5,614 85	$4,227.10	$0 00	$0.00	Noncovered	LONG TERM	$1,387.75
04/02/2013	VARIOUS	92857W209	540 00	.VOD/OLD	VODAFONE GROUP PLC	$16,102.43	$10,940.15	$0.00	$0 00	Noncovered	LONG TERM	$5,162 28
09/04/2013	08/04/2009	92857W209	395.00	.VOD/OLD	VODAFONE GROUP PLC	$12,647.67	$8,397.70	$0.00	$0 00	Noncovered	LONG TERM	$4,249.97
09/04/2013	VARIOUS	949746101	195 00	WFC	WELLS FARGO & COMPANY	$8,067 00	$18,299.20	$0.00	$0.00	Noncovered	LONG TERM	($10,232 20)
02/04/2013	08/06/2008	G98290102	125 00	XL	XL GROUP PLC (IRELAND)	$3,462 42	$2,389.70	$0.00	$0.00	Noncovered	LONG TERM	$1,072 72
02/21/2013	08/06/2008	G98290102	80.00	XL	XL GROUP PLC (IRELAND)	$2,271.95	$1,529.41	$0.00	$0.00	Noncovered	LONG TERM	$742 54
06/18/2013	02/21/2013	00817Y108	60.00	AET	AETNA INC	$3,712 73	$2,879.40	$0 00	$0.00	Covered	SHORT TERM	$833 33
08/02/2013	02/21/2013	00817Y108	525.00	AET	AETNA INC	$33,352.66	$25,194 75	$0 00	$0.00	Covered	SHORT TERM	$8,157.91
02/21/2013	VARIOUS	020002101	195.00	ALL	ALLSTATE CORPORATION	$9,036 09	$5,260.65	$0 00	$0.00	Covered	LONG TERM	$3,775.44
04/16/2013	08/01/2011	020002101	155 00	ALL	ALLSTATE CORPORATION	$7,655.27	$4,400.45	$0 00	$0.00	Covered	LONG TERM	$3,254 82
02/04/2013	04/04/2012	026874784	290.00	AIG	AMERICAN INTERNATIONAL GROUP INC	$11,161.84	$9,094 40	$0 00	$0.00	Covered	SHORT TERM	$2,067 44
03/04/2013	04/04/2012	026874784	110.00	AIG	AMERICAN INTERNATIONAL GROUP INC	$4,170.00	$3,449.60	$0 00	$0.00	Covered	SHORT TERM	$720 40
05/31/2013	04/04/2012	026874784	300 00	AIG	AMERICAN INTERNATIONAL GROUP INC	$13,406.76	$9,408 00	$0 00	$0.00	Covered	LONG TERM	$3,998 76
08/02/2013	04/04/2012	026874784	270.00	AIG	AMERICAN INTERNATIONAL GROUP INC	$13,151.47	$8,467.20	$0 00	$0 00	Covered	LONG TERM	$4,684 27
09/04/2013	04/04/2012	026874784	140.00	AIG	AMERICAN INTERNATIONAL GROUP INC	$6,710 08	$4,390.40	$0 00	$0.00	Covered	LONG TERM	$2,319.68
11/04/2013	02/21/2013	04621X108	345 00	AIZ	ASSURANT INC	$20,237 34	$14,107 05	$0 00	$0 00	Covered	SHORT TERM	$6,130 29
06/18/2013	11/02/2012	097023105	40 00	BA	BOEING COMPANY	$4,128.72	$2,806.80	$0 00	$0.00	Covered	SHORT TERM	$1,321 92
11/19/2013	11/02/2012	097023105	160.00	BA	BOEING COMPANY	$21,966 01	$11,227 20	$0 00	$0.00	Covered	LONG TERM	$10,738.81
12/04/2013	12/06/2012	097023105	50.00	BA	BOEING COMPANY	$6,529.38	$3,687 00	$0.00	$0 00	Covered	SHORT TERM	$2,842.38
09/04/2013	04/04/2012	12673P105	240 00	CA	CA INC	$7,041.48	$6,525.60	$0.00	$0.00	Covered	LONG TERM	$515.88
01/08/2013	08/02/2012	172967424	69.50	C	CITIGROUP INC	$2,937 70	$1,813.64	$0.00	$0.00	Covered	SHORT TERM	$1,124 05
05/31/2013	08/02/2012	172967424	230.00	C	CITIGROUP INC	$12,261.08	$6,001.99	$0.00	$0.00	Covered	SHORT TERM	$6,259 09
06/18/2013	08/02/2012	219350105	270 00	GLW	CORNING INCORPORATED	$4,087 72	$2,991.60	$0.00	$0.00	Covered	SHORT TERM	$1,096.12
08/02/2013	08/02/2012	219350105	230.00	GLW	CORNING INCORPORATED	$3,532 73	$2,548 40	$0 00	$0.00	Covered	SHORT TERM	$984.33
02/04/2013	VARIOUS	126650100	195 00	CVS	CVS/CAREMARK CORP	$9,977.93	$6,443.40	$0 00	$0.00	Covered	LONG TERM	$3,534 53
02/21/2013	02/17/2011	532457108	20.00	LLY	ELI LILLY & COMPANY	$1,080.18	$694 80	$0.00	$0 00	Covered	LONG TERM	$385 38
05/01/2013	02/17/2011	532457108	155.00	LLY	ELI LILLY & COMPANY	$8,531 00	$5,384.70	$0 00	$0 00	Covered	LONG TERM	$3,146.30
02/21/2013	06/18/2012	370334104	315 00	GIS	GENERAL MILLS INCORPORATED	$14,243 98	$12,146.40	$0.00	$0 00	Covered	SHORT TERM	$2,097.58
02/21/2013	10/21/2011	093671105	245 00	HRB	H & R BLOCK INCORPORATED	$5,938.66	$3,528 00	$0.00	$0.00	Covered	LONG TERM	$2,410.66

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03/04/2013	10/21/2011	093671105	520.00	HRB	H & R BLOCK INCORPORATED	$13,119.40	$7,488.00	$0 00	$0 00	Covered	LONG TERM	$5,631.40
03/04/2013	06/18/2012	093671105	65.00	HRB	H & R BLOCK INCORPORATED	$1,639.93	$1,008.65	$0.00	$0.00	Covered	SHORT TERM	$631.28
03/19/2013	06/18/2012	093671105	1,190 00	HRB	H & R BLOCK INCORPORATED	$32,867 06	$18,466.06	$0.00	$0.00	Covered	SHORT TERM	$14,401 00
04/16/2013	VARIOUS	093671105	540.00	HRB	H & R BLOCK INCORPORATED	$14,811 86	$8,699.21	$0.00	$0 00	Covered	SHORT TERM	$6,112.65
03/19/2013	12/06/2012	428236103	440.00	HPQ	HEWLETT-PACKARD CO	$10,031.77	$6,028.00	$0 00	$0 00	Covered	SHORT TERM	$4,003.77
06/18/2013	12/06/2012	428236103	410.00	HPQ	HEWLETT-PACKARD CO	$10,389 21	$5,617.00	$0.00	$0.00	Covered	SHORT TERM	$4,772.21
07/16/2013	12/06/2012	428236103	370 00	HPQ	HEWLETT-PACKARD CO	$9,738 23	$5,069.00	$0.00	$0.00	Covered	SHORT TERM	$4,669.23
08/02/2013	08/02/2012	460690100	540 00	IPG	INTERPUBLIC GROUP OF COMPANIES	$8,888.24	$5,227 20	$0.00	$0.00	Covered	SHORT TERM	$3,661.04
03/19/2013	11/19/2012	708160106	470.00	JCP	J C PENNEY COMPANY INC	$7,815.92	$7,877.20	$0 00	$0 00	Covered	SHORT TERM	($61.28)
04/16/2013	VARIOUS	708160106	105.00	JCP	J C PENNEY COMPANY INC	$1,546 61	$3,693.90	$0.00	$0 00	Covered	LONG TERM	($2,147.29)
04/16/2013	VARIOUS	708160106	1,715 00	JCP	J C PENNEY COMPANY INC	$25,261.38	$37,225.40	$0.00	$0.00	Covered	SHORT TERM	($11,964 02)
05/23/2013	03/05/2012	478160104	50.00	JNJ	JOHNSON AND JOHNSON	$4,361.92	$3,240 50	$0.00	$0.00	Covered	LONG TERM	$1,121.42
12/04/2013	03/05/2012	478160104	40 00	JNJ	JOHNSON AND JOHNSON	$3,746 73	$2,592 40	$0.00	$0 00	Covered	LONG TERM	$1,154.33
05/23/2013	VARIOUS	50076Q106	149 33	KRFT	KRAFT FOODS GROUP INC	$8,459 58	$4,825.72	$0.00	$0.00	Covered	LONG TERM	$3,633 87
05/23/2013	09/20/2012	50076Q106	11.67	KRFT	KRAFT FOODS GROUP INC	$660.91	$499.13	$0 00	$0 00	Covered	SHORT TERM	$161.77
02/21/2013	08/24/2012	548661107	125 00	LOW	LOWES COMPANIES INCORPORATED	$4,742 39	$3,410.00	$0.00	$0.00	Covered	SHORT TERM	$1,332 39
09/04/2013	08/24/2012	548661107	245 00	LOW	LOWES COMPANIES INCORPORATED	$11,233.05	$6,683 60	$0 00	$0.00	Covered	LONG TERM	$4,549 45
10/16/2013	08/24/2012	548661107	90.00	LOW	LOWES COMPANIES INCORPORATED	$4,343 32	$2,455.20	$0 00	$0.00	Covered	LONG TERM	$1,888 12
10/16/2013	VARIOUS	548661107	455 00	LOW	LOWES COMPANIES INCORPORATED	$21,957.92	$16,192.55	$0 00	$0.00	Covered	SHORT TERM	$5,765 37
05/23/2013	VARIOUS	559222401	300.00	MGA	MAGNA INTERNATIONAL INC CLASS A	$19,649 65	$12,775 95	$0 00	$0.00	Covered	LONG TERM	$6,873 70
06/18/2013	06/09/2011	559222401	140 00	MGA	MAGNA INTERNATIONAL INC CLASS A	$9,875 42	$6,461 00	$0.00	$0.00	Covered	LONG TERM	$3,414.42
08/02/2013	08/23/2011	56418H100	60.00	MAN	MANPOWERGROUP INC	$4,072 72	$2,255.40	$0 00	$0.00	Covered	LONG TERM	$1,817.32
10/03/2013	VARIOUS	56418H100	270 00	MAN	MANPOWERGROUP INC	$19,982.35	$10,322.00	$0.00	$0.00	Covered	LONG TERM	$9,660.35
02/21/2013	09/12/2011	58933Y105	60 00	MRK	MERCK & CO INC	$2,537.94	$1,896.00	$0.00	$0.00	Covered	LONG TERM	$641 94
05/23/2013	VARIOUS	59156R108	195.00	MET	METLIFE INC	$8,176 20	$6,908.60	$0 00	$0 00	Covered	LONG TERM	$1,267.60
05/23/2013	07/02/2012	59156R108	95 00	MET	METLIFE INC	$3,983 28	$2,894.65	$0 00	$0.00	Covered	SHORT TERM	$1,088.63
05/01/2013	VARIOUS	713448108	150.00	PEP	PEPSICO INCORPORATED	$12,364.22	$9,437 50	$0 00	$0.00	Covered	LONG TERM	$2,926 72
05/23/2013	02/22/2012	713448108	85.00	PEP	PEPSICO INCORPORATED	$6,956.27	$5,372.00	$0 00	$0.00	Covered	LONG TERM	$1,584 27
08/20/2013	VARIOUS	713448108	255.00	PEP	PEPSICO INCORPORATED	$20,519 49	$16,614.10	$0.00	$0.00	Covered	LONG TERM	$3,905 39
08/20/2013	09/20/2012	713448108	40.00	PEP	PEPSICO INCORPORATED	$3,218.74	$2,860 80	$0 00	$0.00	Covered	SHORT TERM	$357.94
09/04/2013	VARIOUS	717081103	560 00	PFE	PFIZER INCORPORATED	$15,819 72	$10,475.00	$0.00	$0.00	Covered	LONG TERM	$5,344.72

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09/04/2013	09/20/2012	717081103	65 00	PFE	PFIZER INCORPORATED	$1,836.22	$1,584.70	$0.00	$0.00	Covered	SHORT TERM	$251.52
03/19/2013	07/08/2011	718546104	10 00	PSX	PHILLIPS 66	$648.79	$358.18	$0 00	$0.00	Covered	LONG TERM	$290 60
05/01/2013	08/23/2011	693475105	10.00	PNC	PNC FINANCIAL SVCS CORP	$677 98	$447.70	$0.00	$0 00	Covered	LONG TERM	$230 28
07/16/2013	08/23/2011	693475105	230.00	PNC	PNC FINANCIAL SVCS CORP	$16,995.83	$10,297.10	$0.00	$0.00	Covered	LONG TERM	$6,698 73
08/02/2013	VARIOUS	7591EP100	1,475.00	RF	REGIONS FINANCIAL CORP	$15,015.24	$8,624.35	$0 00	$0.00	Covered	LONG TERM	$6,390.89
05/23/2013	10/21/2011	80105N105	105.00	SNY	SANOFI	$5,742.35	$3,736.95	$0.00	$0.00	Covered	LONG TERM	$2,005 40
02/21/2013	11/02/2012	857477103	290.00	STT	STATE STREET CORP	$16,326 63	$12,992.00	$0.00	$0.00	Covered	SHORT TERM	$3,334 63
07/16/2013	06/18/2012	882508104	430 00	TXN	TEXAS INSTRUMENTS INCORPORATED	$16,245.11	$12,031.40	$0 00	$0.00	Covered	LONG TERM	$4,213.71
08/20/2013	06/18/2012	882508104	220.00	TXN	TEXAS INSTRUMENTS INCORPORATED	$8,527.05	$6,155.60	$0 00	$0.00	Covered	LONG TERM	$2,371.45
09/17/2013	VARIOUS	89151E109	145 00	TOT	TOTAL SA	$8,182.20	$6,485.70	$0 00	$0 00	Covered	LONG TERM	$1,696 50
11/19/2013	08/02/2012	89151E109	275 00	TOT	TOTAL SA	$16,422.71	$12,490 50	$0 00	$0.00	Covered	LONG TERM	$3,932 21
11/19/2013	VARIOUS	89151E109	480 00	TOT	TOTAL SA	$28,665 10	$23,577 00	$0 00	$0.00	Covered	SHORT TERM	$5,088.10
05/23/2013	07/02/2012	91529Y106	110 00	UNM	UNUM/PROVIDENT CORPORATION	$3,012 84	$2,124.10	$0 00	$0.00	Covered	SHORT TERM	$888 74
07/16/2013	07/02/2012	91529Y106	320 00	UNM	UNUM/PROVIDENT CORPORATION	$9,999 82	$6,179.20	$0.00	$0.00	Covered	LONG TERM	$3,820 62
07/16/2013	11/02/2012	91529Y106	170 00	UNM	UNUM/PROVIDENT CORPORATION	$5,312.41	$3,522 40	$0.00	$0.00	Covered	SHORT TERM	$1,790 01
03/19/2013	12/06/2012	94973V107	220.00	WLP	WELLPOINT INC	$14,231.48	$12,394 80	$0 00	$0 00	Covered	SHORT TERM	$1,836 68
02/21/2013	VARIOUS	G98290102	325 00	XL	XL GROUP PLC (IRELAND)	$9,229.79	$6,502.85	$0 00	$0.00	Covered	LONG TERM	$2,726.94
					TOTALS EACH TRANSACTION FURNISHED TO THE IRS)	$1,100,307 83	$933,928.43	$0.00	$1,489 90			$167,869.27

1579 790 113 D3795 R7

1099-B: PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanctions may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

All proceeds are reported to the IRS, but only the covered securities will report cost basis information to the IRS Those transactions with "Covered" under Box 6 will report cost basis to the IRS. We are providing the cost basis information for the noncovered securities to you for your convenience while preparing your tax return.

Box 1A DATE OF SALE	Box 1B DATE OF ACQUISITION	CUSIP	Box 1E QUANTITY	Box 1D SYMBOL	Box 8 DESCRIPTION	Box 2A GROSS PROCEEDS LESS COMMISSIONS	Box 3 COST BASIS	Box 4 FEDERAL INCOME TAX WITHHELD	Box 5 WASH SALE LOSS DISALLOWED	Box 6 NONCOVERED/ COVERED SECURITY	Box 1C TYPE OF GAIN/LOSS	REALIZED GAIN/LOSS
09/03/2013	09/15/2008	912828JK7	40,000 00	912828JK7	UNITED STATES TREASURY NOTE	$40,000 00	$40,921 88	$0 00	$0 00	Noncovered	LONG TERM	($921 88)
12/31/2013	10/12/2010	912828JW1	85,000 00	912828JW1	UNITED STATES TREASURY NOTE	$85,000 00	$87,417 19	$0 00	$0 00	Noncovered	LONG TERM	($2,417 19)
08/29/2013	03/10/2006	31359MTG8	45,000 00	31359MTG8	FEDERAL NATIONAL MORTGAGE ASSN	$45,254 30	$43,641.21	$0 00	$0 00	Noncovered	LONG TERM	$1,613 09
09/24/2013	03/10/2006	912828CA6	30,000 00	912828CA6	UNITED STATES TREASURY NOTE	$30,412 50	$28,425 00	$0 00	$0 00	Noncovered	LONG TERM	$1,987 50
01/02/2013	06/28/2012	912828SV3	40,000 00	912828SV3	US TREASURY NOTE	$40,037 50	$40,643 75	$0 00	$0 00	Noncovered	SHORT TERM	($606 25)
02/22/2013	01/12/2012	92206C870	750 00	VCIT	VANGUARD INTERMEDIATE TERM CORP BOND ETF	$65,271 03	$62,025 00	$0 00	$0 00	Noncovered	LONG TERM	$3,246 03
02/22/2013	VARIOUS	92206C870	1,200 00	VCIT	VANGUARD INTERMEDIATE TERM CORP BOND ETF	$104,433 66	$101,529 80	$0 00	$0 00	Noncovered	SHORT TERM	$2,903 86
					TOTALS EACH TRANSACTION FURNISHED TO THE IRS)	$410,408 99	$404,603 83	$0 00	$0 00			$5,805 16

140087 130568 18552 D18552

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. STELLA SMITH CHARITABLE TRUST	Enter filer's identifying number: Employer identification number (EIN) or 23-7365134
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1911 COUNTRY CLUB	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72207	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MIKE MAYTON
  1911 COUNTRY CLUB - LITTLE ROCK, AR 72207
  Telephone No. ▶ 501-376-0504 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 16,801.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 10,201.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 6,600.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. STELLA SMITH CHARITABLE TRUST	Employer identification number (EIN) or 23-7365134
	Number, street, and room or suite no. If a P.O. box, see instructions. 1911 COUNTRY CLUB	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LITTLE ROCK, AR 72207	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MIKE MAYTON 1911 COUNTRY CLUB - LITTLE ROCK, AR 72207
  Telephone No. ▶ 501-376-0504 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION REQUESTED FROM THIRD PARTIES WHICH IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 16,801.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 16,801.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ William N. Wyatt Title ▶ CPA Date ▶ 8-4-14

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12-31-13

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