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## Return of Private Foundation

2013

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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- Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>HOLLEMAN, ROY &amp; MARIAN FOUNDATION</b>			A Employer identification number <b>27-3867635</b>
Number and street (or P O box number if mail is not delivered to street address) <b>Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041</b>			Room/suite
City or town <b>Winston Salem</b>	State <b>NC</b>	ZIP code <b>27101-3818</b>	
Foreign country name	Foreign province/state/county	Foreign postal code	
G Check all that apply			<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change
H Check type of organization			<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>4,341,630</b>	J Accounting method.		<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)				
2	Check ► <input checked="" 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	107,775	104,224		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	88,026			
b	Gross sales price for all assets on line 6a	943,563			
7	Capital gain net income (from Part IV, line 2)		88,026		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	8,755	8,755		
12	<b>Total.</b> Add lines 1 through 11	204,556	201,005	0	
13	Compensation of officers, directors, trustees, etc.	65,039	48,779		16,260
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	1,098			
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,196	1,196		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	67	57		10
24	<b>Total operating and administrative expenses.</b>	67,400	50,032	0	17,368
25	Contributions, gifts, grants paid	150,000			150,000
26	<b>Total expenses and disbursements.</b> Add lines 24 and 27	217,400	50,032	0	167,368
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-12,844			
b	Net investment income (if negative, enter -0-)		150,973		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2013)

APR 26 2014

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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	4,262		
	2	Savings and temporary cash investments	168,138	155,963	155,963
	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 ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,752,343	3,754,032	4,185,667
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ► )			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	3,924,743	3,909,995	4,341,630
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	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	3,924,743	3,909,995	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	<b>Total net assets or fund balances</b> (see instructions)	3,924,743	3,909,995	
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	3,924,743	3,909,995	

**Part III Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,924,743
2	Enter amount from Part I, line 27a	2	-12,844
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	5,135
4	Add lines 1, 2, and 3	4	3,917,034
5	Decreases not included in line 2 (itemize) ► See Attached Statement	5	7,039
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	3,909,995

**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	See Attached Statement				
b	See Attached Statement				
c	See Attached Statement				
d	See Attached Statement				
e	See Attached Statement				
(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			0		
b			0		
c			0		
d			0		
e			0		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			0		
b			0		
c			0		
d			0		
e			0		
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	88,026	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0	

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

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?  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part Yes  No

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	339,396	4,168,504	0.081419
2011	101,366	4,127,662	0.024558
2010	748	4,067,304	0.000184
2009			0.000000
2008			0.000000

2	Total of line 1, column (d)	2	0 106161
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 035387
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,236,748
5	Multiply line 4 by line 3	5	149,926
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,510
7	Add lines 5 and 6	7	151,436
8	Enter qualifying distributions from Part XII, line 4	8	167,368

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions

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

1a Exempt operating foundations described in section 4940(d)(2), check here ►  and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

1 1,510

1b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ►  and enter 1% of Part I, line 27b

2 0

1c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

3 1,510

4 4

5 5 1,510

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

6a 2013 estimated tax payments and 2012 overpayment credited to 2013 778

6b Exempt foreign organizations—tax withheld at source

6c Tax paid with application for extension of time to file (Form 8868)

6d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d 7 778

8 Enter any penalty for underpayment of estimated tax Check here  if Form 2220 is attached

8 9 732

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ► 10 0

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 11 0

11 Enter the amount of line 10 to be Credited to 2014 estimated tax ► Refunded ► 11 0

**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? 1a X

1b 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

1c Did the foundation file Form 1120-POL for this year? 1c X

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

1e 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? 2 X

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a X

4b If "Yes," has it filed a tax return on Form 990-T for this year? 4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 X

If "Yes," attach the statement required by General Instruction T

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CA

8b 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)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933 Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	16	Yes X No

**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.

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> 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 <input checked="" type="checkbox"/> No	
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1b	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 ►		X
1c	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?		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 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)		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		
3b	N/A		
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?		
4b	N/A		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))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	5b N/A					
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 If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	6b X			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? 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 N/A			

**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
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC 27101	Trustee 4.00	65,039		

**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		
.....		
.....		
.....		
.....		
.....		
<b>Total number of others receiving over \$50,000 for professional services</b>		►

**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 NONE	
.....	
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 NONE	
.....	
2	
.....	
All other program-related investments. See instructions	
3 NONE	
.....	
<b>Total. Add lines 1 through 3</b>	► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a	Average monthly fair market value of securities	1a	4,190,182
b	Average of monthly cash balances	1b	111,085
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,301,267
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	
3	Subtract line 2 from line 1d	3	4,301,267
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	64,519
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,236,748
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	211,837

**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	211,837
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,510
b	Income tax for 2013 (This does not include the tax from Part VI )	2b	
c	Add lines 2a and 2b	2c	1,510
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	210,327
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	210,327
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	210,327

**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	167,368
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	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	167,368
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		
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	1,510
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	165,858

**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				210,327
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				2,078
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	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 167,368				2,078
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				165,290
e Remaining amount distributed out of corpus				
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:	0			
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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			0	45,037
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)****N/A**

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 ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				0
c	Qualifying distributions from Part XII, line 4 for each year listed				0
d	Amounts included in line 2c not used directly for active conduct of exempt activities				0
e	Qualifying distributions made directly for active conduct of exempt activities				0
	Subtract line 2d from line 2c				0
3	Complete 3a, b, or c for the alternative test relied upon				
a	"Assets" alternative test—enter				0
(1)	Value of all assets				0
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
c	"Support" alternative test—enter				0
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3)	Largest amount of support from an exempt organization				0
(4)	Gross investment income				0

**Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)****1 Information Regarding Foundation Managers:**

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

**NONE**

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

**NONE****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

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

c Any submission deadlines

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

**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
<b>Name and address (home or business)</b>				
<i>a Paid during the year</i> See Attached Statement				
<b>Total</b>				► 3a 150,000
<i>b Approved for future payment</i> NONE				
<b>Total</b>				► 3b 0

## 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					
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>OTHER INCOME</u>					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)					
13	Total. Add line 12, columns (b), (d), and (e)		0		204,556	0
(See worksheet in line 13 instructions to verify calculations )					13	204,556

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



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

CITY OF DEL MAR FIRE DEPARTMENT

Street

2200 JIMMY DURANTE BLVD

City DEL MAR	State CA	Zip Code 92014	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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Name

FURRY FRIENDS RESCUE

Street

STEVENSON BLVD

City FREMONT	State CA	Zip Code 945537	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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Name

SAN DIEGO STATE UNIVERSITY

Street

5500 CAMPANILE DR

City SAN DIEGO	State CA	Zip Code 92182	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 15,000
--	------------------

Name

OKLAHOMA STATE UNIVERSITY

Street

400 S MONROE

City STILLWATER	State OK	Zip Code 74074	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 25,000
--	------------------

Name

NPH HAITI'S PEDIATRIC HOSPITAL

Street

City ST DAMIEN	State	Zip Code	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 35,000
--	------------------

Name

VOICE FOR THE ANIMALS

Street

2633 LINCOLN BLVD, #202

City SANTA MONICA	State CA	Zip Code 90405-4656	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 10,000
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**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

SAN DIEGO HUMAN SOCIETY &amp; SPCA

Street

5500 GAINES ST

City SAN DIEGO	State CA	Zip Code 92110	Foreign Country
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Relationship NONE	Foundation Status PC
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Purpose of grant/contribution GENERAL SUPPORT GRANT	Amount 45,000
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount
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**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Long Term CG Distributions		Short Term CG Distributions		Amount		26,835	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Capital Gains/Losses Other sales
1 X COMCAST CORP CLASS A	20303DN101	7/28/2011	10/11/2013	9,210	4,878	0	Totals
2 X AFLAC INC	001055102	11/24/2010	10/11/2013	9,634	8,059	0	Cost, Other Basis and Expenses
3 X ABBIE INC	00287Y109	11/24/2010	10/11/2013	9,128	8,893	0	943,563
4 X CONCOPHILLIPS	20225C104	5/23/2012	10/11/2013	14,304	10,230	0	0
5 X ABBIE INC	00287Y108	8/9/2011	10/11/2013	4,564	2,488	0	4,074
6 X APPLE INC	037833100	5/23/2012	10/11/2013	4,919	5,575	0	2,066
7 X APPLE INC	037833100	4/25/2013	10/11/2013	4,919	4,087	0	656
8 X WALT DISNEY CO	254687108	5/23/2012	10/11/2013	9,921	6,586	0	832
9 X ABERDEEN GLOBAL HIGH INC	043154860	11/18/2010	10/11/2013	50,000	52,820	0	3,325
10 X IPATH DOW JONES-UBS COM	067386278	12/1/2010	11/13/2013	89,667	112,433	0	2,826
11 X IPATH DOW JONES-UBS COM	067386278	12/1/2010	11/13/2013	17,933	23,905	0	-22,826
12 X BERKSHIRE HATHAWAY INC	084670702	11/24/2010	2/21/2013	10,020	8,000	0	-5,972
13 X BERKSHIRE HATHAWAY INC	084670702	11/24/2010	10/11/2013	5,773	4,003	0	2,013
14 X VAN RAMPEN FOCUS PORTF	130310650	2/18/2010	2/27/2013	5,049	16,718	0	1,770
15 X CHEVRON CORP	186784100	5/23/2012	10/11/2013	5,867	4,856	0	-11,669
16 X CHEVRON CORP	160764100	8/9/2011	10/11/2013	5,867	4,856	0	1,011
17 X CISCO SYSTEMS INC	172755102	11/24/2010	2/21/2013	8,388	7,807	0	1,245
18 X CISCO SYSTEMS INC	172755102	5/23/2012	10/11/2013	11,645	8,210	0	581
19 X COMCAST CORP CLASS A	2003DN101	5/23/2012	2/21/2013	8,138	5,714	0	3,375
20 X COMCAST CORP CLASS A	2003DN101	10/11/2013	4,605	2,857	0	2,424	
21 X WALT DISNEY CO	254687106	11/24/2010	10/11/2013	9,921	5,526	0	1,748
22 X EMC CORP MASS	266168102	7/28/2011	10/11/2013	6,314	6,737	0	4,396
23 X EATON VANCE FLOATING RA	277111491	12/10/2013	10/10/2013	9,987	0	0	-4,233
24 X EATON VANCE GLOBAL MACR	277123728	4/20/2011	10/29/2013	46,188	48,925	0	3,731
25 X EATON VANCE GLOBAL MACR	277123728	5/24/2011	10/29/2013	13,843	14,678	0	2,731
26 X EATON VANCE GLOBAL MACR	277123728	7/28/2011	10/29/2013	46,155	48,920	0	-835
27 X FEDERATED STRATVAL DIV	311427560	3/14/2012	10/11/2013	25,000	21,329	0	-2,505
28 X GATEWAY FUND -Y #1986	361789864	2/18/2010	8/11/2013	20,100	17,869	0	3,671
29 X GATEWAY FUND -Y #1986	361789864	11/30/2010	8/1/2013	55,101	50,000	0	2,231
30 X GATEWAY FUND -Y #1986	361789864	7/28/2011	8/1/2013	32,171	30,000	0	5,101
31 X GENERAL ELECTRIC CO	368604103	11/24/2010	10/11/2013	6,085	3,987	0	2,171
32 X GOLDMAN SACHS GROUP INC	437076102	7/28/2011	10/11/2013	7,955	6,865	0	2,098
33 X HOME DEPOT INC	437076102	11/24/2010	10/11/2013	7,642	3,123	0	1,100
34 X INTEL CORP	456140100	11/24/2010	10/11/2013	11,588	10,569	0	4,519
35 X INTEL CORP	456140100	8/9/2011	10/11/2013	11,588	10,569	0	917
36 X INTERNATIONAL BUSINESS M	452300101	5/23/2012	10/11/2013	4,643	4,855	0	1,426
37 X JOHNSON & JOHNSON	471510104	5/23/2012	10/11/2013	4,456	3,355	0	-212
38 X MAINSTAY CONVERTIBLE ED	560656N600	5/24/2011	10/11/2013	6,000	5,962	0	1,301
39 X JPMORGAN CHASE & CO	46625H100	11/24/2010	2/21/2013	9,688	7,629	0	38
40 X JPMORGAN CHASE & CO	46625H100	11/24/2010	10/11/2013	5,224	3,815	0	2,039
41 X JPMORGAN CHASE & CO	46625H100	8/9/2011	10/11/2013	10,448	7,082	0	3,349
42 X MICROSOFT CORP	594918104	7/28/2011	10/11/2013	3,405	2,802	0	3,366
43 X MICROSOFT CORP	594918104	10/11/2013	10/11/2013	6,810	5,784	0	603
44 X JOHNSON & JOHNSON	471510104	11/24/2010	10/11/2013	8,913	6,332	0	1,046
45 X MICROSOFT CORP	594918104	11/24/2010	10/11/2013	3,405	2,581	0	2,581
46 X MONDEZ INTERNATIONAL	600227105	11/24/2010	10/11/2013	9,276	5,931	0	860
47 X MONDEZ INTERNATIONAL	600227105	7/28/2011	10/11/2013	3,092	2,257	0	1,362
48 X MONDEZ INTERNATIONAL	600227105	8/9/2011	10/11/2013	6,184	4,337	0	835
49 X NESTLE S.A. REGISTERED SH	641069406	10/11/2013	10/16/2013	6,793	6,811	0	1,847
50 X ORACLE CORPORATION	68389X105	12/22/2010	10/11/2013	3,325	3,174	0	-18
51 X ORACLE CORPORATION	68389X105	7/28/2011	10/11/2013	3,325	3,100	0	151
52 X PAYCHEX INC	704326107	12/22/2010	2/19/2013	3,389	3,102	0	287
53 X VERIZON COMMUNICATIONS	812345V104	8/9/2011	10/11/2013	4,694	3,322	0	1,583
54 X PAYCHEX INC	704326107	7/28/2011	2/19/2013	3,389	2,836	0	553
55 X VISA INC-CLASS A SHRS	92826C839	10/11/2010	9,584	3,773	0	5,811	
56 X PAYCHEX INC	704326107	8/9/2011	2/19/2013	13,554	10,540	0	3,014
57 X PEPSICO INC	713448108	5/23/2012	10/11/2013	8,074	6,765	0	1,309
58 X PEPSICO INC	713448108	12/22/2010	10/11/2013	4,037	3,271	0	766
59 X PROCTER & GAMBLE CO	742778109	11/24/2010	10/11/2013	7,820	6,328	0	1,568
60 X PROCTER & GAMBLE CO	742778109	5/23/2012	10/11/2013	3,910	3,115	0	804
61 X TARGET CORP	878124106	11/24/2010	10/11/2013	6,313	5,897	0	618
62 X TEVA PHARMACEUTICAL IND	881624209	11/24/2010	8/16/2013	7,987	10,099	0	-2,102
63 X TEVA PHARMACEUTICAL IND	881624209	8/9/2011	8/16/2013	7,997	7,764	0	0
64 X 3M CO	885297304	12/22/2010	10/11/2013	6,025	4,328	0	1,697
65 X US BANCORP DEL NEW	902973304	7/28/2011	10/11/2013	11,086	7,311	0	3,211
66 X US BANCORP DEL NEW	902973304	8/9/2011	10/11/2013	3,685	2,214	0	1,481
67 X UNION PACIFIC CORP	907818108	9/07/2010	10/11/2013	15,685	9,026	0	6,659
68 X UNITED PARCEL SERVICE-CL	911312106	5/23/2012	10/11/2013	9,063	7,795	0	1,628

**Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory**

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Totals		Net Gain or Loss
														Capital Gains/Losses		
	Long Term CG Distributions								943,563					835,537		88,026
	Short Term CG Distributions								0					0		0
69	X	UNITED PARCEL SERVICE CL	911312105		11/24/2010		10/17/2013	4,531	3,468					1,043		0
70	X	VANGUARD SHORT TERM BO	921837627			7/28/2011		9,039	9,168					-129		0
71	X	VANGUARD SHORT TERM BO	921931827			7/28/2011		64,287	64,907					-620		0
72	X	VANGUARD FTSE EMERGING	922042858			7/28/2011		2/21/2013	8,736	9,674				-938		0
73	X	VERIZON COMMUNICATIONS	92343V104			7/28/2011		10/17/2013	4,694	3,612				1,082		0
74	X	VERIZON COMMUNICATIONS	92343V104			5/23/2012		10/17/2013	4,694	4,110				584		0

**Part I, Line 11 (990-PF) - Other Income**

		8,755	8,755	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	JP MORGAN ALERIAN MLP INDEX FUND EARNINGS	8,755	8,755	

**Part I, Line 16b (990-PF) - Accounting Fees**

		1,098	0	0	1,098
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,098			1,098

**Part I, Line 18 (990-PF) - Taxes**

		1,196	1,196	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,196	1,196		

**Part I, Line 23 (990-PF) - Other Expenses**

		67	57	0	10
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	40	40		
2	INVESTMENT EXPENSES - TAX EXEMPT INT	17	17		
3	STATE AG FEES	10			10

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	0
2	MAINSTAY CONVERTIBLE FD CL I 2584		0	6,236	6,269
3	ARTIO GLOBAL HIGH INCOME-I 1525		0	196,815	197,043
4	VERIZON COMMUNICATIONS		0	13,049	19,656
5	BHP BILLITON LIMITED		0	30,084	27,280
6	JPMORGAN CHASE & CO		0	10,245	17,544
7	US BANCORP DEL NEW		0	8,856	16,160
8	ANHEUSER-BUSCH INBEV SPN ADR		0	39,311	42,584
9	JP MORGAN ALERIAN MLP INDEX		0	151,350	185,400
10	DODGE & COX INT'L STOCK FD 1048		0	45,795	66,455
11	CHEVRON CORP		0	17,045	24,982
12	ISHARES INC MSCI SOUTH KOREA INDEX		0	15,402	16,168
13	DRIEHAUS ACTIVE INCOME FUND		0	100,000	101,796
14	3M CO		0	12,523	21,038
15	JP MORGAN MID CAP VALUE-I 758		0	40,000	40,825
16	BERSHIRE HATHAWAY INC		0	18,360	29,640
17	PIMCO EMERGING LOCAL BOND IS 332		0	200,000	169,029
18	CONOCOPHILLIPS		0	14,381	21,195
19	COMCAST CORP CLASS A		0	11,419	25,982
20	EATON VANCE FLOATING RATE FD-I 924		0	110,187	110,937
21	ASG GLOBAL ALTERNATIVES-Y 1993		0	75,000	75,000
22	LOOMIS SAYLES BOND FD INSTL 1162		0	301,062	317,792
23	WELLS FARGO INT'L ADV FUND-IS 4705		0	275,000	244,752
24	PRINCIPAL MIDCAP BLEND FD-IN 4749		0	40,000	51,065
25	ISHARES S&P INDIA NIFTY 50 I		0	15,175	11,755
26	AMERICAN CAMPUS CMNTYS INC		0	15,212	12,884
27	VANGUARD REIT VIPER		0	36,005	51,648
28	VANGUARD MIDCAP VIPER		0	57,368	88,016
29	DIGITAL RLTY TR INC		0	15,834	12,280
30	AQR MANAGED FUTURES STR-I		0	50,000	52,219
31	VANGUARD PACIFIC ETF		0	90,228	98,080
32	VANGUARD EUROPEAN ETF		0	74,852	82,320
33	VANGUARD EMERGING MARKETS ETF		0	35,116	32,912
34	TEMPLETON FRONTIER MARKET-AD 674		0	55,000	65,551
35	OPPENHEIMER DEVELOPING MKT-Y 788		0	85,000	105,464
36	VODAFONE GROUP PLC NEW ADR		0	21,050	31,448
37	VANGUARD BD INDEX FD INC		0	522,799	519,545
38	SPDR DJ WILSHIRE INTERNATIONAL REA		0	37,596	41,200
39	HCP INC		0	16,011	18,160
40	ROBECO BPL LNG/SHRT RES-INS		0	100,000	104,263
41	FEDERATED STRAT VAL DIV FD IS 662		0	53,671	70,812
42	VISA INC-CLASS A SHRS		0	7,547	22,268
43	ELEMENTS ROGERS TOTAL RETURN		0	86,242	87,746
44	AFLAC INC		0	12,381	20,040
45	ABBOTT LABORATORIES		0	6,816	11,499
46	APPLE COMPUTER INC COM		0	45,654	67,322

**Part II, Line 13 (990-PF) - Investments - Other**

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	CISCO SYSTEMS INC		0	13,429	20,187
48	DIAGEO PLC - ADR		0	14,888	26,484
49	WALT DISNEY CO		0	10,546	22,920
50	DODGE & COX STOCK FUND 145		0	27,759	48,688
51	EMC CORP MASS		0	18,743	18,862
52	GENERAL ELECTRIC CO		0	11,818	21,022
53	HOME DEPOT INC		0	5,876	16,468
54	INTERNATIONAL BUSINESS MACHS CORP		0	22,407	23,446
55	JOHNSON & JOHNSON		0	15,443	22,898
56	MERGER FD SH BEN INT 260		0	100,000	99,876
57	MICROSOFT CORP		0	15,075	22,446
58	NESTLE S A REGISTERED SHARES - ADR		0	31,168	36,795
59	NOVARTIS AG - ADR		0	16,709	24,114
60	ORACLE CORPORATION		0	16,546	22,956
61	PEPSICO INC		0	15,927	20,735
62	PROCTER & GAMBLE CO		0	15,063	20,352
63	T ROWE PRICE SMALL CAP STOCK 65		0	20,000	20,436
64	ROYCE PENNSYLVANIA MUT FD-INV 260		0	60,000	78,764
65	SCHLUMBERGER LTD		0	18,096	22,528
66	UNION PACIFIC CORP		0	9,018	16,800
67	GOLDMAN SACHS GROUP INC		0	12,760	17,726
68	PLUM CREEK TIMBER CO INC		0	18,320	23,255
69	HSBC - ADR		0	44,230	44,104
70	SENIOR HOUSING PROP TRUST		0	19,120	17,784
71	UNITED PARCEL SERVICE-CLB		0	13,311	21,016
72	TARGET CORP		0	16,103	18,981

### **Part III (990-PF) - Changes in Net Assets or Fund Balances**

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#### **Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND & CTF INCOME ADDITION	1	5,017
2	FEDERAL EXCISE TAX REFUND	2	118
3	Total	3	5,135

#### **Line 5 - Decreases not included in Part III, Line 2**

1	COST BASIS ADJUSTMENT	1	2,312
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	3,323
3	PY RETURN OF CAPITAL ADJUSTMENT	3	1,404
4	Total	4	7,039



**Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers**

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

- 1 Credit from prior year return
- 2 First quarter estimated tax payment
- 3 Second quarter estimated tax payment
- 4 Third quarter estimated tax payment
- 5 Fourth quarter estimated tax payment
- 6 Other payments
- 7 Total

	Date	Amount
1	1	778
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	778

**Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income**

1 Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	2,078
2	2	
3	3	
4	4	
5	5	
6	6	
7	7	
8	8	
9	9	
10 Total	10	2,078