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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

POOR RICHARD'S CHARITABLE TRUST

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

C/O FAIRMAN GROUP LLC, 899 CASSATT RD

Room/suite

115

City or town, state or province, country, and ZIP or foreign postal code

BERWYN, PA 19312

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐

Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 12,925,925. (Part I, column (d) must be on cash basis)

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

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)

Revenue	1	Contributions, gifts, grants, etc., received	6,015.		N/A	
	2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	98,572.	98,572.		STATEMENT 1
	4	Dividends and interest from securities	96,875.	96,875.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	548,591.			
	b	Gross sales price for all assets on line 6a	2,294,876.			
	7	Capital gain net income (from Part IV, line 2)		548,591.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	39,918.	39,918.		STATEMENT 3
	12	Total Add lines 1 through 11	789,971.	783,956.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	7,135.	0.		0.
	b	Accounting fees STMT 5	6,210.	0.		0.
	c	Other professional fees STMT 6	33,790.	33,442.		0.
	17	Interest				
	18	Taxes STMT 7	17,007.	7.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	Total operating and administrative expenses Add lines 13 through 23	64,142.	33,449.		0.
	25	Contributions, gifts, grants paid	1,443,400.			1,443,400.
	26	Total expenses and disbursements Add lines 24 and 25	1,507,542.	33,449.		1,443,400.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<717,571.>			
	b	Net investment income (if negative, enter -0-)		750,507.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2013)

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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	12,160.	21,528.	21,528.
	2	Savings and temporary cash investments	1,104,503.	1,019,782.	1,013,746.
	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 8	2,412,435.	2,339,016.	2,338,647.
	b	Investments - corporate stock STMT 9	2,933,828.	2,536,127.	4,081,905.
	c	Investments - corporate bonds STMT 10	1,519,191.	1,754,771.	1,688,595.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	3,646,407.	3,233,947.	3,781,504.
	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)	11,628,524.	10,905,171.	12,925,925.
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	11,628,524.	10,905,171.	
	30	Total net assets or fund balances	11,628,524.	10,905,171.	
	31	Total liabilities and net assets/fund balances	11,628,524.	10,905,171.	

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	11,628,524.
2	Enter amount from Part I, line 27a	2	<717,571.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,910,953.
5	Decreases not included in line 2 (itemize) ▶ OTHER TIMING ADJUSTMENTS	5	5,782.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,905,171.

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 STATEMENT				
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 2,294,876.		1,746,285.	548,591.

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			548,591.

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	548,591.
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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
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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	942,095.	13,037,795.	.072259
2011	873,870.	13,363,535.	.065392
2010	892,087.	13,141,848.	.067881
2009	903,445.	12,173,922.	.074211
2008	1,404,420.	12,552,802.	.111881

2 Total of line 1, column (d)	2	.391624
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	.078325
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,003,649.
5 Multiply line 4 by line 3	5	1,018,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,505.
7 Add lines 5 and 6	7	1,026,016.
8 Enter qualifying distributions from Part XII, line 4	8	1,443,400.

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	7,505.
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	7,505.
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	7,505.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	24,834.	
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	24,834.	
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" 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	17,329.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 17,329. Refunded <input type="checkbox"/>	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?		X
1b 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. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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	
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) <input checked="" type="checkbox"/> 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	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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► LISA S. ROBERTS & DAVID SELTZER Telephone no. ► 215-246-2300
 Located at ► 724 PINE STREET, PHILADELPHIA, PA ZIP+4 ► 19106-4005

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? Yes No
16 X
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ► <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
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?	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
LISA S. ROBERTS	TRUSTEE			
724 PINE STREET				
PHILADELPHIA, PA 191064005	0.00	0.	0.	0.
DAVID SELTZER	TRUSTEE			
724 PINE STREET				
PHILADELPHIA, PA 191064005	0.00	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 X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	8,070,190.
b	Average of monthly cash balances	1b	1,209,313.
c	Fair market value of all other assets	1c	3,922,171.
d	Total (add lines 1a, b, and c)	1d	13,201,674.
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	13,201,674.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	198,025.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,003,649.
6	Minimum investment return Enter 5% of line 5	6	650,182.

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	650,182.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,505.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,505.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	642,677.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	642,677.
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	642,677.

Part XII**Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,443,400.
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	1,443,400.
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	7,505.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,435,895.

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				642,677.
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	781,730.			
b From 2009	300,358.			
c From 2010	291,461.			
d From 2011	232,866.			
e From 2012	314,396.			
f Total of lines 3a through e	1,920,811.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,443,400.				
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				642,677.
e Remaining amount distributed out of corpus	800,723.			
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	2,721,534.			
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	781,730.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	1,939,804.			
10 Analysis of line 9:				
a Excess from 2009	300,358.			
b Excess from 2010	291,461.			
c Excess from 2011	232,866.			
d Excess from 2012	314,396.			
e Excess from 2013	800,723.			

N/A

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

- Prior 3 years

- (4) Gross investment income

[illegible]

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 SEE STATEMENT A			TO FUND THE OPERATIONAL BUDGETS OF THE VARIOUS CHARITABLE ORGANIZATIONS	1,443,400.
Total				▶ 3a 1,443,400.
b Approved for future payment NONE				
Total				▶ 3b 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		

**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.

► Jim A. Blunt

Date _____

Title

May the IRS discuss this return with the preparer

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature _____

Date _____

Check ☐
self-employed

PTIN

LEE A. PROFY

Firm's name ► FAIRMAN GROUP FAMILY OFFICE, LLP

Firm's address ► 899 CASSATT ROAD, SUITE 115
BERWYN, PA 19312

P00772423

Firm's EIN ► 45-4793713

Phone no. 610-889-7300

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

POOR RICHARD'S CHARITABLE TRUST

Employer identification number

23-7909451

Organization type (check one)

Filers of:

Section.

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**☒

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules☐

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.☐For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

POOR RICHARD'S CHARITABLE TRUST**23-7909451****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	<u>LISA S. ROBERTS</u> <u>724 PINE ST</u> <u>PHILADELPHIA, PA 19106</u>	\$ <u>6,015.</u>	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

POOR RICHARD'S CHARITABLE TRUST**23-7909451****Part II Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization	Employer identification number
POOR RICHARD'S CHARITABLE TRUST	23-7909451

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ► \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	MELLON #0010 (SEE ATTACHED)	P	VARIOUS	12/31/13
b	MELLON #0010 (SEE ATTACHED)	P	VARIOUS	12/31/13
c	VERITABLE REGIMENT LP	P	VARIOUS	12/31/13
d	VERITABLE LONG BIASED DOMESTIC FUND, LP	P	VARIOUS	12/31/13
e	VERITABLE LONG BIASED DOMESTIC FUND, LP	P	VARIOUS	12/31/13
f	PLEIADES OFFSHORE FUND LTD	P	VARIOUS	12/31/13
g	VITTORIA OFFSHORE FUND LTD	P	VARIOUS	12/31/13
h	VERITABLE REGIMENT LP	P	VARIOUS	12/31/13
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
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 11,594.		11,177.	417.
b 1,668,823.		1,479,937.	188,886.
c 13,362.			13,362.
d 4,905.			4,905.
e 4,983.			4,983.
f 154,510.			154,510.
g 181,436.			181,436.
h 255,173.		255,171.	2.
i 90.			90.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			417.
b			188,886.
c			13,362.
d			4,905.
e			4,983.
f			154,510.
g			181,436.
h			2.
i			90.
j			
k			
l			
m			
n			
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	548,591.
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

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
INTEREST ON US OBLIGATIONS	18,310.	18,310.	
MELLON ACCT #108447B0110	80,041.	80,041.	
MERRILL LYNCH ACCT #877-04C01	221.	221.	
TOTAL TO PART I, LINE 3	98,572.	98,572.	

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
MELLON ACCT #108447B0110	86,007.	0.	86,007.	86,007.	
MELLON ACCT #108447B0110	90.	90.	0.	0.	
OID ON US TRESUARY INVESTMENTS	2,615.	0.	2,615.	2,615.	
VERITABLE LONG BIASED DOMESTIC FUND LP	3,353.	0.	3,353.	3,353.	
VERITABLE REGIMENT PARTNERS, LP	4,900.	0.	4,900.	4,900.	
TO PART I, LINE 4	96,965.	90.	96,875.	96,875.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VITTORIA OFFSHORE FUND LTD	39,918.	39,918.	
TOTAL TO FORM 990-PF, PART I, LINE 11	39,918.	39,918.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,135.	0.		0.
TO FM 990-PF, PG 1, LN 16A	7,135.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,210.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,210.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	29,816.	29,816.		0.
BANK FEES	108.	0.		0.
MAILBOX FEES	240.	0.		0.
K-1 EXPENSES	3,626.	3,626.		0.
TO FORM 990-PF, PG 1, LN 16C	33,790.	33,442.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2013 ESTIMATED FEDERAL EXCISE TAXES	12,000.	0.		0.
2012 FEDERAL EXCISE TAXES PAID IN 2013	5,000.	0.		0.
FOREIGN TAXES PAID	7.	7.		0.
TO FORM 990-PF, PG 1, LN 18	17,007.	7.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL OBLIGATIONS (SEE STATEMENT)		X	1,784,499.	1,765,073.
US GOVERNMENT BONDS (SEE STATEMENT)	X		554,517.	573,574.
TOTAL U.S. GOVERNMENT OBLIGATIONS			554,517.	573,574.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,784,499.	1,765,073.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,339,016.	2,338,647.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK (SEE STATEMENT)	2,536,127.	4,081,905.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,536,127.	4,081,905.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS (SEE STATEMENT)	1,754,771.	1,688,595.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,754,771.	1,688,595.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
VITTORIA OFFSHORE FUND	COST	2,175,982.	2,480,314.
PLEIADES OFFSHORE FUND	COST	598,081.	786,212.
VERITABLE REGIMENT LP	COST	0.	0.
VERITABLE LONG BIASED DOMESTIC FUND LP	COST	459,884.	514,978.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,233,947.	3,781,504.

POOR RICHARD'S CHARITABLE TRUST
 CHARITABLE CONTRIBUTIONS
 FYE. 12/31/13

DATE	NAME OF RECIPIENT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE	TOTAL PAID
9-Jan	Philadelphia Museum of Art / Collab	None	501(c)3	To Fund the recipient's operating budget	1,000 00
22-Jan	The Clay Studio	None	501(c)3	To Fund the recipient's operating budget	1,000 00
22-Jan	Philadelphia Museum of Art	None	501(c)3	To Fund the recipient's operating budget	1,000 00
7-Feb	Economy League of Greter Philadelphia	None	501(c)3	To Fund the recipient's operating budget	9,000 00
15-Feb	University of the Arts	None	501(c)3	To Fund the recipient's operating budget	1,000 00
25-Feb	Starfinder Foundation	None	501(c)3	To Fund the recipient's operating budget	20,000 00
16-Mar	Steppingstone Scholars	None	501(c)3	To Fund the recipient's operating budget	10,000 00
16-Mar	Women's Medical Fund	None	501(c)3	To Fund the recipient's operating budget	5,000 00
16-Mar	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	25,000 00
16-Mar	Philadelphia Museum of Art	None	501(c)3	To Fund the recipient's operating budget	25,000 00
17-Mar	Starfinder Foundation	None	501(c)3	To Fund the recipient's operating budget	20,000 00
1-May	Vassar College	None	501(c)3	To Fund the recipient's operating budget	5,000 00
1-May	Philadelphia Children's Alliance	None	501(c)3	To Fund the recipient's operating budget	2,500 00
1-May	People's Emergency Center	None	501(c)3	To Fund the recipient's operating budget	2,500 00
1-May	Atwater Kent Philadelphia History museum	None	501(c)3	To Fund the recipient's operating budget	1,000 00

POOR RICHARD'S CHARITABLE TRUST
 CHARITABLE CONTRIBUTIONS
 FYE: 12/31/13

DATE	NAME OF RECIPIENT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE	TOTAL PAID
1-May	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	15,000 00
1-May	Jewish Federation of Greater Philadelphia	None	501(c)3	To Fund the recipient's operating budget	5,000 00
1-May	Hidden City of Philadelphia	None	501(c)3	To Fund the recipient's operating budget	5,000 00
1-May	Philadelphia Film Office	None	501(c)3	To Fund the recipient's operating budget	5,000 00
5-Jun	Crested Butte Music Festival	None	501(c)3	To Fund the recipient's operating budget	1,000 00
9-Jun	Fringe Arts	None	501(c)3	To Fund the recipient's operating budget	7,500 00
9-Jun	Leadership Philadelphia	None	501(c)3	To Fund the recipient's operating budget	7,400 00
9-Jun	Crested Butte Land Trust	None	501(c)3	To Fund the recipient's operating budget	1,000 00
9-Jun	Crested Butte Mountain Heritage Museum	None	501(c)3	To Fund the recipient's operating budget	1,000 00
1-Jul	Center for Architecture Design Philadelphia	None	501(c)3	To Fund the recipient's operating budget	5,000 00
3-Jul	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	500,000 00
17-Jul	Philadelphia Museum of Art	None	501(c)3	To Fund the recipient's operating budget	5,000 00
17-Jul	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	12,500 00
29-Jul	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	125,000 00
16-Sep	Need in Deed	None	501(c)3	To Fund the recipient's operating budget	2,500 00
16-Sep	Rodeph Shalom	None	501(c)3	To Fund the recipient's operating budget	15,500 00

POOR RICHARD'S CHARITABLE TRUST
 CHARITABLE CONTRIBUTIONS
 FYE: 12/31/13

DATE	NAME OF RECIPIENT	RELATIONSHIP	STATUS OF RECIPIENT	PURPOSE	TOTAL PAID
28-Sep	American Friends of Tel Aviv University	None	501(c)3	To Fund the recipient's operating budget	1,000 00
26-Nov	Vassar College	None	501(c)3	To Fund the recipient's operating budget	2,500 00
11-Dec	Philadelphia Museum of Art / Collab	None	501(c)3	To Fund the recipient's operating budget	150,000 00
11-Dec	Smithsonian Institute	None	501(c)3	To Fund the recipient's operating budget	400,000 00
17-Dec	Philabundance	None	501(c)3	To Fund the recipient's operating budget	2,500 00
20-Dec	Preservation Alliance	None	501(c)3	To Fund the recipient's operating budget	1,000 00
20-Dec	Arsenal for the Arts	None	501(c)3	To Fund the recipient's operating budget	1,000 00
31-Dec	Cooper-Hewitt	None	501(c)3	To Fund the recipient's operating budget	43,000 00
					<u>1,443,400.00</u>

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
865,566.34 CRA4 (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 865,566.34	\$ 865,566.34		\$ 0.00	0.0%	9.6%
3,163.95 CRA4 (BNY Mellon, N.A., Member FDIC) (Income Holding)	3,163.95	3,163.95		0.00	0.0	0.0
Principal Cash						
Income Cash						
Total cash and cash equivalents	\$ 868,730.29	\$ 868,730.29	\$ 0.00	\$ 0.00		9.7%

Fixed income

Taxable

Individual securities Treasury

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
271,967.50	U S Treasury Inflation Indexed Bond DTD 1/15/2009 2.125% 1/15/2019 Moody's: AAA S&P: AA+	\$ 111.6720	\$ 303,711.55	\$ 304,330.43	\$ -618.88	\$ 5,779.31	1.9%	3.4%

Individual securities Government related

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
100,000	Federal Farm Credit Bank DTD 2/11/2008 3.85% 2/11/2015 Moody's: AAA S&P: AA+	\$ 104.0080	\$ 104,008.00	\$ 97,980.00	\$ 6,028.00	\$ 3,850.00	3.7%	1.2%
50,000	Federal Farm Credit Bank DTD 10/28/2010 1.7% 10/28/2016 Moody's: AAA S&P: AA+	102.6850	51,342.50	47,273.00	4,069.50	850.00	1.7	0.6
100,000	Tenn Valley Authority DTD 7/18/2007 5.5% 7/18/2017 Moody's: AAA S&P: AA+	114.5120	114,512.00	104,934.00	9,578.00	5,500.00	4.8	1.3



December 1 - December 31, 2013

Roberts ETAL TTEES Richards TR-Cust
Account number 108447B0010

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Individual securities Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
100,000	Cornell University DTD 4/2/2009 4.35% 2/1/2014 Moody's: AA1 S&P: AA	\$ 100.3150	\$ 100,315.00	\$ 108,151.00	\$ -7,836.00	\$ 4,350.00	4.3%	1.1%
100,000	Berkshire Hathaway Inc DTD 2/11/2010 3.2% 2/11/2015 Moody's: AA2 S&P: AA	103.0700	103,070.00	103,782.00	-712.00	3,200.00	3.1	1.2
50,000	General Elec Cap Corp DTD 3/4/2005 4.875% 3/4/2015 Moody's: A1 S&P: AA+	105.0410	52,520.50	53,508.00	-987.50	2,437.50	4.6	0.6
75,000	Goldman Sachs Group Inc DTD 4/15/2010 1% 4/15/2015 Moody's: BAA1 S&P: N/A	101.1700	75,877.50	75,000.00	877.50	750.00	1.0	0.9
100,000	Wal Mart Stores Inc DTD 6/9/2005 4.500% 7/1/2015 Moody's: AA2 S&P: AA	106.1120	106,112.00	108,790.00	-2,678.00	4,500.00	4.2	1.2
50,000	JP Morgan Chase & Co DTD 7/30/2010 Fltg Rate 7/30/2015 Moody's: A3 S&P: N/A	99.5900	49,795.00	50,000.00	-205.00	0.00	0.0	0.6
125,000	Procter & Gamble Co/The DTD 11/18/2010 1.8% 11/15/2015 Moody's: AA3 S&P: AA-	102.3110	127,888.75	122,997.25	4,891.50	2,250.00	1.8	1.4
50,000	Honeywell International Inc DTD 3/14/2006 5.4% 3/15/2016 Moody's: A2 S&P: A	109.6310	54,815.50	57,253.50	-2,438.00	2,700.00	4.9	0.6
75,000	Wells Fargo & Company DTD 2/15/2011 Step Cpn 6/15/2016 Moody's: A2 S&P: A+	106.4740	79,855.50	77,537.25	2,318.25	2,757.00	3.5	0.9
100,000	Johnson & Johnson DTD 8/16/2007 5.55% 8/15/2017 Moody's: AAA S&P: AAA	114.1430	114,143.00	108,585.00	5,558.00	5,550.00	4.9	1.3
50,000	JP Morgan Chase & Co DTD 12/20/2007 6% 1/15/2018 Moody's: A3 S&P: A	115.1480	57,574.00	59,453.50	-1,879.50	3,000.00	5.2	0.6



Individual securities Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	General Elec Cap Corp DTD 4/21/2008 5.625% 5/1/2018 Moody's: A1 S&P: AA+	114.8370	57,418.50	59,306.00	-1,887.50	2,812.50	4.9	0.6
100,000	IBM Corp DTD 10/15/2008 7.625% 10/15/2018 Moody's: AA3 S&P: AA-	125.0860	125,086.00	132,567.00	-7,481.00	7,625.00	6.1	1.4
75,000	Pepsico Inc DTD 10/24/2008 7.9% 11/1/2018 Moody's: A1 S&P: A-	124.9980	93,748.50	99,877.50	-6,129.00	5,925.00	6.3	1.0

Individual securities Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
50,000	Johnson Cnty Kans Uni Sch Dist No 233 DTD 6/1/2009 3.85% 9/1/2015 Build America Bonds-Ser A-Txb Moody's: AA2 S&P: AA	\$ 104.7320	\$ 52,366.00	\$ 50,676.28	\$ 1,689.72	\$ 1,925.00	3.7%	0.6%
75,000	Washington Cnty PA DTD 6/20/2012 1.51% 9/1/2015 Txbl-Ser A Moody's: N/R S&P: A+	99.6070	74,705.25	75,000.00	-294.75	1,132.50	1.5	0.8
75,000	Washington ST DTD 2/2/2011 2.59% 2/1/2016 Taxable-Ser T-2 Moody's: AA1 S&P: AA+	103.7370	77,802.75	75,000.00	2,802.75	1,942.50	2.5	0.9
85,000	Allen Cnty Ind War Mem Coliseum Additions Bldg Corp DTD 5/24/2011 3.6% 5/1/2017 Ref-Taxable-Ser B Moody's: AA3 S&P: N/R	101.3060	86,110.10	85,447.95	662.15	3,060.00	3.6	1.0
75,000	Rockdale Cnty GA Wtr & Sewerag DTD 4/11/2013 1.54% 7/1/2018 Txbl-Ref Moody's: AA2 S&P: N/R	96.5850	72,438.75	75,000.00	-2,561.25	1,155.00	1.6	0.8



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Individual securities Other
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
115,000	New York ST Dorm Auth ST Personal Income Tax Revenue DTD 10/13/2011 2.45% 8/15/2018 Ser F Moody's: N/R S&P: AAA	99.2720	114,162.80	112,758.65	1,404.15	2,817.50	2.5	1.3
100,000	Swarthmore Boro PA Auth DTD 12/21/2011 2.544% 9/15/2018 Txbt-Ser C Moody's: AAA S&P: AAA	100.0310	100,031.00	100,000.00	31.00	2,544.00	2.5	1.1
150,000	Univ Of California CA Revenues DTD 3/14/2013 1.745% 5/15/2019 Txbt-Gen-Ser AG Moody's: AA1 S&P: AA	95.8320	143,748.00	150,000.00	-6,252.00	2,617.50	1.8	1.6
100,000	Oklahoma ST Capital Impt Auth DTD 8/4/2010 4.72% 7/1/2019 Ref-Taxable-Okla ST Regents Moody's: AA2 S&P: AA	108.0820	108,082.00	110,359.00	-2,277.00	4,720.00	4.4	1.2
100,000	Pennsylvania ST DTD 12/23/2010 4.05% 7/15/2019 Build America Bonds-Taxable-Third Ser B-Issuer Subsidy Moody's: AA2 S&P: N/R	104.8320	104,832.00	109,238.00	-4,406.00	4,050.00	3.9	1.2
100,000	Utah ST Brd Regents Rev DTD 12/17/2009 5.097% 8/1/2019 Build America Bonds Moody's: AA2 S&P: AA	105.8040	105,804.00	112,515.00	-6,711.00	5,097.00	4.8	1.2
50,000	Indiana Univ Revenues DTD 5/27/2010 4.355% 6/1/2020 Build America Bonds Moody's: AAA S&P: AA+	105.5210	52,760.50	53,833.50	-1,073.00	2,177.50	4.1	0.6
125,000	Rockville MD DTD 11/8/2011 4% 6/1/2020 Txbt-Ref-Ser C Moody's: AAA S&P: AAA	104.3100	130,387.50	136,847.50	-6,460.00	5,000.00	3.8	1.5
Total taxable individual securities			\$ 2,995,024.45	\$ 3,018,001.31	\$ -22,976.86	\$ 102,074.81		33.4%



Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
29,280.162	Blackrock Funds II - Floating Rate Income Portfolio	\$ 10.5100	\$ 307,734.50	\$ 307,981.21	\$ -246.71	\$ 12,736.87	4.1%	3.4%
Total taxable pooled vehicle								
			\$ 307,734.50	\$ 307,981.21	\$ -246.71	\$ 12,736.87		3.4%
Total taxable fixed income								
			\$ 3,302,759.95	\$ 3,325,982.52	\$ -23,223.57	\$ 114,811.68		36.8%

Tax exempt

Individual securities General obligations

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
100,000	Montgomery Cnty TX DTD 8/1/2008 5% 3/1/2017 Ref	\$ 112.8630	\$ 112,863.00	\$ 109,938.34	\$ 2,924.66	\$ 5,000.00	4.4%	1.3%
	Moody's: AA1 S&P: AA							

Individual securities Revenue

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
75,000	Montgomery Cnty VA Econ Dev Auth Revenue DTD 10/30/2013 2.05% 6/1/2018 Txbl-VA Tech FndIn-Ser B	\$ 98.7400	\$ 74,055.00	\$ 75,000.00	\$ -945.00	\$ 1,537.50	2.1%	0.8%
	Moody's: AA2 S&P: AA-							

Individual securities Pre-refunded escrow to maturity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
90,000	Monroe Twp NJ Brd Of Edu Middlesex Cnty DTD 2/15/2004 5% 8/1/2028 Prerefunded 8/01/14 @ 100	\$ 102.8170	\$ 92,535.30	\$ 92,356.32	\$ 178.98	\$ 4,500.00	4.9%	1.0%
	Moody's: AA3 S&P: N/R							



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WEALTH MANAGEMENT

Account officer

Rosetta Ferguson 1864
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Individual securities Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
75,000	Fort Worth Tex Drain Util Sys Rev DTD 10/1/2011 4% 2/15/2019 Utility Dist Moody's: N/R S&P: AA+	\$ 111.2500	\$ 83,437.50	\$ 80,568.10	\$ 2,869.40	\$ 3,000.00	3.6%	0.9%
Total tax exempt individual securities			\$ 362,890.80	\$ 357,862.76	\$ 5,028.04	\$ 14,037.50		4.0%
Total tax exempt fixed income			\$ 362,890.80	\$ 357,862.76	\$ 5,028.04	\$ 14,037.50		4.0%
Other								
Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
11,290.259	Vanguard Short Term Tax-Exempt Fund	\$ 15.8500	\$ 178,950.61	\$ 179,959.91	\$ -1,009.30	\$ 1,704.83	1.0%	2.0%
Total other fixed income			\$ 178,950.61	\$ 179,959.91	\$ -1,009.30	\$ 1,704.83		2.0%
Total fixed income			\$ 3,844,600.36	\$ 3,863,805.19	\$ -19,204.83	\$ 130,554.01		42.8%

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
9,200	SPDR S&P 500 ETF Trust (SPY)	\$ 184.6900	\$ 1,699,148.00	\$ 1,141,373.75	\$ 557,774.25	\$ 30,829.20	1.8%	18.9%
Total U.S. large cap			\$ 1,699,148.00	\$ 1,141,373.75	\$ 557,774.25	\$ 30,829.20		18.9%
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
4,795	Midcap-SPDR Trust Series 1 (MDY) Standard & Poor's Midcap 400	\$ 244.2000	\$ 1,170,939.00	\$ 569,646.00	\$ 601,293.00	\$ 12,490.98	1.1%	13.0%
Total U.S. mid cap			\$ 1,170,939.00	\$ 569,646.00	\$ 601,293.00	\$ 12,490.98		13.0%



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
38,226.3	Grandeur Peak Global Opportunities (GPGIX) Fund	\$ 3.3100	\$ 126,529.05	\$ 125,000.00	\$ 1,529.05	\$ 0.00	0.0%	1.4%
Total U.S. small cap			\$ 126,529.05	\$ 125,000.00	\$ 1,529.05	\$ 0.00		1.4%

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
689,099	Merger FD Sh Ben INT (MERFX)	\$ 16.0100	\$ 11,032.47	\$ 10,764.68	\$ 267.79	\$ 214.31	1.9%	0.1%
Total developed international			\$ 11,032.47	\$ 10,764.68	\$ 267.79	\$ 214.31		0.1%

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
10,615.904	Gateway TR Gateway FD (GATEX)	\$ 29.0000	\$ 307,861.22	\$ 259,662.39	\$ 48,198.83	\$ 4,055.28	1.3%	3.4%
2,615	SPDR S&P Dividend ETF (SDY)	72.6200	189,901.30	125,259.34	64,641.96	4,288.60	2.3	2.1
4,313	Energy Select Sector SPDR Fund (XLE)	88.5100	381,743.63	179,162.02	202,581.61	6,585.95	1.7	4.3
3,125	Vanguard High Dividend Yield ETF (VYM)	62.3200	194,750.00	125,258.95	69,491.05	5,465.63	2.8	2.2
Total other equity			\$ 1,074,256.15	\$ 689,342.70	\$ 384,913.45	\$ 20,395.46		12.0%
Total equities			\$ 4,081,904.67	\$ 2,536,127.13	\$ 1,545,777.54	\$ 63,929.95		45.5%

Other assets

Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
33,267.833	Pimco Commodity Rr Strat-Ins Commodity Realreturn Strategy FD	\$ 5.4900	\$ 182,640.40	\$ 229,981.92	\$ -47,341.52	\$ 2,758.57	1.5%	2.0%
Total other			\$ 182,640.40	\$ 229,981.92	\$ -47,341.52	\$ 2,758.57		2.0%
Total other assets			\$ 182,640.40	\$ 229,981.92	\$ -47,341.52	\$ 2,758.57		2.0%
Total assets			\$ 8,977,875.72	\$ 7,498,644.53	\$ 1,479,231.19	\$ 197,242.53		100.0%



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