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

For calendar year 2013, or tax year beginning , 2013, and ending ,

THE MARSHA SHANLKIN FOUNDATION
404 E. GUADALUPE
VICTORIA, TX 77901

A Employer identification number: 26-3034927
B Telephone number (see the instructions): (361) 576-0330
C If exemption application is pending, check here ► [ ]
D 1 Foreign organizations, check here ► [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ► [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ► [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► [ ]

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: [X] 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, column (c), line 16*) ► $ 3,057,098.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (*Part I, column (d) must be on cash basis*)

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

	Line	(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 (att sch)				
	2 Ck ► [X] if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	51,074.	51,074.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	52,794.			
	b Gross sales price for all assets on line 6a 158,659.				
	7 Capital gain net income (from Part IV, line 2)		52,794.		
	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/(loss) (att sch)				
	11 Other income (attach schedule). SEE STATEMENT 1	102,118.	102,118.		
	12 **Total.** Add lines 1 through 11	205,986.	205,986.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	1,750.	1,750.		
	c Other prof fees (attach sch) SEE ST 3	22,080.	22,080.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	13,045.	9,614.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	992.	992.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	37,867.	34,436.		
	25 Contributions, gifts, grants paid PART XV	104,000.			104,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	141,867.	34,436.		104,000.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	64,119.			
	b **Net investment income** (if negative, enter -0-)		171,550.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	20,863.	15,190.	15,190.
	2 Savings and temporary cash investments	52,667.	119,227.	119,227.
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less. allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)	514,214.	390,618.	390,618.
	b Investments — corporate stock (attach schedule)	1,822,456.	2,193,764.	2,219,284.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)		25,520.	25,520.
	14 Land, buildings, and equipment. basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 6)	1,459.	28.	287,259.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	2,411,659.	2,744,347.	3,057,098.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,411,659.	2,744,347.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,411,659.	2,744,347.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,411,659.	2,744,347.	

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	2,411,659.
2	Enter amount from Part I, line 27a	2	64,119.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 7	3	268,569.
4	Add lines 1, 2, and 3	4	2,744,347.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,744,347.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 8			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	52,794.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0.

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.) N/A

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 (column (b) divided by column (c))
2012			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [ ] and enter 1% of Part I, line 27b		1	3,431.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,431.
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	3,431.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6a 3,455.		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 4,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	7,455.
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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ►		10	4,024.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ►	4,024. Refunded ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a 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	N/A	
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, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

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

Website address ► N/A

14 The books are in care of ► MYRA M. STARKEY Telephone no ► (361) 576-0330

Located at ► 404 W. GUADALUPE VICTORIA TX ZIP + 4 ► 77901

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ 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)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__				
3 a	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.)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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)? (see instructions) ☐ 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)? 5b N/A

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A. ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN TROSCLAIR 16961 WILSON RD TYLER, TX 75707	PRESIDENT 1.00	0.	0.	0.
GAIL ATKINSON 1150 DEVEREUX DRIVE LEAGUE CITY, TX 77573	VICE PRES 1.00	0.	0.	0.
MYRA STARKEY 404 W. GUADALUPE VICTORIA, TX 77901	SEC-TREAS 3.00	0.	0.	0.
JANET RUSSELL 210 TURTLE ROCK VICTORIA, TX 77904	TRUSTEE 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	2,721,015.
b	Average of monthly cash balances	1b	125,646.
c	Fair market value of all other assets (see instructions)	1c	287,235.
d	**Total** (add lines 1a, b, and c)	1d	3,133,896.
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	3,133,896.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	47,008.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,086,888.
6	**Minimum investment return.** Enter 5% of line 5	6	154,344.

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	154,344.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 3,431.		
b	Income tax for 2013. (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	3,431.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	150,913.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	150,913.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	150,913.

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	104,000.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	104,000.

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				150,913.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			98,398.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► $ 104,000.				
a Applied to 2012, but not more than line 2a			98,398.	
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				5,602.
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).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				145,311.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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*				
DEVEREUX TREATMENT NETWORK 120 DAVID WADE DRIVE VICTORIA, TX 77905	N/A	N/A	OPERATIONAL SUPPORT	5,000.
NEW WINE FELLOWSHIP 208 S. BEN WILSON VICTORIA, TX 77901	N/A	N/A	YOUTH CAMP SCHOLARSHIPS	1,000.
THE VICTORIA COLLEGE 2200 E. RED RIVER VICTORIA, TX 77901	N/A	N/A	SCHOLARSHIP FUND	48,000.
HOSPICE OF SOUTH TEXAS 605 E. LOCUST VICTORIA, TX 77901	N/A	N/A	CAPITAL FUNDS DRIVE	50,000.
Total			► **3a**	104,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,074.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	52,794.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue.					
a OIL & GAS ROYALTIES			15	102,118.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				205,986.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 205,986.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, *relating to political organizations?*			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1 a (1)		X
	(2) Other assets	1 a (2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
	(3) Rental of facilities, equipment, or other assets	1 b (3)		X
	(4) Reimbursement arrangements	1 b (4)		X
	(5) Loans or loan guarantees	1 b (5)		X
	(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If 'Yes,' complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee | Date 5-7-14 | Title SEC-TREAS

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JACK R. MORRISON, JR.	Jack Morrison	5-7-14		P00047019

Firm's name ► BUMGARDNER, MORRISON & COMPANY, LLP — Firm's EIN ► 74-1194944

Firm's address ► PO BOX 3750 VICTORIA, TX 77903-3750 — Phone no (361) 575-0271

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	$ 102,118.	$ 102,118.	
TOTAL	$ 102,118.	$ 102,118.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUMGARDNER, MORRISON & CO	$ 1,750.	$ 1,750.		
TOTAL	$ 1,750.	$ 1,750.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	$ 22,080.	$ 22,080.		
TOTAL	$ 22,080.	$ 22,080.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AD VALOREM TAXES	$ 4,352.	$ 4,352.		
EXCISE TAXES	3,431.			
FOREIGN TAXES	560.	560.		
SEVERANCE TAXES	4,702.	4,702.		
TOTAL	$ 13,045.	$ 9,614.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	$ 15.	$ 15.		
BOOKKEEPING SERVICES	172.	172.		
INSURANCE	775.	775.		
OFFICE SUPPLIES	30.	30.		
TOTAL	$ 992.	$ 992.		$ 0.

STATEMENT 6
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
EXCISE TAX OVERPAYMENT	$ 24.	$ 24.
MINERAL INTERESTS	4.	287,235.
TOTAL	$ 28.	$ 287,259.

STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

MUNICIPAL INTEREST INCOME	$ 17,562.
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	251,007.
TOTAL	$ 268,569.

STATEMENT 8
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	10K PUERTO RICO COMMONWEALTH GOVT	PURCHASED	5/18/2006	2/14/2013
2	30K TENNESSEE ENERGY	PURCHASED	12/16/2006	2/14/2013
3	10K TENNESSEE ENERGY	PURCHASED	10/03/2006	2/14/2013
4	.41 KINDER MORGAN ENERGY PRTNRS	PURCHASED	7/01/2011	5/02/2013
5	ISHARES SILVER TRUST	PURCHASED	VARIOUS	VARIOUS
6	15K CHICAGO PUB BLDG	PURCHASED	4/05/2006	3/01/2013
7	10K BAPTIST HEALTH CARE AUTH	PURCHASED	6/21/2006	2/14/2013
8	15K IPS MULTI-SCH BLDG	PURCHASED	4/12/2006	7/15/2013
9	15K MADISON IL DIST PUB SCHS	PURCHASED	5/05/2005	5/01/2013
10	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	10,304.		10,199.	105.				$ 105.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
2	31,278.		30,264.	1,014.				$ 1,014.
3	10,775.		10,218.	557.				557.
4	36.		31.	5.				5.
5	98.		98.	0.				0.
6	15,000.		15,000.	0.				0.
7	10,145.		10,055.	90.				90.
8	15,000.		15,000.	0.				0.
9	15,000.		15,000.	0.				0.
10								51,023.
							TOTAL	$ 52,794.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:
NAME:
CARE OF: MYRA STARKEY
STREET ADDRESS: 404 W. GUADALUPE
CITY, STATE, ZIP CODE: VICTORIA, TX 77901
TELEPHONE:
E-MAIL ADDRESS:
FORM AND CONTENT: GRANT APPLICATIONS SHOULD BE SUBMITTED IN WRITING, SHOULD INCLUDE BIOGRAPHICAL INFORMATION ABOUT THE PROSPECTIVE GRANTEE AND MUST INCLUDE SATISFACTORY EVIDENCE TO ASSURE OUR TRUSTEES THAT THE APPLICANT IS A QUALIFIED ORGANIZATION TO WHICH THE SHANKLIN FOUNDATION MAY PROVIDE FUNDS IN ACCORDANCE WITH PERTINENT INTERNAL REVENUE SERVICE CODE SECTIONS AND REGULATIONS. THE APPLICANT SHOULD ALSO SPECIFY THE AMOUNT OF FUNDS REQUESTED, THE INTENDED USE OF THE FUNDS AND THE ANTICIPATED LENGTH OF TIME WITHIN WHICH THE FUNDS WILL BE EXPENDED.
SUBMISSION DEADLINES: NONE
RESTRICTIONS ON AWARDS:

THE MARSHA SHANLKIN FOUNDATION 26-3034927

BALANCE SHEET
OTHER (FORM 990-PF)[O]

KINDER MORGAN ENERGY		$ 25,520.
	TOTAL	$ 25,520.

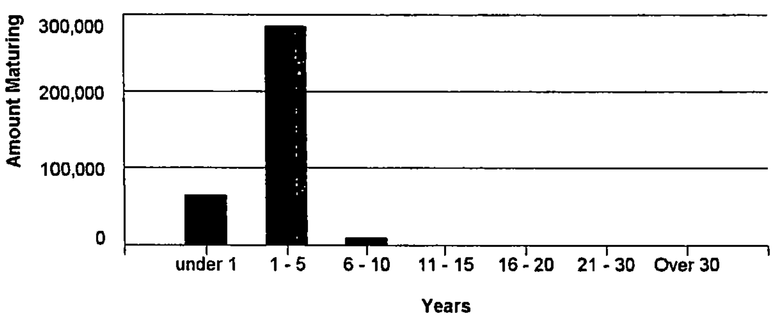
BALANCE SHEET - INVESTMENTS
FAIR MARKET VALUE AT END OF YEAR (FORM 990-PF)
KINDER MORGAN ENERGY

KINDER MORGAN ENERGY		$ 25,520.
	TOTAL	$ 25,520.

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Bond maturity schedule



MATURING IN	AMOUNT MATURING	CURRENT VALUE	% OF MATURING VALUE
under 1 year	65,000 00	66,082 20	18 01
1 to 5 years	286,000.00	313,607 10	79 22
6 to 10 years	10,000.00	10,928 60	2 77
11 to 15 years	0.00	0 00	0.00
16 to 20 years	0 00	0 00	0 00
21 to 30 years	0 00	0 00	0.00
over 30 years	0 00	0 00	0.00
Total	**$361,000.00**	**$390,617.90**	**100.00%**

Additional information

	THIS PERIOD	THIS YEAR		THIS PERIOD	THIS YEAR
Exempt accrued interest on sales	0.00	567.29	Gross proceeds	0.00	107,537 78

Portfolio detail

Cash and Sweep Balances

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N A and (if amounts exceed $250,000) at one or more other Wells Fargo affiliated banks These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to $250,000 per depositor, per institution, in accordance with FDIC rules For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
Cash	0.00	66 00	0 00
BANK DEPOSIT SWEEP Interest Period 12/01/13 - 12/31/13	0 01	119,161 14	11.91
Total Cash and Sweep Balances		**$119,227.14**	**$11.91**

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Stocks, options & ETFs

Stocks and ETFs

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
AMGEN INC AMGN Acquired 05/15/07 nc	500	55 31	27,655 00	114 0800	57,040 00	29,385 00	1,220 00	2 13
CAPITAL PRODUCT PARTNERS LP CPLP								
Acquired 07/01/11	1,900	7 75 9 15	14,734 50 17,385 00		19,893 00	5,158 50		
Acquired 07/01/11	100	7.70 9 10	770 50 910 00		1,047 00	276 50		
Total	**2,000**		**$15,505.00** **$18,295.00**	**10.4700**	**$20,940.00**	**$5,435.00**	**$1,860.00**	**8.88**
COCA-COLA COMPANY KO								
Acquired 04/27/06 nc	136	0 02	3,829 08		5,618 16	1,789 08		
Acquired 07/21/06 nc	200	0.02	5,631 00		8,262 00	2,631.00		
Acquired 07/21/06 nc	400	0 02	11,262 00		16,524 00	5,262 00		
Acquired 07/28/06 nc	400	0 02	11,262 00		16,524 00	5,262 00		
Acquired 12/06/06 nc	64	0 02	1,801 92		2,643 84	841 92		
Total	**1,200**		**$33,786.00**	**41.3100**	**$49,572.00**	**$15,786.00**	**$1,344.00**	**2.71**
COLGATE-PALMOLIVE CO CL								
Acquired 09/24/04 nc	340	0 03	11,883 00		22,171.40	10,288 40		
Acquired 07/21/06 nc	400	0.03	13,980 00		26,084 00	12,104 00		
Acquired 12/06/06 nc	30	0 03	1,048 50		1,956 30	907 80		
Acquired 02/06/07 nc	20	0 03	699 00		1,304 20	605 20		
Acquired 08/02/07 nc	10	0.03	349 50		652 10	302 60		
Total	**800**		**$27,960.00**	**65.2100**	**$52,168.00**	**$24,208.00**	**$1,088.00**	**2.09**
COSTCO WHSL CORP NEW nc COM COST	400	61.22**	24,490 41	119 0200	47,608.00	23,117 59	496 00	1.04
CRIMSON WINE GROUP LTD CWGL								
Acquired 12/16/10 nc	100	8 10	810 18		884 00	73 82		
Acquired 09/19/12	40	6.82	273.15		353 60	80 45		
Total	**140**		**$1,083.33**	**8.8400**	**$1,237.60**	**$154.27**	**N/A**	**N/A**

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
DEVON ENERGY CORP DVN Acquired 09/19/12	300	61 42	18,427.83	61.8700	18,561.00	133.17	264 00	1 42
DIAGEO PLC SPONSORED ORD NEW DEO Acquired 03/26/10 nc	500	66 47	33,239 50	132.4200	66,210 00	32,970 50	1,499.00	2.26
DISNEY WALT COMPANY DIS Acquired 07/10/03 nc	207	30 51	6,316 66		15,814.80	9,498.14		
Acquired 04/21/05 nc	93	30 51	2,837 92		7,105.20	4,267.28		
Acquired 07/28/06 nc	200	34 04	6,808 00		15,280.00	8,472 00		
Acquired 12/01/06 nc	300	34.04	10,212 00		22,920 00	12,708 00		
Total	**800**		**$26,174.58**	**76.4000**	**$61,120.00**	**$34,945.42**	**$688.00**	**1.13**
EXXON MOBIL CORP XOM Acquired 03/26/10 nc	400	66 39	26,559 60	101 2000	40,480 00	13,920 40	1,008 00	2 49
FREEPORT-MCMORAN COPPER & GOLD INC CLASS B FCX Acquired 09/19/12	700	41 60	29,124.27	37 7400	26,418 00	-2,706.27	875 00	3 31
GENERAL MILLS INC GIS Acquired 03/26/10 nc	400	35.22	14,089 96	49.9100	19,964 00	5,874.04	608.00	3 04
HALCON RESOURCES CORP HK Acquired 09/19/12	1,000	7 31	7,316 00	3 8600	3,860 00	-3,456 00	N/A	N/A
I SHARES SILVER TRUST SLV Acquired 03/26/10 nc	850	16.27 16 59	13,835.40 14,109 91	18 7100	15,903 50	2,068 10	N/A	N/A
INTERNATIONAL BUSINESS MACHINE CORP IBM Acquired 09/19/12	200	206 89	41,378 40	187 5700	37,514 00	-3,864 40	760.00	2 02

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
JOHNSON & JOHNSON								
JNJ								
Acquired 07/01/98 nc	31	0 06	2,008 49		2,839 29	830 80		
Acquired 12/01/03 nc	200	0 06	12,958 00		18,318 00	5,360 00		
Acquired 08/11/06 nc	200	0.06	12,958 00		18,318.00	5,360 00		
Acquired 03/06/07 nc	25	0 06	1,619 75		2,289 75	670 00		
Acquired 12/16/10 nc	323	62 32	20,131 33		29,583.57	9,452 24		
Reinvestments nc	21	65 78	1,381 39		1,923 39	542 00		
Total	**800**		**$51,056.96**	**91.5900**	**$73,272.00**	**$22,215.04**	**$2,112.00**	**2.88**
KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT								
KMP								
Acquired 07/01/11 nc	319	75.80	24,183 32	80.6600	25,730 54	1,547 22	1,722 60	6 69
LEUCADIA NATIONAL CORP								
LUK								
Acquired 12/16/10 nc	1,000	27 46	27,469 62		28,340 00	870 38		
Acquired 09/19/12	400	23 15	9,261.29		11,336 00	2,074 71		
Total	**1,400**		**$36,730.91**	**28.3400**	**$39,676.00**	**$2,945.09**	**$350.00**	**0.88**
MASCO CORP								
MAS								
Acquired 07/01/11	2,000	12 30	24,600 00	22.7700	45,540 00	20,940 00	600 00	1 31
VMWARE INC CLASS A								
VMW								
Acquired 09/19/12	300	98 72	29,617 80	89 7100	26,913 00	-2,704 80	N/A	N/A
3M CO								
MMM								
Acquired 09/20/06 nc	200	91.44	18,288 00		28,050 00	9,762 00		
Acquired 12/01/06 nc	100	91 44	9,144 00		14,025.00	4,881 00		

Stocks, options & ETFs

Stocks and ETFs continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	**300**		**$27,432.00**	**140.2500**	**$42,075.00**	**$14,643.00**	**$1,026.00**	**2.44**
Total Stocks and ETFs			**$534,246.27** **$537,310.78**		**$771,802.64**	**$237,556.37**	**$17,520.60**	**2.27**
Total Stocks, options & ETFs			**$534,246.27**		**$771,802.64**	**$237,556.37**	**$17,520.60**	**2.27**

** Because you have more than 6 tax lots, we are showing the average cost per share.
nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS.

Fixed Income Securities

Corporate and municipal bonds and other fixed income securities are priced by a computerized pricing service or, for less actively traded issues, by utilizing a yield-based matrix system to arrive at an estimated market value.

Government Bonds

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
U S TREASURY BONDS 08/15 CPN 10 625% DUE 08/15/15 DTD 08/15/85 FC 02/15/86 Moody AAA , S&P NR CUSIP 912810DS4 Acquired 03/12/07 nc	15,000	N/A##	20,026 45	116 6330	17,494 95	-2,531 50	601.99	1,593 75	9 10
U S TREASURY BONDS 11/18 CPN 9.000% DUE 11/15/18 DTD 11/15/88 FC 05/15/89 Moody AAA , S&P NR CUSIP 912810EB0 Acquired 03/12/07 nc	6,000	1 32	7,927 98	134 5000	8,070 00	142.02	70 11	540.00	6.69
Total Government Bonds	**21,000**		**$27,954.43**		**$25,564.95**	**-$2,389.48**	**$672.10**	**$2,133.75**	**8.35**

Cost information for one or more securities is not available. If you have cost information and would like to see it on future statements, contact Your Financial Advisor
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Fixed Income Securities

Municipal Bonds

							ESTIMATED		
DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ANNUAL INCOME	ANNUAL YIELD (%)
DISTRICT COLUMBIA CTFS ^ PARTN B/E FGIC CPN 5 250% DUE 01/01/14 DTD 05/03/06 FC 01/01/07 Moody AA3 , S&P A+ CUSIP 254761BX6 Acquired 04/21/06 nc	15,000	100 00 1 07	15,000 01 16,169 40	100.0000	15,000 00	-0 01	393 75	787 50	5 25
INDIANAPOLIS IND UTILS DIST REF-SER B REV FGIC REG OID OY=7 650% CPN 4 000% DUE 06/01/14 DTD 07/01/86 FC 06/01/87 Moody A2 , S&P AA CUSIP 455398GP6 Acquired 12/15/06 nc	30,000	100 07 1 01	30,021 39 30,336 30	101 4640	30,439 20	417 81	100 00	1,200 00	3 94
UNIVERSITY TEX UNIV REVS FING SYS-SER B B/E CPN 5 250% DUE 08/15/14 DTD 02/15/04 FC 08/15/04 Moody AAA , S&P AAA CUSIP 915137SX2 Acquired 06/15/06 nc	10,000	100 77 1 08	10,077 75 10,884 20	103.1950	10,319 50	241 75	198 33	525 00	5 08
MASSACHUSETTS ST CONS LN-SER C G/O UNLTD B/E CPN 5 000% DUE 09/01/14 DTD 10/12/05 FC 03/01/06 Moody AA1 , S&P AA+ CUSIP 57582N2K0 Acquired 01/30/06 nc	10,000	100 70	10,070 91 10,787 90	103 2350	10,323 50	252 59	166 67	500 00	4 84

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
SOUTH CAROLINA ST PUB SVC ATH RV SANTEE COOPER SER A B/E MBIA CPN 5 000% DUE 01/01/15 DTD 02/01/06 FC 07/01/06 Moody A1 , S&P AA- CUSIP 837147L21 Acquired 06/14/06 nc	10,000	101.02 1 07	10,102.13 10,756 40	104.7310	10,473 10	370 97	250 00	500.00	4 77
MASSACHUSETTS ST WTR POL ABATEMENT TR POOL PROG BDS-SER 10B/E CPN 5.250% DUE 08/01/15 DTD 11/15/04 FC 02/01/05 CALL 08/01/14 @ 100 000 Moody AAA , S&P AAA CUSIP 57604PWK6 Acquired 05/11/06 nc	15,000	100 71	15,106.54 16,296.90	103.0370	15,455 55	349 01	328 13	787.50	5 09
SAN ANTONIO TX RFDG GEN IMPT FORWARD SER 2006 FGIC MBIA RE G/O LTD B\E CPN 5 500% DUE 08/01/15 DTD 12/01/04 FC 08/01/06 Moody AAA , S&P AAA CUSIP 796237DZ5 Acquired 05/08/06 nc	10,000	102.19	10,219.09 11,101 30	108.2650	10,826 50	607 41	229.17	550.00	5 08
WASHINGTON DC CONVENTIO CTR REF-SR LIEN SR A B/E REV AMBAC CPN 5 000% DUE 10/01/15 DTD 02/08/07 FC 04/01/07 Moody A1 , S&P A CUSIP 93877MBM7 Acquired 01/25/07 nc	15,000	101 67 1 07	15,251 83 16,090.65	107.6190	16,142 85	891.02	187 50	750.00	4 64

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
NEW JERSEY ST TRANSN TR FD AUTH TRANSN SYS-SER A REV B/E AMBAC CPN 5 500% DUE 12/15/15 DTD 01/30/03 FC 06/15/03 Moody A1 , S&P A+ CUSIP 646135K36 Acquired 09/27/06 nc	15,000	102 81	15,422 32 16,732.95	109 7580	16,463 70	1,041 38	36 67	825 00	5 01
BAY AREA TOLL AUTH CA BRDG REV SAN FRANCISCO BAY AREA-SER F B/E CPN 5 000% DUE 04/01/20 DTD 04/25/06 FC 10/01/06 PRE 04/01/16 @ 100 000 Moody AA3 , S&P AA CUSIP 072024CZ3 Acquired 04/05/06 nc	15,000	101 60 1.06	15,240 02 15,907 95	110 3050	16,545 75	1,305 73	187 50	750 00	4.53
HOUSTON TX UTIL SYS REV REF-COMB-FIRST LIEN SER A B/E MBIA CPN 5.250% DUE 05/15/16 DTD 06/10/04 FC 11/15/04 CALL 05/15/14 @ 100 000 Moody AA2 , S&P AA CUSIP 442435AS2 Acquired 03/31/06 nc	10,000	100.43 1 08	10,043 83 10,824 00	101 8790	10,187 90	144 07	67 08	525 00	5 15
AUSTIN TX INDPT SCH DIST RFDG G/O UNLTD B\E PSF GTD CPN 5 250% DUE 08/01/16 DTD 05/01/06 FC 08/01/06 Moody AAA , S&P AAA CUSIP 0524297F8 Acquired 04/28/06 nc	15,000	102 85 1.09	15,428 80 16,466 85	112 1440	16,821 60	1,392.80	328.13	787.50	4 68

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER: 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
KING CNTY WASH SCH DIST #414 REF G/O UNLTD B/E AGM CPN 5 000% DUE 12/01/16 DTD 03/30/04 FC 06/01/04 CALL 12/01/14 @ 100 000 Moody AAA , S&P AA CUSIP 495260TN1 Acquired 05/08/06 nc	10,000	100 81 1.06	10,081 94 10,659 40	104.3820	10,438 20	356 26	41.67	500.00	4 79
HOUSTON TEX INDPT S/D REF-SER A G/O LTD B/E PSF-GTD CPN 5 250% DUE 02/15/17 DTD 05/15/05 FC 02/15/06 CALL 02/15/15 @ 100 000 Moody AAA , S&P AAA CUSIP 4424024R1 Acquired 12/12/06 nc	25,000	101 34 1.08	25,335 35 27,132 75	105.5200	26,380.00	1,044.65	495 83	1,312.50	4 97
LOUISIANA ST CITIZENS PPTY INS CORP ASSMT REV SER B B/E AMBAC CPN 5 000% DUE 06/01/17 DTD 04/11/06 FC 12/01/06 CALL 06/01/16 @ 100 000 Moody A3 , S&P A- CUSIP 546456AZ7 Acquired 10/18/06 nc	15,000	101 83	15,274 65 15,946 80	108 7570	16,313 55	1,038.90	62.50	750 00	4.59
SAN ANTONIO TEXAS ELEC & GAS REF SER B B/E CPN 5 000% DUE 02/01/18 DTD 01/15/07 FC 08/01/07 CALL 02/01/17 @ 100 000 Moody AA1 , S&P AA CUSIP 796253A77 Acquired 01/10/07 nc	25,000	102 41	25,602 56 26,711 75	111.6010	27,900 25	2,297.69	520 83	1,250 00	4 48

WELLS FARGO

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
METROPOLITAN TRANSN AUTH REV B/E CPN 5 000% DUE 11/15/18 DTD 12/20/06 FC 05/15/07 CALL 11/15/16 @ 100 000 Moody A2 , S&P A CUSIP 59259RR48 Acquired 12/14/06 nc	30,000	102 26	30,680 95 32,044 20	111 3770	33,413 10	2,732 15	191 67	1,500 00	4 48
STATE PUB SCH BLDG AUTH PA S/D PHILADELPHIA PJ-SER A B/E REV AGM CPN 5 000% DUE 06/01/19 DTD 12/28/06 FC 06/01/07 CALL 12/01/16 @ 100 000 Moody AA3 , S&P AA- CUSIP 709207EB6 Acquired 12/07/06 nc	25,000	101 98	25,495 81 26,464 25	108 5160	27,129 00	1,633 19	104 17	1,250 00	4 60
ARIZONA BRD REGENTS CTFS PARTN REV REF-ARIZONA ST UNIV B/E MBIA CPN 5.000% DUE 07/01/19 DTD 12/01/06 FC 07/01/07 CALL 07/01/17 @ 100 000 Moody A1 , S&P AA- CUSIP 04048PDZ0 Acquired 12/13/06 nc	30,000	102 32 1 06	30,696 25 31,820 40	111 8370	33,551 10	2,854 85	750 00	1,500 00	4 47

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Fixed Income Securities

Municipal Bonds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ACCRUED INTEREST	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
UNIVERSITY KS HOSP AUTH HLTH FACS REV REF & IMPT KU HEALTH SYS B/E CPN 5 000% DUE 09/01/20 DTD 12/12/06 FC 03/01/07 CALL 09/01/16 @ 100 000 Moody NR , S&P A+ CUSIP 914367CC9									
Acquired 12/12/06 nc	10,000	100.79 1.02	10,079 10 10,246 20	109 2860	10,928 60	849 50	166 67	500 00	4 57
Total Municipal Bonds	**340,000**		**$345,231.23** **$363,380.55**		**$365,052.95**	**$19,821.72**	**$4,806.27**	**$17,050.00**	**4.67**
Total Fixed Income Securities			**$373,185.66** **$391,334.98**		**$390,617.90**	**$17,432.24**	**$5,478.37**	**$19,183.75**	**4.91**

^ Denotes bonds with a maturity date in the next 60 days Please contact us for further investment opportunities or any assistance
nc Cost information for this tax lot is not covered by IRS reporting requirements. Unless indicated, cost for all other lots will be reported to the IRS

Mutual Funds

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BLACKROCK FDS II US OPPORT PORT INSTL CL BMCIX								
Acquired 03/26/10 nc	1,120 57000	35 69	40,000.00		45,483 93	5,483 93		
Acquired 12/16/10 nc	981 37200	40 75	40,000.00		39,833 88	-166 12		
Reinvestments m	933 02300	36.86	34,391 55		37,871 41	3,479 86		
Total	**3,034.96500**		**$114,391.55**	**40.5900**	**$123,189.22**	**$8,797.67**	**N/A**	**N/A**

Client Investment (Excluding Reinvestments)	$80,000 00
Gain/Loss on Client Investment (Including Reinvestments)	$43,189 22

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER· 4065-5580

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
BLACKROCK FUNDS II STRATEGIC INCOME OPPTYS PORT INSTL SHS BSIIX								
Acquired 02/15/13	4,916 42100	10 17	50,000 00		49,950 79	-49 21		
Reinvestments	102 97900	10 10	1,040 43		1,046.31	5 88		
Total	**5,019.40000**		**$51,040.43**	**10.1600**	**$50,997.10**	**-$43.33**	**$1,375.31**	**2.70**
Client Investment (Excluding Reinvestments)					$50,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$997 10			
BRANDES INVT TR INSTL EMERGING MKTS FUND CLASS I BEMIX								
Acquired 09/19/12	6,900 32900	9 13	63,000 00		63,689 97	689 97		
Reinvestments	534 13300	8 85	4,731 93		4,930 11	198 18		
Total	**7,434.46200**		**$67,731.93**	**9.2300**	**$68,620.08**	**$888.15**	**$1,419.98**	**2.07**
Client Investment (Excluding Reinvestments)					$63,000.00			
Gain/Loss on Client Investment (Including Reinvestments)					$5,620 08			
CALAMOS INVT TR NEW GROWTH & INCOME FD CL I CGIIX								
Acquired 09/29/10 nc	1,734 82700	28 82	50,000 00		56,225 73	6,225 73		
Reinvestments m	360.78800	31 50	11,365 37		11,693 15	327 78		
Total	**2,095.61500**		**$61,365.37**	**32.4100**	**$67,918.88**	**$6,553.51**	**$1,292.99**	**1.90**
Client Investment (Excluding Reinvestments)					$50,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$17,918.88			
FIRST EAGLE FUNDS SOGEN OVERSEAS FUND CL I SGOIX								
Acquired 03/26/10 nc	978 94800	20 43	20,000 00		23,005 27	3,005 27		
Reinvestments m	206 80500	22 00	4,550 01		4,859 92	309 91		
Total	**1,185.75300**		**$24,550.01**	**23.5000**	**$27,865.19**	**$3,315.18**	**N/A**	**N/A**
Client Investment (Excluding Reinvestments)					$20,000.00			
Gain/Loss on Client Investment (Including Reinvestments)					$7,865.19			

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER. 4065-5580

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
HARRIS ASSOC INVT TR OAKMARK INTL FUND CL I OAKIX								
Acquired 03/26/10 nc	5,688 28200	17 58	100,000 00		149,715 53	49,715 53		
Reinvestments m	386 63300	21.93	8,479 02		10,176.23	1,697 21		
Total	**6,074.91500**		**$108,479.02**	**26.3200**	**$159,891.76**	**$51,412.74**	**$2,648.66**	**1.66**
Client Investment (Excluding Reinvestments)					$100,000.00			
Gain/Loss on Client Investment (Including Reinvestments)					$59,891.76			
HARTFORD INFLATION PLUS FD CL I HIPIX								
Acquired 03/26/10 nc	2,198 95700	11.36	25,000 00		23,682 74	-1,317 26		
Reinvestments m	495.25900	11 71	5,802 01		5,333.96	-468 05		
Total	**2,694.21600**		**$30,802.01**	**10.7700**	**$29,016.70**	**-$1,785.31**	**$47.95**	**0.17**
Client Investment (Excluding Reinvestments)					$25,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$4,016 70			
MFS SER TR X EMERGING MKTS DEBT FD CLASS I MEDIX								
Acquired 03/26/10 nc	2,357 79500	14.42	34,000 00		34,235 16	235.16		
Acquired 09/19/12	623 05300	16 05	10,000 00		9,046.74	-953.26		
Reinvestments m	626 76900	15 06	9,441 59		9,100.69	-340.90		
Total	**3,607.61700**		**$53,441.59**	**14.5200**	**$52,382.59**	**-$1,059.00**	**$2,734.57**	**5.22**
Client Investment (Excluding Reinvestments)					$44,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$8,382 59			
PIMCO UNCONSTRAINED BD FUND CL INSTITUTIONAL PFIUX								
Acquired 07/01/11 nc	3,150.31500	11 11	35,000.00		34,936.96	-63 04		
Acquired 07/06/11 nc	1,800.18000	11 11	20,000 00		19,964 00	-36.00		
Acquired 09/19/12	3,652 85000	11 58	42,300.00		40,510 11	-1,789 89		
Reinvestments m	427.35100	11.32	4,839 53		4,739 34	-100 19		

WELLS FARGO ADVISORS

MARSHA SHANKLIN FOUNDATION

DECEMBER 1 - DECEMBER 31, 2013
ACCOUNT NUMBER 4065-5580

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Total	**9,030.69600**		**$102,139.53**	**11.0900**	**$100,150.41**	**-$1,989.12**	**$863.33**	**0.86**
Client Investment (Excluding Reinvestments)					$97,300 00			
Gain/Loss on Client Investment (Including Reinvestments)					$2,850 41			
NUVEEN INVT FDS INC REAL ESTATE SECS FUND CL I FARCX								
Acquired 03/26/10 nc	1,251.91900	15 97	20,000.00		24,662 79	4,662 79		
Acquired 12/16/10 nc	1,149 35000	17 40	20,000 00		22,642 20	2,642 20		
Reinvestments m	510 18400	19 82	10,113 17		10,050 63	-62 54		
Total	**2,911.45300**		**$50,113.17**	**19.7000**	**$57,355.62**	**$7,242.45**	**$1,627.50**	**2.84**
Client Investment (Excluding Reinvestments)					$40,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$17,355 62			
JPMORGAN MID CAP VALUE FUND CL I FLMVX								
Acquired 09/20/12	1,069 90000	28 04	30,000 00		37,574 88	7,574 88		
Reinvestments	80 64300	32 38	2,611 69		2,832 19	220 50		
Total	**1,150.54300**		**$32,611.69**	**35.1200**	**$40,407.07**	**$7,795.38**	**$352.06**	**0.87**
Client Investment (Excluding Reinvestments)					$30,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$10,407 07			
PIMCO ALL ASSET ALL AUTHORITY FD CL I PAUIX								
Acquired 07/02/10 nc	9,346 71000	10 69	100,000 00		92,532 34	-7,467 66		
Reinvestments m	2,528.31400	10 45	26,421 47		25,030 39	-1,391 08		
Total	**11,875.02400**		**$126,421.47**	**9.9000**	**$117,562.73**	**-$8,858.74**	**$6,994.38**	**5.95**
Client Investment (Excluding Reinvestments)					$100,000 00			
Gain/Loss on Client Investment (Including Reinvestments)					$17,562 73			
T ROWE PRICE CAP APPRECIATION FD SBI PRWCX								
Acquired 03/26/10 nc	2,615 06300	19 12	50,000 00		67,102 49	17,102 49		
Acquired 10/04/10 nc	789 05800	19 01	15,000 00		20,247 24	5,247 24		

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments m	578 16600	22.81	13,189 63		14,835 75	1,646 12		
Total	**3,982.28700**		**$78,189.63**	**25.6600**	**$102,185.48**	**$23,995.85**	**$1,154.86**	**1.13**
	Client Investment (Excluding Reinvestments)				$65,000 00			
	Gain/Loss on Client Investment (Including Reinvestments)				$37,185 48			
T ROWE PRICE MD-CP VAL TRMCX								
Acquired 03/26/10 nc	1,830 66400	21.85	40,000 00		55,011 43	15,011 43		
Acquired 03/31/10 nc	2,046.38500	21 99	45,000 00		61,493 87	16,493 87		
Reinvestments m	785.59500	24.32	19,108.00		23,607.15	4,499 15		
Total	**4,662.64400**		**$104,108.00**	**30.0500**	**$140,112.45**	**$36,004.45**	**$1,025.78**	**0.73**
	Client Investment (Excluding Reinvestments)				$85,000 00			
	Gain/Loss on Client Investment (Including Reinvestments)				$55,112 45			
ROYCE FD PREMIER FD CL W RPRWX								
Acquired 03/26/10 nc	4,025 46000	17.38	70,000 00		89,204 15	19,204.15		
Reinvestments m	1,282 18700	19.72	25,295 98		28,413 30	3,117 32		
Total	**5,307.64700**		**$95,295.98**	**22.1600**	**$117,617.45**	**$22,321.47**	**N/A**	**N/A**
	Client Investment (Excluding Reinvestments)				$70,000 00			
	Gain/Loss on Client Investment (Including Reinvestments)				$47,617 45			
TOCQUEVILLE TR DELAFIELD FD DEFIX								
Acquired 03/31/10 nc	1,558 23900	25 67	40,000 00		59,275.40	19,275 40		
Reinvestments m	175 72300	32.13	5,647 36		6,684 51	1,037 15		
Total	**1,733.96200**		**$45,647.36**	**38.0400**	**$65,959.91**	**$20,312.55**	**N/A**	**N/A**
	Client Investment (Excluding Reinvestments)				$40,000 00			
	Gain/Loss on Client Investment (Including Reinvestments)				$25,959 91			
STADION INVT TR STADION MANAGED PORT CL I ETFVX								
Acquired 07/02/10 nc	4,742.80600	9 69	45,964 12		48,993.14	3,029 02		
Acquired 12/16/10 nc	967 61000	10.33	10,000 00		9,995 44	-4.56		

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
Reinvestments m	182 95700	9 78	1,790 88		1,889 96	99 08		
Total	**5,893.37300**		**$57,755.00**	**10.3300**	**$60,878.54**	**$3,123.54**	**N/A**	**N/A**
Client Investment (Excluding Reinvestments)					$55,964 12			
Gain/Loss on Client Investment (Including Reinvestments)					$4,914.42			
Total Open End Mutual Funds			**$1,204,083.74**		**$1,382,111.18**	**$178,027.44**	**$21,537.37**	**1.56**

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS.
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Closed End Mutual Funds

Closed End Fund shares are priced at the market which may be more or less than its net asset value

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	ESTIMATED ANNUAL YIELD (%)
KAYNE ANDERSON MLP INVESTMENT COMPANY KYN								
Acquired 03/26/10 nc	1,000	23 92 26 00	23,921 53 26,000 00	39 8500	39,850 00	15,928 47	2,440 00	6.12
Total Closed End Mutual Funds			**$23,921.53** **$26,000.00**		**$39,850.00**	**$15,928.47**	**$2,440.00**	**6.12**
Total Mutual Funds			**$1,228,005.27** **$1,230,083.74**		**$1,421,961.18**	**$193,955.91**	**$23,977.37**	**1.69**

nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS

Activity detail

DATE	ACCOUNT TYPE	TRANSACTION	QUANTITY	DESCRIPTION	PRICE	AMOUNT	CASH AND SWEEP BALANCES
12/01				BEGINNING BALANCE			115,078 64

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

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions THE MARSHA SHANLKIN FOUNDATION	Employer identification number (EIN) or 26-3034927
File by the due date for filing your return See instructions	Number, street, and room or suite number If a P O box, see instructions 404 E. GUADALUPE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions VICTORIA, TX 77901	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► MYRA M. STARKEY

Telephone No ► (361) 576-0330 Fax No ► (361) 576-0556

- If the organization does not have an office or place of business in the United States, check this box . . . ► [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ . If this is for the whole group, check this box . ► [ ] If it is for part of the group, check this box . ► [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► [X] calendar year 20 13 or
► [ ] tax year beginning ______, 20 __, and ending ______, 20 __.

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	**3a**	$ 7,455.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 7,455.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

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