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

2013

Department of the Treasury
Internal Revenue Service

▶ 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 , 2013, and ending , 20

Name of foundation: **Love At Work, Inc**

Number and street (or P O box number if mail is not delivered to street address): **5977 Heaton Pass**
Room/suite: _____
City or town, state or province, country, and ZIP or foreign postal code: **Carmel, IN, USA, 46033**

A Employer identification number: **35-2157787**

B Telephone number (see instructions): **317.848.5716**

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **305063**

J Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2940	2940		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	19456			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		19456		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	22396	22396			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	205	133		72
	24 Total operating and administrative expenses. Add lines 13 through 23	205	133		72
	25 Contributions, gifts, grants paid	14150			14150
26 Total expenses and disbursements. Add lines 24 and 25	14355			14222	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	8041				
b Net investment income (if negative, enter -0-)		22263			
c Adjusted net income (if negative, enter -0-)					

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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	6076	371	371
	2 Savings and temporary cash investments	13877	42604	42604
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	144717	129735	226777
	c Investments—corporate bonds (attach schedule)	35013	35013	35311
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	199683	207724	305063	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	199683	207724	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	199683	207724		
31 Total liabilities and net assets/fund balances (see instructions)	199683	207724		

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	199683
2 Enter amount from Part I, line 27a	2	8041
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	207724

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	Fidelity mutual fund LT capital gain distributions			
b	Habor Capital Apprec. (HACAX)	P	08/26/02	10/17/03
c	Jacob Small Cap Growth (JSIGX)	P	03/25/02	11/22/03
d	Fidelity mutual fund ST capital gain distributions			
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			4065.14	
b	10000.00	4242.33	5757.67	
c	20000.00	10739.49	9260.51	
d			372.75	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) 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				
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	19456.07	
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	372.75	

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	11350	247135	4.6%
2011	10847	241582	4.5%
2010	112157	230671	48.6%
2009	126884	286681	44.3%
2008	68242	379127	18.0%
2	Total of line 1, column (d)		2 120%
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 24%
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 278443
5	Multiply line 4 by line 3		5 66826
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 223
7	Add lines 5 and 6		7 67049
8	Enter qualifying distributions from Part XII, line 4		8 14222

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	445
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	445
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	445
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	445
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded	11	

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Larry R Prible Telephone no. ▶ 317.848.5716 Located at ▶ 5977 Heaton Pass, Carmel, IN ZIP+4 ▶ 46033-8829			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 ▶ 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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 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? 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 Attachment 1				

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 ▶

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		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	265486
b	Average of monthly cash balances	1b	17197
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	282683
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	282683
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4240
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	278443
6	Minimum investment return. Enter 5% of line 5	6	13922

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	13922
2a	Tax on investment income for 2013 from Part VI, line 5	2a	445
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	445
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13477
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13477
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13477

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	14222
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
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	14222
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14222

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				13477
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years: 20__ ,20__ ,20__				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	49606			
b From 2009	112607			
c From 2010	100714			
d From 2011	310453			
e From 2012	572521			
f Total of lines 3a through e	1145901			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 14222				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				13477
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).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1145901			
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				
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)	49606			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1096295			
10 Analysis of line 9				
a Excess from 2009	112607			
b Excess from 2010	100714			
c Excess from 2011	310453			
d Excess from 2012	572521			
e Excess from 2013	1096295			

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 ▶

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	
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).)
 Larry R Prible, Carole A Prible

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:
 Larry R Prible, 5977 Heaton Pass, Carmel, IN 46033 lprible@mac.com

b The form in which applications should be submitted and information and materials they should include:
 No particular form is necessary

c Any submission deadlines:
 None

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 501 (c) (3) organizations

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 <i>Paid during the year</i>				
Love At Work Ministries, Inc. Carmel, IN 46033	N/A	Public Charity	Housing	11150
Indiana University Bloomington, IN 47402	N/A	Public Univ.	Scholarship fund	3000
Total				3a 14150
b <i>Approved for future payment</i>				
Total				3b 14150

Attachment 1

SCHEDULE OF OFFICERS' AND DIRECTORS' COMPENSATION

<u>Name and Address</u>	<u>Title / Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses Paid</u>
Jay P. Prible 4910 N Park Ave Indianapolis, IN 46205	Director 1 hr / month	0	0	0
Carole A. Prible 5977 Heaton Pass Carmel, IN 46033	Sec-Treasurer / Director 1 hr / week	0	0	0
Christen M. Prible 4910 N Park Ave Indianapolis, IN 46205	Director 1 hr / month	0	0	0
Patricia L. Davis 3404 Carey Glen Ct. Westfield, IN 46074	Director 1 hr / month	0	0	0
Larry R. Prible 5977 Heaton Pass Carmel, IN 46033	President / Director 2 hrs / week	0	0	0
Rick P. Davis 3404 Carey Glen Ct. Westfield, IN 46074	Director 1 hr / month	0	0	0
Thomas R. Prible 4233 N. Park Ave. Indianapolis, IN 46205	Director 1 hr / month	0	0	0
Michele S. Prible 4233 N. Park Ave. Indianapolis, IN 46205	Director 1 hr / month	0	0	0
Daniel P. Prible 40 W Crownview Mt. Vernon, IL 62864	Director 1 hr / month	0	0	0

Love At Work, Inc.
EIN 35-2157787
990-PF (2013)

Love At Work, Inc
Transaction Detail by Account

January through December 2013

8:23 AM

04/30/14

Cash Basis

Type	Date	Num	Name	Memo
8500 — Misc expenses				
8515 — Bank Service Charges				
Check	04/28/13			Service Charge
Check	05/28/13			Service Charge
Check	06/28/13			Service Charge
Check	07/28/13			Service Charge
Check	08/28/13			Service Charge
Check	09/28/13			Service Charge
Check	10/28/13			Service Charge
Check	11/28/13			Service Charge
Check	12/28/13			Service Charge

Total 8515 — Bank Service Charges

Total 8500 — Misc expenses

TOTAL

Love At Work, Inc
Transaction Detail by Account
 January through December 2013

8:23 AM
 04/30/14
 Cash Basis

Type	Date	Num	Name	Memo
8600 — Business expenses Bill	07/09/13		Pdffiller.com	tax preparation
Total 8600 — Business expenses				
TOTAL				



2013 Investment Report

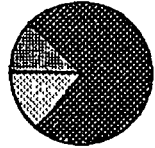
January 1, 2013 - December 31, 2013

Online Fidelity.com
 FAST(sm)-Automated Telephone 800-544-5555
 Customer Service 800-544-6666

Envelope 235066197

LOVE AT WORK, INC
 ATTN LARRY R PRIBLE
 5977 HEATON PASS
 CARMEL IN 46033-8629

Your Asset Allocation on Dec 31, 2013



Stock 74%
 Bond 12%
 Short-term 14%

► This Investment Report summarizes activity in your Fidelity accounts for the past year. We hope you find it helpful, however, keep in mind that it is not intended for tax reporting purposes. Adjustments often occur after this report has been created. Fidelity mails a separate (Forms 1099) Tax Reporting Statement, if applicable, to assist you with your tax returns, in January or by February 15th. That statement includes information on estimated realized gains & losses, estimated cost basis, and Fidelity tax-exempt funds. Your Form 5498, Form 1099-R, and other forms are each mailed separately.

Fidelity Accountsm 305-357111 LOVE AT WORK, INC

2013 Account Summary

Beginning value as of Jan 1 \$249,919.61
 Withdrawals -8,650.00
 Change in investment value 63,422.29
Ending value as of Dec 31 \$304,691.90

Account trades from Jan 2013 - Dec 2013 0

Income Summary

Taxable Ordinary Dividends \$3,030.62
 Dividends 276.38
 St cap gain 4,065.14
 Lt cap gain
Tax-exempt Exempt Interest Dividends 1.36
Total \$7,373.50

Foreign taxes paid on securities you owned are included in Ordinary Dividends. Detailed reporting and instructions to help you file your federal tax return are found on your Form 1099-DIV



2013 Investment Report

January 1, 2013 - December 31, 2013

Fidelity Accountsm 305-357111 LOVE AT WORK, INC

Holdings (Symbol) as of 12/31	% of Holdings	Performance December 31, 2013	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stock Funds							
ARTISAN INTERNATL INVESTOR CLASS (ARTIX)	12%		\$344.97	1,180.586	\$30.480	\$21,699.17	\$35,984.26
DODGE & COX STOCK (DODGX)	14%		535.33	254.309	168.870	26,351.88	42,945.16
HARBOR CAPITAL APPRECIAT INSTL (HACAX)	12%		1,111.15	626.293	56.690	14,137.55	35,504.55
JACOB SMALL CAP GROWTH INSTL CL (JSIGX)	7%	<i>Cost Basis 9.73/share</i>	0.00	1,127.191	18.680	unknown	21,055.92
ROYCE TOTAL RETURN FD INVESTMENT CL (RYTRX)	9%	<i>margin 2012</i>	2,690.11	1,725.973	16.470	15,827.17	28,426.77
TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)	7%		954.38	783.468	26.620	15,474.46	20,855.91
VANGUARD 500 INDEX FD INVESTOR SHS (VFINX)	14%		726.86	246.562	170.360	25,280.54	42,004.30
Bond Funds							
PIMCO TOTAL RETURN CLASS D (PTTDX)*	12%		1,007.84	3,303.148	10.690	35,001.21	35,310.65
Core Account							
FIDELITY MUNICIPAL MONEY MARKET (FTEXX)	14%	7-day yield: 0.01%	2.86	42,604.380	1.000	not applicable	42,604.38
Total Market Value as of December 31, 2013			\$ 7,373.50				\$304,691.90

All positions held in cash account unless indicated otherwise

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable

* This statement does not reflect the distribution for this fund that was declared in December and is payable in January. As a result, the total value of this fund may appear lower than you expected. Please be assured that the distribution has been correctly credited to your account and the distribution will be reported on your next statement





2013 Investment Report

January 1, 2013 - December 31, 2013

Fidelity AccountSM 305-357111 LOVE AT WORK, INC

Transaction Details of Core Account

Core Account - Fidelity Municipal Money Market

Description	Amount	Balance	Description	Amount	Balance
Beginning		\$13,876.71	Subtotal of Investment Activity	<u>\$37,377.67</u>	
Investment Activity			Cash Management Activity		
Securities sold	\$30,000.00		Checking activity	<u>-8,650.00</u>	
Core account income	1.36		Subtotal of Cash Management Activity	<u>- \$8,650.00</u>	
Income	7,376.31		Ending		\$42,604.38



ELECTRONIC FUNDS TRANSFER NOTICE

The following notice is required by the Bureau of Consumer Financial Protection's Regulation E and it applies to Electronic Funds Transfers ("EFTs") made by consumers. However, it does not apply to all EFTs. Generally, EFTs in non-retirement accounts, excepting those made for the purchase or sale of securities, are subject to Regulation E (each, a "Covered Transfer").

Error Resolution

In the case of errors or questions about EFTs, call or write Fidelity using the Contact Information listed below, promptly. You must also call or write Fidelity if you think your statement is wrong or if you need more information about an EFT on the statement. **Fidelity must hear from you no later than 60 days after Fidelity sent the FIRST statement on which the problem or error appeared.** You will need to:

- Tell Fidelity your name and account number
- Describe the error or the Covered Transfer that you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information
- Tell Fidelity the dollar amount of the suspected error.

If you notify Fidelity orally, Fidelity may require that you send your complaint or question in writing within ten (10) business days. Fidelity will tell you the results of its investigation within ten (10) business days after Fidelity hears from you and will correct any error promptly. If Fidelity needs more time, however, it may take up to forty-five (45) days to investigate your complaint or question. If Fidelity decides to do this, it will credit your account within ten (10) business days for the amount that you think is in error, so that you will have the use of the money during the time it takes Fidelity to complete its investigation. If Fidelity asks you to put your request or question in writing and it does not receive it within ten (10) business days, Fidelity may not credit your account. For questions involving new accounts, point of sale or foreign initiated transactions, we may take up to ninety (90) days to investigate your complaint or question. For new accounts, we may take up to twenty (20) business days to credit your account for the amount you think is in error. Fidelity will inform you of the results of its investigation within three (3) business days of its completion. If Fidelity decides that there was no error, Fidelity will send you a written explanation. You may ask for copies of the documents that Fidelity used in the investigation.

Contact Information

By Mail:
Fidelity Investments
P.O. Box 770001
Cincinnati, OH 45277-0002

By phone
800-544-6666

Representatives are available 24 hours a day*

*There is a maintenance period when some services may not be available





Your 2013 Fidelity Investment Report

Your year-end Fidelity investment Report summarizes activity in your Fidelity account(s) for the past year and may help you assess whether your investments still suit your needs. **This is not a tax form. Do not use it for tax reporting purposes.**

- Under separate cover you should receive the following tax forms if you had specific types of activity in your account(s):
- Form 1099-DIV if you own a non-retirement account and received dividends, capital gain distributions, or other reportable distributions
 - Form 1099-B if you own a non-retirement account and redeemed or exchanged shares of a stock or bond mutual fund, or if you sold individual securities
 - Form 1099-INT if you own a non-retirement account and received taxable interest payments
 - Form 1099-OID if you own a non-retirement account and held certain individual bonds originally issued at a discount
 - Form 1099-MISC if you received royalty payments, certain substitute payments, such as those in lieu of dividends and tax-exempt interest, or other income such as certain credit adjustments, prizes, awards, etc.
 - Form 1099-R if you took a distribution from a retirement account or recharacterized an IRA contribution.
 - Form 1099-SA if you own a Fidelity HSA® and you took a distribution.

Your Asset Allocation

Asset allocation is a method of diversifying your investments among asset classes (e.g., stocks, bonds, short-term instruments). We believe that you should use asset allocation principles to create a portfolio that helps meet your needs and that you should review your portfolio of investments at least once a year to help you decide if it still suits your needs.

Current Allocation. To help you determine your current asset allocation, we are providing a snapshot of your Fidelity asset mix. We sorted your Fidelity holdings into four asset categories: Stocks, Bonds, Short-Term Instruments, and Non-Classified. The following table summarizes the representation of individual holdings in your asset allocation pie chart.

ASSET CATEGORY

- Stocks
 - TYPES OF INVESTMENTS
 - Fidelity and non-Fidelity funds that invest primarily in stocks
 - Individual stocks
 - American Depository Receipts (ADRs)
- Bonds
 - Fidelity and non-Fidelity funds that invest primarily in bonds
 - Individual bonds with at least 1 year to maturity
 - CDs with at least 1 year to maturity
- Short-Term Instruments
 - Fidelity and non-Fidelity money market funds
 - Bankers' Acceptances and Commercial Paper
 - CDs with less than 1 year until maturity
 - Individual bonds with less than 1 year until maturity
 - FDIC Insured Cash (Core)
- Non-Classified
 - Non-Fidelity funds not classified as primarily investing in one asset class (stock, bond, or short-term), included in this group are convertible securities funds
 - balanced income funds, flexible portfolio funds, and balanced funds
 - Non-Fidelity funds not classified as stock, bond, or short-term at the time we generated this report
 - Precious metals (bullion, coins)
 - Options
 - Warrants and Rights
 - REITs, UITs, and Limited Partnerships

Some Fidelity mutual funds ("blended funds") invest a significant amount of their portfolios in more than one asset class. The following funds are apportioned across asset classes based on their neutral mix, which represents the way the Funds' investments will generally be allocated. This mix may vary based on the current outlook for different markets. If you own any of the following funds, as of August 31, 2013, your assets in the fund were allocated as follows:

- Fidelity Asset Manager® 20% 23% stocks, 52% bonds, 25% short-term
- Fidelity Asset Manager® 30% 32% stocks, 52% bonds, 15% short-term
- Fidelity Asset Manager® 40% 42% stocks, 48% bonds, 10% short-term
- Fidelity Asset Manager® 50% 52% stocks, 43% bonds, 5% short-term
- Fidelity Asset Manager® 60% 62% stocks, 34% bonds, 4% short-term
- Fidelity Asset Manager® 70% 73% stocks, 23% bonds, 4% short-term
- Fidelity Asset Manager® 85% 88% stocks, 10% bonds, 2% short-term
- Fidelity Balanced Fund 69% stocks, 29% bonds, 2% short-term
- Fidelity Puritan® Fund 69% stocks, 30% bonds, 1% short-term
- Fidelity Four-In-One Index Fund 85% stocks, 15% bonds, 0% short-term
- Fidelity Global Balanced Fund 62% stocks, 32% bonds, 6% short-term

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- Form 5498 if you have a Fidelity IRA. Form 5498 reports contributions and the year-end fair market value of your Traditional IRA, Roth IRA, Rollover IRA, SEP-IRA, or SIMPLE-IRA.
- Form 5498-SA if you have a Fidelity HSA and there was contribution activity in your account.

Please keep this report with your permanent records for future reference. If you request a statement reprint, this disclosure information may not be the same as originally provided.

If you have a question about your account, call us 24 hours a day 7 days a week at the phone number provided on the front of this report. There are maintenance periods when some services may not be available.

Additional Investments to Your Account with Fidelity Investments. For deposits in mutual fund non-retirement accounts, make checks payable to the specific mutual fund and for mutual fund retirement accounts make checks payable to Fidelity Investments. For deposits in brokerage accounts (all account types) make checks payable to National Financial Services LLC (NFS). Please include your account number on your check and for deposits in retirement accounts designate whether your contribution is for the current or prior year in the memo field. Mail to Fidelity Investments, P.O. Box 770001 Cincinnati, OH 45277-0003

Fidelity Real Estate Income Fund 39% stocks, 55% bonds, 7% short-term
 Fidelity Global Strategies Fund® 36% stocks, 42% bonds, 22% short-term

The percentages listed below represent each of the following funds' actual allocation as of August 31, 2013

- Fidelity Freedom Income Fund® 20% stocks, 40% bonds, 40% short-term
- Fidelity Freedom 2000 Fund® 20% stocks, 40% bonds, 40% short-term
- Fidelity Freedom 2005 Fund® 33% stocks, 34% bonds, 33% short-term
- Fidelity Freedom 2010 Fund® 48% stocks, 38% bonds, 14% short-term
- Fidelity Freedom 2015 Fund® 50% stocks, 40% bonds, 10% short-term
- Fidelity Freedom 2020 Fund® 54% stocks, 38% bonds, 8% short-term
- Fidelity Freedom 2025 Fund® 66% stocks, 33% bonds, 1% short-term
- Fidelity Freedom 2030 Fund® 70% stocks, 30% bonds, 0% short-term
- Fidelity Freedom 2035 Fund® 81% stocks, 19% bonds, 0% short-term
- Fidelity Freedom 2040 Fund® 83% stocks, 17% bonds, 0% short-term
- Fidelity Freedom 2045 Fund® 86% stocks, 15% bonds, 0% short-term
- Fidelity Freedom 2055 Fund® 90% stocks, 10% bonds, 0% short-term
- Fidelity Income Replacement 2016 Fund\$ m 12% stocks, 23% bonds, 65% short-term
- Fidelity Income Replacement 2018 Fund\$ m 22% stocks, 41% bonds, 37% short-term
- Fidelity Income Replacement 2020 Fund\$ m 30% stocks, 41% bonds, 29% short-term
- Fidelity Income Replacement 2022 Fund\$ m 37% stocks, 39% bonds, 24% short-term
- Fidelity Income Replacement 2024 Fund\$ m 42% stocks, 38% bonds, 20% short-term
- Fidelity Income Replacement 2026 Fund\$ m 46% stocks, 37% bonds, 18% short-term
- Fidelity Income Replacement 2028 Fund\$ m 48% stocks, 35% bonds, 16% short-term
- Fidelity Income Replacement 2032 Fund\$ m 50% stocks, 34% bonds, 15% short-term
- Fidelity Income Replacement 2034 Fund\$ m 52% stocks, 34% bonds, 14% short-term
- Fidelity Income Replacement 2036 Fund\$ m 54% stocks, 33% bonds, 13% short-term
- Fidelity Income Replacement 2038 Fund\$ m 56% stocks, 33% bonds, 11% short-term
- Fidelity Income Replacement 2040 Fund\$ m 57% stocks, 33% bonds, 10% short-term
- Fidelity Income Replacement 2042 Fund\$ m 59% stocks, 33% bonds, 8% short-term
- Fidelity Income Replacement 2044 Fund\$ m 62% stocks, 33% bonds, 5% short-term

Fidelity Freedom Funds and Income Replacement Funds are managed by Strategic Advisers, Inc., a registered investment advisor and a Fidelity Investments Company. Lipper, Inc., categorizes non-Fidelity funds into their broad asset allocation categories, stock, bond, short-term and non-classified. This is one way of classifying your Fidelity holdings. Some investors may choose to use their own classifications when evaluating their asset allocation. Asset allocation percentages are rounded to the nearest whole number, and may not sum to 100%. The funds listed on this page do not include any blended funds launched after August 31, 2013. If you own one of these new funds, your assets will be allocated as of the latest available data.

Is Your Asset Allocation Right for You? To determine the asset allocation strategy that may be right for you consider your current financial situation, specific investment goals, time frame and personal tolerance for risk. As your goals and needs change over time, you should adjust your plan accordingly. Fidelity has a number of tools to help you determine the allocation that may best match your goals. Please visit Fidelity.com or call a Fidelity representative if you would like this information. Fidelity Distributors Corporation (FDC) is the distributor for Fidelity Funds with marketing and shareholder services provided by FBS or NFS. Brokerage services are provided by FBS which clears all transactions through NFS. NFS carries all brokerage accounts. For customer complaints call 617-563-7000 or write to Fidelity Institutional Wealth Services, P.O. Box 770001, Cincinnati, OH 45277-0045. FBS and NFS are members of the NYSE and SIPC. FBS, NFS and FDC are direct or indirect subsidiaries of FMR, LLC. Fidelity Account@ is a registered trade mark of FMR LLC and a service of FBS. Upon written request, Fidelity will mail a NFS financial statement, which is also available for inspection at its office.



Features of Your Investment Report

2013 Changes in Portfolio Value and Account Summary

A summary of activity in your portfolio and in each of your accounts for 2013

2013 Income Summary

This section may not reflect all taxable income received in your account. Certain items not included here may also be taxable to you. For example, Net Adjustments in the Account Summary section may include other taxable income. Dividend amounts reported on your account statements may not match this Report. Your statements report dividends when they are posted to your account. Unless otherwise indicated, this Report follows the IRS reporting requirements for Form 1099-DIV which require that mutual fund distributions declared in Oct, Nov or Dec and paid by Jan 31 of the following year are taxable based on the record date, not the date paid. Income generated by other types of investments is usually taxable in the year paid, not in the year declared.

Fidelity classifies all long-term capital gain distributions as "long-term" cap gain on this Report. This may not be appropriate for tax reporting purposes. Refer to your Form 1099-DIV when reporting capital gain distributions on your tax return.

Sometimes dividends, foreign taxes paid and other distributions are later reclassified or adjusted. If such changes are received by 12/31, then the Income Summary should reflect them. If they occur after 12/31 they will not be reflected.

Interest income paid by investments in municipal bonds, municipal bond funds, and municipal money market funds is generally "tax-exempt". Tax-exempt refers to the tax treatment at the federal level; this income may or may not be tax-exempt at the state/local level. In addition, a portion of this income may be subject to the federal alternative minimum tax. "Tax-deferred" income includes earnings on investments in tax-deferred accounts such as IRAs, which are not usually taxed until you take withdrawals. "Tax-free income" includes earnings on investments in a Roth IRA, which are not taxed at the federal level upon withdrawal provided certain requirements are met.

Additional Information About Your Investment Report

Information About Mutual Funds and Their Performance: An investment in a money market is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the fund. Before investing, consider the fund's investment objectives, risks, charges and expenses. Contact Fidelity for a prospectus containing this information. Read it carefully. Performance data shown represents past performance and is no guarantee of future results. Investment return and principal value will fluctuate, so you may have a gain or loss when shares are sold. Current performance may be higher or lower than that quoted. Visit

Fidelity.com/performance for most recent month-end performance. Each fund reserves the right to terminate or modify its exchange privilege in the future. In connection with access to purchase of and/or maintenance of positions in mutual fund and other investment products ("funds"), FBS or NFS may receive the sales loads and 12b-1 fees described in the prospectus as well as additional compensation paid by the funds' investment advisors or affiliates. Additional information about the source(s) and amount(s) of compensation as well as other remuneration received by FBS or NFS will be furnished to you upon written request. At the time you purchase shares of funds those shares will be assigned either a load transaction fee (TF) or no transaction fee (NTF) status. When you subsequently sell those shares, any fees applicable to your transaction will be assessed based on the status assigned to the shares at the time of purchase.

Assets Separate from Your Brokerage Account: Only securities in the margin portion of your brokerage account contribute to margin and maintenance requirements. Other assets which may be reported on your statement including insurance products that are distributed by FBS and Fidelity Insurance Agency, Inc. and mutual fund only accounts held directly with the fund (Fidelity Mutual Fund Accounts) are not carried by NFS nor covered by the Securities Investor Protection Corporation (SIPC) and do not count toward your margin and maintenance requirements. Assets held by Portfolio Advisory Services (PAS) are carried by NFS and are covered by SIPC but do not contribute toward your margin and maintenance requirements.

Customer Free Credit Balance: You are entitled to your free credit balance in your brokerage account subject to open commitments in your cash accounts. Free credit balances are not segregated and may be used in NFS's business in accordance with federal securities law. There is no free credit balance arrangement in a retirement account or health savings account (HSA).

Short Account Balances: Securities sold short are held in a segregated short account. These securities are marked-to-market for margin purposes and any increase or decrease from the previous week's value is transferred weekly to your margin account. Fidelity represents your short account balance as of the last weekly mark-to-market, not as of the statement end date. There is no margin arrangement in retirement accounts including non-prototype retirement transactions.

Information about Your Option Transactions: Each transaction confirmation previously delivered to you contains full information about commissions and other charges. Assignments of American and European-style options are allocated among customer short positions pursuant to random allocation procedure description is available upon request. Short positions in American-style options are liable for assignment any time. The writer of a European-style option is subject to exercise assignment only during the exercise period. For more information about these, please call Fidelity at 800-544-6666.

Price Information/Total Market Value: The Total Market Value has been calculated out to 9 decimal places however, the individual unit price is displayed in 5 decimal places. The Total Market Value represents prices obtained from various sources, may be impacted by the frequency with which such prices are reported and such prices are not guaranteed. Prices received from pricing vendors are generally based on current market

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Contributions/Distributions Made in 2013 This is a summary of annual Traditional IRA, Roth IRA, Rollover IRA, SIMPLE-IRA, Health Savings Account, non-prototype retirement plan contributions and taxable and non-taxable retirement distributions for 2013. IRA assets converted to a Roth IRA are included in distributions. IRA recharacterizations are not reflected in this section.

Holdings as of December 31, 2013 This section reports your holdings as of December 31, 2013, as well as income earned on these holdings throughout the year. If one of your holdings produced income and you sold the holding before December 31, then the line "Total income earned on positions no longer held" appears in the Holdings section. For ease of reading, we rounded the "Percentage of Holdings" to the nearest whole number. **Cost Basis, Gain/Basis, and Holding Period Information:** Cost basis is the original amount paid to purchase a security, including the amount of reinvested dividends and capital gains. Generally, we adjust cost basis for events such as returns of capital (including dividend reclassifications) and disallowed losses on wash sales on identical securities within the same account. NFS is required to report certain cost basis and holding period information to the IRS on Form 1099-B. However, cost basis, realized gain and loss, and holding period information may not reflect adjustments required for your tax reporting purposes. Fidelity and NFS specifically disclaim any liability arising out of a customer's use of or any tax position taken in reliance upon, such information. Unless otherwise specified, NFS determines cost basis at the time of sale using its default methods of average cost for open-end mutual funds (except ETFs) and first-in, first-out (FIFO) for all other securities (including ETFs and shares held in dividend reinvestment plans). Customers should consult their tax advisors for further information.

Cost Fidelity provides purchase cost information for securities held in retirement accounts. Such information may be adjusted for certain transactions and does not reflect reinvestments of dividends or capital gains. Fidelity reports transaction profit or loss information when securities are sold within a retirement account. Transaction profit or loss is calculated by subtracting purchase cost from sales proceeds using the FIFO method if shares were purchased at different times or prices.

but when such quotes are not available the pricing vendors use a variety of techniques to estimate value. These estimates, particularly for fixed income securities, may be based on certain minimum principal amounts (e.g. \$1 million) and may not reflect all of the factors that affect the value of the security, including liquidity risk. The prices provided are not firm bids or offers. Certain securities may reflect N/A or unavailable if the price for such security is generally not available from a pricing source. The Market Value of a security, including those priced at par value, may differ from its purchase price and may not closely reflect the value at which the security may be sold or purchased based on various market factors. The sale or redemption of any fixed income security prior to maturity may result in a loss. Prices for Certificates of Deposit (CDs) on your statement are generally estimates and are not based on actual market prices. The secondary market for CDs is generally illiquid. You should always request a current valuation for your securities prior to making a financial decision or placing an order. In executing orders on the Floor of the NYSE, the Floor broker may permit the specialist to trade on parity with the order for some or all of the executions associated with filling that order. If such permission would not be inconsistent with the brokers best execution obligations, individual securities trades placed for your Fidelity Personalized Portfolios account are completed on an agency basis by FBS ("A") Alternative Investments. Investments such as direct participation program securities (e.g. partnerships, limited liability companies, and real estate investment trusts which are not listed on any exchange), commodity pools, private equity, private debt and hedge funds are generally illiquid investments and their current values may be different from the purchase price. Unless otherwise indicated, the values shown in this statement for such investments have been provided by the management, administrator or sponsor of each program or a third-party vendor without independent verification by FBS and represent their estimate of the value of the investor's participation in the program, as of a date no greater than 18 months from the date of this statement. Therefore, the estimated values shown herein may not necessarily reflect actual market values or be realized upon liquidation. If an estimated value is not provided, valuation information is not available.

Securities in accounts carried by National Financial Services LLC ("NFS"), a Fidelity Investments company, are protected in accordance with the Securities Investor Protection Corporation ("SIPC") up to \$500,000 (including cash claims limited to \$250,000). For details or to request an SIPC brochure, please see www.sipc.org or call 202-371-8300. NFS has arranged for additional protection for cash and covered securities to supplement its SIPC coverage. Neither coverage protects against a decline in the market value of securities. Customer inquiries and comments may be directed to the phone number listed on your report or mailed to: Fidelity Investments Client Services, P O Box 770001, Cincinnati, OH 45277-0045.

Fidelity Portfolio Advisory Services and Fidelity@ Strategic Disciplines are services of Strategic Advisers, Inc. a registered investment advisor and a Fidelity Investments company. Fidelity@ Personalized Portfolios may be offered through the following Fidelity Investments Companies: Strategic Advisers, Inc., Fidelity Personal Trust Company, FSB ("FPT"), a federal savings bank or Fidelity Management Trust Company ("FMTC"). Non-deposit investment products and trust services offered through FPT and FMTC and their affiliates are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. are not obligations of any bank, are subject to risk, including possible loss of principal. These services provide discretionary money management for a fee. Brokerage services provided by FBS. Custody and other services provided by NFS. Insurance products are distributed by FBS Fidelity Insurance Agency, Inc. and Fidelity Investments Insurance Agency of Texas, Inc. Mutual fund shares, other securities held in your account, and insurance products are neither deposits nor obligations of nor endorsed nor guaranteed by any bank or other depositing institution nor are they federally insured by the FDIC or any other agency. Fidelity Investments (with pyramid logo) is a trademark of FMR LLC. Fidelity Portfolio Advisory Service and Fidelity Private Portfolio Service are service marks of FMR LLC. 563543 6 0