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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation Betts Foundation		A Employer identification number 25-6035169
Number and street (or P O box number if mail is not delivered to street address) 1800 Pennsylvania Ave W	Room/suite	B Telephone number 814-723-1250
City or town, state or province, country, and ZIP or foreign postal code Warren, PA 16365		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: ☒ 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) \$ 5,054,963.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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	125,000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7.	7.		Statement 1
	4 Dividends and interest from securities	132,036.	132,036.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	426,266.			
	b Gross sales price for all assets on line 6a	2,249,337.			
	7 Capital gain net income (from Part IV, line 2)		426,266.		
	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					
12 Total. Add lines 1 through 11	683,309.	558,309.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	800.	400.		0.
	c Other professional fees Stmt 4	41,037.	41,037.		0.
	17 Interest				
	18 Taxes Stmt 5	5,165.	939.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	18.	18.		0.
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	47,020.	42,394.		0.
	25 Contributions, gifts, grants paid	168,677.			168,677.
26 Total expenses and disbursements. Add lines 24 and 25	215,697.	42,394.		168,677.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	467,612.				
b Net investment income (if negative, enter -0-)		515,915.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	25,112.	20,990.	20,990.
	2 Savings and temporary cash investments	49,798.	85,659.	85,659.
	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	3,900.	9,300.	9,300.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 7	2,223,060.	2,586,670.	3,294,507.
	c Investments - corporate bonds Stmt 8	1,481,612.	1,658,461.	1,644,507.
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9		111,448.	0.	0.
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)		3,894,930.	4,361,080.	5,054,963.
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 ▶ ☐			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,894,930.	4,361,080.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances	3,894,930.	4,361,080.		
31 Total liabilities and net assets/fund balances	3,894,930.	4,361,080.		

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	3,894,930.
2 Enter amount from Part I, line 27a	2	467,612.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,362,542.
5 Decreases not included in line 2 (itemize) ▶ See Statement 6	5	1,462.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,361,080.

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 PNC IMA a/c - Short term		P	Various	12/31/13
b PNC IMA a/c - Long term		P	Various	12/31/13
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 742,142.		700,421.	41,721.
b 1,507,195.		1,122,650.	384,545.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			41,721.
b			384,545.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	426,266.
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	236,429.	4,312,990.	.054818
2011	213,242.	4,105,989.	.051934
2010	222,215.	3,776,862.	.058836
2009	169,978.	3,515,555.	.048350
2008	308,436.	4,166,178.	.074033

2 Total of line 1, column (d)	2	.287971
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	.057594
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,690,825.
5 Multiply line 4 by line 3	5	270,163.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,159.
7 Add lines 5 and 6	7	275,322.
8 Enter qualifying distributions from Part XII, line 4	8	168,677.

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	10,318.
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	10,318.
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	10,318.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	9,300.	
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	9,300.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,018.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>PA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>M. Dennis Hedges, Trustee</u> Telephone no. ► <u>814-723-1250</u> Located at ► <u>1800 Pennsylvania Ave West, Warren, PA</u> ZIP+4 ► <u>16365</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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)? 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?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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
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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
See Statement 10		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	
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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,654,999.
b	Average of monthly cash balances	1b	103,118.
c	Fair market value of all other assets	1c	4,142.
d	Total (add lines 1a, b, and c)	1d	4,762,259.
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	4,762,259.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	71,434.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,690,825.
6	Minimum investment return. Enter 5% of line 5	6	234,541.

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	234,541.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,318.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,318.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	224,223.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	224,223.
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	224,223.

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	168,677.
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	168,677.
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	168,677.

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				224,223.
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	101,693.			
b From 2009				
c From 2010	38,240.			
d From 2011	12,884.			
e From 2012	25,005.			
f Total of lines 3a through e	177,822.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	168,677.			
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				168,677.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	55,546.			55,546.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	122,276.			
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	46,147.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	76,129.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	38,240.			
c Excess from 2011	12,884.			
d Excess from 2012	25,005.			
e Excess from 2013				

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				
Contributions-Community - See Attached Schedule	N/A		Charitable, Educational and Governmental	130,841.
Contributions-Donations - See Attached Schedule	N/A		Charitable, Educational and Governmental	2,836.
Contributions-Scholarships - See Attached Schedule	N/A		Educational	35,000.
Total			▶ 3a	168,677.
b Approved for future payment				
None				
Total			▶ 3b	0.

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

Betts Foundation

Employer identification number

25-6035169

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 foundationCheck 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

Betts Foundation**25-6035169****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>Betts Industries, Inc</u> <u>1800 Pennsylvania Ave West</u> <u>Warren, PA 16365</u>	\$ <u>125,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Employer identification number

25-6035169

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

[illegible]

Name of organization

Employer identification number

Betts Foundation**25-6035169****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

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 Income-Other	7.	7.	
Total to Part I, line 3	7.	7.	

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
Dividends & Interest from Securities	132,036.	0.	132,036.	132,036.	
To Part I, line 4	132,036.	0.	132,036.	132,036.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Kersey & Associates, PC	800.	400.		0.
To Form 990-PF, Pg 1, ln 16b	800.	400.		0.

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Advisory Services	41,037.	41,037.		0.
To Form 990-PF, Pg 1, ln 16c	41,037.	41,037.		0.

Form 990-PF	Taxes	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Excise Tax on Investment Income	4,226.	0.		0.
Foreign Taxes	939.	939.		0.
To Form 990-PF, Pg 1, ln 18	5,165.	939.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	6
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Description	Amount
Advisory Service Provider - Cost Basis Decrease to Investments	1,462.
Total to Form 990-PF, Part III, line 5	1,462.

Form 990-PF	Corporate Stock	Statement	7
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Description	Book Value	Fair Market Value
Corporate Stocks	2,586,670.	3,294,507.
Total to Form 990-PF, Part II, line 10b	2,586,670.	3,294,507.

Form 990-PF	Corporate Bonds	Statement	8
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Description	Book Value	Fair Market Value
Fixed Income & Bond Fds	1,658,461.	1,644,507.
Total to Form 990-PF, Part II, line 10c	1,658,461.	1,644,507.

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Alternative Investments - Mutual Fds	COST	0.	0.
Total to Form 990-PF, Part II, line 13		0.	0.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
R.T. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
R.E. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
M.D. Hedges 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
C.R. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
T.E. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
M.J. Betts 1800 Pennsylvania Ave W Warren, PA 16365	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
BEST BUY CO INC (BBY)	\$9,732.00	240	\$9,571.20	0.20 %	\$9,172.80	\$38.22	\$398.40	1.71 %	\$163.20	
CBS CORP CLASS B WI (CBS)	12,297.60	210	13,385.40	0.27 %	10,401.30	49.53	2,984.10	0.76 %	100.80	25.20
COMCAST CORPORATION CL A (CMCSA)	15,958.40	320	16,628.80	0.34 %	7,539.14	23.56	9,089.66	1.51 %	249.60	62.40
D R HORTON INC (DHI)	7,156.80	360	8,035.20	0.16 %	9,070.61	25.25	-1,055.41	0.68 %	54.00	
DISNEY WALT CO (DIS)	11,286.40	160	12,224.00	0.25 %	7,126.00	44.54	5,098.00	1.13 %	137.60	137.60
FORD MOTOR COMPANY (F)	16,567.60	970	14,967.10	0.30 %	16,642.80	17.16	-1,675.70	2.60 %	388.00	
HOME DEPOT INC (HD)	12,907.20	160	13,174.40	0.27 %	6,950.30	43.44	6,224.10	1.90 %	249.60	
LAS VEGAS SANDS CORP (LVS)	10,035.20	140	11,041.80	0.22 %	9,787.40	69.91	1,254.40	1.78 %	196.00	
NIKE INC (NKE)	12,662.40	160	12,582.40	0.26 %	8,648.00	54.05	3,934.40	1.23 %	153.60	38.40
PVH CORP (PVH)	12,052.80	90	12,241.80	0.25 %	8,249.39	91.66	3,992.41	0.12 %	13.50	
POLARIS INDS INC (PII)	13,347.00	100	14,564.00	0.29 %	7,811.50	78.12	6,752.50	1.16 %	168.00	
WYNDHAM WORLDWIDE CORP (WYN)	12,190.70	170	12,527.30	0.25 %	10,608.00	62.40	1,919.30	1.58 %	197.20	
Total consumer discretionary			\$150,943.40	3.00 %	\$112,027.24		\$38,916.16	1.37 %	\$2,071.10	\$263.60

Consumer staples

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
ALTRIA GROUP INC (MO)	\$13,682.60	370	\$14,204.30	0.29 %	\$13,349.60	\$36.08	\$854.70	5.01 %	\$710.40	\$177.60
CVS CAREMARK CORPORATION (CVS)	16,070.40	240	17,176.80	0.35 %	12,422.40	51.76	4,754.40	1.54 %	264.00	
COCA COLA CO (KO)	14,066.50	350	14,458.50	0.29 %	10,501.75	30.01	3,956.75	2.72 %	392.00	

Detail

Consumer staples

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
THE HERSHEY COMPANY (HSY)	18,409.10	190	18,473.70	0.37 %	9,626.12	50.66	8,847.58	2.00 %	368.60	
PROCTER & GAMBLE CO (PG)	28,634.80	340	27,679.40	0.56 %	19,484.00	57.31	8,195.40	2.96 %	818.04	
JM SMUCKER CO/THE-NEW COM WI (SJM)	9,381.60	90	9,325.80	0.19 %	9,544.23	106.05	-218.43	2.24 %	208.80	
Total consumer staples			\$101,318.50	2.02 %	\$74,928.10		\$26,390.40	2.73 %	\$2,761.84	\$177.60

Energy

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
CHEVRON CORPORATION (CVX)	\$14,692.80	120	\$124,910.00	0.30 %	\$9,418.80	\$78.49	\$5,570.40	3.21 %	\$480.00	
CONOCOPHILLIPS (COP)	13,104.00	180	12,717.00	0.26 %	12,733.20	70.74	-16.20	3.91 %	496.80	
EOG RES INC (EOG)	11,550.00	70	11,748.80	0.24 %	11,101.30	158.59	647.50	0.45 %	52.50	
EXXON MOBIL CORP (XOM)	12,152.40	130	13,156.00	0.27 %	4,823.31	37.10	8,332.69	2.50 %	327.60	
HALLIBURTON CO (HAL)	12,116.40	230	11,672.50	0.24 %	9,630.10	41.87	2,042.40	1.19 %	138.00	
HELMERICH & PAYNE INC (HP)	12,320.00	160	13,452.80	0.27 %	10,423.20	65.15	3,029.60	2.98 %	400.00	
SCHLUMBERGER LTD (SLB)	16,799.80	190	17,120.90	0.35 %	17,164.58	90.34	-43.68	1.39 %	237.50	59.38
SEDOL 2779201 ISIN AN8068571086			90.1100							
Total energy			\$94,857.20	1.89 %	\$75,294.49		\$19,562.71	2.25 %	\$2,132.40	\$59.38

Detail

Financial

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current	price per unit		Avg. tax cost	per unit				
INVESCO LTD (IVZ)	\$11,500.50	\$12,012.00		\$12,012.00	0.24 %	\$11,147.40		\$864.60	2.48 %	\$297.00	
ISIN BMG491BT1088 SEDOL B28XP76	330		\$36,400			\$33.78					
AMERICAN EXPRESS CO (AXP)	14,586.00	15,424.10		15,424.10	0.31 %	6,823.08		8,601.02	1.02 %	156.40	
	170		90,7300			40.14					
CHUBB CORP (CB)	15,432.00	15,460.80		15,460.80	0.31 %	6,484.30		8,976.50	1.83 %	281.60	70.40
	160		96,6300			40.53					
CITIGROUP INC (C)	16,934.40	16,675.20		16,675.20	0.34 %	12,145.49		4,529.71	0.08 %	12.80	
	320		52,1100			37.96					
DISCOVER FINANCIAL W/I (DFS)	11,193.00	11,749.50		11,749.50	0.24 %	7,631.40		4,118.10	1.43 %	168.00	
	210		55,9500			36.34					
FIFTH THIRD BANCORP (FITB)	13,817.60	14,300.40		14,300.40	0.29 %	9,594.05		4,706.35	2.29 %	326.40	81.60
	680		21,0300			14.11					
FRANKLIN RESOURCES INC (BEN)	13,293.60	13,855.20		13,855.20	0.28 %	11,143.20		2,712.00	0.84 %	115.20	28.80
	240		57,7300			46.43					
GOLDMAN SACHS GROUP INC (GS)	13,515.20	14,180.80		14,180.80	0.29 %	11,564.00		2,616.80	1.25 %	176.00	
	80		177,2600			144.55					
JPMORGAN CHASE & CO (JPM)	22,315.80	22,807.20		22,807.20	0.46 %	11,426.35		11,380.85	2.60 %	592.80	
	390		58,4800			29.30					
LINCOLN NATIONAL CORP (LNC)		10,840.20		10,840.20	0.22 %	10,861.20		- 21.00	1.24 %	134.40	
	210		51,6200			51.72					
REGIONS FINANCIAL CORP (RF)	9,048.90	9,197.70		9,197.70	0.19 %	9,158.17		39.53	1.22 %	111.60	27.90
	930		9,8900			9.85					
VISA INC (V)	10,173.00	11,134.00		11,134.00	0.23 %	7,879.50		3,254.50	0.72 %	80.00	
CLASS A SHARES	50		222,6800			157.59					
WELLS FARGO & COMPANY (WFC)	22,890.40	23,608.00		23,608.00	0.47 %	11,965.20		11,642.80	2.65 %	624.00	
	520		45,4000			23.01					
Total financial			\$191,245.10		3.81 %	\$127,823.34		\$63,421.76	1.61 %	\$3,076.20	\$208.70



Detail
Health care

Description (Symbol)	Market value last period	Quantity	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
			Current	price per unit							
JAZZ PHARMACEUTICALS PLC (JAZZ)	\$12,861.20	110	\$13,921.60	\$126.5600	0.28 %	\$10,082.59	\$3,839.01				
SEDOL B4Q5ZN4							\$91.66				
ISIN IE00B4Q5ZN47											
AETNA INC NEW (AET)	17,921.80	260	17,833.40		0.36 %	15,727.40	2,106.00	1.32 %		234.00	
ALLERGAN INC (AGN)	10,675.50	110	12,218.80		0.25 %	5,283.30	6,935.50	0.19 %		22.00	
BAXTER INTERNATIONAL INC (BAX)	10,952.00	160	11,128.00		0.23 %	11,716.80	-588.80	2.82 %		313.60	78.40
BECTON DICKINSON & CO (BDX)	10,859.00	100	11,049.00		0.22 %	9,277.00	1,772.00	1.98 %		218.00	
CELGENE CORP (CELG)	9,706.20	60	10,138.08		0.21 %	9,446.99	691.09				
COOPER COS INC (COO)	11,856.60	90	11,145.60		0.23 %	8,808.29	2,337.31	0.05 %		5.40	
JOHNSON & JOHNSON (JNJ)	21,771.80	230	21,065.70		0.42 %	10,061.00	11,004.70	2.89 %		607.20	
MCKESSON CORPORATION (MCK)	14,930.10	90	14,526.00		0.29 %	14,310.00	216.00	0.60 %		86.40	21.60
SHIRE PLC (SHPG)	19,013.40	140	19,780.60		0.40 %	9,937.94	9,842.66	0.38 %		73.92	
SPONSORED ADR			141.2900			70.99					
Total health care			\$142,806.78		2.84 %	\$104,651.31	\$38,155.47	1.09 %		\$1,560.52	\$100.00

Industrials

Description (Symbol)	Market value last period	Quantity	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
			Current	price per unit							
B/E AEROSPACE INC (BEAV)	\$13,050.00	150	\$13,054.50	\$87.0300	0.26 %	\$9,549.43	\$3,505.07				
BOEING CO (BA)	16,110.00	120	16,378.80		0.33 %	8,467.15	7,911.65	2.14 %		350.40	
			136.4900			70.56					

Detail

Industrials

Description (Symbol)	Market value last period	Quantity	Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
			Current	price per unit		Avg. tax cost per unit	price per unit				
CANADIAN PACIFIC RAILWAY LTD (CP)		70	10,592.40	151.3200	0.22 %	10,703.70	152.91	- 111.30	0.88 %	92.96	23.24
SEDOL 2793115											
ISIN CA13645T1003											
DELTA AIR LINES INC (DAL)		15,359.40	14,559.10		0.29 %	11,193.60		3,365.50	0.88 %	127.20	
		530	27,470.00			21.12					
GENERAL ELECTRIC CO (GE)		27,459.80	28,870.90		0.58 %	17,227.90		11,643.00	3.14 %	906.40	226.60
		1,030	28,030.00			16.73					
LOCKHEED MARTIN CORP (LMT)			11,892.80		0.24 %	11,122.40		770.40	3.58 %	425.60	
		80	148,660.00			139.03					
MANPOWER GROUP INC (MAN)		9,591.60	10,303.20		0.21 %	9,689.20		614.00	1.08 %	110.40	
		120	85,860.00			80.74					
UNION PACIFIC CORP (UNP)		17,824.40	11,760.00		0.24 %	4,889.37		6,870.63	1.89 %	221.20	86.90
		70	168,000.00			69.85					
UNITED TECHNOLOGIES CORP (UTX)		14,411.80	14,794.00		0.30 %	3,705.00		11,089.00	2.08 %	306.80	
		130	113,800.00			28.50					
Total Industrials			\$132,205.70		2.63 %	\$86,547.75		\$45,657.95	1.92 %	\$2,540.96	\$336.74

Information technology

Description (Symbol)	Market value last period	Quantity	Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
			Current	price per unit		Avg. tax cost per unit	price per unit				
NXP SEMICONDUCTORS (NXPI)		250	\$11,482.50	\$45.9300	0.23 %	\$10,897.50		\$585.00			
ISIN NL0009538784 SEDOL B505PN7											
APPLE INC (AAPL)		38,924.90	44,881.60		0.90 %	19,175.80		25,705.80	2.18 %	976.00	
		80	561,020.00			239.70					
CISCO SYSTEMS INC (CSCO)		14,237.50	10,990.70		0.22 %	9,131.19		1,859.51	3.04 %	333.20	
		490	22,430.00			18.64					
EBAY INC (EBAY)		10,609.20	11,521.65		0.23 %	6,453.30		5,068.35			
		210	54,865.00			30.73					
GOOGLE INC-CL A (GOOG)		31,787.70	33,621.30		0.67 %	10,125.93		23,495.37			
		30	1,120,710.00			337.53					
MICROSOFT CORP (MSFT)		9,532.50	9,352.50		0.19 %	5,560.95		3,791.55	3.00 %	280.00	
		250	37,410.00			22.24					



Detail

Information technology

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
ORACLE CORP (ORCL)	Quantity 13,057.30	price per unit 19,895.20	0.40 %	9,668.33	18.59	10,226.87	1.26 %	249.60	
QUALCOMM (QCOM)	Quantity 18,395.00	price per unit 38,260.00	0.30 %	10,161.82	50.81	4,688.18	1.89 %	280.00	
YAHOO INC (YHOO)	Quantity 11,833.60	price per unit 74,250.00	0.26 %	8,768.00	27.40	4,172.80			
Total information technology		\$169,536.25	3.37 %	\$89,942.82		\$79,593.43	1.25 %	\$2,118.80	

Materials

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
METHANEX CORP (MEOH)	Quantity 160	price per unit \$9,478.40	0.19 %	\$9,235.20	\$57.72	\$243.20	1.36 %	\$128.00	
PPG INDUSTRIES INC (PPG)	Quantity 9,203.00	price per unit \$17,069.40	0.34 %	16,677.30	185.30	392.10	1.29 %	219.60	
Total materials		\$26,547.80	0.53 %	\$25,912.50		\$635.30	1.31 %	\$347.60	

Telecommunication services

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
VERIZON COMMUNICATIONS INC (VZ)	Quantity \$14,886.00	price per unit \$14,742.00	0.30 %	\$14,529.00	\$48.43	\$213.00	4.32 %	\$636.00	

Utilities

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
WISCONSIN ENERGY CORP (WEC)	Quantity \$16,290.30	price per unit \$16,122.60	0.33 %	\$7,488.97	\$19.20	\$8,633.63	3.71 %	\$596.70	
Total stocks		\$1,040,325.33	20.70 %	\$719,145.52		\$321,179.81	1.72 %	\$17,842.12	\$1,146.02



BETTS FOUNDATION IMA
INVESTMENT MANAGEMENT STATEMENT

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Detail

Etf - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit		Avg. tax cost per unit	Unrealized gain/loss				
ISHARES RUSSELL 2000 GROWTH (IWO) ETF	500	\$66,615.00	500	\$67,755.00	1.35 %	\$31,143.80	\$36,611.20	0.72 %		\$484.50	
VANGUARD FTSE ALL WORLD EX-US (VEU) INDEX FUND	100,780.00	101,440.00	101,440.00	101,440.00	2.02 %	83,711.82	17,748.18	2.67 %		2,700.00	
ETF	2,000	50,7300	50,7300	50,7300		41.86					
VANGUARD FTSE EMERGING MARKETS (VWO) ETF	90,841.20	90,096.60	90,096.60	90,096.60	1.80 %	80,483.08	9,613.52	2.74 %		2,463.75	
ETF	2,190	41,1400	41,1400	41,1400		36.75					
VANGUARD MID-CAP VALUE INDEX (VOE) ETF	83,496.20	84,566.80	84,566.80	84,566.80	1.69 %	73,371.08	11,195.72	1.52 %		1,277.30	
ETF	1,060	79,7800	79,7800	79,7800		69.22					
VANGUARD MID-CAP GROWTH INDEX (VOT) ETF	85,369.70	87,542.50	87,542.50	87,542.50	1.75 %	63,678.93	23,863.57	0.60 %		524.77	
ETF	970	90,2500	90,2500	90,2500		65.65					
VANGUARD REIT (VNQ) ETF	88,425.00	87,156.00	87,156.00	87,156.00	1.74 %	80,411.24	6,744.76	4.33 %		3,767.85	
ETF	1,350	64,5600	64,5600	64,5600		59.56					
VANGUARD SMALL CAP VALUE (VBR) ETF	80,119.90	80,817.10	80,817.10	80,817.10	1.61 %	68,931.42	11,885.68	1.85 %		1,491.51	
ETF	830	97,3700	97,3700	97,3700		83.05					
VANGUARD LARGE CAP (VW) ETF	493,257.60	503,712.00	503,712.00	503,712.00	10.03 %	441,713.82	61,998.18	1.76 %		8,838.72	
ETF	5,940	84,8000	84,8000	84,8000		74.36					
VANGUARD VALUE (VTI) ETF	100,915.40	102,362.60	102,362.60	102,362.60	2.04 %	93,612.40	8,750.20	2.21 %		2,261.92	
ETF	1,340	76,3900	76,3900	76,3900		69.86					
Total etf - equity		\$1,205,468.60		\$1,205,468.60	23.99 %	\$1,017,057.59	\$188,411.01	1.98 %		\$23,810.32	

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit		Avg. tax cost per unit	Unrealized gain/loss				
ARTISAN FDS INC (ARTIX) INTERNATIONAL FUND #661 INV CLASS	\$121,195.41	\$123,711.86		\$123,711.86	2.47 %	\$58,162.44	\$65,549.42	1.87 %		\$2,301.33	
ETF	4,058.788	\$30.4800		\$30.4800		\$14.33					
ARTISAN MID CAP VALUE FUND (ARTOX) FD #1464	61,557.79	63,100.24	63,100.24	63,100.24	1.26 %	49,660.10	13,440.14	0.87 %		546.87	
ETF	2,337.046	27.0000	27.0000	27.0000		21.25					
DODGE & COX INTERNATIONAL (DODFX) STOCK FUND	121,546.47	121,602.98	121,602.98	121,602.98	2.43 %	104,340.10	17,262.88	1.62 %		1,963.62	
ETF	2,825.348	43.0400	43.0400	43.0400		36.93					



Detail

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value	% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit								
FIDELITY SPART TOTAL MKT - FA (FSTVX)	328,104.39	332.279.37	114,534.73	6.62 %	320,000.00	52.12	12,279.37	1.53 %	5,059.09	
FUND # 1520	6,139.678	54.1200	71,0100							
GOLDMAN SACHS GRTH OPPOR (GGOIX)	58,470.82	60,145.36	202,062.32	1.20 %	51,864.10	8,281.26				
INSTIT CLASS	1,975.217	30.4500	19,5000							
FD #1132			31,276.30							
HARBOR INTERNATIONAL FUND (HAINX)	114,583.12	114,534.73	46,2700	2.28 %	58,137.12	56,397.61	2.11 %	2,411.34		
CLASS INS FD # 2011	1,612.938	71,0100			36.04					
MAINSTAY EPOCH GLOBAL EQUITY (EPSYX)	199,891.01	202,062.32		4.03 %	185,403.81	16,658.51	3.02 %	6,092.96		
YIELD FUND CLASS I	10,362.170	19,5000			17.89					
T ROWE PRICE NEW HORIZONS FD INC (PRNHX)	30,347.48	31,276.30		0.63 %	22,899.64	8,376.66	0.11 %	33.80		
FD #42	675.952	46,2700			33.88					
Total mutual funds - equity		\$1,048,713.16		20.87 %	\$850,467.31	\$198,245.85	1.76 %	\$18,409.01		

Total equities		\$3,294,507.09	65.57 %		\$2,586,670.42	\$707,836.67	1.82 %	\$60,061.45		\$1,146.02
		FMV			COST					



WEALTH MANAGEMENT

BETTS FOUNDATION IMA
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Fixed income

Mutual funds - fixed income

Description (Symbol)	Market value last period Quantity	Current market value		% of total portfolio	Total tax cost Avg. tax cost per unit	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current price per unit	Current						
BLACKROCK FDS (BHYIX)	\$124,909.10	\$125.381.91		2.50 %	\$114,012.12	\$11,369.79	6.08 %	\$7,620.65	\$634.74
HIGH YIELD BD PORTFOLIO	15,271.853	\$8 2100			\$7.47				
FUND 318 INSTITUTIONAL CLASS									
DODGE & COX INCOME FUND (DODIX)	365,323.96	362,112.32		7.21 %	359,025.03	3,087.29	3.07 %	11,106.92	
	26,763.660	13 5300			13.42				
EATON VANCE FLOATING RATE (EIBLX)	268,472.00	268,764.45		5.35 %	266,423.12	2,341.33	3.95 %	10,616.05	1,075.10
FUND CLASS I	29,245.316	9.1900			9.11				
FUND #924									
PIMCO FDS (PITRX)	364,324.74	357,962.45		7.13 %	367,852.52	- 9,890.07	2.49 %	8,907.20	483.41
TOTAL RETURN BD FUND	33,485.730	10.6900			10.99				
INSTL CLASS, FD #35									
PIMCO UNCONSTRAINED BOND FUND (PFIUX)	94,335.65	93,683.86		1.87 %	95,359.67	- 1,675.81	0.87 %	811.05	75.33
INSTITUTIONAL CLASS	8,447.598	11.0900			11.29				
FD #1863									
TEMPLETON GLOBAL BOND FUND AD (TGBAX)	174,391.56	175,370.94		3.50 %	182,937.09	- 7,566.15	3.92 %	6,872.83	
FUND #616	13,397.322	13.0900			13.66				
VANGUARD TOTAL BOND MARKET INDEX (VBMFX)	263,505.78	261,231.05		5.20 %	272,850.99	- 11,619.94	2.43 %	6,332.87	569.85
INV FD #84	24,737.789	10.5600			11.03				
Total mutual funds - fixed income		\$1,644,506.98		32.73 %	\$1,658,460.54	- \$13,953.56	3.18 %	\$52,267.57	\$2,838.43

Total fixed income

\$1,644,506.98
FMV

\$1,658,460.54
COST

\$52,267.57

\$2,838.43

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BETTS FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
450. AT&T INC	07/30/2012	06/03/2013	15,727.23	16,843.50	-1,116.28
100. AETNA INC NEW	06/03/2013	08/08/2013	6,421.88	6,049.00	372.88
90. AETNA INC NEW	06/03/2013	11/05/2013	5,655.50	5,444.10	211.40
150. AGRUM INC COM	08/10/2012	03/21/2013	15,011.66	14,572.49	439.17
100. ALTRIA GROUP INC	06/03/2013	08/08/2013	3,561.93	3,608.00	-46.07
130. ALTRIA GROUP INC	06/03/2013	11/05/2013	4,878.81	4,690.40	188.41
250. ANHEUSER BUSCH INBEV SPONSORED ADR					
5. APPLE INC	05/21/2012	02/15/2013	23,224.50	17,198.00	6,026.50
96.116 ARTISAN SMALL CAP VALUE FUND INVESTOR CLASS FD 96	10/21/2013	11/05/2013	2,629.33	2,557.75	71.58
100. AVNET INC	12/19/2012	05/03/2013	1,580.14	1,483.07	97.07
120. AVNET INC	03/07/2013	08/08/2013	3,895.93	3,639.00	256.93
30. AVNET INC	08/23/2013	11/05/2013	4,748.31	4,744.80	3.51
350. AVNET INC	08/23/2013	12/09/2013	1,240.48	1,186.20	54.28
40. BAXTER INTERNATIONAL INC	03/07/2013	12/09/2013	14,472.24	12,736.50	1,735.74
50. BE AEROSPACE INC	08/08/2013	11/05/2013	2,607.15	2,929.20	-322.05
50. BE AEROSPACE INC	05/07/2013	08/08/2013	3,670.68	3,183.15	487.53
50. BECTON DICKINSON & CO	05/07/2013	11/05/2013	4,134.42	3,183.15	951.27
110. BEST BUY CO INC	03/21/2013	11/05/2013	5,342.90	4,638.50	704.40
100. BOEING CO	10/04/2013	11/05/2013	4,848.96	4,204.20	644.76
50. CBS CORP CLASS B WI	07/30/2012	02/15/2013	7,485.84	7,481.00	4.84
90. CBS CORP CLASS B WI	06/03/2013	08/08/2013	2,701.95	2,476.50	225.45
.111 CST BRANDS INC	06/03/2013	11/05/2013	5,386.40	4,457.70	928.70
41. CST BRANDS INC	02/07/2013	05/13/2013	3.38	3.93	-0.55
50. CVS CAREMARK CORP	02/07/2013	06/03/2013	1,261.95	1,452.12	-190.17
110. CVS CAREMARK CORP	03/07/2013	08/08/2013	2,966.94	2,588.00	378.94
250. CAPITAL ONE FINANCIAL CORP	03/07/2013	11/05/2013	6,996.97	5,693.60	1,303.37
40. CELGENE CORP	11/05/2012	01/25/2013	14,089.68	15,147.48	-1,057.80
50. CHEVRON CORPORATION	10/04/2013	11/05/2013	6,049.49	6,298.00	-248.51
50. CONAGRA FOODS INC	03/07/2013	08/08/2013	6,162.39	5,935.00	227.39
550. CONAGRA FOODS INC	02/15/2013	08/08/2013	1,828.46	1,689.98	138.48
20. CONOCOPHILLIPS	02/15/2013	10/04/2013	16,648.27	18,589.72	-1,941.45
100. D R HORTON INC	10/04/2013	11/05/2013	1,451.57	1,414.80	36.77
140. D R HORTON INC	03/21/2013	08/08/2013	1,890.96	2,525.17	-634.21
Totals	03/21/2013	11/05/2013	2,562.30	3,535.24	-972.94

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BETTS FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
220. DELTA AIR LINES INC	08/08/2013	11/05/2013	6,050.44	4,646.40	1,404.04
723.066 DODGE & COX INCOME FUND	05/30/2013	06/27/2013	9,732.47	10,000.00	-267.53
100. E M C CORP MASS	06/25/2012	03/07/2013	2,391.94	2,389.00	2.94
30. EOG RES INC	08/08/2013	11/05/2013	5,412.80	4,757.70	655.10
300. EDISON INTL	04/30/2013	08/08/2013	14,789.74	16,172.70	-1,382.96
17.083 FEDERATED STRATEGIC					
VALUE DIVIDEND FD CLASS IS	12/06/2012	02/07/2013	88.83	86.27	2.56
200. FIFTH THIRD BANCORP	08/30/2012	08/08/2013	3,847.93	3,011.90	836.03
150. FORD MOTOR COMPANY	07/24/2013	08/08/2013	2,536.45	2,631.00	-94.55
180. FORD MOTOR COMPANY	07/24/2013	11/05/2013	3,063.79	3,157.20	-93.41
100. FRANKLIN RESOURCES INC	06/27/2013	08/08/2013	4,946.91	4,643.00	303.91
110. FRANKLIN RESOURCES INC	06/27/2013	11/05/2013	5,792.49	5,107.30	685.19
800. GANNETT INC	09/25/2012	06/03/2013	17,159.70	14,599.84	2,559.86
300. GENERAL ELECTRIC CO	09/25/2012	08/08/2013	7,289.87	6,746.85	543.02
20. GOLDMAN SACHS GROUP INC	01/25/2013	11/05/2013	3,237.14	2,891.00	346.14
7. GOOGLE INC CL A	07/16/2013	11/05/2013	7,194.05	6,408.99	785.06
100. HALLIBURTON CO	06/03/2013	08/08/2013	4,627.91	4,187.00	440.91
70. HALLIBURTON CO	06/03/2013	11/05/2013	3,731.63	2,930.90	800.73
50. HELMERICH & PAYNE INC COM	03/07/2013	08/08/2013	3,391.44	3,257.25	134.19
40. HELMERICH & PAYNE INC COM	03/07/2013	11/05/2013	3,104.74	2,605.80	498.94
50. HERTZ GLOBAL HOLDINGS INC	04/10/2013	08/08/2013	1,235.60	1,191.00	44.60
550. HERTZ GLOBAL HOLDINGS INC	04/10/2013	11/05/2013	11,907.29	13,101.00	-1,193.71
50. HOME DEPOT INC	05/10/2012	03/21/2013	3,431.92	2,527.50	904.42
50. INTERNATIONAL PAPER CO	03/21/2013	08/08/2013	2,395.95	2,274.50	121.45
250. INTERNATIONAL PAPER CO	03/21/2013	10/04/2013	10,834.84	11,372.50	-537.66
50. JACOBS ENGINEERING GROUP	02/15/2013	08/08/2013	3,030.94	2,462.00	568.94
60. JACOBS ENGINEERING GROUP	02/15/2013	11/05/2013	3,695.33	2,954.40	740.93
190. JACOBS ENGINEERING GROUP	02/15/2013	12/09/2013	11,086.30	9,355.60	1,730.70
107.63 PERKINS MID CAP VALUE					
FUND FUND CLASS I FD 116	12/20/2012	05/03/2013	2,573.43	2,316.19	257.24
150. M&T BK CORP	08/30/2012	06/27/2013	16,725.08	13,043.99	3,681.09
200. MC CORMICK & CO INC					
NON-VOTING	12/05/2012	02/07/2013	12,687.73	12,875.98	-188.25
150. MONSANTO CO	01/25/2013	08/08/2013	14,576.74	15,502.50	-925.76
50. MOODY'S CORP	11/05/2012	02/15/2013	2,336.95	2,324.50	12.45
Totals					

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BETTS FOUNDATION IMA
Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
600. MYLAN INC	08/22/2012	06/03/2013	18,257.68	14,244.00	4,013.68
50. NIKE INC CLASS B	03/21/2013	08/08/2013	3,305.44	2,702.50	602.94
40. NIKE INC CLASS B	03/21/2013	11/05/2013	3,083.14	2,162.00	921.14
300. ORACLE CORP	03/07/2013	07/24/2013	9,701.83	10,794.00	-1,092.17
50. ORACLE CORP	03/07/2013	08/08/2013	1,650.60	1,799.00	-148.41
642.333 PIMCO FDS TOTAL RETURN					
BD FUND	01/11/2013	06/27/2013	6,911.50	7,219.82	-308.32
200. PALL CORP	10/26/2012	04/10/2013	13,449.73	12,466.00	983.73
250. PHILIP MORRIS INTERNAT-W/I	08/10/2012	06/03/2013	22,719.60	23,037.48	-317.88
120. PROCTER & GAMBLE CO	02/07/2013	08/08/2013	9,853.02	9,155.99	697.03
110. PROCTER & GAMBLE CO	12/05/2012	11/05/2013	8,973.64	7,995.19	978.45
70. QUALCOMM INC	11/19/2012	08/08/2013	4,642.31	4,349.10	293.21
250. REGIONS FINANCIAL CORP	07/16/2013	08/08/2013	2,474.95	2,461.88	13.07
370. REGIONS FINANCIAL CORP	07/16/2013	11/05/2013	3,526.96	3,643.58	-116.62
150. RESMED INC	03/15/2012	02/15/2013	6,410.93	4,871.99	1,538.94
480. ROBERT HALF INTERNATIONAL	02/07/2013	05/07/2013	16,084.43	17,087.95	-1,003.52
50. ROCK-TENN CO CL A	06/27/2013	08/08/2013	5,836.89	5,070.50	766.39
40. ROCK-TENN CO CL A	06/27/2013	11/05/2013	4,024.32	4,056.40	-32.08
110. ROCK-TENN CO CL A	06/27/2013	12/09/2013	10,558.71	11,155.10	-596.39
200. ROSS STORES INC	06/05/2012	03/21/2013	11,277.76	12,407.50	-1,129.74
10. SCHLUMBERGER LTD	10/04/2013	11/05/2013	924.08	903.40	20.68
20. SHIRE PLC SPONSORED ADR	11/19/2012	08/08/2013	2,216.26	1,652.60	563.66
10. SHIRE PLC SPONSORED ADR	11/19/2012	11/05/2013	1,377.17	826.30	550.88
50. SHIRE PLC SPONSORED ADR	08/23/2013	11/05/2013	6,885.88	5,666.00	1,219.88
60. JM SMUCKER CO/THE-NEW COM	10/04/2013	11/05/2013	6,639.48	6,362.82	276.66
50. STATE STR CORP	02/15/2013	08/08/2013	3,476.93	2,862.50	614.43
50. STATE STR CORP	02/15/2013	11/05/2013	3,542.18	2,862.50	679.68
150. STATE STR CORP	02/15/2013	12/09/2013	10,768.31	8,587.50	2,180.81
700. SUNCOR ENERGY INC ISIN					
CA8672241079 SEDOL B3NB1P2	06/05/2012	03/07/2013	21,573.50	19,231.64	2,341.87
200. 3M COMPANY	05/10/2012	02/07/2013	20,453.54	17,462.00	2,991.54
370. VALERO REFINING & MARKETING CO					
MARKETING CO	02/07/2013	08/08/2013	13,678.66	15,364.11	-1,685.45
150. VERIZON COMMUNICATIONS	06/03/2013	08/08/2013	7,423.37	7,264.50	158.87
100. VERIZON COMMUNICATIONS	06/03/2013	10/21/2013	4,997.91	4,843.00	154.91
Totals					

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BETTS FOUNDATION IMA

Totals

BETTS FOUNDATION IMA
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
450. AT&T INC	11/24/2008	06/03/2013	15,727.23	11,327.53	4,399.70
50. ALLERGAN INC	04/09/2009	08/08/2013	4,613.41	2,401.50	2,211.91
40. ALLERGAN INC	04/09/2009	11/05/2013	3,567.93	1,921.20	1,646.73
50. AMERICAN EXPRESS CO	11/30/2009	08/08/2013	3,810.93	2,063.00	1,747.93
80. AMERICAN EXPRESS CO	11/30/2009	11/05/2013	6,557.48	3,300.79	3,256.69
40. APPLE INC	08/04/2006	03/07/2013	17,098.81	2,625.20	14,473.61
10. APPLE INC	08/04/2006	08/08/2013	4,610.11	656.30	3,953.81
369.822 ARTISAN FDS INC INTERNATIONAL	01/25/2011	05/03/2013	10,000.00	8,217.45	1,782.55
1346.863 ARTISAN FDS INC INTERNATIONAL	09/23/2002	08/28/2013	36,500.01	20,944.74	15,555.27
4113.924 ARTISAN SMALL CAP VALUE FUND INVESTOR CLASS FD 96	01/24/2012	05/03/2013	67,632.91	65,000.00	2,632.91
50. BOEING CO	07/30/2012	08/08/2013	5,299.40	3,740.50	1,558.90
30. BOEING CO	07/30/2012	11/05/2013	4,001.63	2,244.30	1,757.33
50. CF INDUSTRIES HOLDINGS INC	06/18/2012	11/05/2013	10,487.06	8,433.50	2,053.56
100. CHEVRON CORPORATION	09/23/2010	10/04/2013	11,804.80	7,849.00	3,955.80
80. CHEVRON CORPORATION	09/23/2010	11/05/2013	9,469.43	6,279.20	3,190.23
50. CHUBB CORP	08/29/2008	08/08/2013	4,267.92	2,402.25	1,865.67
90. CHUBB CORP	08/29/2008	11/05/2013	8,344.20	4,097.22	4,246.98
200. CISCO SYSTEMS INC	11/15/2011	08/08/2013	5,235.90	3,833.75	1,402.15
280. CISCO SYSTEMS INC	11/15/2011	11/05/2013	6,473.48	5,366.20	1,107.28
180. CISCO SYSTEMS INC	11/15/2011	12/09/2013	3,814.13	3,449.70	364.43
100. CITIGROUP INC	05/11/2010	08/08/2013	5,178.90	4,180.00	998.90
130. CITIGROUP INC	05/11/2010	11/05/2013	6,281.50	5,251.75	1,029.75
100. COCA COLA CO	02/22/2012	08/08/2013	4,015.93	3,466.47	549.46
150. COCA COLA CO	10/15/2010	10/21/2013	5,825.89	4,966.72	859.17
100. COCA COLA CO	10/15/2010	11/05/2013	3,946.18	3,000.50	945.68
150. COMCAST CORPORATION CL A	10/18/2011	08/08/2013	6,749.88	3,533.97	3,215.91
280. COMCAST CORPORATION CL A	10/18/2011	11/05/2013	13,422.96	6,596.74	6,826.22
60. COOPER COS INC NEW	10/11/2012	11/05/2013	7,711.06	5,872.20	1,838.86
100000. CREDIT SUISSE GLOBAL EQUITY NOTE 20% BUFFER 130	05/20/2010	05/24/2013	142,070.00	100,000.00	42,070.00
Totals					

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BETTS FOUNDATION IMA
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50. DISNEY WALT CO	06/05/2012	08/08/2013	3,288.44	2,226.88	1,061.56
90. DISNEY WALT CO	06/05/2012	11/05/2013	6,199.99	4,008.37	2,191.62
50. DISCOVER FINANCIAL W/I	07/30/2012	08/08/2013	2,543.95	1,817.00	726.95
90. DISCOVER FINANCIAL W/I	07/30/2012	11/05/2013	4,674.51	3,270.60	1,403.91
965.608 DODGE & COX INTERNATIONAL AL STOCK FUND	04/15/2011	08/28/2013	36,500.00	35,659.90	840.10
2620.173 DODGE & COX INCOME FUND	06/25/2012	06/27/2013	35,267.53	35,974.97	-707.44
150. E M C CORP MASS	10/27/2009	03/07/2013	3,587.92	2,531.96	1,055.96
150. E M C CORP MASS	10/27/2009	08/08/2013	4,049.92	2,531.95	1,517.97
130. E M C CORP MASS	10/27/2009	11/05/2013	3,057.54	2,194.36	863.18
370. E M C CORP MASS	10/27/2009	12/09/2013	8,725.18	6,245.49	2,479.69
300. EASTMAN CHEM CO	02/22/2012	06/27/2013	21,629.74	16,214.34	5,415.40
200. EBAY INC	03/21/2011	08/08/2013	10,707.80	7,173.00	3,534.81
90. EBAY INC	03/21/2011	11/05/2013	4,599.81	2,765.70	1,834.11
1. ELECTRONIC DATA SYS CORP	01/01/2001	02/11/2013	22.15	NONE	22.15
200. EQUITY RESIDENTIAL PPTYS TR SH BEN INT	06/14/2010	02/15/2013	11,453.74	8,974.00	2,479.74
200. EXXON MOBIL CORP	02/15/2000	06/03/2013	18,113.68	7,789.51	10,324.17
100. EXXON MOBIL CORP	11/12/1999	08/08/2013	9,157.84	3,804.89	5,352.95
100. EXXON MOBIL CORP	11/12/1999	10/04/2013	8,607.86	3,788.12	4,819.74
20. EXXON MOBIL CORP	11/12/1999	11/05/2013	1,840.56	757.62	1,082.94
200. FMC CORPORATION NEW	12/20/2011	01/25/2013	12,339.72	8,603.00	3,736.72
944.455 FEDERATED STRATEGIC VALUE DIVIDEND FD CLASS IS	09/14/2011	02/07/2013	4,911.17	4,259.49	651.68
17032.967 FEDERATED STRATEGIC VALUE DIVIDEND FD CLASS IS	09/14/2011	08/28/2013	93,000.00	76,818.68	16,181.32
16982.407 FEDERATED STRATEGIC VALUE DIVIDEND FD CLASS IS	09/14/2011	10/04/2013	94,422.18	75,579.42	18,842.76
270. FIFTH THIRD BANCORP	07/30/2012	11/05/2013	5,168.38	3,856.93	1,311.45
420. GENERAL ELECTRIC CO	09/25/2012	11/05/2013	11,105.65	9,226.36	1,879.29
5. GOOGLE INC CL A	02/03/2009	11/05/2013	5,138.61	1,687.65	3,450.96
555.979 HARBOR FUND INTERNATIONAL AL FUND	01/19/2005	08/28/2013	36,500.00	26,659.02	9,840.98
50. HERSHEY FOODS CORP	06/14/2010	08/08/2013	4,865.41	2,559.00	2,306.41
50. HERSHEY FOODS CORP	06/14/2010	10/04/2013	4,574.42	2,559.00	2,015.42
Totals					

BETTS FOUNDATION IMA
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
60. HERSHEY FOODS CORP	06/14/2010	11/05/2013	5,975.29	3,070.80	2,904.49
50. HOME DEPOT INC	01/12/2012	03/21/2013	3,431.92	2,171.97	1,259.95
100. HOME DEPOT INC	01/12/2012	08/08/2013	8,007.86	4,343.94	3,663.92
140. HOME DEPOT INC	01/12/2012	11/05/2013	10,730.81	6,081.52	4,649.29
650. INTEL CORP	07/25/2006	07/24/2013	14,807.00	10,920.32	3,886.68
20. INTERNATIONAL BUSINESS MACHS CORP	02/03/2009	08/08/2013	3,749.03	1,828.05	1,920.98
100. INTERNATIONAL BUSINESS MACHS CORP	10/20/2008	11/05/2013	17,824.68	9,119.50	8,705.18
150. JP MORGAN CHASE & CO	06/24/2009	08/08/2013	8,236.35	5,412.75	2,823.60
50. JP MORGAN CHASE & CO	06/24/2009	10/21/2013	2,708.45	1,677.50	1,030.95
160. JP MORGAN CHASE & CO	06/24/2009	11/05/2013	8,310.25	5,368.00	2,942.25
2958.133 PERKINS MID CAP VALUE FUND FUND CLASS I FD 116	03/12/2002	05/03/2013	70,728.96	55,493.17	15,235.79
100. JOHNSON & JOHNSON	08/23/2011	08/08/2013	9,300.83	6,492.00	2,808.83
70. JOHNSON & JOHNSON	11/12/1999	11/05/2013	6,490.28	3,613.70	2,876.58
400. LIMITED INC	05/24/2010	03/21/2013	17,427.60	9,826.65	7,600.95
100. MACY'S INC	05/18/2011	08/08/2013	4,812.91	2,901.98	1,910.93
450. MACY'S INC	05/18/2011	08/23/2013	20,092.15	13,058.91	7,033.24
250. MERCK & CO INC	12/18/2009	03/21/2013	10,989.75	9,179.96	1,809.79
100. MICROSOFT CORP	07/25/2006	07/24/2013	3,203.19	2,420.90	782.29
50. MICROSOFT CORP	07/25/2006	08/08/2013	1,637.97	1,210.00	427.97
100. MICROSOFT CORP	07/25/2006	11/05/2013	3,638.93	2,402.30	1,236.63
350. MOODY'S CORP	06/08/2011	02/15/2013	16,358.67	13,772.50	2,586.17
200. NATIONAL-OILWELL INC	09/23/2010	02/07/2013	13,593.79	8,466.00	5,127.79
250. OGE ENERGY CORP COM	08/23/2011	04/30/2013	18,092.09	11,917.50	6,174.59
50. ORACLE CORP	04/20/2005	08/08/2013	1,650.60	600.00	1,050.60
30. ORACLE CORP	04/20/2005	11/05/2013	1,003.86	360.00	643.86
3539.823 PIMCO FDS TOTAL RETURN BD FUND	06/25/2012	06/27/2013	38,088.50	40,000.00	-1,911.50
60. PVH CORP	10/26/2012	11/05/2013	7,511.27	5,499.60	2,011.67
200. PFIZER INC	11/30/2009	07/16/2013	5,729.90	3,592.36	2,137.54
150. PFIZER INC	10/15/2010	08/08/2013	4,361.92	2,676.00	1,685.92
800. PFIZER INC	02/03/2009	10/04/2013	23,111.68	13,061.66	10,050.02
Totals					

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BETTS FOUNDATION IMA

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
12890.208 PIMCO COMMODITY					
REALRETURN STRATEGY FUND	12/03/2009	01/11/2013	85,333.18	111,447.56	-26,114.38
50. POLARIS INDS INC	05/10/2012	11/05/2013	6,616.88	3,905.75	2,711.13
100. QUALCOMM INC	01/25/2011	11/05/2013	6,897.87	5,080.91	1,816.96
50. QUALCOMM INC	01/25/2011	12/09/2013	3,667.56	2,540.45	1,127.11
50. RESMED INC	03/15/2012	08/08/2013	2,485.45	1,582.00	903.45
350. RESMED INC	03/15/2012	11/05/2013	17,636.68	11,073.96	6,562.72
1. TYCO INTL LTD NEW	01/01/2001	06/25/2013	42.93	NONE	42.93
50. UNION PACIFIC CORP	04/19/2010	08/08/2013	8,038.36	3,780.25	4,258.11
40. UNION PACIFIC CORP	04/19/2010	11/05/2013	6,126.29	3,024.20	3,102.09
40. UNION PACIFIC CORP	04/19/2010	12/09/2013	6,580.68	2,851.50	3,729.18
50. UNITED TECHNOLOGIES CORP	03/20/2003	08/08/2013	5,318.40	1,510.00	3,808.40
70. UNITED TECHNOLOGIES CORP	09/23/2002	11/05/2013	7,552.86	1,995.00	5,557.86
260. UNITEDHEALTH GROUP INC	06/24/2009	03/21/2013	14,297.15	6,416.80	7,880.35
150. WELLS FARGO & COMPANY NEW	09/01/2009	08/08/2013	6,472.38	3,991.50	2,480.88
230. WELLS FARGO & COMPANY NEW	06/24/2009	11/05/2013	9,819.03	5,472.30	4,346.73
250. WHOLE FOODS MKT INC	06/30/2011	03/07/2013	21,589.51	15,902.50	5,687.01
100. WISCONSIN ENERGY CORP	03/16/2009	08/08/2013	4,345.92	1,920.25	2,425.67
160. WISCONSIN ENERGY CORP	03/16/2009	11/05/2013	6,747.08	3,072.40	3,674.68
400. COVIDIEN PLC ISIN					
IE00B68SQD29 SEDOL B68SQD2	12/18/2009	06/03/2013	25,447.55	17,983.99	7,463.56
Totals			1507195.00	1122650.00	384,545.00

THE BETTS FOUNDATION
COMMUNITY SUPPORT
CALENDAR YEAR 2013

WARREN GENERAL HOSPITAL CANCER CARE UNIT 2 CRESCENT PARK, WEST; WARREN, PA 16365	40,000.00
UNITED FUND OF WARREN COUNTY 305 W. THIRD AVENUE; WARREN, PA 16365	21,000.00
CHIEF CORNPLANTER COUNCIL - BOY SCOUTS OF AMERICA 316 FOURTH AVENUE; WARREN, PA 16365	15,000.00
WARREN COUNTY DEVELOPMENT ASSOCIATION 308 MARKET STREET; WARREN, PA 16365	7,500.00
WARREN SPORTS BOOSTERS P.O. BOX 293; WARREN, PA 16365	5,000.00
WARREN COUNTY HISTORICAL SOCIETY P.O. BOX 427; WARREN, PA 16365	5,000.00
NORTH WARREN PRESBYTERIAN CHURCH 200 S. STATE STREET; NORTH WARREN, PA 16365	5,000.00
FAMILY SERVICES OF WARREN COUNTY 185 HOSPITAL DRIVE; WARREN, PA 16365	4,100.00
CASA OF WARREN & FOREST COUNTIES 207 SECOND AVENUE; WARREN, PA 16365	3,200.00
WARREN AREA HIGH SCHOOL MARCHING BAND 345 E. FIFTH AVENUE; WARREN, PA 16365	3,000.00
SCANDIA VOLUNTEER FIRE DEPARTMENT 5950 SCANDIA ROAD; RUSSELL, PA 16365	3,000.00
BETTS FOUNDATION DRUG EDUCATION PROGRAM P.O. BOX 888; WARREN, PA 16365	2,916.00
FRIENDS OF BROKENSTRAW VALLEY SWIMMING POOL P.O. BOX 1; YOUNGSVILLE, PA 16371	2,500.00
LANDER VOLUNTEER FIRE DEPARTMENT 4400 MILLER HILL ROAD; RUSSELL, PA 16345	2,000.00
YOUNGSVILLE HIGH SCHOOL MUSIC BOOSTERS 227 COLLEGE STREET; YOUNGSVILLE, PA 16371	1,800.00
WARREN/ FOREST HIGHER EDUCATION COUNCIL 589 HOSPITAL DRIVE; WARREN, PA 16365	1,750.00
FOUNDATION FOR FREE ENTERPRISE EDUCATION 3076 W, 12th STREET; ERIE, PA 16505	1,575.00
GIRL SCOUTS OF WESTERN PENNSYLVANIA 5681 ROUTE 6N; EDINBORO, PA 16412	1,500.00
THE SALVATION ARMY 311 BEECH STREET; WARREN, PA 16365	1,500.00
WARREN COUNTY PRISON MINISTRY P.O. BOX 373; WARREN, PA 16365	1,250.00
GARLAND VOLUNTEER FIRE DEPARTMENT 31 BAILEY LANE; GARLAND, PA 16416	1,000.00
PENN SOIL RESOURCE CONSERVATION & DEVELOPMENT 210 NORTH DRIVE, SUITE E.; WARREN, PA 16365	750.00
THE CROSSING 350 PENNSYLVANIA AVE., W.; WARREN, PA 16365	500.00
TOTAL COMMUNITY SUPPORT	<u>130,841.00</u>

THE BETTS FOUNDATION
SCHOLARSHIPS
CALENDAR YEAR 2013

UNIVERSITY OF PITTSBURGH @ BRADFORD BRADFORD, PA 16701	4,900.00
SLIPPERY ROCK UNIVERSITY SLIPPERY ROCK, PA 16057	4,200.00
INDIANA UNIVERSITY OF PENNSYLVANIA INDIANA, PA 15705	2,800.00
JAMESTOWN BUSINESS COLLEGE JAMESTOWN, NY 14701	2,800.00
MERCYHURST UNIVERSITY - NORTH EAST NORTH EAST, PA 16428	2,800.00
PENNSYLVANIA COLLEGE OF TECHNOLOGY WILLIAMSPORT, PA 17701	2,100.00
CLARION UNIVERSITY CLARION, PA 16214	1,400.00
DUQUESNE UNIVERSITY PITTSBURGH, PA 15282	1,400.00
GANNON UNIVERSITY ERIE, PA 16541	1,400.00
GENEVA COLLEGE BEAVER FALLS, PA 15010	1,400.00
ROCHESTER INSTITUTE OF TECHNOLOGY ROCHESTER, NY 14623	1,400.00
VENANGO TECHNICAL CENTER OIL CITY, PA 16301	1,400.00
BLOOMSBURG UNIVERSITY BLOOMSBURG, PA 17815	700.00
EDINBORO UNIVERSITY EDINBORO, PA 16444	700.00
FORTIS INSTITUTE ERIE, PA 16506	700.00
GROVE CITY COLLEGE GROVE CITY, PA 16127	700.00
JAMESTOWN COMMUNITY COLLEGE JAMESTOWN, NY 14701	700.00
MERCYHURST UNIVERSITY ERIE, PA 16546	700.00
PENN STATE UNIVERSITY UNIVERSITY PARK, PA 16802	700.00
ROBERT MORRIS UNIVERSITY MOON TOWNSHIP, PA 15108	700.00
TEMPLE UNIVERSITY PHILADELPHIA, PA 19122	700.00
WILLIAM CAREY UNIVERSITY HATTIESBURG, MS 39401	700.00

TOTAL SCHOLARSHIPS

35,000.00

THE BETTS FOUNDATION
OTHER CONTRIBUTIONS
CALENDAR YEAR 2013

ASSOCIATION OF INDEPENDENT COLLEGES OF PA	2,500.00
101 NORTH FRONT STREET; HARRISBURG, PA 17101	
CHILDREN, INC.	336.00
4205 DOVER ROAD; RICHMOND, VA 23221	
TOTAL OTHER CONTRIBUTIONS	