Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: GB FOUNDATION, INC

A Employer identification number: 27-1393433

Number and street (or P O box number if mail is not delivered to street address): PO BOX 1421 | Room/suite:

B Telephone number (see instructions): 606-677-9164

City or town, state or province, country, and ZIP or foreign postal code: SOMERSET KY 42501

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 0

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc , received (attach schedule)	19,600			
2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	19,588	19,585	19,588	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 Stmt 1	168,860			
b Gross sales price for all assets on line 6a 1,388,309				
7 Capital gain net income (from Part IV, line 2)		10,057		
8 Net short-term capital gain			0	
9 Income modifications				
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)				
12 **Total.** Add lines 1 through 11	208,048	29,642	19,588	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) Stmt 2	6,427			
17 Interest				
18 Taxes (attach schedule) (see instructions) Stmt 3	848			
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) Stmt 4	20			
24 **Total operating and administrative expenses.** Add lines 13 through 23	7,295	0	0	0
25 Contributions, gifts, grants paid See Statement 5	391,907			391,907
26 **Total expenses and disbursements.** Add lines 24 and 25	399,202	0	0	391,907
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	-191,154			
b **Net investment income** (if negative, enter -0-)		29,642		
c **Adjusted net income** (if negative, enter -0-)			19,588	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	2,654	11,941	
	2	Savings and temporary cash investments	18,249		
	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 (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S and state government obligations (attach schedule) Stmt 6	33,032	68,356	
	b	Investments – corporate stock (attach schedule) See Stmt 7	485,704	416,346	
	c	Investments – corporate bonds (attach schedule) See Stmt 8	725,822	480,784	
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) See Statement 9	50,421	59,620	
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,315,882	1,037,047	0
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	1,315,882	1,037,047	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,315,882	1,037,047	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,315,882	1,037,047	

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	1,315,882
2	Enter amount from Part I, line 27a	2	-191,154
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,124,728
5	Decreases not included in line 2 (itemize) ▶ See Statement 10	5	87,681
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,037,047

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	19.1910 Columbia Large Cap	P	06/25/13	12/30/13
b	Unified Trust			
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	682		591	91
b	9,966			9,966
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				91
b				9,966
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	10,057
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	159,000	1,004,700	0.158256
2011			
2010			
2009			
2008			

2 **Total** of line 1, column (d)	2	0.158256
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	0.158256
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	999,775
5 Multiply line 4 by line 3	5	158,220
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	296
7 Add lines 5 and 6	7	158,516
8 Enter qualifying distributions from Part XII, line 4	8	391,907

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

DAA

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	296
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	296
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	296
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	296
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ LAWRENCE J BOTZMAN Telephone no ▶ 606-677-9164

406 EAST MOUNT VERNON STREET

Located at ▶ Somerset KY ZIP+4 ▶ 42502

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (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
JANET GODBY 5050 PINELAKE ROAD	WESLEY CHAPEL FL 33543	DIRECTOR 0.00	0	0	0
MELVIN GODBY 5050 PINELAKE ROAD	WESLEY CHAPEL FL 33543	CHAIRMAN 0.00	0	0	0
LAWRENCE J BOTZMAN 406 E. MT. VERNON STREET	SOMERSET KY 42501	DIRECTOR 0.00	0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	1,000,000
b	Average of monthly cash balances	1b	15,000
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,015,000
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,015,000
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	15,225
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	999,775
6	**Minimum investment return.** Enter 5% of line 5	6	49,989

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part)

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

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	391,907
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	391,907
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	296
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	391,611

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				
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20____ , 20____ , 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 391,907				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				
e Remaining amount distributed out of corpus	391,907			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	391,907			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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 ▶ N/A

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	19,588	28,785			48,373
b 85% of line 2a	16,650	24,467			41,117
c Qualifying distributions from Part XII, line 4 for each year listed	391,907	159,000			550,907
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	391,907	159,000			550,907
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	33,326	33,490			66,816
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

Lawrence Botzman 606-677-9164
PO Box 1421 Somerset KY 42502

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Statement 11				391,907
Total			▶ 3a	391,907
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	19,588	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory		-469	14	9,966	159,363
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-469		29,554	159,363

13 **Total.** Add line 12, columns (b), (d), and (e) 13 188,448

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Melvin M Bolt 6-2-14 CHAIRMAN

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Mark Clark, CPA	Mark Clark, CPA	05/19/14	
Firm's name ▶ Mark Clark, CPA, PSC		PTIN	P00055783
Firm's address ▶ P.O. Box 369 Somerset, KY 42503-2700		Firm's EIN ▶	61-1230372
		Phone no	606-678-4372

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
78.1980 Columbia Large Cap	12/09/13	12/30/13	Purchase $ 2,778	$ 2,727	$	$	$ 51
1.528 Columbia Small Cap	6/25/13	12/30/13	Purchase 36	30			6
33.83 Columbia Small Cap	6/25/13	12/30/13	Purchase 795	672			123
1.568 Columbia Small Cap	6/25/13	12/30/13	Purchase 37	31			6
11.044 Columbia Small Cap	12/09/13	12/30/13	Purchase 259	253			6
6.377 Collumbia Small Cap	12/09/13	12/30/13	Purchase 150	146			4
39.214 Columbia Small Cap	9/21/14	12/30/13	Purchase 921	898			23
.429 DFA International	3/11/13	12/30/13	Purchase 9	7			2
17.29 DFA International	6/11/13	12/30/13	Purchase 351	297			54
10.69 DFA International	12/12/13	12/30/13	Purchase 217	208			9
3.742 DFA International	12/12/13	12/30/13	Purchase 76	73			3
12.2930 DFA International	12/12/13	12/30/13	Purchase 249	239			10
38.14 Vanguard Total Bond Market	3/01/12	2/06/13	Purchase 420	421			-1
36.419 Vanguard Total Bond Market	4/02/12	2/06/13	Purchase 401	398			3
7.024 Vanguard Total Bond Market	4/02/12	2/06/13	Purchase 77	77			
7.024 Vanguard Total Bond Market	4/02/13	2/06/13	Purchase 77	77			
34.352 Vanguard Total Bond Market	5/01/12	2/06/13	Purchase 378	379			-1

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1227.629 Vanguard Total Bond Market	5/09/12	2/06/13	Purchase	$ 13,504	$ 13,565	$	$	$ -61
34.547 Vanguard Total Bond Market	6/01/12	2/06/13	Purchase	380	384			-4
36.278 Vanguard Total Bond Market	7/02/12	2/06/13	Purchase	399	403			-4
35.551 Vanguard Total Bond Market	8/01/12	2/06/13	Purchase	391	399			-8
35.015 Vanguard Total Bond Market	9/04/12	2/06/13	Purchase	385	393			-8
32.758 Vanguard Total Bond Market	10/01/12	2/06/13	Purchase	360	367			-7
33.2230Vanguard Total Bond Market	11/01/12	2/06/13	Purchase	365	372			-7
31.792 Vanguard Total Bond Market	12/03/12	2/06/13	Purchase	350	356			-6
32.9490 Vanguard Total Bond Market	12/24/12	2/06/13	Purchase	362	365			-3
50.921 Vanguard Total Bond Market	12/24/12	2/06/13	Purchase	560	564			-4
31.98 Vanguard Total Bond Market	1/02/13	2/06/13	Purchase	352	355			-3
31.836 Vanguard Total Bond Market	2/01/13	2/06/13	Purchase	350	350			
2706.011 Vanguard Int Term	2/06/13	3/21/13	Purchase	27,764	27,737			27
1305.075 Vanguard Int Term	2/06/13	9/18/13	Purchase	12,767	13,402			-635
85.728 Vanguard Int Term Was Sale A	2/06/13	12/30/13	Purchase	42	1			41
79.673 Vanguard GNMA	12/31/12	12/13/13	Purchase	831	869			-38
62.819 Vanguard GNMA	12/31/12	12/13/13	Purchase	655	685			-30

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
30.931 Vanguard GNMA	1/02/13	12/13/13	Purchase	$ 323	$ 337	$	$	$ -14
30.258 Vanguard GNMA	2/01/13	12/13/13	Purchase	316	328			-12
30.505 Vanguard GNMA	3/01/13	12/13/13	Purchase	318	331			-13
28.2370 Vanguard GNMA	4/01/13	12/13/13	Purchase	295	306			-11
10.673 Vanguard GNMA	4/01/13	12/13/13	Purchase	111	116			-5
2.668 Vanguard GNMA	4/01/13	12/13/13	Purchase	28	29			-1
26.42 Vanguard GNMA	5/01/13	12/13/13	Purchase	276	288			-12
26.535 Vanguard GNMA	6/03/13	12/13/13	Purchase	277	282			-5
26.361 Vanguard GNMA	7/01/13	12/13/13	Purchase	275	276			-1
25.2 Vanguard GNMA	8/01/13	12/13/13	Purchase	263	263			
27.007 Vanguard GNMA	11/01/13	12/13/13	Purchase	282	287			-5
28.74 Vanguard GNMA	12/02/13	12/13/13	Purchase	300	302			-2
13952.9080 Vanguard Int Term	2/06/13	12/30/13	Purchase	135,204	143,017			-7,813
35.037 Vanguard Int Term	3/01/13	12/30/13	Purchase	340	361			-21
47.236 Vanguard Int Term	4/01/13	12/30/13	Purchase	458	481			-23
18.013 Vanguard Int Term	4/01/13	12/30/13	Purchase	175	184			-9
109.579 Vanguard Int Term	4/01/13	12/30/13	Purchase	1,062	1,117			-55

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
40.104 Vanguard Int Term	5/01/13	12/30/13	Purchase $ 389	$ 413	$	$	$ -24
41.953 Vanguard Int Term	6/03/13	12/30/13	Purchase 406	422			-16
41.668 Vanguard Int Term	7/01/13	12/30/13	Purchase 404	408			-4
43.384 Vanguard Int Term	8/01/13	12/30/13	Purchase 420	426			-6
44.691 Vanguard Int Term	1/22/13	12/30/13	Purchase 433	456			-23
41.037 Vanguard Int Term	2/19/13	12/30/13	Purchase 398	423			-25
40.929 DFA International	11/01/13	12/30/13	Purchase 397	404			-7
39.881 Vanguard Int Term	12/02/13	12/30/13	Purchase 386	393			-7
163.886 Vanguard Int Term	12/18/13	12/30/13	Purchase 1,588	1,595			-7
51 Ishare S&P	2/10/11	12/30/13	Purchase 5,917	4,294			1,623
30 Ishare S&P	3/29/11	12/30/13	Purchase 3,481	2,553			928
123 Vanguard FTSE	2/10/11	12/30/13	Purchase 5,112	4,643			469
70 Vanguard FTSE	3/29/11	12/30/13	Purchase 2,909	2,596			313
2079.634 AMERICAN CENTURY	12/28/09	3/21/13	Purchase 27,181	24,186			2,995
465.787 AMERICAN CENTURY	12/28/09	9/18/13	Purchase 5,655	5,417			238
4360.089 AMERICAN CENTURY	12/28/09	12/30/13	Purchase 50,359	50,707			-348
407.785 AMERICAN CENTURY WASH ADJ	12/28/09	12/30/13	Purchase 29	1			28

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
185.544 AMERICAN CENTURY	12/29/09	12/30/13	Purchase	$ 2,143	$ 2,132	$	$	$ 11
164.3070 AMERICAN CENTURY	6/15/10	12/30/13	Purchase	1,898	1,914			-16
76.194 AMERICAN CENTURY	10/05/10	12/30/13	Purchase	880	931			-51
19.315 AMERICAN CENTURY	12/10/10	12/30/13	Purchase	223	227			-4
44.424 AMERICAN CENTURY	12/10/10	12/30/13	Purchase	513	522			-9
100.06 AMERICAN CENTURY	1/28/10	12/30/13	Purchase	1,155	1,166			-11
1830.058 AMERICAN CENTURY	2/10/11	12/30/13	Purchase	21,137	21,155			-18
1994.4010 Columbia Large Cap	12/28/09	3/21/13	Purchase	59,653	43,366			16,287
1814.846 Columbia Mid Cap	12/28/09	3/21/13	Purchase	23,902	17,060			6,842
563.475 Columbia Small Cap	12/28/09	3/21/13	Purchase	11,100	7,938			3,162
1286.722 Columbia Large Cap	12/28/09	9/18/13	Purchase	43,234	27,978			15,256
940.114 Columbia Mid Cap	12/28/09	9/18/13	Purchase	13,650	8,837			4,813
380.583 Columbia Small Cap	12/28/09	9/18/13	Purchase	8,268	5,220			3,048
1458.18 Columbia Large Cap	12/28/09	12/30/13	Purchase	51,809	31,706			20,103
23.968 Columbia Large Cap	6/18/10	12/30/13	Purchase	852	519			333
469.091 Columbia Large Cap	10/05/10	12/30/13	Purchase	16,667	10,620			6,047
112.371 Columbia Large Cap	12/13/10	12/30/13	Purchase	3,993	2,690			1,303

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1177.127 Columbia Large Cap	2/10/11	12/30/13	Purchase $ 41,823	$ 30,111	$	$	$ 11,712
706..089 Columbia Large Cap	3/29/11	12/30/13	Purchase 25,087	18,076			7,011
29.466 Columbia Large Cap	6/17/11	12/30/13	Purchase 1,047	728			319
149.877 Columbia Large Cap	12/09/11	12/30/13	Purchase 5,325	3,627			1,698
1060.28 Columbia Large Cap	5/29/12	12/30/13	Purchase 37,672	27,493			10,179
35.867 Columbia Large Cap	6/19/12	12/30/13	Purchase 1,274	945			329
164.627 Columbia Large Cap	12/11/12	12/30/13	Purchase 5,849	4,522			1,327
324.57 Columbia Small Cap	12/28/09	12/30/13	Purchase 7,624	4,572			3,052
.616 Columbia Small Cap	6/18/10	12/30/13	Purchase 14	9			5
39.73 Columbia Small Cap	10/05/10	12/30/13	Purchase 933	611			322
10.72 Columbia Small Cap	12/31/10	12/30/13	Purchase 252	183			69
17.04 Columbia Small Cap	12/13/10	12/30/13	Purchase 400	291			109
223.633 Columbia Small Cap	2/10/11	12/30/13	Purchase 5,253	4,005			1,248
121.141 Columbia Small Cap	3/29/11	12/30/13	Purchase 2,846	2,213			633
4.609 Columbia Small Cap	6/02/11	12/30/13	Purchase 108	85			23
51.5540 Columbia Small Cap	6/02/11	12/30/13	Purchase 1,211	951			260
19.827 Columbia Small Cap	12/12/11	12/30/13	Purchase 466	319			147

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
59.268 Columbia Small Cap	12/12/11	12/30/13	Purchase	$ 1,392	$ 954	$	$	$ 438
289.274 Columbia Small Cap	5/29/12	12/30/13	Purchase	6,795	5,002			1,793
.8850Columbia Small Cap	6/19/12	12/30/13	Purchase	21	15			6
78.185 Columbia Small Cap	6/19/12	1/30/13	Purchase	1,837	1,314			523
38.815 Columbia Small Cap	12/13/12	12/30/13	Purchase	912	669			243
37.199 Columbia Small Cap	12/13/12	12/30/13	Purchase	874	641			233
1346.93 Columbia Mid Cap	12/28/09	12/30/13	Purchase	20,190	12,661			7,529
2.579Columbia Mid Cap	6/18/10	12/30/13	Purchase	39	26			13
24.725 Columbia Mid Cap	12/13/10	12/30/13	Purchase	371	282			89
52.925 Columbia Mid Cap	12/13/10	12/30/13	Purchase	793	603			190
643.576 Columbia Mid Cap	2/10/11	12/30/13	Purchase	9,647	7,852			1,795
221.638 Columbia Mid Cap	3/29/11	12/30/13	Purchase	3,322	2,751			571
229.2790 DFA Emerging Markets	12/28/09	3/21/13	Purchase	6,071	6,205			-134
0.958 DFA Emerging Markets wash adj	3/11/13	3/21/13	Purchase	1				1
528.1520 DFA International Markets	12/28/09	3/21/13	Purchase	9,100	7,948			1,152
278.36 DFA International Markets	12/28/09	9/18/13	Purchase	5,456	4,189			1,267
85.186DFA Emerging Markets	12/28/09	9/18/13	Purchase	2,258	2,305			-47

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
4.5140 DFA Emerging Markets wash adj	9/11/13	9/18/13	Purchase $ 2	$ 1	$	$	$ 1
.9580 DFA Emerging Markets	12/28/09	9/18/13	Purchase 25	27			-2
.9580 DFA Emerging Markets wash adj	9/11/13	9/18/13	Purchase 1	1			
55.9320 DFA International Small Cap	12/28/09	12/30/13	Purchase 1,135	842			293
13.8890 DFA International Small Cap	6/11/10	12/30/13	Purchase 282	185			97
.183 DFA International Small Cap	9/13/10	12/30/13	Purchase 4	3			1
41.283 DFA International Small Cap	10/05/10	12/30/13	Purchase 838	657			181
21.951 DFA International Small Cap	12/14/10	12/30/13	Purchase 445	360			85
9.462 DFA International Small Cap	12/14/10	12/30/13	Purchase 192	155			37
154.4490 DFA International Small Cap	2/10/11	12/30/13	Purchase 3,134	2,765			369
112.4380 DFA International Small Cap	3/29/11	12/30/13	Purchase 2,281	2,025			256
17.515 DFA International Small Cap	6/13/11	12/30/13	Purchase 355	307			48
4.909 DFA International Small Cap	9/13/11	12/30/13	Purchase 99	73			26
13.5760 DFA International Small Cap	12/16/11	12/30/13	Purchase 275	183			92
2.4390 DFA International Small Cap	12/16/11	12/30/13	Purchase 49	33			16
26.941 DFA International Small Cap	12/16/11	12/30/13	Purchase 547	363			184
45.8830 DFA International Small Cap	3/02/12	12/30/13	Purchase 931	727			204

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
429.844 DFA International Small Cap	5/29/12	12/30/13	Purchase $ 8,722	$ 5,880	$	$	$ 2,842
27.031 DFA International Small Cap	6/13/12	12/30/13	Purchase 548	362			186
5.615 DFA International Small Cap	12/28/09	12/30/13	Purchase 114	84			30
14.2580 DFA International Small Cap	12/18/12	12/30/13	Purchase 289	220			69
24.8080 DFA International Small Cap	12/18/12	12/30/13	Purchase 503	383			120
241 Ishares Barclays	12/28/09	3/21/13	Purchase 25,420	25,150			270
124 Ishares S&P MId Cap	12/28/09	3/21/13	Purchase 12,360	8,343			4,017
149 Ishares Barclays	12/28/09	9/18/13	Purchase 15,670	15,549			121
59 Ishares S&P MId Cap	12/28/09	9/18/13	Purchase 6,436	3,970			2,466
255 Ishares Barclays	12/28/09	12/30/13	Purchase 26,857	26,611			246
93 Ishares Barclays	10/05/12	12/30/13	Purchase 9,795	9,771			24
494 Ishares Barclays	2/10/11	12/30/13	Purchase 52,028	51,509			519
120 Ishares Barclays	3/29/11	12/30/13	Purchase 12,638	12,551			87
269 Ishares Barclays	5/29/12	12/30/13	Purchase 28,331	28,136			195
117 Ishares S&P MId Cap	12/28/09	12/30/13	Purchase 13,574	7,872			5,702
13. Ishares S&P MId Cap	10/05/10	12/30/13	Purchase 1,508	938			570
64 Ishares S&P MId Cap	5/29/12	12/30/13	Purchase 7,425	5,194			2,231

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
8622.113 Vanguard Total Bond	12/28/09	2/06/13 $	Purchase 94,843 $	89,234 $		$	$ 5,609
4.2060 Vanguard Total Bond	1/04/10	2/06/13	Purchase 46	44			2
41.871 Vanguard Total Bond	2/01/10	2/06/13	Purchase 461	439			22
39.66 Vanguard Total Bond	3/01/10	2/06/13	Purchase 436	415			21
41.289 Vanguard Total Bond	4/01/10	2/06/13	Purchase 454	431			23
39.757 Vanguard Total Bond	5/03/10	2/06/13	Purchase 437	418			19
41.069 Vanguard Total Bond	6/01/10	2/06/13	Purchase 452	434			18
38.725 Vanguard Total Bond	7/10/10	2/06/13	Purchase 426	415			11
38.668 Vanguard Total Bond	8/02/10	2/06/13	Purchase 425	417			8
37.526 Vanguard Total Bond	9/01/10	2/06/13	Purchase 413	409			4
36.548 Vanguard Total Bond	10/01/10	2/06/13	Purchase 402	398			4
7.824 Vanguard Total Bond	10/05/10	2/06/13	Purchase 86	85			1
37.331 Vanguard Total Bond	11/01/10	2/06/13	Purchase 411	407			4
33.795 Vanguard Total Bond	12/01/10	2/06/13	Purchase 372	365			7
19.692 Vanguard Total Bond	12/27/10	2/06/13	Purchase 217	208			9
38.153 Vanguard Total Bond	12/27/10	2/06/13	Purchase 420	403			17
35.348 Vanguard Total Bond	1/03/11	2/06/13	Purchase 389	375			14

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
35.538 Vanguard Total Bond	2/01/11	2/06/13	Purchase $ 391	$ 376	$	$	$ 15
4175.863 Vanguard Total Bond	2/10/11	2/06/13	Purchase 45,934	43,554			2,380
40.815 Vanguard Total Bond	3/01/10	2/06/13	Purchase 449	431			18
1032.141 Vanguard Total Bond	3/29/11	2/06/13	Purchase 11,354	10,868			486
48.604 Vanguard Total Bond	4/01/11	2/06/13	Purchase 535	512			23
49.6670 Vanguard Total Bond	5/02/11	2/06/13	Purchase 546	529			17
49.692 Vanguard Total Bond	6/01/11	2/06/13	Purchase 547	535			12
48.909 Vanguard Total Bond	7/01/11	6/06/13	Purchase 538	523			15
44.535 Vanguard Total Bond	8/01/11	2/06/13	Purchase 490	482			8
43.114 Vanguard Total Bond	9/01/11	2/06/13	Purchase 474	473			1
41.897 Vanguard Total Bond	10/03/11	2/06/13	Purchase 461	462			-1
41.754 Vanguard Total Bond	11/01/11	2/06/13	Purchase 459	460			-1
40.301 Vanguard Total Bond	12/01/11	2/06/13	Purchase 443	442			1
30.536 Vanguard Total Bond	12/23/11	2/06/13	Purchase 336	335			1
47.33 Vanguard Total Bond	12/23/11	2/06/13	Purchase 521	519			2
40.618 Vanguard Total Bond	1/03/12	2/06/13	Purchase 447	447			
39.645 Vanguard Total Bond	2/01/12	2/06/13	Purchase 436	439			-3

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
39.66 Vanguard Total Bond	3/01/10	2/06/13	Purchase $ 436	$ 415	$	$	$ 21
182 Vanguard FTSE Developed Markets	12/28/09	3/21/13	Purchase 6,657	6,277			380
2474.886 Vanguard GNMA	12/28/09	3/21/13	Purchase 26,803	26,504			299
100 Vanguard FTSE Developed Markets	12/28/09	9/18/13	Purchase 4,036	3,449			587
1238.285 Vanguard GNMA	12/28/09	9/18/13	Purchase 12,990	13,261			-271
26.102 Vanguard GNMA wash adj.	9/03/13	9/18/13	Purchase 6	1			5
26.095 Vanguard GNMA wash adj.	10/01/13	9/18/13	Purchase 6	1			5
95 Vanguard FTSE Developed Markets	12/28/09	12/30/13	Purchase 3,948	3,277			671
39 Vanguard FTSE Developed Markets	3/02/12	12/30/13	Purchase 1,621	1,332			289
179 Vanguard FTSE Developed Markets	5/29/12	12/30/13	Purchase 7,439	5,374			2,065
4593.261 Vanguard GNMA	12/28/09	12/30/13	Purchase 47,908	49,190			-1,282
63.7650Vanguard GNMA	12/31/09	12/30/13	Purchase 665	680			-15
24.525 Vanguard GNMA	12/31/09	12/30/13	Purchase 256	261			-5
3.0270 Vanguard GNMA	1/04/10	12/30/13	Purchase 32	32			
29.708 Vanguard GNMA	2/01/10	12/30/13	Purchase 310	319			-9
32.2470 Vanguard GNMA	3/01/10	12/30/13	Purchase 336	347			-11
41.907 Vanguard GNMA	3/30/10	12/30/13	Purchase 437	450			-13

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
12.325 Vanguard GNMA	3/30/10	12/30/13	Purchase $ 129	$ 132	$	$	$ -3
38.642 Vanguard GNMA	4/01/10	12/30/13	Purchase 403	414			-11
38.28 Vanguard GNMA	5/03/10	12/30/13	Purchase 399	412			-13
35.478 Vanguard GNMA	6/01/10	12/30/13	Purchase 370	386			-16
32.113 Vanguard GNMA	7/01/10	12/30/13	Purchase 335	353			-18
35.141 Vanguard GNMA	8/02/10	12/30/13	Purchase 367	389			-22
40.644 Vanguard GNMA	9/01/10	12/30/13	Purchase 424	451			-27
40.385 Vanguard GNMA	10/01/10	12/30/13	Purchase 421	445			-24
177.441 Vanguard GNMA	10/05/10	12/30/13	Purchase 1,851	1,959			-108
39.454 Vanguard GNMA	11/01/10	12/30/13	Purchase 412	438			-26
33.589 Vanguard GNMA	12/01/10	12/30/13	Purchase 350	372			-22
214.718 Vanguard GNMA	12/31/10	12/30/13	Purchase 2,240	2,300			-60
59.3150 Vanguard GNMA	12/31/10	12/30/13	Purchase 619	635			-16
35.073 Vanguard GNMA	1/03/11	12/30/13	Purchase 366	377			-11
35.275 Vanguard GNMA	2/01/11	12/30/13	Purchase 368	379			-11
4022.706 Vanguard GNMA	2/10/11	12/30/13	Purchase 41,957	42,520			-563
41.14 Vanguard GNMA	3/01/11	12/30/13	Purchase 429	441			-12

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
956.062 Vanguard GNMA			Purchase				
	3/29/11	12/30/13	$ 9,972	$ 10,239	$	$	$ -267
45.229 Vanguard GNMA			Purchase				
	4/01/11	12/30/13	472	485			-13
46.682 Vanguard GNMA			Purchase				
	5/02/11	12/30/13	487	506			-19
48.179 Vanguard GNMA			Purchase				
	6/01/11	12/30/13	503	528			-25
50.119 Vanguard GNMA			Purchase				
	7/01/11	12/30/13	523	547			-24
45.72 Vanguard GNMA			Purchase				
	8/01/11	12/30/13	477	503			-26
45.003 Vanguard GNMA			Purchase				
	9/01/11	12/30/13	469	502			-33
45.886 Vanguard GNMA			Purchase				
	10/03/11	12/30/13	479	512			-33
45.502 Vanguard GNMA			Purchase				
	11/01/11	12/30/13	475	506			-31
42.919 Vanguard GNMA			Purchase				
	12/01/11	12/30/13	448	479			-31
160.413 Vanguard GNMA			Purchase				
	12/30/11	12/30/13	1,673	1,774			-101
29.706 Vanguard GNMA			Purchase				
	12/30/11	12/30/13	310	329			-19
43.802 Vanguard GNMA			Purchase				
	1/03/12	12/30/13	457	485			-28
41.209 Vanguard GNMA			Purchase				
	2/01/12	12/30/13	430	457			-27
41.487 Vanguard GNMA			Purchase				
	3/01/12	12/30/13	433	458			-25
38.52 Vanguard GNMA			Purchase				
	4/02/12	12/30/13	402	424			-22
29.252 Vanguard GNMA			Purchase				
	4/02/12	12/30/13	305	322			-17

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
9.75 Vanguard GNMA	4/02/12	12/30/13	Purchase $ 102	$ 107	$	$	$ -5
1230.528 Vanguard GNMA	5/29/12	12/30/13	Purchase 12,834	13,597			-763
34.968 Vanguard GNMA	5/01/12	12/30/13	Purchase 365	386			-21
34.756 Vanguard GNMA	6/01/12	12/30/13	Purchase 363	385			-22
42.106 Vanguard GNMA	7/02/10	12/30/13	Purchase 439	465			-26
38.578 Vanguard GNMA	8/01/10	12/30/13	Purchase 402	428			-26
36.004 Vanguard GNMA	9/04/12	12/30/13	Purchase 376	400			-24
33.884 Vanguard GNMA	10/01/12	12/30/13	Purchase 353	376			-23
35.365 Vanguard GNMA	11/01/12	12/30/13	Purchase 358	379			-21
32.057 Vanguard GNMA	12/03/12	12/30/13	Purchase 334	353			-19
26.102 Vanguard GNMA	12/13/09	12/30/13	Purchase 272	277			-5
26.095 Vanguard GNMA	1/10/10	12/30/13	Purchase 272	281			-9
Short-term Gain/Loss from Pass-through Entity			-18				-18
Long-term Gain/Loss from Pass-through Entity			-451				-451
Total			$ 1,377,661	$ 1,218,858	$ 0	$ 0	$ 158,803

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Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FIDUCIARY FEES	$ 5,528	$	$	$
Accounting fees	525			
Investment Expense	374			
Total	$ 6,427	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FORIEGN TAXES	$ 87	$	$	$
STATE FILING FEE				
Federal Taxes	761			
Total	$ 848	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
BANK CHARGES	20			
Total	$ 20	$ 0	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
160,300					9/24/13
20,350					10/08/13
750					11/20/13
5,000					3/19/13
10,000					3/27/13
20,000					3/27/13
50,000					3/27/13
750					4/11/13
8,000					6/04/13
1,750					9/06/13
6,000					9/24/13
6,007					11/27/13
100,000					9/30/13
3,000					11/20/13

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FEDERATED TAX FREE OBLIGATIONS	$ 33,032	$ 8,436	Market	$
VANGUARD INTERM-TERM TREASURY		59,920	Market	
Total	$ 33,032	$ 68,356		$ 0

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DFA EMERGING MARKETS	$ 29,295	$ 20,174	Market	$
VANGUARD MSCI EAFE ETF	27,761		Market	
COLUMBIA LARGE CAP	238,112		Market	
COLUMBIA MID CAP	80,940	30,228	Market	
ISHARES S&P MID CAP	40,368	31,963	Market	
COLUMBIA SMALL CAP	40,002		Market	

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
DFA INTERNATIONAL SMALL CAP	$ 29,226	$	Market	$
HARBOR INTERNATIONAL FUND		60,176	Market	
VANGURAD FTSE DEVELOPED MARKETS		21,090	Market	
MASTERCARD INC		8,355	Market	
OAKMARK SELECT		100,589	Market	
VANGUARD DIVIDEND GROWTH		130,483	Market	
ALEXION PHARMACEUTICALS		13,288	Market	
Total	$ 485,704	$ 416,346		$ 0

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AMERICAN CENTURY INFL ADJ	$ 185,952	$ 60,338	Market	$
VANGUARD GNMA INV	183,926		Market	
VANGUARD TOTAL BOND MARKET INDEX	184,961		Market	
ISHARES BARCLAYS	170,983	129,821	Market	
EATON VANCE FLOATING RATE ADVANTAGE		40,091	Market	
FEDERATED INSTL HIGH YEILD BOND		80,301	Market	
LOOMIS SAYLES INVESTMENT GRADE		170,233	Market	
Total	$ 725,822	$ 480,784		$ 0

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
POWERSHARES DB COMMODITY INDEX	$ 50,421	$ 39,696	Market	$
T Rowe Price REIT		19,924	Market	
Total	$ 50,421	$ 59,620		$ 0

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
Unrealized Losss on Investments	$ 87,681
Total	$ 87,681

Statement 11 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address	Relationship	Status	Purpose	Amount
STARTING RIGHT NOW TAMPA FL 33647	16057 TAMPA PALMS BLVD		501C3	HOMELESS CHARITY	160,300
OASIS CARE CENTER SOMERSET KY 42501	115 JORDANS WAY		HEALTH	ADDICTION REHAB	20,350
FIRST UNITED METHODIST CHURCH SOMERSET KY 42501	99 S. CENTRAL AVE.			RELIGIOUS	750
RED CROSS OF LAKE CUMBERLAND SOMERSET KY 42501	155 ENTERPRISE DRIVE		501C3	DISASTER RELIEF	5,000
My Hope with Billy Charlotte NC 28201	1 Billy Graham Parkway			Religious	10,000
Bethel Baptist Church Eubank KY 42567	5260 E Highway 452			Religious	20,000
Mayo Clinic Rochester MN 55905	Mayo Clinic			Research	50,000
Build A Bed Morehead KY 40351	150 University Blvd			Charitable	750
Foothills Academy Albany KY 42602	107 Foothills Academy Spu			Charitable	8,000
Bluegrass Council Boy Scouts of Ame Lexington KY 40509	3445 Richmond Road			Charitable	1,750
Southland Christian Church Nicholasville KY 40356	5001 Harrodsburg Road			Religious	6,000
Victorious Life Church Wesley Chapel FL 33544	6224 Old Pasco Road			Religious	6,007
Somerset Community College Somerset KY 42501	808 Monticello Street			Charitable	100,000
Samaritan's Purse Boone NC 28607	PO box 3000				3,000
Total					391,907