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**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](http://www.irs.gov/form990pf)**2013****Open to Public Inspection**

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

FRANK K WEBB CHARITABLE TRUST 480006004

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

Room/suite

PO BOX 66916

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

ST. LOUIS, MO 63166-6916

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 11,362,548.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis)

A Employer identification number

27-6146743

B Telephone number (see instructions)

314-515-5825

C If exemption application is  
pending, check here . . . . . ☐D 1 Foreign organizations, check here . . . . . ☐2 Foreign organizations meeting the  
85% test, check here and attach  
computation . . . . . ☐E If private foundation status was terminated  
under section 507(b)(1)(A), check here . . . . . ☐F If the foundation is in a 60-month termination  
under section 507(b)(1)(B), check here . . . . . ☐**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)

	(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 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 . . . . .	334,475.	320,740.		
5a Gross rents . . . . .				
b Net rental income or (loss) . . . . .				
6a Net gain or (loss) from sale of assets not on line 10	387,667.			
b Gross sales price for all assets on line 6a 1,921,553.				
7 Capital gain net income (from Part IV, line 2) . . . . .		387,667.		
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) . . . . .				
12 Total Add lines 1 through 11 . . . . .	722,142.	708,407.		
13 Compensation of officers, directors, trustees, etc. . . . .	123,022.	118,254.		
14 Other employee salaries and wages . . . . .				
15 Pension plans, employee benefits . . . . .				
16a Legal fees (attach schedule) . . . . .				
b Accounting fees (attach schedule) STMT 1 . . . . .	950.	NONE	NONE	950.
c Other professional fees (attach schedule) . . . . .				
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) STMT 2 . . . . .	6,225.	3,752.		
19 Depreciation (attach schedule) and depletion . . . . .				
20 Occupancy . . . . .				
21 Travel, conferences, and meetings . . . . .				
22 Printing and publications . . . . .				
23 Other expenses (attach schedule) . . . . .				
24 Total operating and administrative expenses Add lines 13 through 23 . . . . .	130,197.	122,006.	NONE	950.
25 Contributions, gifts, grants paid . . . . .	508,000.			508,000.
26 Total expenses and disbursements Add lines 24 and 25 . . . . .	638,197.	122,006.	NONE	508,950.
27 Subtract line 26 from line 12 . . . . .				
a Excess of revenue over expenses and disbursements . . . . .	83,945.			
b Net investment income (if negative, enter -0-) . . . . .		586,401.		
c Adjusted net income (if negative, enter -0-) . . . . .				

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 . . . . .	487.	248.	248.	
	2	Savings and temporary cash investments . . . . .	365,078.	187,559.	187,559.	
	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 . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .				
	b	Investments - corporate stock (attach schedule) . . . . .				
	c	Investments - corporate bonds (attach schedule) . . . . .				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans . . . . .				
13		Investments - other (attach schedule) . . . . .	7,749,749.	8,015,329.	11,174,741.	
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) . . . . .	8,115,314.	8,203,136.	11,362,548.	
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
19		Deferred revenue . . . . .				
20		Loans from officers, directors, trustees, and other disqualified persons . . . . .				
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶) . . . . .				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		NONE		
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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .	8,115,314.	8,203,136.		
	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) . . . . .	8,115,314.	8,203,136.		
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	8,115,314.	8,203,136.		

### 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	8,115,314.
2	Enter amount from Part I, line 27a . . . . .	2	83,945.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	11,772.
4	Add lines 1, 2, and 3 . . . . .	4	8,211,031.
5	Decreases not included in line 2 (itemize) ▶ AMORTIZED BOND PREMIUM	5	7,895.
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	8,203,136.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,921,553.		1,533,886.	387,667.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h)))		
a			387,667.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	387,667.	
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	457,273.	10,253,084.	0.044599
2011	141,450.	9,845,351.	0.014367
2010	286,135.	9,116,431.	0.031387
2009			
2008			
2 Total of line 1, column (d)			2 0.090353
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 0.030118
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 10,868,488.
5 Multiply line 4 by line 3			5 327,337.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 5,864.
7 Add lines 5 and 6			7 333,201.
8 Enter qualifying distributions from Part XII, line 4 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			8 508,950.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	5,864.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	2	
3	Add lines 1 and 2 . . . . .	3	5,864.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	NONE
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	5,864.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a	6,328.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	6,328.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	464.
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input checked="" type="checkbox"/> 464. <b>Refunded</b> <input type="checkbox"/> . . . . .	11	

**Part VII-A Statements Regarding Activities**

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

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**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? . . . . .	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>EDWARD JONES TRUST COMPANY</u> Telephone no <u>(314) 515-5825</u>			
	Located at <u>ST. LOUIS, MO</u> ZIP+4 <u>63131</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <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		
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)? . . . . .	1b	X
	Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? . . . . .	1c	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 <u></u>		
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) . . . . .	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 <u></u>		
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	
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

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**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)? ☐ Yes ☒ NoOrganizations 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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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
EDWARD JONES TRUST COMPANY 12555 MANCHESTER ROAD, ST. LOUIS, MO 63131	CO-TRUSTEE	81,932.	-0-	-0-
MARTHA WEBB 5504 SOMERFORD LANE, RALEIGH, NC 27614	CO-TRUSTEE	20,545.	-0-	-0-
WILLIAM DIETEL P.O. BOX 1847, TEXAS CITY, TX 77592	CO-TRUSTEE	20,545.	-0-	-0-

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

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

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

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
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	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,764,915.
b	Average of monthly cash balances	1b	269,083.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,033,998.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	11,033,998.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	165,510.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	10,868,488.
6	Minimum investment return. Enter 5% of line 5	6	543,424.

**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	543,424.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,864.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,864.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	537,560.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	537,560.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	537,560.

**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	508,950.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	508,950.
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	5,864.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	503,086.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				537,560.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			504,086.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>508,950.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			504,086.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				4,864.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				532,696.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . .
- b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 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 . . . . .

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

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

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

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:

- 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 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
<b>a</b> Paid during the year  SEE STATEMENT 7				508,000.
<b>Total</b> .....			▶ <b>3a</b>	508,000.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

## Enter gross amounts unless otherwise indicated

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

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.)

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**Asset Detail Section****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

**Asset Detail**

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
<b>Cash Equivalents</b>						
Net Cash			\$247 75			
Federated T/F Obligation Fd-Inst SHS	187,559 72	1 00	\$187,559 72	\$187,559 72	\$0 00	\$18 50
Total Cash Equivalents			\$187,807 47	\$187,559 72	\$0 00	\$18 50
<b>Common and Preferred Stock</b>						
Abbott Labs	2,053 00	38 33	\$78,691 49	\$59,262 31	\$19,429 18	\$1,806 64
American Express Co	1,134 00	90 73	\$102,887 82	\$50,973 30	\$51,914.52	\$1,043 28
Apple Computer Inc	112 00	561 02	\$62,834 24	\$13,836 54	\$48,997.70	\$1,366 40
AT & T Inc	943 00	35 16	\$33,155 88	\$25,225 25	\$7,930 63	\$1,735 12
BHP Billiton PLC Spons ADR	845 00	62 12	\$52,491 40	\$53,632 15	-\$1,140 75	\$1,960 40
Capital One Financial Corp	563 00	76 61	\$43,131 43	\$36,729 79	\$6,401 64	\$675 60
Caterpillar Inc	476 00	90 81	\$43,225 56	\$12,675 03	\$30,550 53	\$1,142 40
Chevron Corporation	579 00	124 91	\$72,322 89	\$39,721 02	\$32,601 87	\$2,316 00
Church & Dwight Inc	1,179 00	66 28	\$78,144 12	\$59,738 38	\$18,405.74	\$1,320 48
Comcast Corp-CL A	867 00	51 97	\$45,053 66	\$33,026 99	\$12,026 67	\$676 26
ConocoPhillips	1,106 00	70 65	\$78,138 90	\$48,898 99	\$29,239 91	\$3,052 56
Covidien PLC	1,294 00	68 10	\$88,121 40	\$53,883 37	\$34,238 03	\$1,656 32
CVS Corp	1,096 00	71 57	\$78,440 72	\$59,494 01	\$18,946 71	\$1,205 60
Diageo PLC ADR	607 00	132 42	\$80,378 94	\$43,855 69	\$36,523 25	\$1,629 80
Disney Walt Co New	1,177 00	76 40	\$89,922 80	\$44,841 61	\$45,081 19	\$1,012 22
E M C Corp Mass	2,530 00	25 15	\$63,629 50	\$51,482 91	\$12,146 59	\$1,012 00
eBay Inc	1,297 00	54 87	\$71,159 91	\$68,492 09	\$2,667 82	\$0 00
Express Scripts Hldg	156 00	70 24	\$10,957 44	\$9,967 68	\$989 76	\$0 00
FedEx Corporation	509 00	143 77	\$73,178 93	\$14,574 97	\$58,603 96	\$305 40
FMC Corp	316 00	75 46	\$23,845 36	\$21,893 98	\$1,951 38	\$170 64

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
General Mills Inc	1,596 00	49 91	\$79,656 36	\$44,357 94	\$35,298 42	\$2,425 92
Google INC-CL A	78 00	1,120 71	\$87,415 38	\$27,222 97	\$60,192 41	\$0 00
Hess Corporation	991 00	83 00	\$82,253 00	\$49,892 79	\$32,360 21	\$991 00
Honeywell International Inc	810 00	91 37	\$74,009 70	\$41,119 36	\$32,890 34	\$1,458 00
HSBC Holdings PLC-Spons ADR	1,100 00	55 13	\$60,643 00	\$55,820 60	\$4,822 40	\$5,060 00
Illinois Tool Wks Inc	886 00	84 08	\$74,494 88	\$25,693 79	\$48,801 09	\$1,488 48
International Business Machines Corp	352 00	187 57	\$66,024 64	\$35,826 71	\$30,197 93	\$1,337 60
Invesco Limited	2,427 00	36 40	\$88,342 80	\$53,685 24	\$34,657 56	\$2,184 30
Johnson & Johnson	994 00	91 59	\$91,040 46	\$58,972 93	\$32,067 53	\$2,624 16
Johnson Ctls Inc	1,798 00	51 30	\$92,237 40	\$49,692 84	\$42,544 56	\$1,582 24
JP Morgan Chase & Co	1,633 00	58 48	\$95,497 84	\$43,995 50	\$51,502 34	\$2,482 16
McDonalds Corp	751 00	97 03	\$72,869 53	\$66,351 21	\$6,518 32	\$2,433 24
Microsoft Corp	2,060 00	37 41	\$77,064 60	\$6,956 41	\$70,108 19	\$2,307 20
National-Oilwell Inc	952 00	79 53	\$75,712 56	\$63,650 60	\$12,061 96	\$990 08
NetApp Inc	563 00	41 14	\$23,161 82	\$23,085 90	\$75 92	\$337 80
NextEra Energy Inc	612 00	85 62	\$52,399 44	\$29,923 20	\$22,476 24	\$1,615 68
Nike Inc-Class B	1,106 00	78 64	\$86,975 84	\$38,907 70	\$48,068 14	\$1,061 76
Oracle Corporation	2,127 00	38 26	\$81,379 02	\$36,327 27	\$45,051 75	\$1,020 96
Pepsico Inc	975 00	82 94	\$80,866 50	\$25,614 04	\$55,252 46	\$2,213 25
Pfizer Inc	2,891 00	30 63	\$88,551 33	\$16,609 08	\$71,942 25	\$3,006 64
Potash Corp Sask Inc	1,379 00	32 96	\$45,451 84	\$53,367 30	-\$7,915 46	\$1,930 60
Qualcomm Inc	1,087 00	74 25	\$80,709 75	\$55,247 09	\$25,462 66	\$1,521 80
Spectra Energy Corp WI	1,409 00	35 62	\$50,188 58	\$33,260 39	\$16,928 19	\$1,718 98
State Street Corp	1,317 00	73 39	\$96,654 63	\$45,835 07	\$50,819 56	\$1,369 68
Suncor Energy Inc	172 00	35 05	\$6,028 60	\$5,914 43	\$114 17	\$129 52
Thermo Fischer Scientific	1,174 00	111 35	\$130,724 90	\$52,677 14	\$78,047 76	\$704 40



**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Travelers Companies Inc	940 00	90 54	\$85,107 60	\$84,111 20	\$996 40	\$1,880 00
United Technologies Corp	686 00	113 80	\$78,066 80	\$35,405 36	\$42,661 44	\$1,618 96
V F Corp	1,676 00	62 34	\$104,481 84	\$31,433 38	\$73,048 46	\$1,759 80
Valero Energy Corp	1,936 00	50 40	\$97,574 40	\$37,319 66	\$60,254 74	\$1,742 40
Vodafone Group ADR	646 00	39 31	\$25,394 26	\$14,322 89	\$11,071 37	\$1,027.14
3M Co	512 00	140 25	\$71,808 00	\$25,706.19	\$46,101 81	\$1,751 04
Total Common and Preferred Stock			\$3,672,499 69	\$2,070,512 24	\$1,601,987 45	\$77,861 91
<b>Equity Mutual Funds and Unit Trusts</b>						
American Europacific Growth Fd CL F2	5,773 46	48 98	\$282,784 17	\$140,774 50	\$142,009 67	\$3,313 97
American Funds New World Fund CL F2	285 48	58 68	\$16,751 67	\$13,583 14	\$3,168 53	\$214 39
Artisan Intl Value Fund Investor CL	2,102 25	36 77	\$77,299 77	\$74,265 24	\$3,034 53	\$1,940 38
Capital Wrld Grth & Inc Fd CL F2	9,267 93	45 29	\$419,744 73	\$233,073 66	\$186,671 07	\$9,165 99
Goldman Sachs Mid Cap Equity CL I	4,131 38	44 43	\$183,557 35	\$92,809 79	\$90,747.56	\$1,714 52
Goldman Small Cap Value CL I	4,238 60	56 34	\$238,802 55	\$194,869 60	\$43,932 95	\$1,589 47
Harbor Internatl Fd Instl CL	6,336 78	71 01	\$449,974 68	\$323,947 11	\$126,027 57	\$9,473 48
iShares MSCI EAFE Value Index ETF	7,091 00	57 20	\$405,605 20	\$214,164 06	\$191,441.14	\$12,919 80
John Hancock III Disc Value M/C-Is	9,324 29	18 14	\$169,142 69	\$162,910.33	\$6,232 36	\$0 00
JP Morgan Mid Cap Value Fund-I	11,068 65	35 12	\$388,730 92	\$320,702 27	\$68,028 65	\$3,387 01
Lord Abbett S/C Value Ser-F	4,731 20	33 40	\$158,022 05	\$94,377 85	\$63,644 20	\$78 54
MFS Intl Growth Fd CL I	8,980 92	31 03	\$278,677 79	\$130,963 33	\$147,714 46	\$1,490 83
Neuberger Berman M/C Fr Ins	6,683 82	14 36	\$95,979 66	\$71,116 30	\$24,863 36	\$2,198 98
Oppenheimer Developing Mkt CL I	2,649 60	37 57	\$99,545 62	\$76,686 64	\$22,858 98	\$564 37
Oppenheimer Discovery Fd Y	1,467 72	86 30	\$126,664 49	\$94,100 17	\$32,564 32	\$0 00

**Asset Detail Section (continued)**

**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
Oppenheimer Real Estate Fd CL Y	7,213 27	23 32	\$168,213 43	\$132,654 64	\$35,558.79	\$3,563 35
Total Equity Mutual Funds and Unit Trusts			\$3,559,496 77	\$2,370,998 63	\$1,188,498.14	\$51,615 08
<i>Taxable Fixed Income</i>						
Alabama State Univ Revenue Higher Education DTD 03/01/2012 3 700% 03/01/2021 Non Callable Agm	75,000 00	96 97	\$72,723 75	\$76,539.26	-\$3,815 51	\$2,775 00
Ally Bank Certificate of Deposit DTD 08/13/2010 2 350% 08/13/2015 Non Callable	25,000 00	102 71	\$25,678 50	\$25,135 36	\$543 14	\$587 50
Ally Bank Utah Certificate of Deposit DTD 10/22/2010 1 750% 10/22/2014 Non Callable	50,000 00	101 09	\$50,543 50	\$50,475.18	\$68 32	\$875.00
Anderson County South Carolina School District Revenue DTD 06/30/2009 6 000% 03/01/2030 Callable St Intercept	50,000 00	106 04	\$53,018 00	\$50,488 93	\$2,529.07	\$3,000 00
AT&T Inc DTD 02/03/2009 5 800% 02/15/2019 Non Callable	50,000 00	114 64	\$57,318 00	\$49,428 65	\$7,889 35	\$2,900 00

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Bellevue Ohio City Sch Dist School District DTD 03/10/2010 6.050% 12/01/2029 Callable SD Cred Prog	50,000 00	109 13	\$54,564 50	\$49,535 50	\$5,029 00	\$3,025 00
BMW Bank North America Certificate of Deposit DTD 10/25/2013 2 100% 10/25/2018 Non Callable	50,000 00	99 65	\$49,826 00	\$49,875 00	-\$49 00	\$1,050 00
BMW Bank Utah Certificate of Deposit DTD 09/23/2011 1 350% 09/23/2014 Non Callable	100,000 00	100.61	\$100,613 00	\$100,383 78	\$229 22	\$1,350 00
Boeing Co DTD 03/13/2009 5 000% 03/15/2014 Non Callable	50,000 00	100 92	\$50,460 50	\$50,597 12	-\$136 62	\$2,500 00
Brentwood California Infrastructure Revenue Bond DTD 10/27/2009 6 860% 10/01/2024 Callable	50,000 00	100 35	\$50,173 50	\$50,908 55	-\$735 05	\$3,430 00
Burlington Wisconsin General Obligation DTD 05/12/2010 5 250% 05/01/2026 Callable	50,000 00	103 56	\$51,781 50	\$49,838 00	\$1,943 50	\$2,625 00
Champaign Cnty Illinois Cmnty Sch School District Revenue DTD 02/18/2010 6 150% 06/01/2032 Callable	50,000 00	107 65	\$53,825 00	\$50,112 32	\$3,712 68	\$3,075 00

**Asset Detail Section (continued)**

**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
Clayton Cnty Georgia Hosp Auth REV Medical Facilities DTD 12/16/2010 3 750% 08/01/2017 Non Callable Cnty Gtd	50,000 00	101 79	\$50,894 50	\$49,875.00	\$1,019 50	\$1,875 00
ConocoPhillips DTD 02/03/2009 5 750% 02/01/2019 Non Callable	50,000 00	115 48	\$57,738 50	\$49,709 00	\$8,029 50	\$2,875 00
Cook County Illinois School District Revenue DTD 10/15/2009 5 841% 12/01/2027 Callable	50,000 00	109 94	\$54,971 00	\$50,340 78	\$4,630 22	\$2,920 50
Desert California General Obligation DTD 06/07/2005 Zero Cpn 08/01/2014 Non Callable MBIA	65,000 00	99 82	\$64,880 40	\$63,548 26	\$1,332 14	\$0 00
Dmb Community Bank Wisconsin *Es* Certificate of Deposit DTD 03/18/2009 3 400% 03/18/2015 Non Callable	50,000 00	103 42	\$51,708 00	\$49,450 00	\$2,258.00	\$1,700 00
Equitable Cos Inc DTD 04/06/1998 7 000% 04/01/2028 Non Callable	50,000 00	109 92	\$54,960 50	\$43,228 00	\$11,732 50	\$3,500 00
Federal Farm Credit Bank DTD 04/01/2008 4 800% 04/01/2022 Non Callable	50,000 00	111 29	\$55,642 50	\$51,341 83	\$4,300 67	\$2,400 00

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<b>Description</b>	<b>Shares/Par Value</b>	<b>Current Price</b>	<b>Market Value</b>	<b>Tax Cost</b>	<b>Unrealized G/L</b>	<b>Est. Ann. Income</b>
Federal Home Loan Mortgage Corp CMO Ser 1082 CL C DTD 05/01/1991 9 000% 05/15/2021	377 75	113 82	\$429 94	\$4,175 70	-\$3,745 76	\$34 00
Florida State Governmental Utils Utilities Revenue DTD 10/13/2010 5 720% 10/01/2025 Callable	50,000 00	105 30	\$52,651 00	\$49,803 75	\$2,847 25	\$2,860 00
Garden Grove California Uni Sch Dist DTD 10/07/2010 5 300% 08/01/2024 Callable	50,000 00	104 34	\$52,168 50	\$49,850 50	\$2,318 00	\$2,650 00
General Elec Cap Corp Medium Term Note DTD 01/14/2008 5 875% 01/14/2038 Non Callable	40,000 00	113 91	\$45,564 40	\$1 00	\$45,563 40	\$2,350 00
Goldman Sachs Bank USA Certificate of Deposit DTD 01/18/2012 1 500% 01/20/2015 Non Callable	175,000 00	100 82	\$176,426 25	\$175,815 91	\$610 34	\$2,625 00
Goldman Sachs Group Inc DTD 01/18/2008 5 950% 01/18/2018 Non Callable	25,000 00	113 69	\$28,423 50	\$1.00	\$28,422 50	\$1,487 50
Hornell New York City Sch Dist School District Revenue DTD 10/01/2010 4 500% 06/15/2020 Non Callable St Aid Withhldg	50,000 00	100 72	\$50,361 00	\$50,882 67	-\$521 67	\$2,250 00
International Bank Recon & Develop DTD 10/15/1986 8 625% 10/15/2016	100,000 00	120 48	\$120,480 00	\$1 00	\$120,479 00	\$8,625 00

**Asset Detail Section (continued)**

**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
JPMorgan Chase & Co Medium Term Note DTD 03/23/2005 5 750% 04/15/2030 Callable	5,000 00	98 49	\$4,924 25	\$3,773 96	\$1,150 29	\$287.50
JPMorgan Chase & Co Medium Term Note DTD 01/25/2013 3 200% 01/25/2023 Non Callable	50,000 00	94 80	\$47,401 50	\$50,229 29	-\$2,827 79	\$1,600 00
Kalamazoo Michigan School District Revenue DTD 09/08/2009 4 300% 05/01/2017 Non Callable	50,000 00	99 67	\$49,834 00	\$50,195 37	-\$361 37	\$2,150 00
Kansas Dev FIN Auth Sales Tax General Obligation DTD 09/10/2009 5 200% 09/01/2021 Callable	50,000 00	106 44	\$53,221 00	\$50,000 00	\$3,221 00	\$2,600 00
Klickitat Cnty Washington Pub Util Utilities Revenue DTD 12/23/2009 4 165% 12/01/2015 Non Callable	50,000 00	104 42	\$52,207 50	\$49,752 00	\$2,455 50	\$2,082 50
Lanse Creuse Michigan School District Revenue DTD 05/18/2010 5 482% 05/01/2021 Callable	50,000 00	100 37	\$50,187 00	\$50,421 84	-\$234 84	\$2,741 00
Q-Sblt Las Virgenes California General Obligation DTD 01/10/2013 2 365% 11/01/2019 Non Callable	75,000 00	93 74	\$70,301 25	\$75,648 30	-\$5,347 05	\$1,773 75

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Current Price	Market Value	Tax Cost	Unrealized G/L	Est. Ann. Income
Lucas Cnty Ohio Economic Dev REV Revenue Bond DTD 08/25/2010 2 750% 10/01/2014 Non Callable	50,000 00	100 47	\$50,236 00	\$50,356 65	-\$120 65	\$1,375 00
Massachusetts State Dev FIN AGY Revenue Bonds DTD 12/22/2009 5 861% 03/01/2028 Non Callable	50,000 00	105 30	\$52,649 00	\$50,322 00	\$2,327 00	\$2,930 50
MetLife Incorporated DTD 12/10/2002 6 500% 12/15/2032 Non Callable	25,000 00	118 98	\$29,745 75	\$1 00	\$29,744 75	\$1,625 00
Missouri JT Mun Elec Util Commn Pwr Power Revenue DTD 12/17/2009 5.628% 01/01/2020 Non Callable	50,000 00	100 44	\$50,222 00	\$50,590 79	-\$368 79	\$2,814 00
Mitchell County Kansas Medical Facilities DTD 10/15/2009 5 550% 03/01/2024 Callable	50,000 00	102 87	\$51,435 50	\$50,674 00	\$761 50	\$2,775 00
Montana State Coal Severance Tax General Obligation DTD 09/30/2010 3 954% 12/01/2018 Callable	50,000 00	100 77	\$50,386 50	\$49,354 50	\$1,032 00	\$1,977 00
Morehead State University Kentucky Higher Education DTD 07/29/2009 6 000% 11/01/2028 Callable St Intercept	25,000 00	105 32	\$26,329 00	\$24,937 50	\$1,391 50	\$1,500 00

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<b>Description</b>	<b>Shares/Par Value</b>	<b>Current Price</b>	<b>Market Value</b>	<b>Tax Cost</b>	<b>Unrealized G/L</b>	<b>Est. Ann. Income</b>
Nassau County New York General Obligation DTD 09/09/2009 5 375% 10/01/2025 Non Callable Assured Gty	50,000 00	105 48	\$52,739 00	\$50,886 24	\$1,852 76	\$2,687 50
New York New York City Transitional Revenue Bond DTD 06/04/2010 3 062% 05/01/2015 Non Callable	50,000 00	102 97	\$51,483 50	\$50,458 29	\$1,025 21	\$1,531 00
New York State General Obligation DTD 03/30/2011 3.950% 09/01/2020 Non Callable	50,000 00	104 44	\$52,221 50	\$49,312 50	\$2,909 00	\$1,975 00
Northwest Fire Dist Arizona Facilities Revenue DTD 05/13/2010 5 470% 07/01/2023 Callable	50,000 00	106 75	\$53,374 50	\$50,341.94	\$3,032 56	\$2,735 00
Oakland Cnty Michigan CTFS Partn General Obligation DTD 07/01/2007 6 250% 04/01/2026 Callable	25,000 00	100 76	\$25,189 25	\$25,220 98	-\$31.73	\$1,562 50
Oracle Corp DTD 04/09/2008 5 750% 04/15/2018 Non Callable	25,000 00	115 56	\$28,889 25	\$26,143 61	\$2,745 64	\$1,437 50
Philips Electronics NV DTD 03/11/2008 5 750% 03/11/2018 Non Callable	50,000 00	114 40	\$57,202 00	\$49,535 00	\$7,667 00	\$2,875 00



**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
Sarpy County Nebraska General Obligation DTD 10/15/2009 6 250% 12/15/2035 Callable Cnty Gtd	25,000 00	105 74	\$26,436 00	\$25,591 04	\$844 96	\$1,562 50
Southwestern California Smnth Coll Education Revenue DTD 11/05/2009 7 130% 08/01/2031 Callable	50,000 00	110 67	\$55,335 00	\$50,906 54	\$4,428 46	\$3,565 00
Sprnggettsbury Twp Pennsylvania General Obligation DTD 02/16/2010 5 350% 11/15/2025 Callable	55,000 00	101 29	\$55,706 75	\$55,685 53	\$21 22	\$2,942 50
Target Corp DTD 05/01/2007 5.375% 05/01/2017 Non Callable	50,000 00	112 41	\$56,202 50	\$49,031 00	\$7,171 50	\$2,687 50
Troy University Alabama Higher Education DTD 09/29/2009 4.900% 11/01/2018 Non Callable Assured Gty	25,000 00	108 17	\$27,042 50	\$25,407 31	\$1,635 19	\$1,225 00
Twin City Bank "Es" Certificate of Deposit DTD 05/29/2009 3 250% 05/29/2014 Non Callable	50,000 00	101 11	\$50,554 50	\$49,500 00	\$1,054 50	\$1,625 00
United Technologies Corp DTD 12/07/2007 5 375% 12/15/2017 Non Callable	25,000 00	113 96	\$28,489 00	\$25,675 82	\$2,813 18	\$1,343 75

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
University Massachusetts Bldg Auth Higher Education DTD 10/27/2009 6 423% 05/01/2029 Callable	50,000 00	110 89	\$55,443 50	\$50,980 36	\$4,463 14	\$3,211 50
Venzon Communications DTD 04/03/2007 5 500% 04/01/2017 Non Callable	50,000 00	112 73	\$56,366 50	\$56,788 55	-\$422 05	\$2,750 00
Victoria Texas General Obligation DTD 10/01/2009 5 349% 08/15/2023 Callable	50,000 00	107 40	\$53,702 00	\$50,995 40	\$2,706 60	\$2,674 50
Wayne State Univ Michigan Higher Education DTD 12/03/2009 5 244% 11/15/2020 Callable	50,000 00	103 59	\$51,794 00	\$50,318 13	\$1,475 87	\$2,622 00
Will Cnty Illinois General Obligation DTD 05/19/2010 3 834% 11/15/2016 Non Callable	50,000 00	105 84	\$52,920 50	\$50,158 76	\$2,761 74	\$1,917 00
Wisconsin State General Obligation DTD 09/03/2009 5.200% 05/01/2026 Callable	50,000 00	106 77	\$53,382 50	\$49,508 00	\$3,874 50	\$2,600 00
Wright St Univ Ohio Gen Rcpts Higher Education DTD 12/03/2009 5 310% 05/01/2019 Non Callable	50,000 00	106 46	\$53,231 00	\$50,693 78	\$2,537 22	\$2,655 00
Total Taxable Fixed Income			\$3,224,611 24	\$2,890,738 03	\$333,873 21	\$141,760 50

**Asset Detail Section (continued)****Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<i>Description</i>	<i>Shares/Par Value</i>	<i>Current Price</i>	<i>Market Value</i>	<i>Tax Cost</i>	<i>Unrealized G/L</i>	<i>Est. Ann. Income</i>
<i>Tax-Free Fixed Income</i>						
King County Washington Public Hosp Medical Facilities DTD 11/29/2011 3 500% 12/01/2022 Callable	100,000 00	100 37	\$100,369 00	\$98,829 00	\$1,540 00	\$3,500 00
Laredo Texas International Toll Transportation Revenue DTD 04/01/2012 2 000% 10/01/2016 Non Callable Agm	100,000 00	102 51	\$102,512 00	\$101,883 90	\$628.10	\$2,000 00
Taylor Michigan Sch Dist School District Revenue DTD 05/26/2005 4 000% 05/01/2016 Callable Agm	55,000 00	100 26	\$55,141 35	\$55,000 00	\$141 35	\$2,200.00
Westlake Vlg California General Obligation DTD 05/21/2009 5 000% 06/01/2030 Callable	25,000 00	102 07	\$25,517 50	\$24,906 50	\$611 00	\$1,250 00
Total Tax-Free Fixed Income			\$283,539 85	\$280,619 40	\$2,920 45	\$8,950 00
<i>Fixed Income Mutual Funds and Unit Trusts</i>						
Baird Short Term Bond Fund Institutional Class	8,738 13	9 69	\$84,672 45	\$85,159 34	-\$486 89	\$1,485 48
Franklin High Income TR Fd Advisor CL	72,943 01	2 11	\$153,909 75	\$121,187 35	\$32,722 40	\$9,920 25
T Rowe Price Short Term Bond Fund	19,714 37	4 79	\$94,431 82	\$95,000 00	-\$568 18	\$1,212 63

**Asset Detail Section (continued)**

**Statement of Value and Activity**

December 1, 2013 - December 31, 2013

<b>Description</b>	<b>Shares/Par Value</b>	<b>Current Price</b>	<b>Market Value</b>	<b>Tax Cost</b>	<b>Unrealized G/L</b>	<b>Est. Ann. Income</b>
Templeton Income TR	7,760 10	13 09	\$101,579 70	\$101,114 02	\$465 68	\$3,980 93
Global Bd Fd Advisor CL						
Total Fixed Income Mutual Funds and Unit Trusts			\$434,593 72	\$402,460 71	\$32,133 01	\$16,599 29
Total All Assets			\$11,362,548.74	\$8,202,888.73	\$3,159,412.26	\$296,805.28

27-6146743

JSA  
3F0971 1 000

FRANK K WEBB CHARITABLE TRUST 480006004  
Schedule D Detail of Long-term Capital Gains and Losses

27-6146743

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PUBLICLY TRADED SECURITIES					
214. AT&T INC	11/24/2008	01/03/2013	7,502.00	5,725.00	1,777.00
171. EOT CORPORATION	10/29/2010	01/03/2013	10,051.00	6,377.00	3,674.00
358.081 AMERICAN EUROPACIFIC GROWTH FD CL F2	03/13/2009	01/03/2013	14,907.00	8,731.00	6,176.00
8. GOOGLE INC CL A	06/23/2011	01/03/2013	5,826.00	3,857.00	1,969.00
506.57 HARBOR INTERNATL FD INSTL CL	05/11/2010	01/03/2013	31,706.00	26,053.00	5,653.00
1105.563 MFS INTL GROWTH FD CL I	03/13/2009	01/03/2013	30,713.00	15,975.00	14,738.00
383. MCCORMICK & CO INC	03/13/2009	01/03/2013	24,827.00	11,986.00	12,841.00
103. STATE STR CORP	VAR	01/03/2013	4,937.00	4,480.00	457.00
83. UNITED TECHNOLOGIES CORP COM	VAR	01/03/2013	6,998.00	4,946.00	2,052.00
282. VALERO ENERGY CORP	12/29/2011	01/03/2013	9,964.00	5,818.00	4,146.00
5.98 FHLMC SER1082 CMO'NR'9.000%					
5/15/21	04/30/1991	01/15/2013	6.00	69.00	-63.00
13.34 FHLMC SER1082 CMO'NR'9.000%					
5/15/21	04/30/1991	02/15/2013	13.00	153.00	-140.00
1034. ABBVIE INC	VAR	02/26/2013	38,878.00	27,569.00	11,309.00
687. EOT CORPORATION	10/29/2010	02/26/2013	40,622.00	25,621.00	15,001.00
1017. EMERSON ELEC CO COM	VAR	02/26/2013	57,135.00	36,107.00	21,028.00
142. FEDEX CORP COM	VAR	02/26/2013	14,723.00	6,447.00	8,276.00
19. GOOGLE INC CL A	03/13/2009	02/26/2013	15,100.00	6,084.00	9,016.00
200. HONEYWELL INTL INC COM	VAR	02/26/2013	13,800.00	9,435.00	4,365.00
425. MCCORMICK & CO INC	03/13/2009	02/26/2013	27,897.00	13,300.00	14,597.00
52. STATE STR CORP	06/21/2010	02/26/2013	2,942.00	1,950.00	992.00
146. 3M CO	03/13/2009	02/26/2013	14,908.00	6,949.00	7,959.00
440. VALERO ENERGY CORP	12/29/2011	02/26/2013	19,444.00	9,077.00	10,367.00
50000. CLEARFIELD PA AREA 2.500%	01/13/2011	03/01/2013	50,000.00	50,000.00	
3303.965 LORD ABBETT INVT TR	12/29/2011	03/05/2013	15,363.00	15,000.00	363.00
6.94 FHLMC SER1082 CMO'NR'9.000%					
5/15/21	04/30/1991	03/15/2013	7.00	80.00	-73.00
6.67 FHLMC SER1082 CMO'NR'9.000%					
5/15/21	04/30/1991	04/15/2013	7.00	76.00	-69.00
8.38 FHLMC SER1082 CMO'NR'9.000%					
Totals 5/15/21					

FRANK K WEBB CHARITABLE TRUST 480006004  
Schedule D Detail of Long-term Capital Gains and Losses

27-6146743

Description	Date 04/30/1991	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
.1111 CST BRANDS INC	12/29/2011	05/15/2013	8.00	96.00	-88.00
197. AMERICAN EXPRESS CO COM	11/25/2011	05/20/2013	4.00	2.00	2.00
157.5556 CST BRANDS INC	12/29/2011	06/05/2013	14,771.00	8,855.00	5,916.00
56. J P MORGAN CHASE & CO COM	VAR	06/05/2013	4,892.00	2,412.00	2,480.00
16. NIKE INC CLASS B COM	01/13/2011	06/05/2013	2,977.00	1,907.00	1,070.00
198. STATE STR CORP	VAR	06/05/2013	993.00	664.00	329.00
50000. TORRANCE CA 7.100%	10/23/2009	06/05/2013	12,928.00	7,266.00	5,662.00
53. VF CORP COM	07/21/2010	06/05/2013	56,850.00	50,925.00	5,925.00
6.24 FHLMC SER1082 CMO'NR'9.000%			9,851.00	3,976.00	5,875.00
5/15/21					
6.63 FHLMC SER1082 CMO'NR'9.000%	04/30/1991	06/15/2013	6.00	72.00	-66.00
5/15/21					
155. MALLINCKRODT PLC	04/30/1991	07/15/2013	7.00	76.00	-69.00
.5 MALLINCKRODT PLC	12/29/2011	07/15/2013	6,471.00	4,962.00	1,509.00
25000. GRAVES CNTY KY SCH 6.050%	12/29/2011	07/18/2013	21.00	16.00	5.00
6.21 FHLMC SER1082 CMO'NR'9.000%	07/07/2009	07/24/2013	25,000.00	25,031.00	-31.00
5/15/21					
50000. AT&T INC 6.550%	04/30/1991	08/15/2013	6.00	71.00	-65.00
25000. BRENTWOOD CA INFRA 6.410%	02/24/2009	08/27/2013	57,609.00	48,564.00	9,045.00
10/01/21					
12195.122 FRANKLIN HIGH INCOME FD	10/21/2009	08/27/2013	26,657.00	25,213.00	1,444.00
ADVISOR CL					
50000. GRAND HAVEN MI 5.875%	12/29/2011	08/27/2013	25,000.00	23,780.00	1,220.00
82. ILLINOIS TOOL WKS INC COM	10/23/2009	08/27/2013	50,000.00	48,250.00	1,750.00
25000. JPMORG CHSE MTN*ES* 5.250%	07/21/2010	08/27/2013	5,879.00	3,504.00	2,375.00
1043.569 LORD ABBETT S/C VALUE SER-F	11/24/2008	08/27/2013	24,875.00	18,521.00	6,354.00
50000. MIAMI-DADE CNTY FL 6.710%	06/12/2012	08/27/2013	39,155.00	31,297.00	7,858.00
20. UNITED TECHNOLOGIES CORP COM	10/23/2009	08/27/2013	52,055.00	50,883.00	1,172.00
7.33 FHLMC SER1082 CMO'NR'9.000%	06/12/2012	08/27/2013	2,002.00	1,480.00	522.00
5/15/21					
9647.403 OPPENHEIMER INTL BOND FUND CL	04/30/1991	09/15/2013	7.00	84.00	-77.00
50000. GRTR ORLANDO AVI FL 3.660%	VAR	09/24/2013	58,946.00	60,000.00	-1,054.00
10/01/13					
50000. MIAMI-DADE CNTY FL 2.908%	10/05/2009	10/01/2013	50,000.00	50,513.00	-513.00
<b>Totals</b> 10/01/13					

FRANK K WEBB CHARITABLE TRUST 480006004  
Schedule D Detail of Long-term Capital Gains and Losses

27-6146743

Description	Date 08/20/2010	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
50000. ST LUCIE CNTY FL 4.000%		10/01/2013	50,000.00	50,871.00	-871.00
10/01/13					
8.71 FHLMC SER1082 CMO'NR'9.000%	03/17/2009	10/01/2013	50,000.00	50,000.00	
5/15/21	04/30/1991	10/15/2013	9.00	100.00	-91.00
213.038 AMERICAN EUROPACIFIC GROWTH FD CL F2	03/13/2009 VAR	10/16/2013	10,055.00	5,195.00	4,860.00
135. NIKE INC CLASS B COM	05/11/2010	10/16/2013	9,984.00	5,406.00	4,578.00
125.156 OPPENHEIMER REAL ESTATE FD CL	06/12/2012	10/16/2013	3,044.00	2,222.00	822.00
46.11 OPPENHEIMER DISCOVERY FD Y	11/25/2011	10/16/2013	4,016.00	2,898.00	1,118.00
132.205 OPPENHEIMER DEVELOPING MKT CL	VAR	10/16/2013	4,991.00	3,786.00	1,205.00
409. SPECTRA ENERGY CORP WI	VAR	10/16/2013	14,149.00	9,832.00	4,317.00
423. VODAFONE GROUP ADR	VAR	10/16/2013	15,056.00	9,046.00	6,010.00
54. CONOCOPHILLIPS	06/12/2012	11/12/2013	3,953.00	2,933.00	1,020.00
12839.37 CREDIT SUISSE COMM RET STRATEGY FD	06/12/2012	11/12/2013	91,031.00	95,397.00	-4,366.00
50000. HARRISBURG SD SCH 6.100%	05/04/2010	11/12/2013	51,418.00	50,410.00	1,008.00
189. JOHNSON Ctls INC COM	11/25/2011	11/12/2013	9,016.00	5,213.00	3,803.00
1565.558 LORD ABBETT S/C VALUE SER-F	VAR	11/12/2013	63,953.00	43,962.00	19,991.00
35. NEXTERA ENERGY INC	VAR	11/12/2013	3,010.00	1,838.00	1,172.00
13. NIKE INC CLASS B COM	07/21/2010	11/12/2013	1,000.00	457.00	543.00
220. VODAFONE GROUP ADR	05/11/2010	11/12/2013	8,074.00	4,545.00	3,529.00
9.55 FHLMC SER1082 CMO'NR'9.000%					
5/15/21	04/30/1991	11/15/2013	10.00	110.00	-100.00
7.08 FHLMC SER1082 CMO'NR'9.000%					
5/15/21	04/30/1991	12/15/2013	7.00	78.00	-71.00
1002. CME GROUP INC.	11/29/2012	12/20/2013	84,251.00	55,297.00	28,954.00
1414.895 DWS RREEF REAL EST SEC-INST	VAR	12/20/2013	27,647.00	30,926.00	-3,279.00
50000. DISCOVER BK CD *ES* 2.700%					
12/23/13	12/15/2009	12/23/2013	50,000.00	49,600.00	400.00
TOTAL PUBLICLY TRADED SECURITIES			1,539,920.00	1,250,407.00	289,513.00
Totals			1,539,920.00	1,250,407.00	289,513.00



## FEDERAL CAPITAL GAIN DISTRIBUTIONS

## LONG-TERM CAPITAL GAIN DISTRIBUTIONS

## 15% RATE CAPITAL GAIN DISTRIBUTIONS

ARTISAN INTL VALUE FUND INVESTOR CL	3,660.00
BAIRD SHORT TERM BOND FD INSTL CL	140.00
DWS RREEF REAL EST SEC-INST CL	1,638.00
JP MORGAN MID CAP VALUE FUND-I	11,983.00
GOLDMAN SACHS MID CAP EQUITY CL I	20,239.00
GOLDMAN SMALL CAP VALUE CL I	15,206.00
JOHN HANCOCK III DISC VALUE M/C-IS	987.00
LORD ABBETT S/C VALUE SER-F	31,298.00
MFS INTL GROWTH FD CL I	1,488.00
FEDERATED T/F OBLIGATION FD-INST SHS	2.00
NEUBERGER BERMAN M/C FR INS	4,281.00
AMERICAN FUNDS NEW WORLD FUND CL F2	173.00
OPPENHEIMER INTL BOND FUND CL Y	1,625.00
OPPENHEIMER DISCOVERY FD Y	8,195.00
OPPENHEIMER DEVELOPING MKT CL I	473.00
TEMPLETON GLOBAL BD INC FD ADV CL	24.00
SECURITY LITIGATION SETTLEMENT	217.00

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS

101,626.00

TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS

101,626.00

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	950.			950.
TOTALS	950.	NONE	NONE	950.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAX WITHHELD	354.	3,752.
ESTIMATED EXCISE TAX PAID	5,871.	
	-----	-----
TOTALS	6,225.	3,752.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
BASIS ADJUSTMENT (ASSET ID: 250375BQ4)	11,771.
ROUNDING	1.
	-----
TOTAL	11,772.
	=====

=====

## RECIPIENT NAME:

TEXAS CITY ROTARY

## ADDRESS:

PO BOX 2699

TEXAS CITY, TX 77592-2699

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 120,000.

## RECIPIENT NAME:

FIRST PRESBYTERIAN CHURCH

## ADDRESS:

P.O. BOX 116

ALTON, IL 62002

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 102,000.

## RECIPIENT NAME:

AMERICAN FRIENDS SERVICE COMMITTEE

## ADDRESS:

1501 CHERRY STREET

PHILADELPHIA, PA 13102-1403

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 6,000.

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

=====

## RECIPIENT NAME:

WORLD FOUNDATION FOR GIRL GUIDES  
AND GIRL SCOUTS

## ADDRESS:

P.O. BOX 416198  
BOSTON, MA 02241-6198

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 1,000.

## RECIPIENT NAME:

4C FOR CHILDREN

## ADDRESS:

1924 DANA AVE  
CINCINNATI, OH 45207

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

## RECIPIENT NAME:

ROTARY INTERNATIONAL FOUNDATION

## ADDRESS:

1560 SHERMAN AVE.  
EVANSTON, IL 60201

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
THE COLONIAL WILLIAMSBURG FOUNDATIO  
ATTN: MS. CARA SISSON  
ADDRESS:  
PO BOX 1776  
WILLIAMSBURG, VA 23187-9910  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROGRAM SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
GIRL SCOUTS-NC COASTAL PINES  
ADDRESS:  
6901 PINECREST ROAD  
RALEIGH, NC 27613  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROGRAM SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
GIRL SCOUTS-NC COASTAL PINES FOUNDA  
ADDRESS:  
6901 PINECREST ROAD  
RALEIGH, NC 27613  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PROGRAM SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
SUNK  
AMOUNT OF GRANT PAID ..... 75,000.

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## RECIPIENT NAME:

The Family Violence Prevention Cent

## ADDRESS:

1012 OBERLIN ROAD

RALEIGH, NC 27614

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

## RECIPIENT NAME:

GEORGIA TECH FOUNDATION, INC.

## ADDRESS:

760 SPRING STREET NW, SUITE 400

ATLANTA, GA 30308

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 65,000.

## RECIPIENT NAME:

THE CENTER FOR HEARING AND SPEECH

## ADDRESS:

3636 W. DALLAS ST.

HOUSTON, TX 77019

## RELATIONSHIP:

NONE

## PURPOSE OF GRANT:

PROGRAM SUPPORT

## FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 100,000.

TOTAL GRANTS PAID:

508,000.

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