Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
ELBE L AND GENE PORTEUS BRANIGIN FOUNDATION

A Employer identification number
35-1697364

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
111 MONUMENT CIRCLE, SUITE 2700 | 2700

B Telephone number (see instructions)
317-684-5246

City or town, state or province, country, and ZIP or foreign postal code
INDIANAPOLIS, IN 46204

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,372,750

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	-0-			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,755	2,755	NA	
	4	Dividends and interest from securities	106,730	106,730	NA	
	5a	Gross rents	O	0	NA	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	218,643			
	b	Gross sales price for all assets on line 6a 1,588,402				
	7	Capital gain net income (from Part IV, line 2)		218,643		
	8	Net short-term capital gain			NA	
	9	Income modifications			NA	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		NA	
	11	Other income (attach schedule)	0	0	NA	
	12	**Total.** Add lines 1 through 11	328,133	328,133	NA	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	11,085	5,543	NA	5,542
	14	Other employee salaries and wages	0	0	NA	0
	15	Pension plans, employee benefits	0	0	NA	0
	16a	Legal fees (attach schedule)	22,500	7,000	NA	15,500
	b	Accounting fees (attach schedule)	0	0	NA	0
	c	Other professional fees (attach schedule)	24,371	24,371	NA	0
	17	Interest	0	0	NA	0
	18	Taxes (attach schedule) (see instructions)	2,900	2,900	NA	0
	19	Depreciation (attach schedule) and depletion	0	0	NA	
	20	Occupancy	0	0	NA	0
	21	Travel, conferences, and meetings	0	0	NA	0
	22	Printing and publications	0	0	NA	0
	23	Other expenses (attach schedule)	4,015	20	NA	3995
	24	**Total operating and administrative expenses.** Add lines 13 through 23	64,871	39,834	NA	25,037
	25	Contributions, gifts, grants paid	263,600			263,600
	26	**Total expenses and disbursements.** Add lines 24 and 25	328,471	39,834	NA	288,637
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-338			
	b	**Net investment income** (if negative, enter -0-)		288,299		
	c	**Adjusted net income** (if negative, enter -0-)			NA	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	0	0	0
	2	Savings and temporary cash investments	62,779	$72,773	72,773
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable	0	0	0
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶			
		Less. allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use	0	0	0
	9	Prepaid expenses and deferred charges	0	0	0
	10a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	4,517,723	$4,380,251	5,026,687
	c	Investments—corporate bonds (attach schedule)	145,473	$272,586	273,290
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶	0		
	12	Investments—mortgage loans	0		
	13	Investments—other (attach schedule)	0		
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶	0		
	15	Other assets (describe ▶)	0		
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,725,975	4,725,609	5,372,750
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable	0	0	
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	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	4,725,975	4,725,609	
	25	Temporarily restricted	0	0	
	26	Permanently restricted	0	0	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	NA	NA	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	NA	NA	
	29	Retained earnings, accumulated income, endowment, or other funds	NA	NA	
	30	**Total net assets or fund balances** (see instructions)	4,725,975	4,725,609	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,725,975	4,725,609	

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	4,725,975
2	Enter amount from Part I, line 27a	2	-338
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,725,637
5	Decreases not included in line 2 (itemize) ▶ ROUNDING, BASIS ADJUSTMENTS	5	-28
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,725,609

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	PUBLICLY TRADED SECURITIES - SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	287,834	5,098,357	0.056456
2011	244,143	5,180,329	0 047129
2010	245,893	4,893,978	0.050243
2009	257,342	4,480,563	0.057435
2008	334,771	5,666,381	0.031749

2	**Total** of line 1, column (d)	2	0.270343
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	.0540686
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,281,988
5	Multiply line 4 by line 3	5	2835,590
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,883
7	Add lines 5 and 6	7	288,473
8	Enter qualifying distributions from Part XII, line 4	8	288,637

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	2883
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	2883
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	2883
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a — 2,696		
b	Exempt foreign organizations—tax withheld at source — 6b — 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 0		
d	Backup withholding erroneously withheld — 6d — 0		
7	Total credits and payments. Add lines 6a through 6d	7	2,696
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	187
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ NONE

14 The books are in care of ▶ EUGENE L HENDERSON Telephone no ▶ 317-684-5000

Located at ▶ 111 MONUMENT CIRCLE, SUITE 2700, INDIANAPOLIS, IN ZIP+4 ▶ 46204

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☑ Yes ☐ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		✓
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

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

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

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

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

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

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

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

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** No: ✓

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 19		11,850	NONE	NONE

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	NONE

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	5,239,706
b	Average of monthly cash balances	1b	122,718
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,362,424
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	5,362,424
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	80,437
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,281,988
6	**Minimum investment return.** Enter 5% of line 5	6	264,099

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	264,099
2a	Tax on investment income for 2013 from Part VI, line 5 . . . 2a 2883		
b	Income tax for 2013. (This does not include the tax from Part VI.) . . 2b 0		
c	Add lines 2a and 2b	2c	2883
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	261,216
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	261,216
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	261,216

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	288,637
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	288,637
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	2,883
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	285,754

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				261,216
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			186,307	
b	Total for prior years. 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 ... NONE				
b	From 2009 ... NONE				
c	From 2010 ... NONE				
d	From 2011 ... NONE				
e	From 2012 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 285,754				
a	Applied to 2012, but not more than line 2a			186,307	
b	Applied to undistributed income of prior years (Election required—see instructions)		NONE		
c	Treated as distributions out of corpus (Election required—see instructions)	NONE			
d	Applied to 2013 distributable amount				99,447
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				161,769
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . ▶ NONE

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

NA

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

NA

c Any submission deadlines

NA

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

NA

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 20				
Total . . . . ▶ 3a				263,600
b *Approved for future payment*				
Total . . . . ▶ 3b				NONE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,755	
4 Dividends and interest from securities			14	106,730	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	218,645	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				328,130	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 328,130

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

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

Eugene S Henderson — 8/15/14 — Chairman

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☑ if self-employed	PTIN
STEPHEN E DEVOE	Stephen E. DeVoe	8-14-2014		P01776216
Firm's name ▶ STEPHEN E DEVOE 111 MONUMENT CIRCLE SUITE 2700			Firm's EIN ▶	
Firm's address ▶ INDIANAPOLIS IN 46204			Phone no	317-684-5246

FORM 990PF, PART I, LINE 16a - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BOSE MCKINNEY & EVANS LLP	22,500.	7,000	NONE	15,500
TOTALS	22,500.	7,000.	NONE	15,500.

FORM 990PF, PART I, LINE 16c - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISERS FEES	24,371	24,371	NONE	NONE.
TOTALS	24,371	24,371	NONE	NONE

FORM 990PF, PART I, LINE 18 - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES		204	204.	NONE	NONE
FEDERAL EXCISE TAX		2,696.	2,6,96.	NONE	NONE
	TOTALS	2,9000	2,900.	NONE	NONE.

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOUNDATION ASSOCIATION DUES	725	NONE.	NONE	725
POST OFFICE BOX	120	NONE	NONE	120
INSURANCE	3,150	NONE	NONE	3,150
WIRE TRANSFER FEE	20	20	NONE	NONE
TOTALS	4,015	20	NONE	3,995

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2201-8635		540,469	458,635
ACCOUNT 2219-2823		758,098	769,733
ACCOUNT 2254-3371		163,064	230,778
ACCOUNT 3695-9645		194,845	309,100
ACCOUNT 5091-9216		252,935	327,597
ACCOUNT 5466-9172		0	0
ACCOUNT 7203-3015		549,651	696,828
ACCOUNT 6296-6871		1,034,266	1,048,204
ACCOUNT 7182-4235		532,437	668,412
ACCOUNT 7841-1466		111,904	104,916
ACCOUNT 5401-3380		257,836	427,500
	TOTALS	5,026,687	4,380,251

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5466-9172 CLOSED	0	0

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2201-8635	540,469	458,635

STIFEL

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC-OPPENHEIMER DEV
MKTS - KNALL/COHEN MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2013
Account Number.

IA45 2201-8635

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary, and upon sale, you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	0.19	0.19	0.00	0 03%
Total Net Cash Equivalents	**$0.19**	**$0.19**	**$0.00**	**0.03%**

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you.

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment [1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
EUROPACIFIC GROWTH CL F2 CUSIP· 29875E100 *Dividend Option Reinvest*	AEPFX Cash	6,175 481	48.9800 302,475.05	44 5400 275,056.18	270,000 33 32,474 72	27,418 86	5,039 19	1 67%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment [1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
OPPENHEIMER DEVELOPING MARKETS CL Y CUSIP· 683974505 *Dividend Option. Reinvest*	ODVYX Cash	6,336 371	37 5600 237,994 09	28 9722 183,578.42	115,000.00 122,994 09	54,415 59	1,577 75	0 66%
Total Mutual Funds			**$540,469.14**	**$458,634.60**		**$81,834.45**	**$6,616.94**	**1.22%**
Total Portfolio Assets - Held at Stifel			**$540,469.14**	**$458,634.60**		**$81,834.45**	**$6,616.94**	**1.22%**
Total Net Portfolio Value			**$540,469.33**	**$458,634.79**		**$81,834.45**	**$6,616.94**	**1.22%**

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends

[2] **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2219-2823	758,098	769,733

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment [1]/ Cumulative Return [2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
WELLS FARGO WFA ABSOLUTE RETURN ADMIN CL CUSIP 94987W307 *Dividend Option Reinvest*	WARDX Cash	40,168.886	11.1600 448,284.76	10 8174 434,522.64	434,368.22 13,916.54	13,762 11	1,446 07	0 32%
Total Mutual Funds			**$769,733.04**	**$758,097.95**		**$11,634.94**	**$18,421.72**	**2.39%**
Total Portfolio Assets - Held at Stifel			**$769,733.04**	**$758,097.95**		**$11,634.94**	**$18,421.72**	**2.39%**
Total Net Portfolio Value			**$769,733.04**	**$758,097.95**		**$11,634.94**	**$18,421.72**	**2.39%**

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends

[2] **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

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NET CASH EQUIVALENTS

	Current value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
INSURED BANK PROGRAM	0.00	0.00	0 00	0.03%
Total Net Cash Equivalents	**$0.00**	**$0.00**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	*Symbol/ Type*	*Quantity*	*Current Price/ Current Value*	*Average Unit Cost/ Cost Basis*	*Original Investment 1/ Cumulative Return 2*	*Unrealized Gain/(-)Loss**	*Estimated Annualized Income*	*Estimated Yield %*
Open-End Funds								
PIMCO ALL ASSET CL P CUSIP 72201M867 *Dividend Option. Reinvest* *Original Cost· 323,606.31*	PALPX **Cash**	26,565.974	12.1000 321,448.28	12.1801 323,575.31	195,095.42 126,352.86	-2,127 17	16,975 65	5 28%

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 2254-3371	163,064	230,778

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	126 30	126 30	0 04	0 03%
Total Net Cash Equivalents	**$126.30**	**$126.30**	**$0.04**	**0.03%**

Insured Bank Program deposits may be held at multiple banks For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank. Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
SPDR GOLD TRUST GOLD SHARES CUSIP 78463V107	GLD Cash	867	116 1200 100,676.04	115.1658 99,848.74	827 30	N/A	N/A
Total Equities			**$100,676.04**	**$99,848.74**	**$827.30**	**$0.00**	**0.00%**

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment [1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
OPPENHEIMER GOLD & SPECIAL MINERALS CL Y CUSIP. 683910509 *Dividend Option. Reinvest*	OGMYX Cash	3,798.760	16.3900 62,261.67	34 4330 130,802.58	97,161 19 -34,899 52	-68,540 96	N/A	N/A
Total Mutual Funds			**$62,261.67**	**$130.802.58**		**-$68,540.96**	**$0.00**	**0.00%**
Total Portfolio Assets - Held at Stifel			**$162,937.71**	**$230,651.32**		**-$67,713.66**	**$0.00**	**0.00%**
Total Net Portfolio Value			**$163,064.01**	**$230,777.62**		**-$67,713.66**	**$0.04**	**0.00%**

[1] **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

[2] **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 3695-9645	194,845	309,100

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
CASH	791.03	791.03		
INSURED BANK PROGRAM	3,989.34	3,989.34	1.20	0.03%
Total Net Cash Equivalents	**$4,780.37**	**$4,780.37**	**$1.20**	**0.03%**

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel.com. The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank. Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you.

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
AUTONATION INC CUSIP· 05329W102	AN **Cash**	253	49.6900 12,571.57	22.4538 5,680.80	6,890.77	N/A	N/A
BERKSHIRE HATHAWAY INC DE CL B NEW CUSIP: 084670702	BRK/B **Cash**	51	118.5600 6,046.56	66.6949 3,401.44	2,645.12	N/A	N/A
BROOKFIELD ASSET MANAGEMENT INC VOTING SHS CL A CUSIP: 112585104	BAM **Cash**	132	38.8300 5,125.56	28.9051 3,815.47	1,310.09	79.20	1 55%
BURGER KING WORLDWIDE INC CUSIP: 121220107	BKW **Cash**	94	22.8600 2,148.84	18.2493 1,715.43	433.41	26.32	1 22%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
CBS CORP NEW CL B CUSIP: 124857202	CBS **Cash**	118	63.7400 7,521.32	26.7721 3,159.11	4,362.21	56 64	0.75%
CBOE HOLDINGS INC CUSIP. 12503M108	CBOE **Cash**	76	51.9600 3,948.96	26.4416 2,009.56	1,939.40	54.72	1.39%
CALLOWAY REAL ESTATE INVT TRUST UNIT NEW CUSIP: 131253205	CWYUF **Cash**	105	23.6410 2,482.30	30.2048 3,171.50	-689.21	153.52	6.18%
CANADIAN NATURAL RES LTD CUSIP· 136385101	CNQ **Cash**	28	33.8400 947.52	33.2000 929.60	17.92	21.15	2.23%
COLFAX CORP CUSIP. 194014106	CFX **Cash**	32	63.6900 2,038.08	36.0672 1,154.15	883.93	N/A	N/A
CONTINENTAL RESOURCES INC OKLAHOMA CUSIP 212015101	CLR **Cash**	36	112.5200 4,050.72	55 1519 1,985.47	2,065.25	N/A	N/A
CRIMSON WINE GRP LTD CUSIP: 22662X100	CWGL **Cash**	48	8.8400 424.32	11.7177 562.45	-138.14	N/A	N/A
DANAHER CORP CUSIP. 235851102	DHR **Cash**	21	77.2000 1,621.20	51.6167 1,083.95	537.25	2 10	0 13%
DISCOVERY COMMUNICATIONS INC NEW SERIES A CUSIP. 25470F104	DISCA **Cash**	136	90.4200 12,297.12	42.6271 5,797.28	6,499.84	N/A	N/A
DISH NETWORK CORP CL A CUSIP: 25470M109	DISH **Cash**	170	57.9200 9,846.40	28.2084 4,795.43	5,050.97	N/A	N/A
DREAM UNLIMITED CORP CL A SUB VTG CUSIP· 26153M200	DRUNF **Cash**	55	15.8710 872.90	13.0400 717.20	155.70	N/A	N/A
DUNDEE CORP CLASS A SUB VOTING CUSIP: 264901109	DDEJF **Cash**	103	17.6265 1,815.52	22.7524 2,343.50	-527.98	N/A	N/A
ECHOSTAR CORP CLASS A CUSIP: 278768106	SATS **Cash**	115	49.7200 5,717.80	36.5290 4,200.84	1,516.96	N/A	N/A

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
EQUITY LIFESTYLE PROPERTIES INC CUSIP 29472R108 *Original Cost: 839.74*	ELS Cash	28	36.2300 1,014.44	29.8064 834.58	179.86	28.00	2.76%
FAMILY DOLLAR STORES INC CUSIP. 307000109	FDO Cash	57	64.9700 3,703.29	68.6242 3,911.58	-208.29	59.28	1 60%
FOREST CITY ENTERPRISE CLASS A CUSIP: 345550107	FCE/A Cash	170	19.1000 3,247.00	15.2024 2,584.40	662.60	N/A	N/A
FREEPORT MCMORAN COPPER & GOLD CUSIP: 35671D857	FCX Cash	44	37.7400 1,660.56	31.3493 1,379.37	281.19	55.00	3.31%
GENERAL GROWTH PPTYS INC NEW CUSIP: 370023103	GGP Cash	391	20.0700 7,847.37	14.6579 5,731.23	2,116.14	218.96	2.79%
GOOGLE INC CL A CUSIP. 38259P508	GOOG Cash	2	1,120.7100 2,241.42	588.7900 1,177.58	1,063.84	N/A	N/A
HEICO CORP NEW CL A CUSIP: 422806208	HEI/A Cash	56	42.1200 2,358.72	41.9539 2,349.42	9.30	6.27	0.27%
HOWARD HUGHES CORP CUSIP: 44267D107	HHC Cash	168	120.1000 20,176.80	63.0173 10,586.91	9,589.89	N/A	N/A
IAC / INTERACTIVECORP PAR $.001 CUSIP: 44919P508	IACI Cash	89	68.6510 6,109.93	44.0845 3,923.52	2,186.40	85.44	1.40%
JARDINE STRATEGIC HOLDINGS LIMITED BERMUDA ADR CUSIP: 471122200	JSHLY Cash	198	16.0100 3,169.98	12.8340 2,541.13	628.85	24 25	0.77%
L BRANDS INC CUSIP 501797104	LB Cash	166	61.8500 10,267.10	41.8995 6,955.31	3,311.79	199 20	1.94%
LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306	LVMUY Cash	32	36.5999 1,171.19	29.8000 953.60	217.59	25.38	2.17%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
LENNAR CORP CUSIP: 526057104	LEN **Cash**	31	39.5600 1,226.36	26.4558 820.13	406.23	4.96	0.40%
LEUCADIA NATIONAL CORP CUSIP: 527288104	LUK **Cash**	331	28.3400 9,380.54	36.9053 12,215.67	-2,835.13	82.75	0.88%
LIBERTY INTERACTIVE CORP SER A CUSIP. 53071M104	LINTA **Cash**	226	29.3500 6,633.10	19.7475 4,462.93	2,170.17	N/A	N/A
LIBERTY INTERACTIVE CORP VENTURES SER A CUSIP: 53071M880	LVNTA **Cash**	53	122.5900 6,497.27	56.0585 2,971.10	3,526.17	N/A	N/A
LIBERTY MEDIA CORP CL A CUSIP: 531229102	LMCA **Cash**	223	146.2920 32,623.11	64.8248 14,455.94	18,167.13	N/A	N/A
M&T BANK CORP CUSIP: 55261F104	MTB **Cash**	27	116.4200 3,143.34	81.3974 2,197.73	945.61	75.60	2 41%
MARKEL CORP CUSIP: 570535104	MKL **Cash**	5	580.3500 2,901.75	412.5200 2,062.60	839.15	N/A	N/A
MASTERCARD INC CLASS A CUSIP 57636Q104	MA **Cash**	12	835.4600 10,025.52	207.5050 2,490.06	7,535.46	52.80	0 53%
ONEX CORP SUB VTG CUSIP· 68272K103	ONEXF **Cash**	235	53.9509 12,678 46	42.8287 10,064.74	2,613.68	33.27	0.26%
OSH ONE LIQUIDATING CORP CL A CUSIP. 688197102	OSHWQ **Cash**	10	0.1920 1.92	58.6620 586.62	-584.75	N/A	N/A
PHILIP MORRIS INTL INC CUSIP: 718172109	PM **Cash**	14	87.1300 1,219.82	65.9200 922.88	296.94	52.64	4.32%
ROUSE PROPERTIES INC CUSIP 779287101	RSE **Cash**	33	22.1900 732.27	11.3612 374.92	357.35	17 16	2 34%
SCRIPPS NETWORKS INTERACTIVE INC CUSIP· 811065101	SNI **Cash**	78	86.4100 6,739.98	39 8328 3,106.96	3,633.02	46 80	0 69%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
SEARS CANADA INC CUSIP: 81234D109	SEARF **Cash**	66	12.3900 817.74	11.6885 771.44	46.30	1,237 22	51.30%
SEARS HOLDINGS CORP CUSIP: 812350106	SHLD **Cash**	110	49.0400 5,394.40	73.1079 8,041.87	-2,647.47	N/A	N/A
SEARS HOMETOWN & OUTLET STORES INC CUSIP: 812362101	SHOS **Cash**	34	25.5000 867.00	15.0000 510.00	357.00	N/A	N/A
SIGMA ALDRICH CORP CUSIP: 826552101	SIAL **Cash**	32	94.0100 3,008.32	40.2797 1,288.95	1,719.37	27.52	0 91%
STARZ SER A CUSIP. 85571Q102	STRZA **Cash**	226	29.2400 6,608.24	8.8035 1,989.58	4,618.61	N/A	N/A
TOURMALINE OIL CORP CUSIP: 89156V106	TRMLF **Cash**	135	42.2440 5,702.94	32.1719 4,343.20	1,359.73	N/A	N/A
VIACOM INC CL B NEW CUSIP: 92553P201	VIAB **Cash**	159	87.3400 13,887.06	47.8314 7,605.19	6,281.87	190 80	1.37%
VORNADO REALTY TRUST CUSIP. 929042109 *Original Cost· 3,169 22*	VNO **Cash**	41	88 7900 3,640.39	76.5812 3,139.83	500.56	119 72	3 29%
WENDYS COMPANY CUSIP· 95058W100	WEN **Cash**	216	8.7200 1,883.52	4.7800 1,032.48	851.04	43 20	2.29%
WYNN RESORTS LIMITED CUSIP: 983134107 *Original Cost: 1,789.56*	WYNN **Cash**	25	194.2100 4,855.25	65.3012 1,632.53	3,222.72	300.00	6.18%
BOLLORE INVESTISSEMENT ACT CUSIP· F10659112	BOIVF **Cash**	4	590.1300 2,360.52	231.2425 924.97	1,435 55	43 23	1.83%
GLENCORE XSTRATA PLC ST HELIER CUSIP: G39420107	GLCNF **Cash**	310	5.2200 1,618.20	6.8364 2,119.27	-501 07	48 82	3.02%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
MARKET VECTORS GAMING ETF CUSIP· 57060U829 *Original Cost: 1,228.55*	BJK Cash	73	53.4000 3,898.20	16.8034 1,226.65	2,671.55	37.81	0 97%
Total Equities			**$290,789.71**	**$180,810.05**	**$109,979.44**	**$3,509.73**	**1.21%**

Preferreds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
OSH ONE LIQUIDTING CORP PFD CL A CUSIP 688197201	OSHSQ Cash	10	0.0100 0.10	1.7880 17.88	-17.83	N/A	N/A
Total Preferreds			**$0.10**	**$17.88**	**-$17.83**	**$0.00**	**0.00%**

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %

Investments classified as Other Investments, such as partnerships, private equity, hedge funds, and real estate trusts, are generally illiquid, and a formal trading market may not exist. The current values shown on this statement for such investments have been provided by the management, administrator, or sponsor of each program and have not been evaluated by Stifel Nicolaus These estimates may be generated monthly, quarterly, or less frequently, depending on the specific investment. Therefore, the values shown herein will not necessarily be realized upon the sale of the securities. If a value is not provided, such information is not currently available. Unregistered securities are not covered by SIPC.

BLACKSTONE GROUP LP UNIT REPRESENTING LTD PARTNERSHIP CUSIP: 09253U108 *Original Cost: 763.23*	BX Cash	49	31.5000 1,543.50	15.1161 740.69	802.81	57.82	3 75%
ICAHN ENTERPRISES LTD PARTNERSHIP DEPOSITORY UNIT CUSIP: 451100101 *Original Cost: 4,286.50*	IEP Cash	57	109.4100 6,236.37	73.9788 4,216.79	2,019.57	285.00	4.57%
KKR & COMPANY DEL COM UNITS CUSIP. 48248M102 *Original Cost: 742.13*	KKR Cash	54	24.3400 1,314.36	11.2831 609.29	705.07	87.48	6.66%

STIFEL

ELBA & GENE PORTTEUS
BRANIGIN FOUNDATION INC
HORIZON MANAGED ACCOUNT
ATTN: EUGENE HENDERSON

December 1 -
December 31, 2013
Account Number:

IA40 3695-9645

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Other Investments	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
OAKTREE CAPITAL GROUP LLC UNIT CL A CUSIP· 674001201 *Original Cost: 3,709.44*	OAK Cash	72	58.8400 4,236.48	48.0058 3,456.42	780.06	213 12	5 03%
BROOKFIELD PPTY PARTNERS UNIT LTD PARTNERSHIP CUSIP: G16249107 *Original Cost: 218.27*	BPY Cash	10	19.9400 199.40	21.3880 213.88	-14.48	10.00	5.02%
Total Other Investments			**$13,530.11**	**$9,237.07**	**$4,293.03**	**$653.42**	**4.83%**
Total Portfolio Assets - Held at Stifel			**$304,319.92**	**$190,065.00**	**$114,254.64**	**$4,163.15**	**1.37%**
Total Net Portfolio Value			**$309,100.29**	**$194,845.37**	**$114,254.64**	**$4,164.35**	**1.35%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5091-9216	252,935	327,597

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary, and upon sale, you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
INSURED BANK PROGRAM	0 04	0.04	0.00	0 03%
Total Net Cash Equivalents	**$0.04**	**$0.04**	**$0.00**	**0.03%**

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank. Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you.

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	*Symbol/ Type*	*Quantity*	*Current Price/ Current Value*	*Average Unit Cost/ Cost Basis*	*Original Investment [1]/ Cumulative Return[2]*	*Unrealized Gain/(-)Loss**	*Estimated Annualized Income*	*Estimated Yield %*
Open-End Funds								
DODGE & COX STOCK CUSIP 256219106 *Dividend Option· Reinvest*	DODGX Cash	1,939.935	168 8700 327,596 82	130 3832 252,934 84	18,952 22 308,644 60	74,661 66	4,064 16	1 24%
Total Mutual Funds			**$327,596.82**	**$252,934.84**		**$74,661.66**	**$4,064.16**	**1.24%**
Total Portfolio Assets - Held at Stifel			**$327,596.82**	**$252,934.84**		**$74,661.66**	**$4,064.16**	**1.24%**
Total Net Portfolio Value			**$327,596.86**	**$252,934.88**		**$74,661.66**	**$4,064.16**	**1.24%**

1 **Original Investment:** Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

2 **Cumulative Return:** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

STIFEL

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC - DODGE & COX
KNALL'COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2013
Account Number.

IA45 5091-9216

ACTIVITY SUMMARY / CASH EQUIVALENTS

Type of Activity	Activity	Year-to-date	This period	Cash	Money Market	Margin
	Opening Balance - Net Cash Equivalents		**$0.04**	**$0.00**	**$0.04**	**$0.00**
Buy and Sell Transactions	Assets Bought	-4,047,86	-860 95	-860 95		
	Assets Sold/Redeemed					
Deposits	Deposits Made To Your Account					
Withdrawals	Withdrawals From Your Account					
Income and Distributions	Income and Distributions	4,047 86	860.95	860.95		
Money Market Activity	Money Market Activity					
Margin Interest	Margin Interest Charged					
Other	Other Transactions					
Cash Management Activity	Card Activity					
	ACH/ATM Activity					
Checkwriting Activity	Checks You Wrote					
	Closing Balance - Net Cash Equivalents		**$0.04**	**$0.00**	**$0.04**	**$0.00**
Securities Transferred	Securities Transferred In/Out					

ACTIVITY DETAILS / CASH EQUIVALENTS

	This period	Cash	Money Market	Margin
Opening Balance - Net Cash Equivalents	**$0.04**	**$0.00**	**$0.04**	**$0.00**

Assets Bought

Date	Activity	Quantity	Price	Description	Total	Cash	Money Market	Margin
12/23/2013	Reinvest Div	5 226		DODGE & COX STOCK CUSIP 256219106	-860.95	-860 95		
	****note****			REINVEST AT 164 730				
Total Assets Bought					**-$860.95**	**-$860.95**		

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5466-9172 CLOSED	0	0

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 7203-3015	549,651	696,825

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
DREYFUS TREASURY PRIME	5,965.46	5,965 46	0 00	0 00%
Total Net Cash Equivalents	**$5,965.46**	**$5,965.46**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment ¹/ Cumulative Return²	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
ROYCE SPECIAL EQUITY INVESTMENT CL CUSIP· 780905782 *Dividend Option: Reinvest*	RYSEX **Cash**	10,408.192	25.0200 260,412.96	21.6295 225,124.07	190,000 00 70,412 96	35,288 86	4,465 11	1 71%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment 1/ Cumulative Return 2	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
VANGUARD DIVIDEND GROWTH INVESTOR CL CUSIP 921908604 *Dividend Option: Reinvest*	VDIGX **Cash**	20,152.123	21.3600 430,449 34	15 8078 318,561 30	300,000 00 130,449 34	111,887 96	7,536 89	1.75%
Total Mutual Funds			**$690,862.30**	**$543,685.37**		**$147,176.82**	**$12,002.00**	**1.74%**
Total Portfolio Assets - Held at Stifel			**$690,862.30**	**$543,685.37**		**$147,176.82**	**$12,002.00**	**1.74%**
Total Net Portfolio Value			**$696,827.76**	**$549,650.83**		**$147,176.82**	**$12,002.00**	**1.72%**

1 **Original Investment:** Total amount invested in the purchased shares still held in the account Does not include shares purchased through automatic reinvestment of capital gains and dividends

2 **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 6296-6871	1,034,266	1,048,204

STIFEL

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

November 1 -
November 30, 2013
Account Number

December - Missing?

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
CASH	0.48	0.48		
INSURED BANK PROGRAM	0.00	0.00	0 00	0 03%
Total Net Cash Equivalents	**$0.48**	**$0.48**	**$0.00**	

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www.stifel.com. The deposits are not covered by the Securities Investor Protection Act (SIPC). Balances in the Program are insured up to the FDIC limit in each bank. Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you.

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment 1/ Cumulative Return 2	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
LOOMIS SAYLES INVESTMENT GRADE BOND CL Y CUSIP 543487136 *Dividend Option: Reinvest*	LSIIX **Cash**	22,702 412	12.3000 279,239.66	12.0147 272,761 95	161,659 87 117,579.79	6,477 38	14,302 51	5 12%
PIMCO LOW DURATION CL P CUSIP 72201M669 *Dividend Option Reinvest*	PLDPX **Cash**	43,172 618	10.3800 448,131.77	10.5411 455,085.96	395,882.30 52,249 47	-6,954 47	9,109 42	2 03%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment [1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
VANGUARD SHORT TERM BOND INDEX SIGNAL CL CUSIP 921937850 *Dividend Option Reinvest*	VBSSX Cash	29,238.414	10.5600 308,757.65	10 5651 308,908.00	308,908 00 -150.35	-150 36	3,917 94	1 27%
Total Mutual Funds			**$1,036,129.08**	**$1,036,755.91**		**-$627.45**	**$27,329.87**	**2.64%**
Total Portfolio Assets - Held at Stifel			**$1,036,129.08**	**$1,036,755.91**		**-$627.45**	**$27,329.87**	**2.64%**
Total Net Portfolio Value			**$1,036,129.56**	**$1,036,756.39**		**-$627.45**	**$27,329.87**	**2.64%**

1 **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends.

2 **Cumulative Return:** Current Value minus Original Investment. This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends.

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 7182-4235	532,437	668,412

STIFEL

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2013
Account Number

IA45 7182-4235

ASSET DETAILS

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NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
Total Net Cash Equivalents	**$0.00**	**$0.00**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment ¹/ Cumulative Return²	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
IVA INTL	IVIQX	38,726 059	17.2600	13.7488	375,683 20	135,974.79	18,433 60	2 76%
CL I	Cash		668,411 77	532,436 90	292,728 57			
CUSIP 45070A404								
Dividend Option Reinvest								
Total Mutual Funds			**$668,411.77**	**$532,436.90**		**$135,974.79**	**$18,433.60**	**2.76%**
Total Portfolio Assets - Held at Stifel			**$668,411.77**	**$532,436.90**		**$135,974.79**	**$18,433.60**	**2.76%**
Total Net Portfolio Value			**$668,411.77**	**$532,436.90**		**$135,974.79**	**$18,433.60**	**2.76%**

¹ **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends

² **Cumulative Return:** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 7841-1466	111,904	104,916

STIFEL

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION - RS GLOBAL NAT RES
KNALL/COHEN SOLUTIONS MGD ACCT
ATTN EUGENE HENDERSON

December 1 -
December 31, 2013
Account Number

IA45 7841-1466

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL

Mutual Funds	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Original Investment [1]/ Cumulative Return[2]	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
Open-End Funds								
RS GLOBAL NATURAL RESOURCES CL Y CUSIP. 74972H648 *Dividend Option Reinvest*	RSNYX Cash	2,933.892	35.7600 104,915 97	38 1418 111,903 86	75,895.16 29,020 81	-6,987 97	137.89	0 13%
Total Mutual Funds			**$104,915.97**	**$111,903.86**		**-$6,987.97**	**$137.89**	**0.13%**
Total Portfolio Assets - Held at Stifel			**$104,915.97**	**$111,903.86**		**-$6,987.97**	**$137.89**	**0.13%**
Total Net Portfolio Value			**$104,916.03**	**$111,903.92**		**-$6,987.97**	**$137.89**	**0.13%**

1 **Original Investment:** Total amount invested in the purchased shares still held in the account. Does not include shares purchased through automatic reinvestment of capital gains and dividends

2 **Cumulative Return:** Current Value minus Original Investment This is the capital appreciation (depreciation) of all shares purchased, including shares purchased through automatic reinvestment of capital gains and dividends

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10b - CORPORATE STOCK

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5401-3380	257,836	427,500

STIFEL

ELBA & PORTTEUS BRANIGAN FDN
LARGE CAP GROWTH ACCOUNT
ATTN GENE HENDERSON
KNALL/COHEN SOLUTIONS MGD ACCT

December 1 -
December 31, 2013
Account Number·

IA45 5401-3380

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel Actual prices may vary, and upon sale, you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor

NET CASH EQUIVALENTS

	Current value	Cost Basis	Estimated Annualized Income	Estimated Yield %
INSURED BANK PROGRAM	4,326.08	4,326.08	0 43	0 01%
Total Net Cash Equivalents	**$4,326.08**	**$4,326.08**	**$0.43**	**0.01%**

Insured Bank Program deposits may be held at multiple banks. For information regarding specific banks visit IMPORTANT DISCLOSURES on www stifel com The deposits are not covered by the Securities Investor Protection Act (SIPC) Balances in the Program are insured up to the FDIC limit in each bank. Balances in the Stifel Insured Bank Deposit Program or in any money market fund offered as an available fund for Cash Investment Services at Stifel can be liquidated upon request and returned to your brokerage account or remitted directly to you.

PORTFOLIO ASSETS - HELD AT STIFEL

Equities	Symbol/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
ISHARES RUSSELL 1000 GROWTH ETF CUSIP 464287614	IWF Cash	4,923 488	85.9500 423,173.79	51.4899 253,510.12	169,663 67	5,893 41	1 39%
Total Equities			**$423,173.79**	**$253,510.12**	**$169,663.67**	**$5,893.41**	**1.39%**
Total Portfolio Assets - Held at Stifel			**$423,173.79**	**$253,510.12**	**$169,663.67**	**$5,893.41**	**1.39%**
Total Net Portfolio Value			**$427,499.87**	**$257,836.20**	**$169,663.67**	**$5,893.84**	**1.38%**

- Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing Unrealized gains or losses are provided for your information only and should not be used for tax purposes

FORM 990PF, PART II, LINE 10c - CORPORATE BONDS

ACCOUNT NUMBER	ENDING BOOK VALUE	ENDING FMV
ACCOUNT 5756-4683	271,407	273,290

ASSET DETAILS

This section shows the cash equivalents and/or securities in your account. Prices obtained from outside sources are considered reliable but are not guaranteed by Stifel. Actual prices may vary, and upon sale, you may receive more or less than your original purchase price. Contact your Financial Advisor for current price quotes. Gain/Loss is provided for informational purposes only. Cost basis may be adjusted for, but not limited to, amortization, accretion, principal paydowns, capital changes, listed option premiums, gifting rules, inheritance step-up, or wash sales. The Gain/Loss information should not be used for tax preparation without the assistance of your tax advisor.

NET CASH EQUIVALENTS

	Current value	*Cost Basis*	*Estimated Annualized Income*	*Estimated Yield %*
CASH	-45,929.69	-45,929.69		
DREYFUS TREASURY PRIME	46,634.05	46,634.05	0.00	0.00%
Total Net Cash Equivalents	**$704.36**	**$704.36**	**$0.00**	

PORTFOLIO ASSETS - HELD AT STIFEL

Corporate/Government Bonds	*Symbol/ Bond Rating/ Type*	*Quantity*	*Current Price/ Current Value*	*Average Unit Cost/ Cost Basis*	*Accrued Income*	*Unrealized Gain/(-)Loss**	*Estimated Annualized Income*	*Estimated Yield %*
ALLY BANK MIDVALE UT CD FDIC SEMI CPN 2.250% DUE 08/13/14 DTD 08/13/10 FC 02/13/11 CUSIP: 02004MH22 *Original Cost: 8,090.20*	**Cash**	8,000	101.0190" 8,081.52	100.1818 8,014.54	69.53	66.98	180.00	2.23%
ALLY BANK MIDVALE UT CD FDIC SEMI CPN 1.750% DUE 10/15/14 DTD 10/15/10 FC 04/15/11 CUSIP: 02004MW82 *Original Cost: 15,243 66*	**Cash**	15,000	101.1050" 15,165.75	100.4893 15,073.40	56.10	92.35	262.50	1.73%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
GOLDMAN SACHS BANK USA SALT LAKE CITY UT CD FDIC SEMI CPN 4.500% DUE 04/16/15 DTD 04/16/08 FC 10/16/08 CUSIP: 381426HL2 *Original Cost: 10,630.18*	**Cash**	10,000	104.7340" 10,473.40	104.4635 10,446.35	94.93	27.05	450.00	4.30%
GOLDMAN SACHS BANK USA SALT LAKE CITY UT CD FDIC SEMI CPN 5.100% DUE 08/20/15 DTD 08/20/08 FC 02/20/09 CUSIP: 381426MM4 *Original Cost: 16,291.10*	**Cash**	15,000	106.8750" 16,031.25	106.5063 15,975.94	280.85	55.31	765.00	4.77%
GE CAP FINL INC SALT LAKE CITY UT CD FDIC SEMI CPN 5.250% DUE 11/06/15 DTD 11/06/08 FC 05/06/09 CUSIP: 36160WFM6 *Original Cost: 5,496.20*	**Cash**	5,000	107.8630" 5,393.15	107.7168 5,385 84	40.28	7.31	262.50	4.87%
CIT BANK SALT LAKE CITY UT CD FDIC SEMI CPN 3.750% DUE 03/18/16 DTD 03/18/09 FC 09/18/09 CUSIP: 17284P2V6 *Original Cost: 11,770.00*	**Cash**	11,000	105.7630" 11,633.93	105.6500 11,621.50	118.66	12.43	412.50	3.55%
DISCOVER BANK GREENWOOD DE CD FDIC SEMI CPN 1.900% DUE 07/06/16 DTD 07/06/11 FC 01/06/12 CUSIP. 254670H47 *Original Cost: 10,199.84*	**Cash**	10,000	102 7030" 10,270 30	101.6545 10.165.45	93.18	104.85	190.00	1 85%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
GE CAP BANK INC SALT LAKE CITY UT CD FDIC SEMI CPN 1.350% DUE 08/10/16 DTD 08/10/12 FC 02/10/13 CUSIP: 36160XP92	Cash	20,000	100.3980" 20,079.60	99.5000 19,900.00	106.52	179.60	270.00	1.34%
CIT BANK SALT LAKE CITY UT CD FDIC SEMI CPN 1.950% DUE 09/28/16 DTD 09/28/11 FC 03/28/12 CUSIP: 17284AZE1 *Original Cost: 20,308.00*	Cash	20,000	102.4820" 20,496.40	100.9320 20,186.40	101.51	310.00	390.00	1.90%
GE CAP FINL INC SALT LAKE CITY UT CD FDIC SEMI CPN 3.450% DUE 11/14/16 DTD 11/13/09 FC 05/13/10 CUSIP: 36160VMS7 *Original Cost: 5,392.25*	Cash	5,000	106.0000" 5,300.00	106.2506 5,312.53	23.16	-12.53	172.50	3.25%
AMER EXPR CENTURION BANK SALT LAKE CITY UT CD FDIC SEMI CPN 3.500% DUE 12/09/16 DTD 12/09/09 FC 06/09/10 CUSIP: 02586T5E0 *Original Cost: 10,778.52*	Cash	10,000	106.1920" 10,619.20	106.6059 10,660.59	22.06	-41.39	350.00	3.30%
FEDL HOME LOAN MTG CORP MULTICL REMIC 2405 CL JF MONTHLY 14 DAY DELAY CPN 6.000% DUE 01/15/17 DTD 01/01/02 FC 02/15/02 CUSIP: 31339MNY0 *Remaining Balance: $4,256.41* *Original Cost: 48,504.74*	Cash	50,000	105.4925 4,490.19	116.9566 4,978.15	21.28	-487.96	255.38	5.69%

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
FEDL HOME LOAN MTG CORP MULTICL REMIC 2399 CL PG MONTHLY 14 DAY DELAY CPN 6.000% DUE 01/15/17 DTD 01/01/02 FC 02/15/02 CUSIP: 31339MSK5 *Remaining Balance: $6,931.69* *Original Cost: 77,020.63*	**Cash**	75,000	105.4816 7,311.66	129.1507 8,952.33	34.66	-1,640.67	415.90	5.69%
GE CAP RETAIL BANK DRAPER UT CD FDIC SEMI CPN 1.750% DUE 03/30/17 DTD 03/30/12 FC 09/30/12 CUSIP. 36157QAV9 *Onginal Cost: 14,077.00*	**Cash**	14,000	100.9490" 14,132.86	100.3994 14,055.91	62.42	76.95	245.00	1 73%
DISCOVER BANK GREENWOOD DE CD FDIC SEMI CPN 1 850% DUE 04/18/17 DTD 04/18/12 FC 10/18/12 CUSIP. 2546706U1 *Original Cost: 15,271.26*	**Cash**	15,000	101.2160" 15,182.40	101.5613 15,234.20	57.02	-51.80	277.50	1.83%
GE MONEY BANK DRAPER UT CD FDIC SEMI CPN 3.000% DUE 07/24/17 DTD 07/23/10 FC 01/23/11 CUSIP: 36159AVY3	**Cash**	20,000	104.9230" 20,984.60	104.9972 20,999.44	266.30	-14.84	600.00	2.86%
GOLDMAN SACHS BANK USA NEW YORK NY CD FDIC SEMI CPN 1.800% DUE 08/08/17 DTD 08/08/12 FC 02/08/13 CUSIP: 38143AYD1	**Cash**	19,000	100.8640" 19,164.16	99.5200 18,908.80	136.80	255.36	342.00	1 78%

STIFEL

ELBA & GENE PORTTEUS BRANIGIN
FOUNDATION INC
NON-DISC ADV ACCT (BONDS)
ATTN EUGENE HENDERSON

December 1 -
December 31, 2013
Account Number:

IA71 5756-4683

ASSET DETAILS (continued)

PORTFOLIO ASSETS - HELD AT STIFEL (continued)

Corporate/Government Bonds	Symbol/ Bond Rating/ Type	Quantity	Current Price/ Current Value	Average Unit Cost/ Cost Basis	Accrued Income	Unrealized Gain/(-)Loss*	Estimated Annualized Income	Estimated Yield %
GE MONEY BANK DRAPER UT CD FDIC SEMI CPN 2.500% DUE 10/02/17 DTD 10/01/10 FC 04/01/11 CUSIP: 36159SSV4 *Original Cost: 10,414.09*	**Cash**	10,000	103.1540" 10,315.40	103.6377 10,363.77	63.02	-48.37	250 00	2.42%
GE CAP RETAIL BANK DRAPER UT CD FDIC SEMI CPN 2.250% DUE 11/24/17 DTD 11/23/11 FC 05/23/12 CUSIP: 36160KCQ6	**Cash**	24,000	102.1700" 24,520.80	102.5000 24,600.00	57.70	-79.20	540.00	2.20%
FEDL HOME LOAN MTG CORP MULTICL REMIC 1590 CL I MONTHLY 14 DAY DELAY CPN 6.500% DUE 10/15/23 DTD 10/01/93 FC 11/15/93 CUSIP: 3133T1MB5 *Remaining Balance: $18,778.45* *Original Cost: 101,881.45*	Moody: Aaa **Cash**	125,000	112.1279 21,055.88	115.8282 21,750.74	101.72	-694.86	1,220.59	5.80%
Total Corporate/Government Bonds		**481,000**	**$270,702.45**	**$272,585.88**	**$1,807.70**	**-$1,883.43**	**$7,851.37**	**2.90%**

Principal Protected Notes are subject to the credit risk of the issuer. Principal Protected Market Linked CDs are subject to applicable limits.

Total Portfolio Assets - Held at Stifel			**$270,702.45**	**$272,585.88**		**-$1,883.43**	**$7,851.37**	**2.90%**
Total Net Portfolio Value			**$271,406.81**	**$273,290.24**		**-$1,883.43**	**$7,851.37**	**2.89%**

* Please note "Unrealized Gain/(-)Loss" does not equal the total current value minus the total cost if any value or cost amounts are missing. Unrealized gains or losses are provided for your information only and should not be used for tax purposes.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EUGENE L. HENDERSON SUITE 2700 111 MONUMENTS CIRCLE INDIANAPOLIS, IN 46204	CHAIRMAN /DIR 1.0 HOURS	NONE	NONE	NONE
JOHN M. CHIAROTTI P.O BOX 574 GREENWOOD, IN 46162	PRESIDENT/TREAS/DIR 2.0 HOURS	11,085	NONE	NONE
STEPHEN E. DEVOE SUITE 2700 111 MONUMENTS CIRCLE INDIANAPOLIS, IN 46204	SECRETARY/DIR 2.0 HOURS	NONE	NONE	NONE
	TOTALS	11,085	NONE	NONE

THE ELBA L. AND GENE PORTTEUS BRANIGIN FOUNDATION, INC 35-1697364

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND RECIPIENT FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1. Greater Johnson County Community Foundation P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Operations	$5,000
2. Franklin College of Indiana 101 Branigin Boulevard Franklin, Indiana 46131	N/A §509(a)(1)	Construction of athletic facilities	$100,000
3. Johnson County Community Foundation Dollars for Scholars Greater Johnson County Community Foundation, Inc. P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Scholarships	$5,000
4. Franklin Symphonic Council, Inc. Greater Johnson County Community Foundation, Inc. P.O. Box 217 Franklin, Indiana 46131	N/A §509(a)(1)	Public music presentations	$9,000
5. St. Rose of Lima Catholic Church 114 Lancelot Drive Franklin, Indiana 46131	N/A §509(a)(1)	School operation	$10,000
6. Hoosier Art Salon Patrons Association 714 E. 65th Street Indianapolis, Indiana 46220	N/A §509(a)(2)	Innovative projects	$10,000

7. Butler University 4600 Sunset Avenue Indianapolis, Indiana 46208	N/A §509(a)(1)	Scholarship fund endowment	$15,000
8. Johnson County Humane Society 550 E. Jefferson Street Franklin, Indiana 46131	N/A §509(a)(2)	Renovation and operations	$11,000
9. The Boys and Girls Club of Franklin 101 N. Hurricane Street Franklin, Indiana 46131	N/A §509(a)(1)	Tween/Teen program	$7,500
10. First United Presbyterian Church 100 East Madison Franklin, Indiana 46131	N/A §509(a)(1)	Summer camp/vacation bible school	$8,600
11. Girls Incorporated of Franklin 200 East Madison Franklin, Indiana 46131	N/A §509(a)(1)	General needs of the organization	$10,000
12. Damar Services, Inc. 6324 Kentucky Avenue Camby, Indiana 46113	N/A §509(a)(1)	General operating needs	$5,000
13. Association of Small Foundations 1720 N Street NW Washington, D.C. 20036	N/A §509(a)(2)	Small Foundation support	$1000
14. Johnson County Community Foundation, Inc. 398 S. Main Street P.O. Box 217 Franklin, IN 46131-2414	N/A §509(a)(1)	Operating Fund	$5,000
15. Franklin Parks & Recreation Department 396 Branigin Boulevard Franklin, Indiana 46131	N/A §509(a)(1)	Art Show and Fiesta	$1,500

16. Leadership Johnson County 101 Branigin Boulevard Franklin College Franklin, Indiana 46131	N/A §509(a)(1)	Underwrite Annual Report	$6,500
17. Habitat for Humanity 98 South Edwards Street Franklin, Indiana 46131	N/A §509(a)(2)	Home building project	$15,000
18. Indiana Repertory Theatre 140 West Washington Street Indianapolis, Indiana 46204-5277	N/A §509(a)(1)	School orientation program	$4,000
19. United Way of Johnson County 2525 N. Morton Street Franklin, Indiana 46131	N/A §509(a)(2)	General Fund	$5,000
20. Indiana Symphony Society 32 E. Washington Street Indianapolis, Indiana 46204	N/A §509(a)(1)	Johnson County youth music programs	$7,500
21. Interchurch Food Pantry 2900 Graham Road, Ste E Franklin, Indiana 46131	N/A §509(a)(1)	General Fund	$10,000
22. Youth Connections 460 N Morton Street, Suite. A Franklin, Indiana 46131	N/A §509(a)(1)	Safe Place Program	$10,000
		TOTAL	$263,6000

STATEMENT 20 (PAGE 3)