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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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.

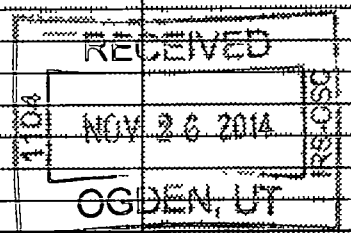
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE GOOD SHEPHERDS TRUST FOUNDATION		A Employer identification number 31-1243905
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 835	Room/suite	B Telephone number 229-835-2964
City or town, state or province, country, and ZIP or foreign postal code EDISON, GA 39846		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		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) \$ 933,580.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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		12,430.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		162.	162.		STATEMENT 1
4 Dividends and interest from securities		18,925.	17,558.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		62,203.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			62,203.		
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					
12 Total. Add lines 1 through 11		93,720.	79,923.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		302,767.	13,616.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		302,767.	13,616.		0.
25 Contributions, gifts, grants paid		25,000.			25,000.
26 Total expenses and disbursements. Add lines 24 and 25		327,767.	13,616.		25,000.
27 Subtract line 26 from line 12		<234,047.>			
a Excess of revenue over expenses and disbursements			66,307.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



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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	314,442.	394,546.	394,546.
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other	STMT 4	781,866.	467,305.	505,458.
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)	STATEMENT 5	33,166.	33,576.	33,576.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		1,129,474.	895,427.	933,580.
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 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 and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		0.	0.
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		1,129,474.	895,427.
29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30 Total net assets or fund balances		1,129,474.	895,427.	
31 Total liabilities and net assets/fund balances		1,129,474.	895,427.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,129,474.
2 Enter amount from Part I, line 27a	2	<234,047.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	895,427.
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	895,427.

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			
b SEE ATTACHED STATEMENTS			
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			
b			
c			
d			
e 1,055,771.		993,568.	62,203.

(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			
b			
c			
d			
e			62,203.

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	62,203.
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

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	35,000.	1,114,329.	.031409
2011	176,000.	1,301,711.	.135207
2010	189,500.	1,766,592.	.107269
2009	176,150.	1,932,847.	.091135
2008	534,100.	2,466,943.	.216503

2 Total of line 1, column (d)	2	.581523
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	.116305
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,031,023.
5 Multiply line 4 by line 3	5	119,913.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	663.
7 Add lines 5 and 6	7	120,576.
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	25,000.

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 type="checkbox"/> and enter 1% of Part I, line 27b	1	1,326.
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	1,326.
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	1,326.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,561.
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	1,561.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	235.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 235. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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>N/A</u>	13	X	
14	The books are in care of ▶ <u>SCOTT TOAL</u> Telephone no ▶ <u>(229) 835-2964</u> Located at ▶ <u>P.O. BOX 835, EDISON, GA</u> ZIP+4 ▶ <u>39846</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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" 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 <input type="checkbox"/> N/A	1b	
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) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
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.) <input type="checkbox"/> N/A	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

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)? Yes No **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? Yes No **N/A**

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 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? Yes No **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
SCOTT R. TOAL 6830 BUCKLAND ROAD CHARLOTTE, NC 28278	DIRECTOR/SECRETARY 10.00	0.	0.	0.
LEONA TOAL P.O. BOX 835 EDISON, GA 31746	DIRECTOR/PRESIDENT 10.00	0.	0.	0.
BRUCE TOAL P.O. BOX 835 EDISON, GA 31746	DIRECTOR 10.00	0.	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

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	679,146.
b	Average of monthly cash balances	1b	367,578.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,046,724.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,046,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,701.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,031,023.
6	Minimum investment return. Enter 5% of line 5	6	51,551.

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	51,551.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,326.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,326.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,225.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	50,225.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	50,225.

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	25,000.
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	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	25,000.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	25,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				50,225.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	534,100.			
b From 2009	176,150.			
c From 2010	189,500.			
d From 2011	176,000.			
e From 2012	35,000.			
f Total of lines 3a through e	1,110,750.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	25,000.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	25,000.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	50,225.			50,225.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,085,525.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	483,875.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	601,650.			
10 Analysis of line 9:				
a Excess from 2009	176,150.			
b Excess from 2010	189,500.			
c Excess from 2011	176,000.			
d Excess from 2012	35,000.			
e Excess from 2013	25,000.			

** SEE STATEMENT 6

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

1 a 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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
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					
3 Subtract line 2d from line 2c. 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))

SCOTT R. TOAL

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CALVARY INTERNATIONAL P.O. BOX 10305 JACKSONVILLE, FL 32247	N/A	501(C)	GENERAL	5,000.
MARANTHA FAITH MINISTRIES 8582 RYE PATCH ROAD NE LOT 31 LUDOWICI, GA 31316	N/A	501(C)	GENERAL	10,000.
TEEN CHALLENGE INTERNATIONAL 15 W 10TH STREET COLUMBUS, GA 31901	N/A	501(C)	GENERAL	5,000.
THERE IS MORE MINISTRIES LIVING WATERS, HWY 215 BALSAM GROVE, NC 28708	N/A	501(C)	GENERAL	5,000.
Total			▶ 3a	25,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

Employer identification number

THE GOOD SHEPHERDS TRUST FOUNDATION

31-1243905

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE GOOD SHEPHERDS TRUST FOUNDATION	Employer identification number 31-1243905
--	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LEONA M. TOAL P. O. BOX 835 EDISON, GA 39846	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

THE GOOD SHEPHERDS TRUST FOUNDATION

31-1243905

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE GOOD SHEPHERDS TRUST FOUNDATION	Employer identification number 31-1243905
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

THE GOOD SHEPHERDS TRUST FOUNDATION

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 ISHARES CORE TOTAL US		05/31/12	01/02/13
b ISHARES GOLD TR		01/31/12	01/31/13
c ISHARES GOLD TR		01/31/12	01/31/13
d ISHARES GOLD TR		01/31/12	01/31/13
e ISHARES BARCLAYS MBS BON		02/08/12	02/15/13
f ISHARES IBOXX \$		10/07/11	02/21/13
g SPDR BARCLAYS		08/31/11	02/21/13
h SPDR BARCLAYS		02/08/12	02/21/13
i GUGGENHEIM BULLETSHARES		02/08/12	02/21/13
j VANGUARD MATERIALS ETF		01/31/12	04/01/13
k ELEMENTS - ROGERS TR		08/31/12	04/30/13
l ISHARES GOLD TR		01/31/12	04/30/13
m ISHARES GOLD TR		08/31/12	04/30/13
n ELEMENTS - ROGERS TR		08/31/12	05/31/13
o ELEMENTS - ROGERS TR		12/03/12	05/31/13

(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 7,984.		8,030.	<46.>
b 6,271.		6,573.	<302.>
c 6,271.		6,573.	<302.>
d 6,271.		6,558.	<287.>
e 31,238.		31,372.	<134.>
f 14,972.		13,901.	1,071.
g 15,833.		15,078.	755.
h 15,751.		15,310.	441.
i 15,914.		15,363.	551.
j 16,325.		15,217.	1,108.
k 6,659.		7,188.	<529.>
l 1,232.		1,454.	<222.>
m 5,928.		6,801.	<873.>
n 756.		830.	<74.>
o 7,163.		7,698.	<535.>

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<46.>
b			<302.>
c			<302.>
d			<287.>
e			<134.>
f			1,071.
g			755.
h			441.
i			551.
j			1,108.
k			<529.>
l			<222.>
m			<873.>
n			<74.>
o			<535.>

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	
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	

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 VANGUARD MSCI EMERGING		08/31/12	06/03/13
b ISHARES BARCLAYS INTERM		02/21/13	06/05/13
c SPDR DB INTL GOV INFL		02/21/13	06/05/13
d POWERSHARES INTERNATIONAL		11/15/12	06/05/13
e WISDOMTREE EMERGING MRKT		10/01/12	06/28/13
f ISHARES US REAL ESTATE		01/31/12	07/01/13
g ISHARES US REAL ESTATE		01/02/13	07/01/13
h ISHARES JP MORGAN EM BON		06/18/12	07/25/13
i PIMCO EMERGING LOCAL		01/28/11	07/25/13
j PIMCO EMERGING LOCAL		02/28/11	07/25/13
k PIMCO EMERGING LOCAL		03/31/11	07/25/13
l PIMCO EMERGING LOCAL		03/31/11	07/25/13
m PIMCO EMERGING LOCAL		04/29/11	07/25/13
n PIMCO EMERGING LOCAL		05/31/11	07/25/13
o PIMCO EMERGING LOCAL		06/30/11	07/25/13

(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 21,662.		20,762.	900.
b 31,769.		32,138.	<369.>
c 15,506.		16,042.	<536.>
d 15,086.		15,159.	<73.>
e 20,729.		23,312.	<2,583.>
f 8,011.		7,314.	697.
g 7,945.		7,858.	87.
h 12,928.		13,319.	<391.>
i 13,262.		13,893.	<631.>
j 49.		52.	<3.>
k 10.		11.	<1.>
l 49.		54.	<5.>
m 59.		67.	<8.>
n 59.		66.	<7.>
o 10.		11.	<1.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			900.
b			<369.>
c			<536.>
d			<73.>
e			<2,583.>
f			697.
g			87.
h			<391.>
i			<631.>
j			<3.>
k			<1.>
l			<5.>
m			<8.>
n			<7.>
o			<1.>

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	
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	

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 PIMCO EMERGING LOCAL		06/30/11	07/25/13
b PIMCO EMERGING LOCAL		07/29/11	07/25/13
c PIMCO EMERGING LOCAL		08/31/11	07/25/13
d PIMCO EMERGING LOCAL		09/30/11	07/25/13
e PIMCO EMERGING LOCAL		10/31/11	07/25/13
f PIMCO EMERGING LOCAL		11/30/11	07/25/13
g PIMCO EMERGING LOCAL		11/30/11	07/25/13
h PIMCO EMERGING LOCAL		12/28/11	07/25/13
i PIMCO EMERGING LOCAL		12/30/11	07/25/13
j PIMCO EMERGING LOCAL		12/30/11	07/25/13
k PIMCO EMERGING LOCAL		01/31/12	07/25/13
l PIMCO EMERGING LOCAL		02/29/12	07/25/13
m PIMCO EMERGING LOCAL		02/29/12	07/25/13
n PIMCO EMERGING LOCAL		03/30/12	07/25/13
o PIMCO EMERGING LOCAL		04/30/12	07/25/13

(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 59.		66.	<7.>
b 59.		67.	<8.>
c 49.		56.	<7.>
d 59.		60.	<1.>
e 40.		42.	<2.>
f 10.		11.	<1.>
g 59.		61.	<2.>
h 10.		10.	0.
i 10.		10.	0.
j 49.		50.	<1.>
k 40.		43.	<3.>
l 10.		11.	<1.>
m 40.		44.	<4.>
n 59.		65.	<6.>
o 49.		54.	<5.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			<7.>
b			<8.>
c			<7.>
d			<1.>
e			<2.>
f			<1.>
g			<2.>
h			0.
i			0.
j			<1.>
k			<3.>
l			<1.>
m			<4.>
n			<6.>
o			<5.>

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	
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	

THE GOOD SHEPHERDS TRUST FOUNDATION

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 PIMCO EMERGING LOCAL		05/31/12	07/25/13
b PIMCO EMERGING LOCAL		06/29/12	07/25/13
c PIMCO EMERGING LOCAL		06/29/12	07/25/13
d PIMCO EMERGING LOCAL		07/31/12	07/25/13
e PIMCO EMERGING LOCAL		08/31/12	07/25/13
f PIMCO EMERGING LOCAL		08/31/12	07/25/13
g PIMCO EMERGING LOCAL		10/01/12	07/25/13
h PIMCO EMERGING LOCAL		11/15/12	07/25/13
i PIMCO EMERGING LOCAL		11/15/12	07/25/13
j PIMCO EMERGING LOCAL		11/30/12	07/25/13
k PIMCO EMERGING LOCAL		12/27/12	07/25/13
l PIMCO EMERGING LOCAL		12/27/12	07/25/13
m PIMCO EMERGING LOCAL		12/31/12	07/25/13
n PIMCO EMERGING LOCAL		12/31/12	07/25/13
o PIMCO EMERGING LOCAL		01/31/13	07/25/13

(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 59.		60.	<1.>
b 10.		11.	<1.>
c 49.		53.	<4.>
d 40.		43.	<3.>
e 10.		11.	<1.>
f 49.		53.	<4.>
g 40.		43.	<3.>
h 10.		11.	<1.>
i 49.		54.	<5.>
j 49.		54.	<5.>
k 10.		11.	<1.>
l 188.		209.	<21.>
m 10.		11.	<1.>
n 49.		55.	<6.>
o 10.		11.	<1.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<1.>
b			<1.>
c			<4.>
d			<3.>
e			<1.>
f			<4.>
g			<3.>
h			<1.>
i			<5.>
j			<5.>
k			<1.>
l			<21.>
m			<1.>
n			<6.>
o			<1.>

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
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

323591
05-01-13

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 PIMCO EMERGING LOCAL		01/31/13	07/25/13
b PIMCO EMERGING LOCAL		02/28/13	07/25/13
c PIMCO EMERGING LOCAL		03/28/13	07/25/13
d PIMCO EMERGING LOCAL		03/28/13	07/25/13
e PIMCO EMERGING LOCAL		04/30/13	07/25/13
f PIMCO EMERGING LOCAL		05/31/13	07/25/13
g PIMCO EMERGING LOCAL		05/31/13	07/25/13
h PIMCO EMERGING LOCAL		06/28/13	07/25/13
i PIMCO EMERGING LOCAL		06/28/13	07/25/13
j PIMCO EMERGING LOCAL		06/28/13	07/25/13
k PIMCO EMERGING LOCAL		01/28/11	07/25/13
l PIMCO EMERGING LOCAL		01/28/11	07/25/13
m PIMCO EMERGING LOCAL		01/28/11	07/25/13
n LM BW GLBL OPP BD FD		07/25/13	07/29/13
o LM BW GLBL OPP BD FD		07/25/13	07/29/13

(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 49.		55.	<6.>
b 40.		44.	<4.>
c 10.		11.	<1.>
d 49.		54.	<5.>
e 49.		56.	<7.>
f 10.		11.	<1.>
g 59.		62.	<3.>
h 10.		10.	0.
i 4.		4.	0.
j 49.		49.	0.
k 13,262.		13,893.	<631.>
l 40.		41.	<1.>
m 13,223.		3,851.	9,372.
n 5.		5.	0.
o 4,974.		5,010.	<36.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<6.>
b			<4.>
c			<1.>
d			<5.>
e			<7.>
f			<1.>
g			<3.>
h			0.
i			0.
j			0.
k			<631.>
l			<1.>
m			9,372.
n			0.
o			<36.>

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
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

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 LEGG MASON BW GLOBAL		07/25/13	07/29/13
b THIRD AVENUE FOC CR INST		08/06/12	07/29/13
c THIRD AVENUE FOC CR INST		08/06/12	07/29/13
d THIRD AVENUE FOCUSED		08/06/12	07/29/13
e C&S PEF SEC & INC		11/20/12	07/29/13
f C&S PEF SEC & INC		11/20/12	07/29/13
g COHEN & STEERS PREFERRED		11/20/12	07/29/13
h JP MORGAN MRT BCKD SEC S		11/09/12	07/29/13
i JP MORGAN MRT BCKD SEC S		11/09/12	07/29/13
j JP MORGAN MRT BCKD SEC S		07/01/13	07/29/13
k EV FLOATING RATE CL		09/15/11	07/29/13
l EATON VANCE FLOATING		09/15/11	07/29/13
m EV FLOATING RATE CL		02/21/13	07/29/13
n BLKRK GLB LNG SHRT CRD		06/07/13	07/29/13
o BLKRK GLB LNG SHRT CRD		06/07/13	07/29/13

(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 4.		4.	0.
b 1.		1.	0.
c 4,939.		4,486.	453.
d 7.		6.	1.
e 4.		4.	0.
f 4,619.		4,663.	<44.>
g 4.		4.	0.
h 102.		105.	<3.>
i 14,095.		14,517.	<422.>
j 6.		6.	0.
k 9,813.		9,279.	534.
l 2.		2.	0.
m 7.		7.	0.
n 2.		2.	0.
o 9,546.		9,564.	<18.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			0.
b			0.
c			453.
d			1.
e			0.
f			<44.>
g			0.
h			<3.>
i			<422.>
j			0.
k			534.
l			0.
m			0.
n			0.
o			<18.>

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
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

THE GOOD SHEPHERDS TRUST FOUNDATION

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 JP MORGAN STRATEGIC		06/07/13	07/29/13
b JP MORGAN STRATEGIC		06/07/13	07/29/13
c JP MORGAN STRATEGIC		07/01/13	07/29/13
d ELEMENTS - ROGERS TR		07/02/13	07/29/13
e ISHARES MSCI EAFE		08/31/12	07/29/13
f ISHARES 1-3 YEAR		06/28/13	07/29/13
g ISHARES CORE TOTAL US		05/31/12	07/29/13
h ISHARES CORE TOTAL US		06/29/12	07/29/13
i ISHARES CORE TOTAL US		07/31/12	07/29/13
j ISHARES TIPS		07/26/13	07/29/13
k FIRST TR UTILITIES		01/02/13	07/29/13
l SPDR S P WORLD EX US		08/31/12	07/29/13
m ISHARES RS 2000 VALUE		01/02/13	07/29/13
n VANGUARD SHORT TERM		12/17/12	07/29/13
o GUGGENHEIM BULLETSHARES		10/07/11	07/29/13

(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 48.		48.	0.
b 9,508.		9,532.	<24.>
c 2.		2.	0.
d 2,322.		2,278.	44.
e 15,540.		13,314.	2,226.
f 9,536.		9,526.	10.
g 1,715.		1,784.	<69.>
h 7,720.		7,992.	<272.>
i 16,726.		17,566.	<840.>
j 3,362.		3,370.	<8.>
k 5,478.		4,855.	623.
l 10,091.		8,897.	1,194.
m 17,122.		14,546.	2,576.
n 9,476.		9,568.	<92.>
o 4,793.		4,508.	285.

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			0.
b			<24.>
c			0.
d			44.
e			2,226.
f			10.
g			<69.>
h			<272.>
i			<840.>
j			<8.>
k			623.
l			1,194.
m			2,576.
n			<92.>
o			285.

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 }

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

2

3

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 PIMCO 0-5 YEAR H/Y CORP		02/21/13	07/29/13
b HEALTH CARE SELECT SPDR		04/01/13	07/29/13
c SECTOR SPDR CONSMRS STPL		09/28/12	07/29/13
d CONSUMER DISCRETIONARY		01/02/13	07/29/13
e SECTOR SPDR ENERGY		01/02/13	07/29/13
f SECTOR SPDR FINANCIAL		03/30/12	07/29/13
g JP MORGAN MRT BCKD SEC S		11/09/12	07/29/13
h JP MORGAN MRT BCKD SEC S		11/09/12	07/29/13
i JP MORGAN MRT BCKD SEC S		11/09/12	07/29/13
j JP MORGAN STRATEGIC		06/07/13	07/29/13
k JP MORGAN STRATEGIC		06/07/13	07/29/13
l JP MORGAN STRATEGIC		06/07/13	07/29/13
m PIMCO EMERGING LOCAL		02/03/11	08/20/13
n PIMCO EMERGING LOCAL		07/31/13	08/20/13
o ISHARES CORE TOTAL US		07/31/12	08/30/13

(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 9,860.		9,799.	61.
b 5,456.		4,915.	541.
c 5,461.		4,727.	734.
d 5,975.		4,862.	1,113.
e 5,501.		4,837.	664.
f 6,138.		4,733.	1,405.
g 14,095.		14,517.	<422.>
h 68.		70.	<2.>
i 14,027.		14,447.	<420.>
j 9,508.		9,532.	<24.>
k 48.		48.	0.
l 9,461.		9,484.	<23.>
m 38.		41.	<3.>
n 6.		6.	0.
o 3,618.		3,828.	<210.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			61.
b			541.
c			734.
d			1,113.
e			664.
f			1,405.
g			<422.>
h			<2.>
i			<420.>
j			<24.>
k			0.
l			<23.>
m			<3.>
n			0.
o			<210.>

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	
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	

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.)
a ISHARES CORE TOTAL US		11/01/12	08/30/13
b ISHARES CORE TOTAL US		01/31/13	08/30/13
c ISHARES CORE TOTAL US		04/30/13	08/30/13
d ISHARES CORE TOTAL US		06/03/13	08/30/13
e ELEMENTS - ROGERS TR		07/02/13	10/01/13
f ELEMENTS - ROGERS TR		09/03/13	10/01/13
g SECTOR SPDR FINANCIAL		03/30/12	10/01/13
h SPDR GOLD TRUST		09/03/13	10/01/13
i ELEMENTS - ROGERS TR		09/03/13	10/01/13
j ELEMENTS - ROGERS TR		09/03/13	10/01/13
k ELEMENTS - ROGERS TR		09/03/13	10/01/13
l ISHARES 1-3 YEAR		06/28/13	10/31/13
m ISHARES 1-3 YEAR		07/02/13	10/31/13
n ISHARES 1-3 YEAR		09/03/13	10/31/13
o ISHARES CORE TOTAL US		06/03/13	10/31/13

(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 8,620.		9,062.	<442.>
b 745.		773.	<28.>
c 16,388.		17,185.	<797.>
d 7,343.		7,517.	<174.>
e 5,271.		5,186.	85.
f 5,607.		5,859.	<252.>
g 13,695.		10,791.	2,904.
h 5,105.		5,581.	<476.>
i 5,607.		5,859.	<252.>
j 5,402.		5,645.	<243.>
k 205.		214.	<9.>
l 6,505.		6,491.	14.
m 15,122.		15,091.	31.
n 6,758.		6,740.	18.
o 11,001.		11,112.	<111.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<442.>
b			<28.>
c			<797.>
d			<174.>
e			85.
f			<252.>
g			2,904.
h			<476.>
i			<252.>
j			<243.>
k			<9.>
l			14.
m			31.
n			18.
o			<111.>

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	
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	

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 ISHARES 1-3 YEAR		09/03/13	12/02/13
b ISHARES CORE TOTAL US		06/03/13	12/03/13
c ISHARES TIPS		07/26/13	12/03/13
d C&S PEF SEC & INC		11/20/12	12/03/13
e C&S PEF SEC & INC		11/20/12	12/03/13
f JP MORGAN MRT BCKD SEC S		11/09/12	12/03/13
g JP MORGAN MRT BCKD SEC S		11/09/12	12/03/13
h JP MORGAN MRT BCKD SEC S		11/09/12	12/03/13
i JP MORGAN MRT BCKD SEC S		11/09/12	12/03/13
j JP MORGAN MRT BCKD SEC S		11/12/12	12/03/13
k JP MORGAN MRT BCKD SEC S		12/03/12	12/03/13
l JP MORGAN MRT BCKD SEC S		12/03/12	12/03/13
m JP MORGAN MRT BCKD SEC S		12/20/12	12/03/13
n JP MORGAN MRT BCKD SEC S		12/02/13	12/03/13
o ISHARES SILVER TR		09/11/12	04/12/13

(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 11,662.		11,627.	35.
b 11,548.		11,765.	<217.>
c 7,886.		7,975.	<89.>
d 10,373.		10,641.	<268.>
e 9.		10.	<1.>
f 79.		82.	<3.>
g 11.		12.	<1.>
h 15,416.		15,906.	<490.>
i 102.		105.	<3.>
j 68.		70.	<2.>
k 11.		12.	<1.>
l 57.		58.	<1.>
m 5,191.		5,343.	<152.>
n 4.		4.	0.
o 39,562.		50,075.	<10,513.>

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			35.
b			<217.>
c			<89.>
d			<268.>
e			<1.>
f			<3.>
g			<1.>
h			<490.>
i			<3.>
j			<2.>
k			<1.>
l			<1.>
m			<152.>
n			0.
o			<10,513.>

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	
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	

THE GOOD SHEPHERDS TRUST FOUNDATION

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 RETAIL PPTYS AMER CL A		04/17/12	04/15/13
b SPDR GOLD TRUST		10/09/09	04/12/13
c SPDR GOLD TRUST		10/09/09	04/12/13
d ISHARES RUSSELL 1000		01/31/12	01/02/13
e ISHARES CORE TOTAL US		05/31/12	01/02/13
f VANGUARD TELELCOMM SRVCS		07/02/12	01/02/13
g FIRST TR HEALTH CARE		09/28/12	01/02/13
h SECTOR SPDR INDUSTRIAL		01/31/12	01/02/13
i ISHARES CORE TOTAL US		05/31/12	01/02/13
j CAPITAL GAINS DIVIDENDS			
k			
l			
m			
n			
o			

(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 46,633.		28,190.	18,443.
b 37,790.		26,300.	11,490.
c 58,137.		36,005.	22,132.
d 49,653.		45,631.	4,022.
e 7,984.		8,030.	<46.>
f 15,498.		15,052.	446.
g 15,680.		15,566.	114.
h 16,242.		15,191.	1,051.
i 7,984.		8,030.	<46.>
j 198.			198.
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			18,443.
b			11,490.
c			22,132.
d			4,022.
e			<46.>
f			446.
g			114.
h			1,051.
i			<46.>
j			198.
k			
l			
m			
n			
o			

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	62,203.
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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	162.	162.	
TOTAL TO PART I, LINE 3	162.	162.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	17,751.	198.	17,553.	17,553.	
INTEREST	5.	0.	5.	5.	
NON-DIVIDEND DISTRIBUTIONS	1,367.	0.	1,367.	0.	
TO PART I, LINE 4	19,123.	198.	18,925.	17,558.	

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	11,166.	11,166.		0.
LIFE INSURANCE	289,151.	0.		0.
LEGAL & ACCOUNTING	2,450.	2,450.		0.
TO FORM 990-PF, PG 1, LN 23	302,767.	13,616.		0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	4
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LPL MUTUAL FUNDS	COST	0.	0.
MERRILL LYNCH MUTUAL FUNDS	COST	434,027.	472,622.
LPL REIT	COST	33,278.	32,836.
TOTAL TO FORM 990-PF, PART II, LINE 13		467,305.	505,458.

FORM 990-PF	OTHER ASSETS	STATEMENT	5
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE - CSV	33,166.	33,576.	33,576.
TO FORM 990-PF, PART II, LINE 15	33,166.	33,576.	33,576.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 6

ATTENTION: TAX COMMISSIONER

THE GOOD SHEPHERDS TRUST FOUNDATION FEI 31-1243905, IS MAKING AN
ELECTION UNDER REGULATION 53.4942(A)-3(D)(2), TO APPLY ALL REMAINING
QUALIFYING DISTRIBUTIONS TO CORPUS.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. THE GOOD SHEPHERDS TRUST FOUNDATION	Employer identification number (EIN) or 31-1243905
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 835	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EDISON, GA 39846	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SCOTT TOAL

• The books are in the care of ▶ **P.O. BOX 835 - EDISON, GA 39846**
Telephone No. ▶ **(229) 835-2964** Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2013** or
▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	200.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,561.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE GOOD SHEPHERDS TRUST FOUNDATION	Employer identification number (EIN) or 31-1243905
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 835	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EDISON, GA 39846	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

SCOTT TOAL

• The books are in the care of **P.O. BOX 835 - EDISON, GA 39846**
Telephone No. **(229) 835-2964** Fax No. _____

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**.

5 For calendar year **2013**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NEEDED TO COMPLETE THE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	200.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	1,561.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature William W. Holley Title CPA Date 8/15/14