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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

, 2013, and ending

, 2013

Name of foundation

ADAMS LEGACY FOUNDATION 23-69991

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

Room/suite

P.O. BOX 803878

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

312-630-6000

CHICAGO, IL 60680

G Check all that apply.



Initial return



Initial return of a former public charity



Final return



Amended return



Address change



Name change

A Employer identification number

26-3373791

B Telephone number (see instructions)

312-630-6000

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 ► H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 4,931,778.

J Accounting method. 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))

(a) Revenue and expenses per books (b) Net investment income (c) Adjusted net income (d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)	NONE		
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B			
3 Interest on savings and temporary cash investments			
4 Dividends and interest from securities			
5a Gross rents			
b Net rental income or (loss)			
6a Net gain or (loss) from sale of assets not on line 10			
b Gross sales price for all assets on line 6a	2,173,116		
7 Capital gain net income (from Part IV, line 2)	152,327		
8 Net short-term capital gain	152,327		
9 Income modifications	10,000		
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)	-75		
12 Total Add lines 1 through 11	305,266		
	305,341		
	10,000		
13 Compensation of officers, directors, trustees, etc.	32,500		
14 Other employee salaries and wages	NONE		
15 Pension plans, employee benefits	NONE		
16a Legal fees (attach schedule)	STMT 3		
b Accounting fees (attach schedule)	STMT 4		
c Other professional fees (attach schedule)	STMT 5		
17 Interest			
18 Taxes (attach schedule) (see instructions)	STMT 6		
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings	9,605		
22 Printing and publications	NONE		
23 Other expenses (attach schedule)	STMT 7		
24 Total operating and administrative expenses.	13,133		
Add lines 13 through 23	101,853		
25 Contributions, gifts, grants paid	148,000		
26 Total expenses and disbursements Add lines 24 and 25	249,853		
	33,498		
	NONE		
	59,355		
	148,000		
	207,355		
27 Subtract line 26 from line 12			
8 Excess of revenue over expenses and disbursements	55,413		
b Net investment income (if negative, enter -0-)	271,843		
c Adjusted net income (if negative, enter -0-)	10,000		

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				
	2	Savings and temporary cash investments	57,405.	58,425.	58,425.	
	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 schedule) ►				
		Less allowance for doubtful accounts ►	NONE			
8	Inventories for sale or use					
9	Prepaid expenses and deferred charges					
10	a Investments - U S and state government obligations (attach schedule)					
b	Investments - corporate stock (attach schedule)	2,891,487.	3,493,771.	3,932,482.		
c	Investments - corporate bonds (attach schedule)	879,953.	602,292.	624,383.		
11	Investments - land, buildings, and equipment basis ►					
	Less accumulated depreciation ► (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	572,406.	300,000.	306,488.		
14	Land, buildings, and equipment basis ►					
	Less accumulated depreciation ► (attach schedule)					
15	Other assets (describe ► <u>NOTE DUE : WILDING MUSEUM</u>)	20,000.	10,000.	10,000.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,421,251.	4,464,488.	4,931,778.		
17	Accounts payable and accrued expenses	1,250.	289.			
18	Grants payable					
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ►)					
23	Total liabilities (add lines 17 through 22)	1,250.	289.			
Liabilities		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
				and complete lines 24 through 26 and lines 30 and 31		
		24	Unrestricted			
		25	Temporarily restricted			
		26	Permanently restricted			
				Foundations that do not follow SFAS 117, ► <input checked="" type="checkbox"/>		
				check here and complete lines 27 through 31.		
		27	Capital stock, trust principal, or current funds	4,420,001.	4,464,199.	
		28	Paid-in or capital surplus, or land, bldg, and equipment fund			
		29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	4,420,001.	4,464,199.			
31	Total liabilities and net assets/fund balances (see instructions)	4,421,251.	4,464,488.			
Net Assets or Fund Balances						
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	4,420,001.	
2	Enter amount from Part I, line 27a			2	55,413.	
3	Other increases not included in line 2 (itemize) ►			3		
4	Add lines 1, 2, and 3			4	4,475,414.	
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 11			5	11,215.	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30			6	4,464,199.	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,173,116.		2,020,789.	152,327.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			152,327.		
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	152,327.	
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		

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	199,096.	4,375,326.	0.045504
2011	190,061.	4,429,145.	0.042911
2010	183,423.	4,251,325.	0.043145
2009	369,640.	3,941,182.	0.093789
2008	40,000.	3,944,319.	0.010141
2 Total of line 1, column (d)			2 0.235490
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 0.047098
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,670,858.
5 Multiply line 4 by line 3			5 219,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,718.
7 Add lines 5 and 6			7 222,706.
8 Enter qualifying distributions from Part XII, line 4			8 207,355.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	5,437.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
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		
3	Add lines 1 and 2 . . .	3	5,437.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .	4	NONE	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0- . . .	5	5,437.	
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	6,537.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .	7	6,537.	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed . . .	9		
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	1,100.	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11	1,100. Refunded	

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .		
	<i>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</i>		
1c	Did the foundation file Form 1120-POL for this year? . . .		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .		
	<i>If "Yes," attach a detailed description of the activities</i>		
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? <i>If "Yes," attach a conformed copy of the changes</i> . . .		
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .		
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? . . .		
	<i>If "Yes," attach the statement required by General Instruction T</i>		
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? . . .		
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE CA		
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? <i>If "No," attach explanation.</i> . . .		
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)? <i>If "Yes," complete Part XIV.</i> . . .		
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> . . .		

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>WWW.ADAMSLLEGACYFOUNDATION.ORG</u>		
14	Telephone no ► (562) 431-0011	
Located at ► <u>P.O. BOX 1957, LOS ALAMITOS, CA</u> ZIP+4 ► <u>90720</u>		
15	► <input type="checkbox"/> 15	
16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	X 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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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
PETER D. ADAMS P.O. BOX 1957, LOS ALAMITOS, CA 90720	PRESIDENT 1	-0-	-0-	-0-
REBECCA B ADAMS P.O. BOX 1957, LOS ALAMITOS, CA 90720	VICE PRESIDENT 1	-0-	-0-	-0-
BLAIR CARTY P O BOX 1957, LOS ALAMITOS, CA 90720	EXECUTIVE DIRECT 10	32,500	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ►				NONE

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		NONE
Total number of others receiving over \$50,000 for professional services ►		NONE

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
1NONE	
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
1NONE	
2	
All other program-related investments. See instructions	
3NONE	
Total. Add lines 1 through 3 ►	

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 4,720,167.
b Average of monthly cash balances	1b 21,821.
c Fair market value of all other assets (see instructions)	1c NONE
d Total (add lines 1a, b, and c)	1d 4,741,988.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2 Acquisition indebtedness applicable to line 1 assets	2 NONE
3 Subtract line 2 from line 1d	3 4,741,988.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 71,130.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 4,670,858.
6 Minimum investment return. Enter 5% of line 5	6 233,543.

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	1 233,543.
2a Tax on investment income for 2013 from Part VI, line 5	2a 5,437.
b Income tax for 2013 (This does not include the tax from Part VI)	2b
c Add lines 2a and 2b	2c 5,437.
3 Distributable amount before adjustments Subtract line 2c from line 1	3 228,106.
4 Recoveries of amounts treated as qualifying distributions	4 10,000.
5 Add lines 3 and 4	5 238,106.
6 Deduction from distributable amount (see instructions)	6 NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7 238,106.

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 207,355.
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 NONE
3 Amounts set aside for specific charitable projects that satisfy the:	
a Suitability test (prior IRS approval required)	3a NONE
b Cash distribution test (attach the required schedule)	3b NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 207,355.
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 N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 207,355.

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				238,106.
2 Undistributed income, if any, as of the end of 2013			37,869.	
a Enter amount for 2012 only		NONE		
b Total for prior years 20 11,20 20				
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 207,355.			37,869.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				169,486.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE	
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				68,620.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1a 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 ►

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))

PETER & REBECCA ADAMS

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

N/A

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 address of the person to whom applications should be addressed

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 18				148,000.
Total			► 3a	148,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	153,014.	
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			18	152,327.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b DEFERRED INCOME			14	- 75.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				305,266.	
13 Total Add line 12, columns (b), (d), and (e)					305,266.

Part XVI P Relationship of Activities to the Accomplishment of Exempt Purposes

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

**Sign
Here**

Signature of officer or trustee

8
Date

1

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

Paid Preparer Use Only	Print/Type preparer's name Meredith Glenn	Preparer's signature <i>Meredith Glenn</i>	Date 9/10/14	Check <input type="checkbox"/> if self-employed	PTIN P01613620
	Firm's name ► THE NORTHERN TRUST COMPANY	Firm's EIN ► 36-1561860			
	Firm's address ► P.O. BOX 803878 CHICAGO, IL 60680	Phone no		312-630-6000	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	153,014.	153,014.
TOTAL	153,014.	153,014.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

DEFERRED INCOME

REVENUE
AND
EXPENSES
PER BOOKS

TOTALS

- 75 .

=====

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	288.		288.	
TOTALS	288.	NONE	NONE	288.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	2,000.	1,000.	1,000.	1,000.
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	29,167.	29,167.
TOTALS	29,167.	29,167.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	9,000.	3,331.
FOREIGN TAXES	3,331.	3,331.
TOTALS	12,331.	3,331.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PAYROLL PROCESSING	1,065.	1,065.
MISC FOUNDATION	11,534.	11,534.
WORKMANS COMP	534.	534.
TOTALS	13,133.	13,133.

ADAMS LEGACY FOUNDATION 23-69991

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE ATTACHED SCHEDULE

	ENDING BOOK VALUE	ENDING FMV
	3,493,771.	3,932,482.
TOTALS	3,493,771.	3,932,482.

26-3373791

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STATEMENT 8

ADAMS LEGACY FOUNDATION 23-69991

26-3373791

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

	ENDING BOOK VALUE	ENDING FMV
- - - - -	- - - - -	- - - - -
SEE ATTACHED SCHEDULE	602,292.	624,383.
TOTALS	602,292.	624,383.
=====	=====	=====

SEE ATTACHED SCHEDULE

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STATEMENT 9

ADAMS LEGACY FOUNDATION 23-69991

26-3373791

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	300,000.	306,488.
TOTALS		300,000.	306,488.

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	300,000.	306,488.
TOTALS		300,000.	306,488.

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STATEMENT 10

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION	AMOUNT
-----	-----
PRIOR PERIOD ADJUSTMENT	1,215.
FORGIVEN PORTION OF LOAN TO WILDLING MUSEUM	10,000.
TOTAL	11,215.
=====	=====

STATEMENT 11

ADAMS LEGACY FOUNDATION 23-69991
FORM 990PF, PART XV - LINES 2a - 2d
=====

26-3373791

RECIPIENT NAME:

BLAIR CARTY

ADDRESS:

P.O. BOX 1957

LOS ALAMITOS, CA 90720

RECIPIENT'S PHONE NUMBER: 562-431-0011

FORM, INFORMATION AND MATERIALS:

LETTER OF INQUIRY ON WEBSITE

SUBMISSION DEADLINES:

OCTOBER 15 for LOI

FEBRUARY 1 FOR GRANT APPLICATION

RESTRICTIONS OR LIMITATIONS ON AWARDS:

AREA OF FUNDING: EDUCATION & LAND

SANTA BARBARA COUNTY, LOS ANGELES COUNTY, AND
CENTRAL OHIO

STATEMENT 12

ADAMS LEGACY FOUNDATION 23-69991

26-3373791

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

FOUNDATION FOR SANTA BARBARA
CITY COLLEGE

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

WEATHER STATION& GUARDIAN SCHOLARS FOSTER YOU

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 17,000.

RECIPIENT NAME:

THE NATURE CONSERVANCY

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TAHACHIPPI

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

LOS ALAMITOS HIGH SCHOOL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

TRACK AND BOOSTERS, LIBRARY FRONT PORCH PROJ

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:

WILDLING MUSEUM

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 13,000.

STATEMENT 13

ADAMS LEGACY FOUNDATION 23-69991
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

26-3373791

=====

RECIPIENT NAME:
ST. ALBAN'S EPISCOPAL CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 4,200.

RECIPIENT NAME:
ASSISTANCE LEAGUE OF LONG BEACH
(ALLB)
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BOOK ENDS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING FUNDS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
COLIN POWELL ACADEMY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MIND COMPUTERS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 20,000.

STATEMENT 14

ADAMS LEGACY FOUNDATION 23-69991 26-3373791
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
NEIGHBORHOOD YOUTH ASSOC.
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PERSONAL BEST PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FRIENDS OF IHP
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCIENCE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
WESTMONT COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCI DEPT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
DEVELOPMENTAL ASSETS RESO NETWORK
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OP & SPORTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 13,000.

STATEMENT 15

ADAMS LEGACY FOUNDATION 23-69991
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

26-3373791

=====

RECIPIENT NAME:
PINE VALLEY PTA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
STEFANIE SPEILMAN COMPREHENSIVE
BREAST CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
WOUNDED WARRIOR PROJECT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SANTA BARBARA PARK
FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

STATEMENT 16

ADAMS LEGACY FOUNDATION 23-69991
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

26-3373791

RECIPIENT NAME:
CALIFORNIA STATE PARKS FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
CARINGBRIDGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
PLANNED PARENTHOOD OF SANTA
BARBARA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
FRIENDS OF SANTA BARBARA PUBLIC
LIBRARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

STATEMENT 17

ADAMS LEGACY FOUNDATION 23-69991 26-3373791
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
BEXLEY EDUCATION FOUNDATION
(BEF)
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MONTROSE PLAYGROUND PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 5,800.

RECIPIENT NAME:
CENTER ON PHILANTHROPY AND
PUBLIC POLICY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
FLYING HORSE FARMS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID: 148,000.
=====

STATEMENT 18

SCHEDULE D
(Form 1041)Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No. 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T
 ► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
 ► Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2013

Name of estate or trust

ADAMS LEGACY FOUNDATION 23-69991

Employer identification number

26-3373791

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	651,402.	629,903.		21,499.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►				7 21,499.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,500,058.	1,390,886.		109,172.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 21,656.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►				16 130,828.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		21,499.
18	Net long-term gain or (loss):			
a	Total for year	18a		130,828.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b		
c	28% rate gain	18c		-22,047.
19	Total net gain or (loss). Combine lines 17 and 18a	19		152,327.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20	()
a	The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21	
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T).	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-.	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the smaller of the amount on line 21 or \$2,450	28	
29	Enter the smaller of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%.	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the smaller of line 21 or \$11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the smaller of line 32 or line 35	36	
37	Multiply line 36 by 15%.	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20%	41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	44	
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	45	

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue Service►Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

►File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

26-3373791

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
8. AT&T INC		06/27/2012	02/28/2013	289.00	282.00			7 00
576. ABBOTT LABORATORIES		06/27/2012	01/16/2013	18,840.00	17,373.00			1,467.00
9. ALTRIA GROUP INC		06/27/2012	02/28/2013	303.00	306.00			-3.00
7 ALTRIA GROUP INC		06/27/2012	05/15/2013	262.00	238.00			24.00
8. ANALOG DEVICES INC		06/27/2012	02/28/2013	364.00	297.00			67.00
7 ANALOG DEVICES INC		06/27/2012	05/15/2013	326.00	260.00			66.00
33. APPLE COMPUTER INC		07/02/2013	09/11/2013	15,510.00	13,760.00			1,750.00
35 AUTOMATIC DATA PROCESS		03/14/2013	12/06/2013	2,786.00	2,266.00			520.00
54. AUTOMATIC DATA PROCESS		03/15/2013	12/09/2013	4,252.00	3,495.00			757.00
6. BCE INC COM NEW		06/27/2012	02/28/2013	271.00	243.00			28.00
5. BCE INC COM NEW		06/27/2012	05/15/2013	234.00	202.00			32.00
5 BANK N S HALIFAX COM ST		06/27/2012	02/28/2013	296.00	258.00			38.00
3. BANK N S HALIFAX COM ST		06/27/2012	05/15/2013	171.00	155.00			16.00
4 BAXTER INTL INC		08/15/2012	02/28/2013	272.00	238.00			34.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
3X2615 2 0000

Form 8949 (2013)

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

26-3373791

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3. BAXTER INTL INC		08/15/2012	05/15/2013	212.00	179.00			33.00
1. BLACKROCK INC CL A		07/09/2012	02/28/2013	241.00	171.00			70.00
1. BLACKROCK INC CL A		07/09/2012	05/15/2013	288.00	171.00			117.00
4. CDN IMPERIAL BK COMM TO COM STKCOM		06/27/2012	02/28/2013	322.00	277.00			45.00
65. CDN IMPERIAL BK COMM T COM STKCOM		06/27/2012	03/14/2013	5,209.00	4,501.00			708.00
101. CDN IMPERIAL BK COMM COM STKCOM		06/27/2012	03/15/2013	8,140.00	6,993.00			1,147.00
11. CHEVRONTEXACO CORP COM		01/16/2013	09/11/2013	1,361.00	1,254.00			107.00
17. CISCO SYS INC		03/14/2013	05/15/2013	361.00	368.00			-7.00
1120. CISCO SYS INC		03/14/2013	09/11/2013	27,216.00	22,876.00			4,340.00
221. CRESCENT POINT ENERGY		06/27/2012	01/16/2013	8,529.00	7,923.00			606.00
135. CRESCENT POINT ENERGY		06/27/2012	01/17/2013	5,232.00	4,840.00			392.00
348. CULLEN FROST BANKERS		08/27/2013	09/11/2013	24,379.00	25,868.00			-1,489.00
4. DIGITAL RLTY TR INC COM		06/27/2012	02/28/2013	268.00	290.00			-22.00
183. DIGITAL RLTY TR INC C		06/27/2012	05/15/2013	11,717.00	13,247.00			-1,530.00

2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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JSA
3X2615 2 000

Form 8949 (2013)

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

2013

Attachment Sequence No. 12A

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

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(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
40. DIGITAL RLTY TR INC CO		06/27/2012	05/16/2013	2,551.00	2,896.00			-345.00
6 EMERSON ELECTRIC CO		06/27/2012	02/28/2013	342.00	267.00			75.00
5 EMERSON ELECTRIC CO		06/27/2012	05/15/2013	292.00	223.00			69.00
6500. MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES		03/12/2013	09/11/2013	219,348.00	231,595.00			-12,247.00
8 ARTHUR J GALLAGER & CO		08/20/2012	02/28/2013	309.00	288.00			21.00
2. ARTHUR J GALLAGER & CO		08/20/2012	05/15/2013	91.00	72.00			19.00
19. GENERAL ELECTRIC CO		10/02/2012	05/15/2013	440.00	436.00			4.00
409. GENERAL ELECTRIC CO		12/12/2012	09/11/2013	9,804.00	9,295.00			509.00
4 GENUINE PARTS CO		06/27/2012	02/28/2013	285.00	234.00			51.00
3. GENUINE PARTS CO		06/27/2012	05/15/2013	240.00	175.00			65.00
7. GLAXO PLC ADR		06/27/2012	02/28/2013	309.00	319.00			-10.00
2. GLAXO PLC ADR		06/27/2012	05/15/2013	105.00	91.00			14.00
6 HCP, INC		06/27/2012	02/28/2013	295.00	255.00			40.00
7. HCP, INC		03/14/2013	05/15/2013	377.00	344.00			33.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
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Form 8949 (2013)

Sales and Other Dispositions of Capital Assets

2013

Department of the Treasury
Internal Revenue Service►Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

►File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D

Name(s) shown on return

ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

26-3373791

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<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
5	HEALTH CARE REIT INC CO	06/27/2012	02/28/2013	322.00	277.00			45.00
56.	HEINZ H J CO COMMON ST	10/02/2012	02/19/2013	4,040.00	3,159.00			881.00
240.	HEINZ H J CO COMMON S	10/02/2012	03/14/2013	17,392.00	12,986.00			4,406.00
160.	HEINZ H J CO COMMON S	06/27/2012	03/15/2013	11,592.00	8,496.00			3,096.00
14	INTEL CORP	05/07/2012	02/28/2013	293.00	390.00			-97.00
5.	KIMBERLY CLARK CORP	06/27/2012	02/28/2013	474.00	410.00			64.00
3.	KIMBERLY CLARK CORP	06/27/2012	05/15/2013	314.00	246.00			68.00
12.	KINDER MORGAN INC DEL	06/27/2012	02/28/2013	449.00	372.00			77.00
9	KINDER MORGAN INC DEL C	06/27/2012	05/15/2013	360.00	279.00			81.00
7.	KRAFT FOODS GROUP INC C	03/14/2013	05/15/2013	385.00	354.00			31.00
502.	KRAFT FOODS GROUP INC	03/15/2013	09/11/2013	26,883.00	23,897.00			2,986.00
183.	LOCKHEED MARTIN CORP	08/23/2013	09/11/2013	23,129.00	22,654.00			475.00
9.	MATTEL INC	06/27/2012	02/28/2013	368.00	284.00			84.00
7.	MATTEL INC	06/27/2012	05/15/2013	327.00	221.00			106.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
3X2615 2 000

Form 8949 (2013)

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue Service►Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

►File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

26-3373791

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
6. MERCK & CO INC		06/27/2012	05/15/2013	280 00	244 00			36.00
10 MICROSOFT CORP COM		01/17/2013	05/15/2013	338.00	273.00			65.00
667 MICROSOFT CORP COM		01/17/2013	09/11/2013	21,877.00	18,161 00			3,716.00
8. NATIONAL RETAIL PPTYS I		06/27/2012	02/28/2013	277.00	219.00			58.00
2. NATIONAL RETAIL PPTYS I		06/27/2012	05/15/2013	83.00	54 00			29.00
3. NEXTERA ENERGY INC COM		06/27/2012	05/15/2013	244 00	203 00			41.00
221 74 MFB NORTHERN FUNDS		09/11/2013	09/11/2013	2,299.00	2,413 00			-114.00
5. ADR NOVARTIS AG SPONSOR #US66987V1098		06/27/2012	02/28/2013	340 00	274.00			66.00
4 ADR NOVARTIS AG SPONSOR #US66987V1098		06/27/2012	05/15/2013	302.00	219 00			83.00
8 ONEOK INC NEW		06/27/2012	02/28/2013	362.00	332 00			30.00
7. ONEOK INC NEW		06/27/2012	05/15/2013	344.00	291 00			53.00
303. PAYCHEX INC		08/02/2013	09/11/2013	12,235.00	12,220 00			15.00
4 PHILIP MORRIS INTERNATI		06/27/2012	02/28/2013	368 00	341.00			27.00
4. PHILIP MORRIS INTERNATI		06/27/2012	05/15/2013	385 00	341.00			44.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions
USA
3X2615 2 0000

Form 8949 (2013)

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue Service►Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

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Social security number or taxpayer identification number

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3 PRAXAIR INC		06/27/2012	02/28/2013	340 00	311.00			29.00
181. PRAXAIR INC		06/27/2012	05/06/2013	20,612.00	18,783.00			1,829.00
74. PRAXAIR INC		06/27/2012	05/07/2013	8,424 00	7,679.00			745 00
4 QUALCOMM INC		05/06/2013	05/15/2013	262.00	256.00			6 00
322 QUALCOMM INC		05/06/2013	09/11/2013	21,835 00	20,615.00			1,220 00
160. RPM INTERNATIONAL INC		06/27/2012	02/19/2013	4,988 00	4,241.00			747.00
68. RPM INTERNATIONAL INC		06/27/2012	02/20/2013	2,098.00	1,803 00			295 00
111 RPM INTERNATIONAL INC		06/27/2012	02/21/2013	3,256 00	2,942.00			314.00
83. RPM INTERNATIONAL INC		06/27/2012	02/22/2013	2,471 00	2,200.00			271.00
167. RPM INTERNATIONAL INC		06/27/2012	02/25/2013	5,018 00	4,427.00			591.00
145. RPM INTERNATIONAL INC		06/27/2012	02/26/2013	4,340 00	3,844.00			496.00
5. RLTY INC CORP COM		06/27/2012	05/15/2013	270 00	201.00			69.00
8. SOUTHERN CO		06/27/2012	02/28/2013	361 00	374.00			-13 00
5. SOUTHERN CO		06/27/2012	05/15/2013	234.00	234.00			

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USA
3X2615 2 000

Form 8949 (2013)

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

2013

Attachment Sequence No 12A

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Internal Revenue Service►Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

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(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1. TUPPERWARE CORP		02/19/2013	05/15/2013	83.00	78.00			5.00
111. TUPPERWARE CORP		02/20/2013	09/11/2013	9,329.00	8,695.00			634.00
6. US BANCORP		02/19/2013	05/15/2013	206.00	205.00			1.00
680. US BANCORP		08/23/2013	09/11/2013	24,860.00	24,326.00			534.00
18. UNITED TECHNOLOGIES CO		06/27/2012	01/17/2013	1,544.00	1,331.00			213.00
3. UNITED TECHNOLOGIES COR		06/27/2012	05/15/2013	287.00	222.00			65.00
128 VENTAS INC COM		05/16/2013	09/11/2013	7,817.00	10,419.00			-2,602.00
155 VERMILION ENERGY INC		06/27/2012	01/16/2013	8,007.00	6,676.00			1,331.00
154. VERMILION ENERGY INC		06/27/2012	01/17/2013	7,911.00	6,633.00			1,278.00
10. WILLIAMS COMPANY INC C \$1 PAR		07/10/2012	02/28/2013	348.00	291.00			57.00
10 WILLIAMS COMPANY INC C \$1 PAR		07/10/2012	05/15/2013	367.00	291.00			76.00
2. ACCENTURE PLC SHS CL A		02/20/2013	05/15/2013	162.00	151.00			11.00
243. ACCENTURE PLC SHS CL		02/20/2013	07/02/2013	17,471.00	18,244.00			-773.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				651,402.	629,903			21,499.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
USA
3X2615 2 0000

Form 8949 (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ADAMS LEGACY FOUNDATION 23-69991

26-3373791

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
368. AT&T INC		06/27/2012	09/11/2013	12,530.00	12,957.00			-427.00
26. ABBOTT LABORATORIES		09/01/2011	01/16/2013	850.00	622.00			228.00
18. ABBVIE INC COM USD0.01		09/01/2011	02/28/2013	665.00	488.00			177.00
5 ABBVIE INC COM USD0.01		09/01/2011	05/15/2013	230.00	121.00			109.00
345. ABBVIE INC COM USD0.0		06/27/2012	09/11/2013	15,480.00	11,284.00			4,196.00
550 ALTRIA GROUP INC		06/27/2012	09/11/2013	19,448.00	18,706.00			742.00
172. ANALOG DEVICES INC		06/27/2012	08/20/2013	8,240.00	6,378.00			1,862.00
99. ANALOG DEVICES INC		06/27/2012	08/21/2013	4,634.00	3,671.00			963.00
41. ANALOG DEVICES INC		06/27/2012	08/22/2013	1,936.00	1,520.00			416.00
33 ANALOG DEVICES INC		06/27/2012	08/23/2013	1,556.00	1,224.00			332.00
279 ANALOG DEVICES INC		06/27/2012	09/11/2013	13,430.00	10,345.00			3,085.00
5. AUTOMATIC DATA PROCESS		01/18/2012	02/28/2013	308.00	281.00			27.00
70. AUTOMATIC DATA PROCESS		01/18/2012	05/15/2013	4,993.00	3,925.00			1,068.00
368. AUTOMATIC DATA PROCES		06/27/2012	09/11/2013	27,224.00	20,124.00			7,100.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

26-3373791

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You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

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 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
401. BCE INC COM NEW		06/27/2012	09/11/2013	17,464.00	16,233.00			1,231.00
17. BCE INC COM NEW		06/27/2012	12/23/2013	731.00	688.00			43.00
207. BANK N S HALIFAX COM		06/27/2012	07/02/2013	10,974.00	10,666.00			308.00
41. BANK N S HALIFAX COM S		06/27/2012	07/03/2013	2,162.00	2,113.00			49.00
98. BANK N S HALIFAX COM S		06/27/2012	07/05/2013	5,131.00	5,050.00			81.00
61. BANK N S HALIFAX COM S		06/27/2012	07/08/2013	3,214.00	3,143.00			71.00
217. BAXTER INTL INC		08/15/2012	09/11/2013	15,651.00	12,918.00			2,733.00
45. BLACKROCK INC CL A		07/09/2012	08/01/2013	12,838.00	7,687.00			5,151.00
29. BLACKROCK INC CL A		07/09/2012	08/02/2013	8,272.00	4,891.00			3,381.00
42. BLACKROCK INC CL A		06/27/2012	09/11/2013	10,987.00	6,998.00			3,989.00
11. BRISTOL MYERS SQUIBB C		09/01/2011	02/28/2013	408.00	329.00			79.00
8. BRISTOL MYERS SQUIBB CO		09/01/2011	05/15/2013	356.00	239.00			117.00
276. BRISTOL MYERS SQUIBB		09/01/2011	06/07/2013	12,995.00	8,074.00			4,921.00
486. BRISTOL MYERS SQUIBB		06/27/2012	09/11/2013	20,985.00	17,063.00			3,922.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	Social security number or taxpayer identification number
ADAMS LEGACY FOUNDATION 23-69991	26-3373791

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You **must** check **Box D, E, or F** below. Check **only one** box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
123. BRISTOL MYERS SQUIBB		06/27/2012	11/15/2013	6,445.00	3,728.00			2,717.00
4. CHEVRONTEXACO CORP COM		09/01/2011	05/15/2013	491.00	398.00			93.00
221. CHEVRONTEXACO CORP CO		09/01/2011	09/11/2013	27,342.00	16,233.00			11,109.00
7. COCA COLA CO		08/30/2011	02/28/2013	272.00	245.00			27.00
6. COCA COLA CO		08/30/2011	05/15/2013	257.00	210.00			47.00
486 COCA COLA CO		06/27/2012	09/11/2013	18,793.00	17,018.00			1,775.00
143. DIGITAL RLTY TR INC C		06/27/2012	08/01/2013	7,822.00	10,352.00			-2,530.00
94. DIGITAL RLTY TR INC CO		06/27/2012	08/02/2013	5,151.00	6,805.00			-1,654.00
390. EMERSON ELECTRIC CO		06/27/2012	09/11/2013	24,745.00	17,371.00			7,374.00
12. EMERSON ELECTRIC CO		06/27/2012	12/23/2013	831.00	534.00			297.00
2622. MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES		02/06/2012	09/11/2013	88,482.00	90,205.00			-1,723.00
342. ARTHUR J GALLAGER & C		08/27/2012	09/11/2013	15,130.00	12,279.00			2,851.00
793. GENERAL ELECTRIC CO		07/31/2012	09/11/2013	19,008.00	16,468.00			2,540.00
233. GENUINE PARTS CO		06/27/2012	09/11/2013	18,896.00	13,617.00			5,279.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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ADAMS LEGACY FOUNDATION 23-69991

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 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
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35. GENUINE PARTS CO		06/27/2012	09/13/2013	2,792.00	2,045.00			747.00
8. GENUINE PARTS CO		06/27/2012	09/16/2013	641.00	468.00			173.00
317 GLAXO PLC ADR		06/27/2012	09/11/2013	16,246.00	14,458.00			1,788.00
480. HCP, INC		06/27/2012	09/11/2013	19,807.00	20,392.00			-585.00
343. HEALTH CARE REIT INC		06/27/2012	09/11/2013	21,096.00	18,772.00			2,324.00
350 HEINZ H J CO COMMON S		09/01/2011	02/19/2013	25,248.00	16,816.00			8,432.00
13. INTEL CORP		05/07/2012	05/15/2013	313.00	362.00			-49.00
1215. INTEL CORP		06/27/2012	09/11/2013	27,665.00	32,557.00			-4,892.00
16200. MFC ISHARES GOLD TR		02/09/2012	03/12/2013	250,359.00	272,406.00	C		-22,047.00
6 JOHNSON & JOHNSON		05/03/2011	05/15/2013	525.00	397.00			128.00
375 JOHNSON & JOHNSON		07/26/2012	09/11/2013	33,326.00	25,329.00			7,997.00
268. KIMBERLY CLARK CORP		06/27/2012	09/11/2013	25,237.00	21,989.00			3,248.00
717. KINDER MORGAN INC DEL		06/27/2012	09/11/2013	25,804.00	22,248.00			3,556.00
147 KINDER MORGAN INC DEL		06/27/2012	09/13/2013	5,175.00	4,561.00			614.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
144	KINDER MORGAN INC DEL	06/27/2012	09/16/2013	5,057.00	4,468.00			589.00
23.	KINDER MORGAN INC DEL	06/27/2012	09/17/2013	797.00	714.00			83.00
107	KINDER MORGAN INC DEL	06/27/2012	12/06/2013	3,588.00	3,320.00			268.00
64.	KINDER MORGAN INC DEL	06/27/2012	12/09/2013	2,142.00	1,986.00			156.00
537.	MATTEL INC	06/27/2012	09/11/2013	22,407.00	16,540.00			5,867.00
23.	MATTEL INC	06/27/2012	12/23/2013	1,055.00	700.00			355.00
6.	MC DONALDS CORP. COMMON PAR	09/22/2011	02/28/2013	575.00	515.00			60.00
5	MC DONALDS CORP. COMMON PAR	09/22/2011	05/15/2013	509.00	429.00			80.00
364.	MC DONALDS CORP. COMM PAR	06/27/2012	09/11/2013	35,366.00	32,101.00			3,265.00
203.	MERCK & CO INC	06/27/2012	09/11/2013	9,799.00	8,246.00			1,553.00
309.	NATIONAL RETAIL PPTYS	06/27/2012	08/20/2013	9,662.00	8,392.00			1,270.00
157	NATIONAL RETAIL PPTYS	06/27/2012	08/21/2013	4,897.00	4,264.00			633.00
47.	NATIONAL RETAIL PPTYS	06/27/2012	08/22/2013	1,451.00	1,276.00			175.00
110.	NATIONAL RETAIL PPTYS	06/27/2012	08/23/2013	3,442.00	2,988.00			454.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

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Form 8949 (2013)

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ADAMS LEGACY FOUNDATION 23-69991

Social security number or taxpayer identification number

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
113. NEXTERA ENERGY INC CO		06/27/2012	09/11/2013	8,970.00	7,657.00			1,313.00
6906 08 MPB NORTHERN FUNDS		02/06/2012	02/22/2013	75,000.00	75,622.00			-622.00
18251.74 MPB NORTHERN FUND FD		02/06/2012	09/11/2013	189,271.00	199,857.00			-10,586.00
288 ADR NOVARTIS AG SPONS ISIN #US66987V1098		06/27/2012	09/11/2013	22,015.00	15,794.00			6,221.00
527. ONEOK INC NEW		06/27/2012	09/11/2013	26,974.00	21,899.00			5,075.00
283 PHILIP MORRIS INTERNA		06/27/2012	09/11/2013	24,459.00	24,118.00			341.00
11. PHILIP MORRIS INTERNAT		06/27/2012	12/23/2013	938.00	937.00			1.00
5. PROCTER & GAMBLE CO		05/03/2011	02/28/2013	382.00	329.00			53.00
3. PROCTER & GAMBLE CO		05/03/2011	05/15/2013	242.00	197.00			45.00
287 PROCTER & GAMBLE CO		06/27/2012	09/11/2013	22,368.00	17,928.00			4,440.00
185 RLTY INC CORP COM		06/27/2012	09/11/2013	7,273.00	7,381.00			-108.00
443. SOUTHERN CO		06/27/2012	09/11/2013	18,083.00	20,694.00			-2,611.00
94. SOUTHERN CO		06/27/2012	11/15/2013	3,958.00	4,391.00			-433.00
89. SOUTHERN CO		06/27/2012	11/18/2013	3,763.00	4,158.00			-395.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ADAMS LEGACY FOUNDATION 23-69991

26-3373791

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked). ►

1,500,058. 1,390,886 109,172.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Portfolio Statements

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Shares/PAR value							

Equity Securities

Common stock

Canada - USD							
BCE INC COM NEW CUSIP 05534B760							
255 000	43.28	152.10	11,038.95	10,322.47	716.48	0.00	716.48
Total USD		152.10	11,038.95	10,322.47	716.48	0.00	716.48
Total Canada		152.10	11,038.95	10,322.47	716.48	0.00	716.48
Switzerland - USD							
ADR NOVARTIS AG CUSIP 669897V109							
195 000	80.38	0.00	15,674.10	10,693.80	4,980.30	0.00	4,980.30
Total USD		0.00	15,674.10	10,693.80	4,980.30	0.00	4,980.30
Total Switzerland		0.00	15,674.10	10,693.80	4,980.30	0.00	4,980.30
United Kingdom - USD							
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
214 000	53.39	131.84	11,425.48	9,760.54	1,664.92	0.00	1,664.92
Total USD		131.84	11,425.46	9,760.54	1,664.92	0.00	1,664.92
Total United Kingdom		131.84	11,425.46	9,760.54	1,664.92	0.00	1,664.92
United States - USD							
ABBV/IE INC COM USDO 01 CUSIP 00287Y109							
358 000	52.81	0.00	16,905.88	13,988.19	4,817.79	0.00	4,817.79
ALTRIA GROUP INC COM CUSIP 02209S103							
MO	372 000	38.39	178.56	14,281.08	12,651.72	1,628.36	0.00

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Equity Securities							

Common stock

United States - USD							
ANALOG DEVICES INC COM CUSIP 032654105							
 							
190 000	50.93	0.00	9,978.70	7,045.20	2,831.50	0.00	2,831.50
APPLE INC COM STK CUSIP 037833100							
22 000	581.11	0.00	12,344.42	8,173.08	3,171.34	0.00	3,171.34
AT&T INC COM CUSIP 00206R102							
T	248 000	35.18	0.00	8,719.68	8,731.85	-12.17	0.00
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
161 000	80.81	77.28	13,010.41	10,392.95	2,617.46	0.00	2,617.46
BAXTER INTL INC COM CUSIP 071813109							
147 000	69.55	72.03	10,223.85	8,751.00	1,472.85	0.00	1,472.85
BLACKROCK INC COM STK CUSIP 09247X101							
28 000	316.47	0.00	8,177.63	4,831.92	4,345.71	0.00	4,345.71
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
208 000	53.15	74.18	10,948.80	6,003.31	4,945.59	0.00	4,945.59
CHEVRON CORP COM CUSIP 166784100							
CVX	157 000	124.91	0.00	18,610.87	17,896.70	1,714.17	0.00
CISCO SYSTEMS INC CUSIP 17275R102							
CSCO	759 000	22.45	0.00	17,039.55	15,009.00	2,030.55	0.00
							2,030.55

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Equity Securities							

Common stock

United States - USD

COCA COLA CO COM CUSIP 191216100							
328 000	41.31	0.00	13,580.99	11,312.21	2,278.78	0.00	2,278.78
CULLEN / FROST BANKERS INC COM CUSIP 226889109							
236 000	74.43	0.00	17,565.48	16,527.21	1,038.27	0.00	1,038.27
EMERSON ELECTRIC CO COM CUSIP 291011104							
251 000	70.18	0.00	17,615.18	11,179.49	6,435.69	0.00	6,435.69
GALLAGHER ARTHUR J & CO COM CUSIP 363376109							
231 000	46.93	0.00	10,840.83	8,218.10	2,622.73	0.00	2,622.73
GENERAL ELECTRIC CO CUSIP 369604103							
GE	813 000	28.03	178.88	22,788.39	17,531.55	5,256.84	0.00
GENUINE PARTS CO COM CUSIP 372460105							
114 000	83.19	61.27	9,483.66	6,662.43	2,821.23	0.00	2,821.23
INTEL CORP COM CUSIP 458140100							
INTC	822 000	25.96	0.00	21,339.12	20,319.48	1,019.84	0.00
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
JNJ	254 000	81.59	0.00	23,263.86	16,987.79	6,276.07	0.00
KIMBERLY-CLARK CORP COM CUSIP 494368103							
KMB	214 000	104.46	173.34	22,354.44	18,006.23	4,348.21	0.00
Equity Securities							

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market prnce	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Equity Securities								

Common stock

United States - USD								
KRAFT FOODS GROUP INC COM CUSIP 50076Q108								
339,000	53.92	177.97	18,278.88	15,484.55	2,794.33	0.00	2,794.33	
LOCKHEED MARTIN CORP COM CUSIP 5398830108								
124,000	148.68	0.00	18,433.84	15,164.72	3,269.12	0.00	3,269.12	
MATTEL INC COM CUSIP 577081102								
340,000	47.58	0.00	16,177.20	10,839.34	5,337.86	0.00	5,337.86	
MC DONALDS CORP COM CUSIP 580135101								
247,000	97.03	0.00	23,868.41	21,235.21	2,731.20	0.00	2,731.20	
MERCK & CO INC NEW COM CUSIP 588933Y105								
3017,000	50.05	135.08	15,365.35	13,737.12	1,628.23	0.00	1,628.23	
MICROSOFT CORP COM CUSIP 594918104								
MSFT								
451,000	37.43	0.00	16,880.83	12,248.03	4,632.90	0.00	4,632.90	
NEXTERA ENERGY INC COM CUSIP 65339F101								
77,000	85.62	0.00	6,592.74	5,217.56	1,375.18	0.00	1,375.18	
ONEOK INC COM STK CUSIP 682880103								
356,000	62.18	0.00	22,138.08	14,793.08	7,343.00	0.00	7,343.00	
PATCHEX INC COM CUSIP 704326107								
207,000	45.53	0.00	9,424.71	8,328.31	1,095.40	0.00	1,095.40	

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<i>Equity Securities</i>							

Common stock

United States - USD							
PHILIP MORRIS INTL COM STK NPV CUSIP 718172108							
PM	180 000	87.13	179.54	15,083.40	15,340.07	343.33	0.00
PROCTER & GAMBLE COM NPV CUSIP 742718109							
	184 000	81.41	0.00	15,793.54	10,651.68	5,141.86	5,141.86
QUALCOMM INC COM CUSIP 747525103							
QCOM	217 000	74.25	0.00	16,112.25	13,768.20	2,344.05	0.00
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
	478 000	35.62	0.00	17,061.98	16,126.16	935.82	0.00
TUPPERWARE BRANDS CORPORATION CUSIP 889896104							
TUP	75 000	84.53	46.50	7,089.75	5,870.22	1,219.53	0.00
US BANCORP CUSIP 802873304							
USB	482 000	40.40	106.26	18,664.80	15,611.10	3,053.70	0.00
WILLIAMS CO INC COM CUSIP 969457100							
	512 000	38.57	0.00	19,747.84	14,443.52	5,304.32	5,304.32
WIS ENERGY COM CUSIP 976637106							
	304 000	41.34	0.00	12,567.38	12,853.94	-286.56	0.00
Total USD		1,480.85	572,758.08	462,933.22	109,824.86	0.00	109,824.86
Total United States		1,480.85	572,758.08	462,933.22	109,824.86	0.00	109,824.86

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Equity Securities								
Total Common Stock		1,744.79		610,896.59	493,710.03	117,186.56	0.00	117,186.56
Total Common Stock	11,448.000							

Equity funds

Emerging Markets Region - USD

MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042B58 VVO	6,200.000	41.14	0.00	255,068.00	286,833.88	-13,865.88	0.00	-13,865.88
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587								

9,393.790	27.61	0.00	259,362.54	284,171.52	-24,808.98	0.00	-24,808.98
Total USD							

Total Emerging Markets Region		0.00	514,430.54	553,105.40	-38,674.86	0.00	-38,674.86
International Region - USD							

MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF CUSIP 922042775 5,000.000	50.73	0.00	253,650.00	218,558.50	35,090.50	0.00	35,090.50
MFO AQR FDS INTL MOMENTUM FD CLL CUSIP 002039H883							

18,246.070	15.74	0.00	287,035.74	275,000.00	12,035.74	0.00	12,035.74
MFO DFA INTL SMALL CO PORTFOLIO FD CUSIP 233203629							

15,714.800	19.21	0.00	301,883.22	273,812.06	28,071.16	0.00	28,071.16
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 26434D203							

33,744.180	19.83	0.00	669,147.28	600,000.00	69,147.28	0.00	69,147.28
Total USD							

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ADAMS LEGACY FOUNDATION

◆ Asset Detail - Base Currency

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<i>Equity Securities</i>							

Equity funds

United States - USD

MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR TILT INDEX FD CUSIP 33939L100

7,900,000	80.29	6,243.84	634,291.00	449,036.00	185,255.00	0.00	185,255.00
<i>MFC ISHARES TR RUSSELL 2000 VALUE ETF CUSIP 484287630</i>							
2,750,000	99.50	0.00	273,625.00	250,291.80	23,333.20	0.00	23,333.20
<i>MFO AQR FDS MOMENTUM FD CLL CUSIP 002039H701</i>							
17,085,120	20.69	0.00	353,698.03	339,229.82	14,468.21	0.00	14,468.21
Total USD		6,243.84	1,261,614.03	1,038,537.62	223,056.41	0.00	223,056.41
Total United States		6,243.84	1,261,614.03	1,038,537.62	223,056.41	0.00	223,056.41
Total Equity Funds		6,243.84	3,287,760.81	2,959,034.58	328,726.23	0.00	328,726.23

Other equity

United States - USD

HCP INC COM REIT CUSIP 40414L109

HCP	325,000	38.32	0.00	11,804.00	14,834.51	-3,030.51	0.00	-3,030.51
<i>HEALTH CARE REIT INC COM CUSIP 42217K108</i>								
RLTY INC CORP COM CUSIP 758108104	232,000	53.57	0.00	12,428.24	14,132.23	-1,703.99	0.00	-1,703.99
125,000	37.33	22.77		4,668.25	5,065.02	-398.77	0.00	-398.77

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Equity Securities								

Other equity

United States - USD	VENTAS INC REIT CUSIP 92276F100	0.00	57.28	4,926.08	6,994.48	-2,068.38	0.00	-2,068.38
Total USD		22.77		33,824.57	41,026.22	-7,201.65	0.00	-7,201.65
Total United States		22.77		33,824.57	41,026.22	-7,201.65	0.00	-7,201.65
Total Other Equity		22.77	33,824.57	41,026.22	-7,201.65	0.00	-7,201.65	
Total Equity Securities		768.000		3,832,481.97	3,493,770.83	438,711.14	0.00	438,711.14

Fixed Income Securities

Corporate/government

United States - USD	MFO PIMCO FDS PAC INV MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841	0.00	84,972.180	9.61	624,382.65	602,282.21	22,090.44	0.00	22,090.44
Total USD		0.00			624,382.65	602,292.21	22,090.44	0.00	22,090.44
Total United States		0.00			624,382.65	602,292.21	22,090.44	0.00	22,090.44
Total Corporate/Government		0.00	84,972.180		624,382.65	602,292.21	22,090.44	0.00	22,090.44
Total Fixed Income Securities		0.00	84,972.180		624,382.65	602,292.21	22,090.44	0.00	22,090.44

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Real Estate</i>							

Real estate funds

United States - USD

MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835

11,829.080	25.93	0.00	306,728.04	300,000.00	6,728.04	0.00	6,728.04
Total USD		0.00	306,728.04	300,000.00	6,728.04	0.00	6,728.04
Total United States		0.00	306,728.04	300,000.00	6,728.04	0.00	6,728.04
Total Real Estate Funds		0.00	306,728.04	300,000.00	6,728.04	0.00	6,728.04
Total Real Estate		0.00	306,728.04	300,000.00	6,728.04	0.00	6,728.04

Cash and Short Term Investments

Short term

USD - United States dollar							
	1.00	0.16	43,404.53	43,404.53	0.00	0.00	0.00
Total short term - all currencies		0.16	43,404.53	43,404.53	0.00	0.00	0.00
Total short term - all countries		0.16	43,404.53	43,404.53	0.00	0.00	0.00
Total Short Term		0.16	43,404.53	43,404.53	0.00	0.00	0.00
Total Cash and Short Term Investments		0.16	43,404.53	43,404.53	0.00	0.00	0.00
	43,404.530						

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◆ Asset Detail - Base Currency

Description / Asset ID	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID							
Shares/PAR value							
Total	8,011.56	4,906,997.19	4,439,467.57	467,529.62	0.00	-	467,529.62

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