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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

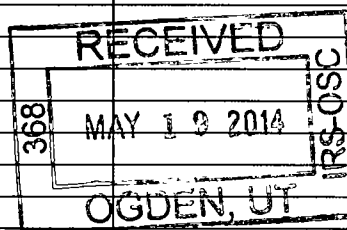
Name of foundation <b>JOHN BURTON HARTER FOUNDATION</b>		A Employer identification number <b>30-6048115</b>
Number and street (or P O box number if mail is not delivered to street address) <b>295 N HUBBARDS LANE, SUITE 302</b>		B Telephone number <b>(502) 400-6000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LOUISVILLE, KY 40207</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Initial return  <input type="checkbox"/> Final return  <input type="checkbox"/> Address change         </div> <div> <input type="checkbox"/> Initial return of a former public charity  <input type="checkbox"/> Amended return  <input type="checkbox"/> Name change         </div> </div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>4,116,284.</b> (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(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					
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		97,824.	97,824.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<840.>			
b Gross sales price for all assets on line 6a		212,292.			
7 Capital gain net income (from Part IV, line 2)			0.		
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)					
11 Other income		8,256.	8,256.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		105,240.	106,080.	0.	
13 Compensation of officers, directors, trustees, etc		75,560.	13,780.	0.	61,780.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		7,077.	0.	0.	7,077.
b Accounting fees STMT 4		1,720.	0.	0.	1,720.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		3,299.	819.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,260.	0.	0.	3,260.
22 Printing and publications					
23 Other expenses STMT 6		3,884.	17.	0.	3,867.
24 Total operating and administrative expenses. Add lines 13 through 23		94,800.	14,616.	0.	77,704.
25 Contributions, gifts, grants paid		173,495.			173,495.
26 Total expenses and disbursements. Add lines 24 and 25		268,295.	14,616.	0.	251,199.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<163,055.>			
b Net investment income (if negative, enter -0-)			91,464.		
c Adjusted net income (if negative, enter -0-)				0.	

SCANNED MAY 30 2013

Revenue

Operating and Administrative Expenses



914

16

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		198,446.	10,810.	10,810.
	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				
	7	Other notes and loans receivable ▶				
		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 STMT 8		114,952.	115,998.	121,485.
	b	Investments - corporate stock STMT 9		1,450,552.	1,671,306.	2,279,221.
	c	Investments - corporate bonds STMT 10		1,488,245.	1,344,371.	1,351,770.
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 11		85,052.	35,968.	30,772.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ ART COLLECTION )		322,226.	322,226.	322,226.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		3,659,473.	3,500,679.	4,116,284.	
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				
	22	Other liabilities (describe ▶ )				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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		3,659,473.	3,500,679.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		3,659,473.	3,500,679.		
31	Total liabilities and net assets/fund balances		3,659,473.	3,500,679.		

## 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	3,659,473.
2	Enter amount from Part I, line 27a	2	<163,055.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,261.
4	Add lines 1, 2, and 3	4	3,500,679.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,500,679.

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**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 FIRST KENTUCKY TRUST COMPANY			
b FIRST KENTUCKY TRUST COMPANY			
c CAPITAL GAINS DIVIDENDS			
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 61.		61.	0.
b 208,547.		213,071.	<4,524.>
c 3,684.			3,684.
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0.
b			<4,524.>
c			3,684.
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	<840.>
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). If (loss), enter -0- in Part I, line 8		3	N/A

**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	240,605.	3,947,374.	.060953
2011	178,720.	3,957,065.	.045165
2010	154,026.	3,512,857.	.043846
2009	188,091.	3,172,289.	.059292
2008	145,977.	3,819,973.	.038214

2 Total of line 1, column (d)	2	.247470
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	.049494
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,357,327.
5 Multiply line 4 by line 3	5	215,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	915.
7 Add lines 5 and 6	7	216,577.
8 Enter qualifying distributions from Part XII, line 4	8	251,199.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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	915.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	915.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	915.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		20.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		935.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> Refunded <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 Form 1120-POL 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"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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 Form 990-T for this year?		
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"/> KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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? Website address ► <u>WWW.JBHARTER.ORG</u>	13	X	
14	The books are in care of ► <u>FIRST KENTUCKY TRUST</u> Telephone no. ► <u>(502) 400-6000</u> Located at ► <u>295 N HUBBARDS LANE, SUITE 203, LOUISVILLE, KY</u> ZIP+4 ► <u>40207</u>			
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	No
				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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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 ►		
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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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?	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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 12		75,560.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B****Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	3,975,880.
b	Average of monthly cash balances	1b	125,576.
c	Fair market value of all other assets	1c	322,226.
d	<b>Total</b> (add lines 1a, b, and c)	1d	4,423,682.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,423,682.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,355.
5	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,357,327.
6	<b>Minimum investment return</b> Enter 5% of line 5	6	217,866.

**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	217,866.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	915.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	915.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	216,951.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	216,951.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	216,951.

**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	251,199.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	251,199.
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	5	915.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	250,284.

**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.

Form 990-PF (2013)

**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				216,951.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			134,120.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 251,199.				
<b>a</b> Applied to 2012, but not more than line 2a			134,120.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				117,079.
<b>e</b> Remaining amount distributed out of corpus	0.			
<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))	0.			0.
<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	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<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		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				99,872.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 3 Subtract line 20 from line 23.  
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

## 1 Information Regarding Foundation Managers:

- NONE

- NONE

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

- 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 Paid during the year</b>				
LESLIE LOHMAN MUSEUM OF GAY AND LESBIAN ART 26 WOOSTER STREET NEW YORK, NY 10013	N/A	PUBLIC CHARITY	GENERAL SUPPORT	74,795.
NO AIDS TASK FORCE 601 TULANE AVE SUITE 500 NEW ORLEANS, LA 70119	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
LA GAY AND LESBIAN CENTER 1625 N. SCHRADER BLVD. LOS ANGELES, CA 90028	N/A	PUBLIC CHARITY	GENERAL SUPPORT	40,000.
TENNESSEE WILLIAMS/NEW ORLEANS LITERARY FESTIVAL 938 LAFAYETTE STREET NEW ORLEANS, LA 70113	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
LESBIAN AND GAY COMMUNITY SERVICES CENTER, INC. 208 W 13 ST. NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>173,495.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



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

- |          |  | Yes          | No       |
|----------|--|--------------|----------|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |              |          |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |          |
|          | (1) Cash   | <b>1a(1)</b> | <b>X</b> |
|          | (2) Other assets   | <b>1a(2)</b> | <b>X</b> |
| <b>b</b> | Other transactions:  |              |          |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | <b>X</b> |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | <b>X</b> |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | <b>X</b> |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | <b>X</b> |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | <b>X</b> |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | <b>X</b> |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | <b>X</b> |
| <b>d</b> | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. |              |          |

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign  
Here**

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

Signature of officer or trustee

Date \_\_\_\_\_

Title

May the IRS discuss this return with the preparer shown below (see instr )?

☒ Yes ☐ No

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN
------

CHRISTINE N KOENIG

Christina

5.

P01022180

Firm's name ► **DEMING MALONE LIVESAY & OSTROFF PSC**

Firm's EIN ► 61-1064249

Firm's address ► 9300 SHELBYVILLE RD STE 1100  
LOUISVILLE, KY 40222-5187

Phone no. (502) 426-9660

Form **990-PF** (2013)

**3 Grants and Contributions Paid During the Year (Continuation)****Total from continuation sheets**

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FKT - DIVIDENDS/INTEREST	101,508.	3,684.	97,824.	97,824.	97,824.
TO PART I, LINE 4	101,508.	3,684.	97,824.	97,824.	97,824.

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FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INDUSTRIAL REIT DISTRIBUTIONS	8,256.	8,256.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	8,256.	8,256.	0.

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FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,077.	0.	0.	7,077.
TO FM 990-PF, PG 1, LN 16A	7,077.	0.	0.	7,077.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	1,720.	0.	0.	1,720.
TO FORM 990-PF, PG 1, LN 16B	1,720.	0.	0.	1,720.

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FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX PAYMENTS PRIOR YEAR	2,480.	0.	0.	0.	
FOREIGN TAXES	819.	819.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	3,299.	819.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
COLLECTION EXPENSE	2,235.	0.	0.	2,235.	
BANK FEES	17.	17.	0.	0.	
INSURANCE	1,632.	0.	0.	1,632.	
TO FORM 990-PF, PG 1, LN 23	3,884.	17.	0.	3,867.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
BASIS ADJUSTMENT FOR THE TRANSFER OF ASSETS FROM PNC TO FKTC	3,215.				
ADJUSTMENT FOR TIPS	1,046.				
TOTAL TO FORM 990-PF, PART III, LINE 3	4,261.				

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT FIXED INCOME - SEE ATTACHED	X		115,998.	121,485.
TOTAL U.S. GOVERNMENT OBLIGATIONS			115,998.	121,485.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			115,998.	121,485.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	1,671,306.	2,279,221.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,671,306.	2,279,221.

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FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	1,344,371.	1,351,770.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,344,371.	1,351,770.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE ATTACHED	COST	35,968.	30,772.
TOTAL TO FORM 990-PF, PART II, LINE 13		35,968.	30,772.

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FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 12  
    TRUSTEES AND FOUNDATION MANAGERS

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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GEORGE JORDAN 745 LAKESIDE DRIVE BRIDGEPORT , CT 06606	DIRECTOR 1.00	16,000.	0.	0.
JOHN J. SULLIVAN 862 CAMP STREET NEW ORLEANS , LA 70130	DIRECTOR 1.00	16,000.	0.	0.
MICHEL G. DELHAISE PO BOX 2208 WESTPORT , CT 06880	DIRECTOR 1.00	8,000.	0.	0.
FIRST KENTUCKY TRUST 295 N HUBBARDS LANE, SUITE 302 LOUISVILLE, KY 40207	TRUSTEE 2.00	27,560.	0.	0.
ALAN J WILLIAMS 2727 HOSEA L. WILLIAMS DR. SE ALANTA , GA 30317	DIRECTOR 1.00	8,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		75,560.	0.	0.

## FIRST KENTUCKY TRUST COMPANY

2013 Tax Information Statement

Page 22 of 40

## Realized Capital Gains/Losses

2013

Quantity	Security	Reg	Date Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Wash Sale Loss Disallowed	Gain/Loss
<b>SHORT-TERM TRANSACTIONS</b>								
5 27	PIMCO UNCONSTRAINED BOND INSTL 72201M487		12/12/12	06/04/13	60.70	61.44	0.00	-0.74
<b>Total SHORT-TERM TRANSACTIONS</b>					60.70	61.44	0.00	-0.74
<b>LONG-TERM TRANSACTIONS</b>								
40000.00	BARCLAYS BANK PLC COMMODITYLINKED NOTE VAR RT 0403/05/2013 06738G7N4		07/31/08	03/05/13	38,820.00	38,820.00	0.00	0.00
200.00	COMCAST CORP NEW CL A 20030N101		03/23/12	04/18/13	8,051.56	5,988.00	0.00	2,063.56
2954.21	DODGE & COX INCOME FUND 256210105		03/12/08	12/30/13	40,000.00	37,045.79	0.00	2,954.21
1000 00	ETFS PHYSICAL SILVER SHARES 26922X107		11/05/12	12/30/13	19,298.86	30,760.00	0.00	-11,461.14
20000 00	JPMORGAN CHASE & CO GLOBALMEDIUM TERM NOTE ENHANCED NOTEIDX LKD 04 48123M6K3		08/11/08	06/06/13	20,500.00	20,500.00	0.00	0.00
200 00	MOSAIC CO NEW 61945C103		03/23/12	12/30/13	9,385.97	11,625.90	0.00	-2,239.93
4488.33	PIMCO UNCONSTRAINED BOND INSTL 72201M487		05/13/11	06/04/13	51,660.68	50,000.00	0.00	1,660.68
135 00	SPDR GOLD SHARES 78463V107		12/02/10	03/28/13	20,819.31	18,323.55	0.00	2,495.76

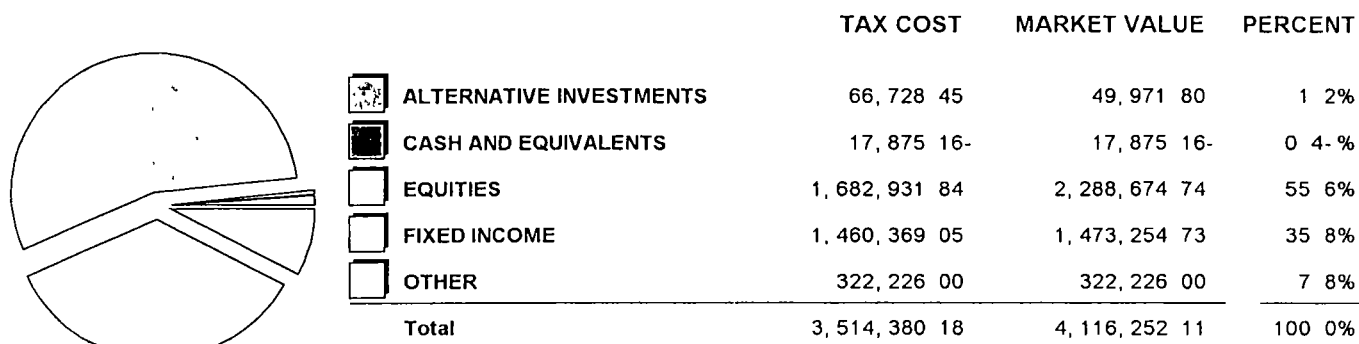
## Realized Capital Gains/Losses (continued)

2013

Quantity	Security	Reg	Date Acquired	Date Sold	Sale Proceeds	Investment Cost Basis	Wash Sale Loss Disallowed	Gain/Loss
LONG-TERM TRANSACTIONS								
0.25	MALLINKRODT PLC G5785G107		12/14/11	07/02/13	10.82	7.53	0.00	3.29
Total LONG-TERM TRANSACTIONS					208,547.20	213,070.77	0.00	-4,523.57
Grand Total:					208,607.90	213,132.21	0.00	-4,524.31

STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

## PORTFOLIO SUMMARY



## ACTIVITY SUMMARY

	CURRENT PERIOD	YEAR TO DATE
MARKET VALUE AT BEGINNING OF PERIOD	4,202,882.16	3,936,639.43
DIVIDENDS	35,690.78	103,068.33
INTEREST	0.00	846.05
OTHER RECEIPTS	0.00	59,117.27
SALES/MATURITIES	77,338.26	341,661.08
DISBURSEMENTS	116,307.38	238,185.76
FEES	2,326.07	29,279.88
PURCHASES	12,325.15	262,723.46
CHANGE IN MARKET VALUE	68,700.49	206,801.15
MARKET VALUE AT END OF PERIOD	4,116,252.11	4,116,252.11



STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

## PORTFOLIO DETAIL - PRINCIPAL

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	CURRENT YIELD
<b>CASH AND EQUIVALENTS</b>						
PRINCIPAL CASH			112,235 13-			
			112,235 13-			
<b>* TOTAL CASH AND EQUIVALENTS</b>			<b>112,235 13-</b>		<b>0.00</b>	<b>0 00</b>
			<b>112,235 13-</b>		<b>0.00</b>	
<b>EQUITIES</b>						
AT&T INC COM	T	400 000	14,064 00	35 16	736 00	5 23
			12,524 82	31 31	1,539 18	
ALLERGAN INC	AGN	120 000	13,329 60	111 08	24 00	0 18
			9,910 03	82 58	3,419 57	
AMERICAN EXPRESS CO CO	AXP	175 000	15,877 75	90 73	161 00	1 01
			8,300 04	47 43	7,577 71	
AMERICAN WATER WORKS CO	AWK	500 000	21,130 00	42 26	560 00	2 65
			19,028 85	38 06	2,101 15	
APPLE INC	AAPL	50 000	28,051 00	561 02	610 00	2 17
			2,943 18	58 86	25,107 82	
BANK OF AMERICA CORP	BAC	2,500 000	38,925 00	15 57	100 00	0 26
			22,476 75	8 99	16,448 25	
BLACKROCK MULTI ASSET INCOME INSTL	BIICX	8,960 291	101,430 49	11 32	4,713 11	4 65
			100,176 69	11 18	1,253 80	
CME GROUP INC	CME	350 000	27,461 00	78 46	630 00	2 29
			25,398 31	72 57	2,062 69	
CATERPILLAR INC	CAT	150 000	13,621 50	90 81	360 00	2 64
			14,807 53	98 72	1,186 03-	
CHEVRON CORP	CVX	195 000	24,357 45	124 91	780 00	3 20
			19,456 03	99 77	4,901 42	
CITIGROUP INC	C	525 000	27,357 75	52 11	21 00	0 08
			17,411 88	33 17	9,945 87	
COCA COLA CO	KO	600 000	24,786 00	41 31	672 00	2 71
			22,040 21	36 73	2,745 79	
COMCAST CORP NEW CL A	CMCSA	400 000	20,786 00	51 97	312 00	1 50
			9,382 46	23 46	11,403 54	
CONOCOPHILLIPS	COP	200 000	14,130 00	70 65	552 00	3 91
			10,355 00	51 78	3,775 00	
DU PONT E I DE NEMOURS & CO	DD	340 000	22,089 80	64 97	612 00	2 77
			14,911 47	43 86	7,178 33	
EMC CORP MASS	EMC	705 000	17,730 75	25 15	282 00	1 59
			16,421 89	23 29	1,308 86	
EBAY INC	EBAY	205 000	11,247 33	54 87		
			6,212 50	30 30	5,034 83	

STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

**PORTFOLIO DETAIL - PRINCIPAL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	CURRENT YIELD
<b>EQUITIES</b>						
EXXON MOBIL CORP	XOM	290 000	29,348 00 21,332 40	101 20 73 56	730 80 8,015 60	2 49
GENERAL ELECTRIC CO	GE	700 000	19,621 00 12,383 88	28 03 17 69	616 00 7,237 12	3 14
GOOGLE INC	GOOG	25 000	28,017 75 12,249 22	1,120 71 489 97	15,768 53	
HARBOR INTERNATIONAL FD	HAINX	1,963 588	139,434 38 67,959 79	71 01 34 61	2,935 56 71,474 59	2 11
HERSHEY CO FOODS CORP	HSY	195 000	18,959 85 11,443 48	97 23 58 68	378 30 7,516 37	2 00
HOME DEPOT INC	HD	400 000	32,936 00 18,357 99	82 34 45 89	624 00 14,578 01	1 89
INTEL CORP	INTC	600 000	15,573 00 15,506 71	25 96 25 84	540 00 66 29	3 47
INTERNATIONAL BUSINESS MACHINES	IBM	70 000	13,129 90 13,202 35	187 57 188 61	266 00 72 45-	2 03
ISHARES RUSSELL MIDCAP INDEX	IWR	1,200 000	179,976 00 77,509 12	149 98 64 59	2,365 20 102,466 88	1 31
ISHARES RUSSELL 2000 INDEX	IWM	1,000 000	115,360 00 79,107 94	115 36 79 11	1,414 00 36,252 06	1 23
ISHARES US TELECOMMUNICATIONS ETF	IYZ	800 000	23,784 00 23,640 00	29 73 29 55	622 40 144 00	2 62
JPMORGAN CHASE & CO	JPM	750 000	43,860 00 21,680 34	58 48 28 91	1,140 00 22,179 66	2 60
JOHNSON & JOHNSON	JNJ	240 000	21,981 60 15,126 30	91 59 63 03	633 60 6,855 30	2 88
KOHL'S CORP	KSS	350 000	19,862 50 18,199 97	56 75 52 00	490 00 1,662 53	2 47
L BRANDS INC	LTD	400 000	24,740 00 17,420 34	61 85 43 55	480 00 7,319 66	1 94
LAZARD US EQUITY CONCENTRATED INSTL	LEVIX	9,226 280	116,158 87 109,595 35	12 59 11 88	1,245 55 6,563 52	1 07
MCDONALDS CORP	MCD	100 000	9,703 00 6,196 75	97 03 61 97	324 00 3,506 25	3 34
MERCK & CO INC	MRK	300 000	15,015 00 11,309 04	50 05 37 70	528 00 3,705 96	3 52
MICROSOFT CORP	MSFT	530 000	19,827 30 12,341 38	37 41 23 29	593 60 7,485 92	2 99
MOSAIC CO NEW	MOS	200 000	9,454 00 11,625 90	47 27 58 13	200 00 2,171 90-	2 12



STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

**PORTFOLIO DETAIL - PRINCIPAL ( CONTINUED )**

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	CURRENT YIELD
<b>EQUITIES</b>						
NATIONAL OIL WELL VARCO INC	NOV	170 000	13,520 10 11,463 71	79 53 67 43	176 80 2,056 39	1 31
NORTHERN TRUST CORP	NTRS	400 000	24,756 00 18,479 96	61 89 46 20	496 00 6,276 04	2 00
NOVARTIS A G SPONSORED ADR	NVS	300 000	24,114 00 17,807 01	80 38 59 36	617 10 6,306 99	2 56
ORACLE CORP	ORCL	500 000	19,130 00 15,256 80	38 26 30 51	240 00 3,873 20	1 25
PFIZER INC	PFE	595 000	18,224 85 12,413 90	30 63 20 86	618 80 5,810 95	3 40
POWERSHARES DYNAMIC BIOTECHNOLOGY & GENOME PORTFOLIO	PBE	750 000	27,787 50 17,144 93	37 05 22 86	57 00 10,642 57	0 21
PROCTER & GAMBLE CO	PG	275 000	22,387 75 18,129 20	81 41 65 92	661 65 4,258 55	2 96
QUALCOMM INC	QCOM	225 000	16,706 25 11,962 10	74 25 53 16	315 00 4,744 15	1 89
SOUTHERN CO	SO	300 000	12,333 00 13,265 10	41 11 44 22	609 00 932 10-	4 94
UNION PACIFIC CORP	UNP	100 000	16,800 00 9,869 30	168 00 98 69	316 00 6,930 70	1 88
UNITED PARCEL SERVICE INC	UPS	300 000	31,524 00 23,610 99	105 08 78 70	744 00 7,913 01	2 36
UNITED TECHNOLOGIES CORP	UTX	350 000	39,830 00 22,050 38	113 80 63 00	826 00 17,779 62	2 07
VANGUARD HIGH DIVIDEND YIELD INDX ETF	VYM	5,000 000	311,600 00 243,900 05	62 32 48 78	8,745 00 67,699 95	2 81
VANGUARD MSCI EMERGING MARKETS ETF	VWO	4,000 000	164,560 00 170,874 65	41 14 42 72	4,500 00 6,314 65-	2 73
VANGUARD MATERIALS INDEX FUND	VAW	200 000	20,650 00 16,040 00	103 25 80 20	379 80 4,610 00	1 84
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	500 000	19,655 00 13,658 51	39 31 27 32	795 00 5,996 49	4 04
WAL-MART STORES INC	WMT	300 000	23,607 00 17,759 24	78 69 59 20	564 00 5,847 76	2 39
WELLS FARGO & CO COMPANY NEW	WFC	460 000	20,884 00 12,432 02	45 40 27 03	552 00 8,451 98	2 64
DIVIDEND CAPITAL INDUSTRIAL INCOME TRUST REIT		10,752 688	111,827 96 100,000 00	10 40 9 30		11,827 96
COVIDIEN PLC (NEW)	COV	210 000	14,301 00 8,084 86	68 10 38 50	268 80 6,216 14	1 88



STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

## PORTFOLIO DETAIL - PRINCIPAL ( CONTINUED )

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	CURRENT YIELD
<b>EQUITIES</b>						
MALLINKRODT PLC	MNK	26 000	1,358 76 783 24	52 26 30 12	575 52	
* TOTAL EQUITIES			2,288,674 74 1,682,931 84		48,734 07 605,742 90	2 13

## BOND QUALITY SUMMARY

	S & P QUALITY RATING	MARKET VALUE	PERCENT
	TREASURY / AGENCY	121,484 62	8 2%
	NOT RATED	1,351,770 11	91 8%
	Total	1,473,254 73	100 0%

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
DODGE & COX INCOME FUND		16,954 528	229,394 76 210,825 13	13 53 12 43	7,036 13 18,569 63	3 07
EATON VANCE FLOATING RATE I		13,885 840	127,610 87 125,000 00	9 19 9 00	4,985 02 2,610 87	3 91
ISHARES BARCLAYS TIPS BONDS		720 000	79,128 00 74,864 02	109 90 103 98	908 64 4,263 98	1 15
ISHARES BARCLAYS INTERMEDIATE CREDIT BOND FUND		1,750 000	188,790 00 186,095 00	107 88 106 34	5,139 75 2,695 00	2 72
NORTHERN ULTRA-SHORT FIXED INCOME		9,802 764	100,086 22 100,184 13	10 21 10 22	725 40 97 91-	0 72
NORTHERN HIGH YIELD FIXED INCOME FUND		6,816 251	51,053 72 50,985 56	7 49 7 48	3,305 88 68 16	6 48
PIMCO TOTAL RETURN FUND INSTITUTIONAL		21,217 045	226,810 21 220,597 23	10 69 10 40	5,855 90 6,212 98	2 58
PIMCO ALL ASSET ALL AUTHORITY INSTL		17,048 872	168,783 83 187,300 00	9 90 10 99	10,041 79 18,516 17-	5 95



STATEMENT PERIOD DECEMBER 01, 2013 THROUGH DECEMBER 31, 2013

## PORTFOLIO DETAIL - PRINCIPAL ( CONTINUED )

DESCRIPTION	RATING	PAR VALUE	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	YIELD CURRENT/ MATURITY
<b>FIXED INCOME</b>						
U S TREASURY INFLATION PROTECTED 2 125% 01/15/2019		108,787 000	121,484 62 115,998 05	111 67 106 63	2,311 72 5,486 57	1 90
VANGUARD TOTAL BOND MARKET ETF		2,250 000	180,112 50 188,519 93	80 05 83 79	4,569 75 8,407 43-	2 54
* TOTAL FIXED INCOME			1,473,254 73 1,460,369.05		44,879.98 12,885 68	3 05
DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	CURRENT YIELD
<b>OTHER</b>						
BURT'S ART COLLECTIONS		1 000	322,226 00 322,226 00	322.226 00		
* TOTAL OTHER			322,226.00 322,226 00		0 00 0 00	0 00
<b>ALTERNATIVE INVESTMENTS</b>						
ETFS PHYSICAL SILVER SHARES	SIVR	1,000 000	19,200 00 30,760 00	19 20 30 76	11,560 00-	
SPDR GOLD SHARES	GLD	265 000	30,771 80 35,968 45	116 12 135 73	5,196 65-	
* TOTAL ALTERNATIVE INVESTMENTS			49,971 80 66,728.45		0 00 16,756 65-	0 00
TOTAL PRINCIPAL ASSETS			4,021,892 14 3,420,020.21		93,614 05 601,871 93	2 33

## PORTFOLIO DETAIL - INCOME

DESCRIPTION	TICKER	SHARES	TOTAL MARKET/ TOTAL COST	MARKET PRICE/ COST PRICE	EST ANNUAL INCOME/ GAIN / LOSS	CURRENT YIELD
<b>CASH AND EQUIVALENTS</b>						
NORTHERN INSTL GOVERNMENT SELECT MONEY MARKET 010%	BGSXX	54 400	54 40 54 40	1 00 1 00	0 01	0 02
INCOME CASH			94,305 57 94,305 57			
* TOTAL CASH AND EQUIVALENTS			94,359 97 94,359 97		0 01 0 00	0 00
TOTAL INCOME ASSETS			94,359.97 94,359 97		0 01 0 00	0 00