



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

, and ending

Name of foundation RAY & KAY ECKSTEIN CHARITABLE TRUST		A Employer identification number 39-6786592
Number and street (or P.O. box number if mail is not delivered to street address) 4965 VILLAGE SQUARE DRIVE	Room/suite A	B Telephone number (270) 534-8930
City or town, state or province, country, and ZIP or foreign postal code PADUCAH, KY 42001		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 72,573,270.	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,944,093.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,203.	1,203.		STATEMENT 2
	4 Dividends and interest from securities	1,378,045.	1,373,556.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,301,693.			STATEMENT 1
	b Gross sales price for all assets on line 6a	20,031,984.			
	7 Capital gain net income (from Part IV, line 2)		2,302,787.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	14,771.	28,160.		STATEMENT 4	
12 Total. Add lines 1 through 11	6,639,805.	3,705,706.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	224,261.	128,734.		95,527.
	15 Pension plans, employee benefits	34,781.	19,965.		14,815.
	16a Legal fees STMT 5	305.	174.		131.
	b Accounting fees				
	c Other professional fees STMT 6	287,715.	283,555.		4,160.
	17 Interest		3,380.		
	18 Taxes STMT 7	26,929.	26,974.		0.
	19 Depreciation and depletion	7,709.	4,425.		
	20 Occupancy	50,934.	29,238.		21,696.
	21 Travel, conferences, and meetings	4,209.	2,416.		1,793.
	22 Printing and publications	786.	451.		335.
	23 Other expenses STMT 8	29,874.	53,781.		11,018.
	24 Total operating and administrative expenses. Add lines 13 through 23	667,503.	553,093.		149,475.
	25 Contributions, gifts, grants paid	2,748,500.			2,748,500.
26 Total expenses and disbursements. Add lines 24 and 25	3,416,003.	553,093.		2,897,975.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	3,223,802.				
b Net investment income (if negative, enter -0-)		3,152,613.			
c Adjusted net income (if negative, enter -0-)			N/A		

8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		263,655.	62,339.	62,339.
	2	Savings and temporary cash investments		15,694,035.	1,505,722.	1,505,722.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		3,397,850.	4,967,044.	4,967,044.
	b	Investments - corporate stock STMT 10		21,160,548.	37,035,022.	37,035,022.
	c	Investments - corporate bonds STMT 11		15,049,613.	15,232,015.	15,232,015.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 12		10,139,306.	13,707,282.	13,707,282.
14		Land, buildings, and equipment: basis ▶ 71,555.				
		Less: accumulated depreciation ▶ 7,709.		0.	63,846.	63,846.
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		65,705,007.	72,573,270.	72,573,270.
17		Accounts payable and accrued expenses		9,052.	18,322.	
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		9,052.	18,322.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
		and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
		and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		65,695,955.	72,554,948.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
	30	Total net assets or fund balances		65,695,955.	72,554,948.	
	31	Total liabilities and net assets/fund balances		65,705,007.	72,573,270.	

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	65,695,955.
2	Enter amount from Part I, line 27a	2	3,223,802.
3	Other increases not included in line 2 (itemize) ▶ C/Y CHANGE IN UNREALIZED GAIN/LOSS ON INVESTMENTS	3	3,635,191.
4	Add lines 1, 2, and 3	4	72,554,948.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,554,948.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
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 20,031,984.		17,729,197.	2,302,787.

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			2,302,787.

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	2,302,787.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,716,634.	51,134,042.	.053128
2011	2,502,186.	51,470,915.	.048614
2010	2,453,574.	50,906,817.	.048197
2009	2,848,114.	49,778,733.	.057215
2008	2,464,948.	58,446,689.	.042174

2 Total of line 1, column (d)	2	.249328
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	.049866
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	67,099,592.
5 Multiply line 4 by line 3	5	3,345,988.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,526.
7 Add lines 5 and 6	7	3,377,514.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,897,975.

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	63,052.
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	63,052.
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	63,052.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,150.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	50,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	67,150.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid SEE STATEMENT 15	10	4,098.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax 3,639. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) WI, KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		x
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		x
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ECKSTEINCHARITY.ORG	13	x	
14	The books are in care of DOREEN HAHN Telephone no. (270) 534-8930 Located at 4965 VILLAGE SQUARE DRIVE, SUITE A, PADUCAH, KY ZIP+4 42001			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No x

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	x
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	x
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input checked="" type="checkbox"/> Yes <input 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	x
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

Form 990-PF (2013)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

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

x

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DOREEN M HAHN	OPERATIONS MGR			
P O BOX 7606, PADUCAH, KY 42001	30.00	113,084.	3,393.	0.
HEATHER J BAER	FOUNDATION RELATIONS MANAGER			
P O BOX 7606, PADUCAH, KY 42001	40.00	71,576.	2,147.	0.

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GOLDMAN SACHS ASSET MANAGEMENT	INVESTMENT MANAGEMENT	277,949.
71 S WACKER DR, CHICAGO, IL 60606		

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

0

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

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

Expenses

1	N/A	
2		
3		
4		

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

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

Amount

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

Total. Add lines 1 through 3

0

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	68,017,736.
b	Average of monthly cash balances	1b	67,027.
c	Fair market value of all other assets	1c	36,650.
d	Total (add lines 1a, b, and c)	1d	68,121,413.
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	68,121,413.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,021,821.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,099,592.
6	Minimum investment return. Enter 5% of line 5	6	3,354,980.

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	3,354,980.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	63,052.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	63,052.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,291,928.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,291,928.
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	3,291,928.

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	2,897,975.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,897,975.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,897,975.

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				3,291,928.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,280,364.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 2,897,975.				
a Applied to 2012, but not more than line 2a			2,280,364.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				617,611.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,674,317.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
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)
-----------------	--

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

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).)

SEE STATEMENT 17

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:

SEE STATEMENT 18

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN CANCER SOCIETY 3140 PARISA DR PADUCAH, KY 42001	NONE	PC	QUALITY OF LIFE PURPOSES (HEALTH, WELLNESS & BASIC NEEDS)	5,000.
CASSVILLE CAR CRUISE, INC. PO BOX 448 CASSVILLE, WI 53806-0448	NONE	PC	OTHER CHARITABLE PURPOSES	13,000.
CLARKE UNIVERSITY 1550 CLARKE DRIVE DUBUQUE, IA 52001	NONE	PC	TO ENHANCE EDUCATION	10,000.
COMMUNITY MINISTRIES, INC. 1200 JEFFERSON STREET PADUCAH, KY 42001	NONE	PC	INDIGENT CARE	80,000.
GIDEON PRODUCTIONS 515 E 22ND ST OWENSBORO, KY 42303	NONE	PC	RELIGIOUS PURPOSES	4,000.
Total	SEE CONTINUATION SHEET(S)			2,748,500.
b Approved for future payment				
CASSVILLE SCHOOL DISTRICT SCHOLARSHIP 715 E. AMELIA STREET CASSVILLE, WI 53806	NONE	PC	TO ENHANCE EDUCATION	12,500.
COMMUNITY MINISTRIES, INC. 1200 JEFFERSON STREET PADUCAH, KY 42001	NONE	PC	INDIGENT CARE	80,000.
GRANT COUNTY FAIR ASSOCIATION 111 S JEFFERSON STREET LANCASTER, WI 53813	NONE	PC	TO ENHANCE EDUCATION	60,000.
Total	SEE CONTINUATION SHEET(S)			26,727,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	1,203.		
4 Dividends and interest from securities			14	1,378,045.		
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			14	14,771.		
8 Gain or (loss) from sales of assets other than inventory			18	2,301,693.		
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)		0.		3,695,712.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,695,712.

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

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

[illegible]

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

- | 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? | Yes | No |
|----------|--|-------|----|
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

1x10/13/14
Date

TRUSTEE
Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

DANE M. BLYTHE CPA

Preparer's signature

Don Blythe

Date _____

Check ☐ self-employed

Firm's name ► BLYTHE, WHITE & ASSOCIATES, PLLC

Firm's EIN ► 20-3450056

Firm's address ► 2660 WEST PARK DRIVE, SUITE 1
PADUCAH KY 42001

Phone no. 270-415-9945

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization

Employer identification number

RAY & KAY ECKSTEIN CHARITABLE TRUST

39-6786592

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐

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

☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

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

☐

501(c)(3) taxable private foundation

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

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

General Rule

☒

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

Special Rules

☐

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

☐

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

☐

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

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

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

Name of organization	Employer identification number
RAY & KAY ECKSTEIN CHARITABLE TRUST	39-6786592

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RAY A & KATHRYN A ECKSTEIN 7 MEADOW LINKS DR PADUCAH, KY 42001	\$ 2,944,093.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

39-6786592

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

[illegible]

Name of organization	Employer identification number
RAY & KAY ECKSTEIN CHARITABLE TRUST	39-6786592

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES			
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
19,998,378.	17,729,197.	0.	0.
			2,269,181.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COAST ACCESS III LTD CLASS C LIQUIDATION PROCEEDS	PURCHASED	01/01/07	02/28/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
13,546.	0.	0.	0.
			13,546.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FURNITURE	PURCHASED	01/01/07	05/31/13
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
(F) GAIN OR LOSS			
225.	0.	0.	0.
			225.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PARTNERSHIP GAINS/(LOSSES) FROM SCHEDULE K-1'S			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,094.	1,094.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	18,741.
TOTAL TO FORM 990-PF, PART I, LINE 6A	2,301,693.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS	1,203.	1,203.	
TOTAL TO PART I, LINE 3	1,203.	1,203.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GOLDMAN SACHS PARTNERSHIP INCOME FROM SCHEDULE K-1'S	1,396,786.	18,741.	1,378,045.	1,369,247.	
	0.	0.	0.	4,309.	
TO PART I, LINE 4	1,396,786.	18,741.	1,378,045.	1,373,556.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	14,095.	14,095.	
PARTNERSHIP INCOME FROM SCHEDULE K-1'S	676.	14,234.	
LESS: PARTNERSHIP INCOME FROM SCHEDULE K-1'S SUBJECT TO UBIT	0.	<169.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	14,771.	28,160.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	305.	174.		131.
TO FM 990-PF, PG 1, LN 16A	305.	174.		131.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	277,949.	277,949.		0.
IT CONSULTING	9,766.	5,606.		4,160.
TO FORM 990-PF, PG 1, LN 16C	287,715.	283,555.		4,160.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDENDS	25,304.	25,304.		0.
TAX EXPENSES-MT KELLETT	1,625.	1,625.		0.
PARTNERSHIP FOREIGN TAX EXPENSE FROM SCHEDULE K-1'S	0.	45.		0.
TO FORM 990-PF, PG 1, LN 18	26,929.	26,974.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	5,328.	3,058.		2,270.
SUPPLIES	6,514.	3,739.		2,774.
POSTAGE & MAILING	3,514.	2,018.		1,497.
DUES & SUBSCRIPTIONS	3,565.	2,047.		1,519.
STAFF DEVELOPMENT	1,299.	746.		553.
MISCELLANEOUS	63.	36.		27.
ADR FEES	4,008.	4,008.		0.
CONTRACT SERVICES	4,710.	2,703.		2,006.
EQUIPMENT RENTAL & MAINTENANCE	873.	501.		372.
PARTNERSHIP EXPENSES FROM SCHEDULE K-1'S	0.	34,925.		0.
TO FORM 990-PF, PG 1, LN 23	29,874.	53,781.		11,018.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
FFCB 4.875000% 12/16/2-450000 SH	x		490,055.	490,055.
FHLB 4.75% 12/16/2016 -300000 SH	x		335,655.	335,655.
FHLB 5.0% 11/17/2017 -650000 SH	x		745,733.	745,733.
FHLB 5.250000% 06/18/2-400000 SH	x		410,174.	410,174.
FNMA 2.75% 02/05/2014 -500000 SH	x		506,776.	506,776.
ONTARIO (PROVINCE OF) -975000 SH		x	1,039,293.	1,039,293.
U.S. TREASURY NOTE 1.0-325000 SH	x		329,135.	329,135.
U.S. TREASURY NOTE 1.3-600000 SH	x		590,016.	590,016.
U.S. TREASURY NOTE 1.6-575000 SH	x		520,207.	520,207.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,927,751.	3,927,751.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			1,039,293.	1,039,293.
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,967,044.	4,967,044.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACADIA REALTY TRUST CM-1113 SH	27,636.	27,636.
AEGON N V AMER REG ADR-7167 SH	67,943.	67,943.
AERCAP HOLDINGS NV ORD-1880 SH	72,098.	72,098.
AES CORP. CMN-3875 SH	56,226.	56,226.
AFLAC INCORPORATED CMN-2974 SH	198,663.	198,663.
AIR LEASE CORPORATION -1277 SH	39,689.	39,689.
AKTIEBOLAGET ELECTROLU-703 SH	36,887.	36,887.
ALBEMARLE CORP CMN-1320 SH	83,675.	83,675.
ALEXION PHARMACEUTICAL-849 SH	112,819.	112,819.
ALLERGAN INC CMN-1761 SH	195,612.	195,612.
ALTRIA GROUP, INC. CMN-3544 SH	136,054.	136,054.
ALTRIA GROUP, INC. CMN-3581 SH	137,475.	137,475.
AMAZON.COM INC CMN-543 SH	216,543.	216,543.
AMAZON.COM INC CMN-850 SH	338,972.	338,972.
AMERICAN CAMPUS CMNTYS-1137 SH	36,623.	36,623.
AMERICAN TOWER CORPORA-464 SH	37,036.	37,036.
ANN INC CMN-1120 SH	40,947.	40,947.
APACHE CORP. CMN-1301 SH	111,808.	111,808.
APPLE, INC. CMN-301 SH	168,867.	168,867.
APPLE, INC. CMN-955 SH	535,774.	535,774.
APPROACH RESOURCES INC-1210 SH	23,353.	23,353.
ARM HOLDINGS PLC SPON -3115 SH	170,487.	170,487.
ARRIS GROUP, INC. CMN-1930 SH	46,976.	46,976.

ASHAI KASEI CORP ADR C-4428 SH	69,410.	69,410.
ASML HOLDING N.V. ADR -521 SH	48,818.	48,818.
ATMEL CORP. CMN-4805 SH	37,623.	37,623.
AVALONBAY COMMUNITIES -1063 SH	125,678.	125,678.
AVG TECHNOLOGIES N.V. -1785 SH	30,720.	30,720.
AXA-UAP AMERICAN DEPOS-2846 SH	79,255.	79,255.
BAIDU, INC. SPONSORED -1051 SH	186,952.	186,952.
BANCO BILBAO VIZCAYA S-5844 SH	72,407.	72,407.
BANK OF AMERICA CORP C-7700 SH	119,889.	119,889.
BANK OF YOKOHAMA LTD J-2422 SH	54,015.	54,015.
BARCLAYS PLC, AMER DEP -5706 SH	103,450.	103,450.
BAXTER INTERNATIONAL I-682 SH	47,433.	47,433.
BEACON ROOFING SUPPLY, -1110 SH	44,711.	44,711.
BIOGEN IDEC INC. CMN-561 SH	156,840.	156,840.
BJS RESTAURANTS INC CM-875 SH	27,178.	27,178.
BLACKROCK, INC. CMN-452 SH	143,044.	143,044.
BLACKSTONE MORTGAGE TR-749 SH	20,320.	20,320.
BNP PARIBAS LINKED TO -195000 SH	222,242.	222,242.
BNP PARIBAS LINKED TO -97000 SH	107,049.	107,049.
BNP PARIBAS LNKD TO MS-97000 SH	95,225.	95,225.
BOEING COMPANY CMN-2739 SH	373,846.	373,846.
BOSTON PROPERTIES INC -840 SH	84,311.	84,311.
BP P.L.C. SPONSORED AD-1359 SH	66,061.	66,061.
BRE PROPERTIES, INC. C-852 SH	46,613.	46,613.
BRINK'S COMPANY (THE) -1060 SH	36,188.	36,188.
BRISTOL-MYERS SQUIBB C-2197 SH	116,771.	116,771.
BRISTOL-MYERS SQUIBB C-3329 SH	176,936.	176,936.
BRUKER CORPORATION CMN-1940 SH	38,354.	38,354.
CABOT CORP. CMN-837 SH	43,022.	43,022.
CAMDEN PROPERTY TRUST -935 SH	53,183.	53,183.
CAMPBELL SOUP CO CMN-2396 SH	103,699.	103,699.
CARNIVAL CORPORATION C-2675 SH	107,455.	107,455.
CARPENTER TECHNOLOGY I-705 SH	43,851.	43,851.
CATERPILLAR INC (DELAW-156 SH	14,166.	14,166.
CATHAY GENERAL BANCORP-1545 SH	41,298.	41,298.
CATHAY PACIFIC AIRWAYS-7318 SH	77,395.	77,395.
CBL & ASSOC PROPERTIES-1798 SH	32,292.	32,292.
CBOE HOLDINGS, INC. CM-3683 SH	191,369.	191,369.
CELGENE CORPORATION CM-1549 SH	261,731.	261,731.
CF INDUSTRIES HOLDINGS-470 SH	109,529.	109,529.
CHESAPEAKE LODGING TRU-1845 SH	46,660.	46,660.
CHEVRON CORPORATION CM-796 SH	99,428.	99,428.
CHEVRON CORPORATION CM-814 SH	101,677.	101,677.
CHINA OVERSEAS LAND&IN-577 SH	48,668.	48,668.
CINCINNATI FINANCIAL C-3297 SH	172,664.	172,664.
CISCO SYSTEMS, INC. CM-3634 SH	81,511.	81,511.
COACH INC CMN-1913 SH	107,377.	107,377.
COCA-COLA COMPANY (THE-1511 SH	62,419.	62,419.
COGNIZANT TECHNOLOGY S-2420 SH	244,372.	244,372.
COLGATE-PALMOLIVE CO C-1318 SH	85,947.	85,947.
CONOCOPHILLIPS CMN-1630 SH	115,160.	115,160.
CONTINENTAL RESOURCES, -1037 SH	116,683.	116,683.
CORNING INCORPORATED C-6706 SH	119,501.	119,501.
CORPORATE OFFICE PROPE-1261 SH	29,873.	29,873.

CORRECTIONS CORP OF AM-2967 SH	95,152.	95,152.
COSTCO WHOLESALE CORPO-2097 SH	249,585.	249,585.
CRANE CO (DELAWARE) CM-615 SH	41,359.	41,359.
CREDIT SUISSE AG LINKE-196000 SH	220,069.	220,069.
CREDIT SUISSE AG LINKE-97000 SH	107,137.	107,137.
CREDIT SUISSE AG LNKD -98000 SH	97,226.	97,226.
CUBESMART CMN-2098 SH	33,442.	33,442.
DAIMLER AG CMN ISIN: D-906 SH	78,750.	78,750.
DAIWA HOUSE IND LTD (A-295 SH	57,117.	57,117.
DARLING INGREDIENTS IN-1790 SH	37,375.	37,375.
DCT INDUSTRIAL TRUST I-5653 SH	40,306.	40,306.
DDR CORP CMN-3012 SH	46,294.	46,294.
DEUTSCHE BANK AG CMN-1640 SH	79,114.	79,114.
DIEBOLD INCORPORATED C-1301 SH	42,946.	42,946.
DISCOVER FINANCIAL SER-3105 SH	173,725.	173,725.
DISCOVERY COMMUNICATIO-1713 SH	154,889.	154,889.
DIV EARNED NOT PD	45,536.	45,536.
DNB ASA SPONSORED ADR -502 SH	89,778.	89,778.
DOMINION RESOURCES, IN-1195 SH	77,305.	77,305.
DONGFENG MOTOR CORPORA-696 SH	54,486.	54,486.
DOUGLAS EMMETT INC. CM-1610 SH	37,497.	37,497.
DUKE ENERGY CORPORATIO-896 SH	61,833.	61,833.
EAST JAPAN RAILWAY COM-3310 SH	43,983.	43,983.
EATON VANCE CORP (NON--1192 SH	51,006.	51,006.
EATON VANCE CORP (NON--3489 SH	149,294.	149,294.
ELIZABETH ARDEN INC CM-816 SH	28,927.	28,927.
EMERITUS CORPORATION C-758 SH	16,396.	16,396.
EMPIRE STATE REALTY TR-1276 SH	19,523.	19,523.
ENDO HEALTH SOLUTIONS -606 SH	40,881.	40,881.
ENERGIAS DE PORTUGAL S-1439 SH	52,942.	52,942.
ENI S.P.A SPON ADR SPO-825 SH	40,004.	40,004.
EOG RESOURCES INC CMN-1065 SH	178,750.	178,750.
EQUITY RESIDENTIAL CMN-991 SH	51,403.	51,403.
ESSEX PROPERTY TRUST I-345 SH	49,511.	49,511.
EXELIS INC. CMN-2360 SH	44,982.	44,982.
EXPRESS, INC. CMN-2245 SH	41,914.	41,914.
EXXON MOBIL CORPORATIO-1276 SH	129,131.	129,131.
FACEBOOK, INC. CMN CLA-3384 SH	184,932.	184,932.
FASTENAL CO CMN-4572 SH	217,216.	217,216.
FEDERAL RLTY INVT TR S-543 SH	55,066.	55,066.
FEDERATED INVESTORS, I-4983 SH	143,510.	143,510.
FIRST NIAGARA FINANCIA-3475 SH	36,905.	36,905.
FMC TECHNOLOGIES INC C-4462 SH	232,961.	232,961.
FORUM ENERGY TECHNOLOG-1515 SH	42,814.	42,814.
FOSTER WHEELER AG CMN-1260 SH	41,581.	41,581.
FRANKLIN RESOURCES INC-2178 SH	125,736.	125,736.
FRESENIUS SE & CO KGAA-1109 SH	21,317.	21,317.
GEA GROUP AG SPONSORED-1758 SH	83,816.	83,816.
GENERAL DYNAMICS CORP.-1414 SH	135,108.	135,108.
GENERAL ELECTRIC CO CM-15280 SH	428,298.	428,298.
GENESCO INC. CMN-592 SH	43,252.	43,252.
GILEAD SCIENCES CMN-3288 SH	246,929.	246,929.
GOLDMAN SACHS BANK DEP-429260.74 SH	429,261.	429,261.
GOLDMAN SACHS BANK DEP-80538.67 SH	80,539.	80,539.

GOOGLE, INC. CMN CLASS-197 SH	220,780.	220,780.
GOOGLE, INC. CMN CLASS-456 SH	511,044.	511,044.
GROUP 1 AUTOMOTIVE, IN-612 SH	43,464.	43,464.
GS FINANCIAL SQUARE FE-61645.71 SH	61,646.	61,646.
GS INTERNATIONAL REAL -193059.197 SH	1,225,926.	1,225,926.
H. LUNDBECK A/S SPONSO-2591 SH	65,563.	65,563.
HAEMONETICS CORP CMN-890 SH	37,496.	37,496.
HANOVER INSURANCE GROU-663 SH	39,588.	39,588.
HARSCO CORPORATION CMN-1425 SH	39,943.	39,943.
HASBRO, INC. CMN-2286 SH	125,753.	125,753.
HATTERAS FINANCIAL COR-4844 SH	79,151.	79,151.
HCP, INC. CMN-1720 SH	62,470.	62,470.
HEALTH CARE REIT INC (-666 SH	35,678.	35,678.
HEALTH NET, INC. CMN-1408 SH	41,775.	41,775.
HEALTHCARE TR OF AMER -1804 SH	17,751.	17,751.
HEINEKEN N.V. SPONSORE-1440 SH	48,694.	48,694.
HERBALIFE LTD. CMN-824 SH	64,849.	64,849.
HIGHWOODS PROPERTIES I-1165 SH	42,138.	42,138.
HITACHI LTD (ADR 10 CO-1009 SH	76,416.	76,416.
HOLLYFRONTIER CORP CMN-2604 SH	129,393.	129,393.
HONEYWELL INTL INC CMN-2830 SH	258,577.	258,577.
HSBC HOLDINGS PLC SPON-1280 SH	70,566.	70,566.
HUDSON PACIFIC PROPERT-481 SH	10,519.	10,519.
IMPERIAL TOBACCO GROUP-638 SH	49,411.	49,411.
ING GROEP N.V. SPONS A-5095 SH	71,381.	71,381.
INTEGRA LIFESCIENCES H-670 SH	31,966.	31,966.
INTEGRATED DEVICE TECH-3183 SH	32,403.	32,403.
INTEL CORPORATION CMN-3756 SH	97,487.	97,487.
INTERNATIONAL CONSOLID-2710 SH	90,083.	90,083.
INTL BUSINESS MACHINES-268 SH	50,269.	50,269.
INTL BUSINESS MACHINES-754 SH	141,428.	141,428.
JDS UNIPHASE CORPORATI-3270 SH	42,461.	42,461.
JOHNSON & JOHNSON CMN-4012 SH	367,459.	367,459.
JOY GLOBAL INC. CMN-2421 SH	141,604.	141,604.
JPMORGAN CHASE & CO. L-195000 SH	215,807.	215,807.
JPMORGAN CHASE & CO. L-97000 SH	96,001.	96,001.
JPMORGAN CHASE & CO. L-97000 SH	107,971.	107,971.
KAISER ALUMINUM CORPOR-598 SH	42,004.	42,004.
KASIKORNBANK PUB CO LT-1986 SH	37,714.	37,714.
KB FINANCIAL GROUP INC-915 SH	37,067.	37,067.
KELLOGG COMPANY CMN-1781 SH	108,766.	108,766.
KENNEDY-WILSON HOLDING-651 SH	14,485.	14,485.
KERING ADR CMN-2993 SH	63,368.	63,368.
KEY ENERGY SERVICES IN-6050 SH	47,795.	47,795.
KINDER MORGAN MANAGEME-1237 SH	93,591.	93,591.
KUNLUN ENERGY COMPANY -735 SH	64,743.	64,743.
LANDSTAR SYSTEM INC CM-1863 SH	107,029.	107,029.
LASALLE HOTEL PROPERTI-1243 SH	38,359.	38,359.
LATTICE SEMICONDUCTOR -5525 SH	30,332.	30,332.
LINKEDIN CORP CMN CLAS-781 SH	169,344.	169,344.
LOCKHEED MARTIN CORPOR-1068 SH	158,769.	158,769.
LOCKHEED MARTIN CORPOR-1500 SH	222,990.	222,990.
LORILLARD, INC. CMN-2634 SH	133,491.	133,491.
LOWES COMPANIES INC CM-2276 SH	112,776.	112,776.

LYONDELLBASELL INDUSTR-825 SH	66,231.	66,231.
MAGELLAN HEALTH SERVIC-660 SH	39,541.	39,541.
MARATHON PETROLEUM COR-1921 SH	176,213.	176,213.
MCGRAW-HILL COMPANIES -1930 SH	150,926.	150,926.
MEADWESTVACO CORP CMN-3575 SH	132,025.	132,025.
MERCADOLIBRE INC. CMN-1597 SH	172,141.	172,141.
MICHAEL KORS HOLDINGS -3261 SH	264,761.	264,761.
MICROSEMI CORP CL A CM-1684 SH	42,016.	42,016.
MICROSOFT CORPORATION -2074 SH	77,588.	77,588.
MICROSOFT CORPORATION -3568 SH	133,479.	133,479.
MITSUBISHI CORP SPONS -1780 SH	68,318.	68,318.
MONSANTO COMPANY CMN-1860 SH	216,783.	216,783.
MURATA MFG. CO., LTD. -2737 SH	60,805.	60,805.
MURPHY OIL CORPORATION-1707 SH	110,750.	110,750.
MYLAN INC CMN-3155 SH	136,927.	136,927.
NEWMARKET CORP CMN-323 SH	107,930.	107,930.
NEWMARKET CORP CMN-348 SH	116,284.	116,284.
NIKE CLASS-B CMN CLASS-3837 SH	301,742.	301,742.
NSK LTD ADR SPONSORED -2755 SH	68,569.	68,569.
OASIS PETROLEM INC CMN-1244 SH	58,431.	58,431.
OCEAN RIG UDW INC CMN-2206 SH	42,466.	42,466.
OMRON CORP. SPONSORED -854 SH	37,742.	37,742.
ORIX CORPORATION SPONS-1181 SH	105,227.	105,227.
PARKWAY PROPERTIES INC-1645 SH	31,732.	31,732.
PATTERSON-UTI ENERGY, -5438 SH	137,690.	137,690.
PAYCHEX, INC. CMN-3558 SH	161,996.	161,996.
PEBBLEBROOK HOTEL TRUS-1058 SH	32,544.	32,544.
PFIZER INC. CMN-4406 SH	134,956.	134,956.
PHILIP MORRIS INTL INC-1309 SH	114,053.	114,053.
PHILIP MORRIS INTL INC-935 SH	81,467.	81,467.
POST PROPERTIES INC CM-894 SH	40,436.	40,436.
PRECISION CASTPARTS CO-920 SH	247,756.	247,756.
PRICELINE GROUP INC/TH-225 SH	261,540.	261,540.
PROASSURANCE CORP CMN-862 SH	41,790.	41,790.
PROLOGIS INC CMN-2906 SH	107,377.	107,377.
PRUDENTIAL CORP (ADR) -2200 SH	99,000.	99,000.
PS BUSINESS PARKS, INC-430 SH	32,861.	32,861.
PTC INC CMN-1286 SH	45,512.	45,512.
PUBLIC STORAGE CMN-640 SH	96,333.	96,333.
QUALITY SYSTEMS INC CM-1525 SH	32,117.	32,117.
RED HAT, INC. CMN-4576 SH	256,439.	256,439.
REGAL BELOIT CORP CMN-580 SH	42,758.	42,758.
REPSOL SA - ADR SPONSO-1757 SH	44,354.	44,354.
RESMED INC. CMN-855 SH	40,253.	40,253.
REYNOLDS AMERICAN INC.-1987 SH	99,330.	99,330.
RIO TINTO PLC SPONSORE-2245 SH	126,685.	126,685.
RLJ LODGING TRUST CMN-1419 SH	34,510.	34,510.
ROCHE HOLDING AG ADR B-1283 SH	89,875.	89,875.
ROCKWELL COLLINS, INC.-706 SH	52,188.	52,188.
ROSS STORES, INC CMN-698 SH	52,301.	52,301.
ROYAL BANK OF CANADA L-196000 SH	228,830.	228,830.
ROYAL BANK OF CANADA L-97000 SH	97,369.	97,369.
ROYAL BANK OF CANADA L-98000 SH	111,063.	111,063.
RPC INC CMN-7925 SH	141,461.	141,461.

SAFRAN SA SPONSORED AD-5108 SH	88,879.	88,879.
SALESFORCE.COM, INC CM-4216 SH	232,681.	232,681.
SANOFI SPONSORED ADR C-1183 SH	63,444.	63,444.
SCHNEIDER ELECTRIC SA -4877 SH	85,211.	85,211.
SCHOLASTIC CORPORATION-967 SH	32,888.	32,888.
SEAWORLD ENTERTAINMENT-1235 SH	35,531.	35,531.
SHIRE LIMITED SPONSORE-237 SH	33,486.	33,486.
SIEMENS AKTIENGESELLSC-656 SH	90,863.	90,863.
SILICONWARE PRECISION -8350 SH	49,933.	49,933.
SIMON PROPERTY GROUP I-1786 SH	271,758.	271,758.
SL GREEN REALTY CORP C-773 SH	71,410.	71,410.
SLM CORPORATION CMN-3380 SH	88,826.	88,826.
SM ENERGY COMPANY CMN-651 SH	54,105.	54,105.
SOUTHERN COPPER CORPOR-797 SH	22,882.	22,882.
SPDR EURO STOXX 50 FD -38115 SH	1,608,453.	1,608,453.
SPDR S&P BANK ETF-21045 SH	698,063.	698,063.
SSE PLC SPONSORED ADR -2104 SH	47,742.	47,742.
STRATEGIC HOTELS & RES-4108 SH	38,821.	38,821.
SUMITOMO CORPORATION S-4287 SH	53,879.	53,879.
SYNGENTA AG SPONSORED -777 SH	62,113.	62,113.
TAIWAN SEMICONDUCTOR M-3338 SH	58,215.	58,215.
TANGER FACTORY OUTLET -1157 SH	37,047.	37,047.
TATE & LYLE PLC SPNSRD-1214 SH	65,067.	65,067.
TAUBMAN CENTERS INC CM-850 SH	54,332.	54,332.
TCF FINANCIAL CORP MIN-2490 SH	40,463.	40,463.
TECHNOLOGY SELECT INDE-21210 SH	758,045.	758,045.
TECK RESOURCES LIMITED-2066 SH	53,737.	53,737.
TELENOR ASA AMERICAN D-556 SH	39,756.	39,756.
TERADYNE INC CMN-2310 SH	40,702.	40,702.
TERRENO REALTY CORPORA-1411 SH	24,975.	24,975.
TESCO PLC (SPONSORED) -3093 SH	51,384.	51,384.
TESLA MOTORS, INC. CMN-1646 SH	247,606.	247,606.
TETRA TECH INC (NEW) C-1398 SH	39,116.	39,116.
THE SCOTTS MIRACLE GRO-730 SH	45,421.	45,421.
THE TRAVELERS COMPANIE-2741 SH	248,170.	248,170.
THIRD POINT REINSURANC-1975 SH	36,597.	36,597.
TIVO INC CMN-2465 SH	32,341.	32,341.
TJX COMPANIES INC (NEW-2982 SH	190,043.	190,043.
TJX COMPANIES INC (NEW-3194 SH	203,554.	203,554.
TOLL BROTHERS, INC. CM-614 SH	22,718.	22,718.
TOTAL SA SPONSORED ADR-773 SH	47,362.	47,362.
TOYOTA MOTOR CORPORATI-803 SH	97,902.	97,902.
U S DOLLAR-20420 SH	20,420.	20,420.
U S DOLLAR-903.52 SH	904.	904.
ULTRA PETROLEUM CORP C-4629 SH	100,218.	100,218.
UMPQUA HLDGS CORP CMN-2185 SH	41,821.	41,821.
UNISYS CORPORATION CMN-1509 SH	50,657.	50,657.
UNITED PARCEL SERVICE,-1152 SH	121,052.	121,052.
UNITED THERAPEUTICS CO-1462 SH	165,323.	165,323.
VANGUARD FTSE EMERGING-49785 SH	2,048,155.	2,048,155.
VENTAS, INC. CMN-1901 SH	108,889.	108,889.
VERIZON COMMUNICATIONS-2036 SH	100,049.	100,049.
VERTEX PHARMACEUTICALS-2556 SH	189,911.	189,911.
VINCI ADR CMN-2741 SH	45,059.	45,059.

VISA INC. CMN CLASS A-953 SH	212,214.	212,214.
VIVENDI ADR CMN-2740 SH	72,322.	72,322.
VMWARE INC. CMN CLASS -2935 SH	263,299.	263,299.
VODAFONE GROUP PLC SPO-1655 SH	65,058.	65,058.
VOLKSWAGEN AG, WOLFSBU-1185 SH	66,669.	66,669.
VORNADO REALTY TRUST C-498 SH	44,217.	44,217.
VTECH HOLDINGS LIMITED-2403 SH	31,208.	31,208.
WADDELL & REED FIN., I-2913 SH	189,695.	189,695.
WEINGARTEN REALTY INVS-1006 SH	27,585.	27,585.
WELLS FARGO & CO (NEW)-3391 SH	153,951.	153,951.
WELLS FARGO & COMPANY -196000 SH	220,990.	220,990.
WELLS FARGO & COMPANY -97000 SH	96,156.	96,156.
WELLS FARGO & COMPANY -97000 SH	108,883.	108,883.
WESTERN DIGITAL CORPOR-2548 SH	213,777.	213,777.
WESTERN REFINING, INC.-1050 SH	44,531.	44,531.
WESTERN UNION COMPANY -8150 SH	140,588.	140,588.
WEYERHAEUSER COMPANY C-362 SH	11,428.	11,428.
WPP PLC ADR CMN-1108 SH	127,265.	127,265.
YUM BRANDS, INC. CMN-1494 SH	112,961.	112,961.
TOTAL TO FORM 990-PF, PART II, LINE 10B	37,035,022.	37,035,022.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AGILENT TECHNOLOGIES, -550000 SH	601,951.	601,951.
AMERISOURCEBERGEN CORP-475000 SH	468,902.	468,902.
AMGEN INC. 2.5% 11/15/-400000 SH	415,258.	415,258.
AMGEN INC. 4.85% 11/18-200000 SH	208,593.	208,593.
ASHLAND INC. STEP 08/1-45000 SH	43,415.	43,415.
AUTONATION, INC. 5.5% -15000 SH	16,450.	16,450.
AUTONATION, INC. 6.75%-25000 SH	29,294.	29,294.
BALL CORPORATION 5.0% -45000 SH	45,213.	45,213.
BAXTER INTERNATIONAL I-525000 SH	557,481.	557,481.
BERKSHIRE HATHAWAY INC-400000 SH	418,079.	418,079.
BLACKROCK, INC. 3.375%-425000 SH	421,559.	421,559.
CASE NEW HOLLAND INC. -20000 SH	23,731.	23,731.
CBS CORPORATION 5.75% -400000 SH	453,864.	453,864.
CCO HLGS LLC/CCO HLGS -67000 SH	72,939.	72,939.
CELANESE US HOLDINGS L-40000 SH	42,704.	42,704.
CHS/COMMUNITY HLTH SYS-60000 SH	63,112.	63,112.
CLEAN HARBORS, INC. 5.-15000 SH	15,776.	15,776.
CLEARWATER PAPER CORPO-70000 SH	75,556.	75,556.
CMS ENERGY CORPORATION-25000 SH	29,554.	29,554.
CONCHO RESOURCES INC. -30000 SH	31,313.	31,313.
CONSTELLATION BRANDS, -10000 SH	9,396.	9,396.
CONSTELLATION BRANDS, -10000 SH	9,463.	9,463.
CONTINENTAL RESOURCES, -50000 SH	52,674.	52,674.
CROWN AMERICAS LLC 6.2-15000 SH	16,666.	16,666.

CROWN CASTLE INTERNATI-80000 SH	80,337.	80,337.
CVS CAREMARK CORPORATI-225000 SH	270,635.	270,635.
D.R. HORTON, INC. 4.37-45000 SH	42,542.	42,542.
DAVITA HEALTHCARE PART-60000 SH	62,053.	62,053.
DDR CORP. 4.625% 07/15-45000 SH	46,859.	46,859.
DIRECTV HOLDINGS LLC 3-525000 SH	547,797.	547,797.
DISH DBS CORPORATION 7-20000 SH	23,425.	23,425.
DISH DBS CORPORATION 7-25000 SH	28,430.	28,430.
DPL INC. 7.25% 10/15/2-70000 SH	71,946.	71,946.
EQUINIX, INC. 7.0% 07/-45000 SH	50,615.	50,615.
FRONTIER COMMUNICATION-40000 SH	46,513.	46,513.
GOLDMAN SACHS BANK DEP-135643.3 SH	135,643.	135,643.
GOLDMAN SACHS BANK DEP-46178.78 SH	46,179.	46,179.
GRAPHIC PACKAGING INTL-35000 SH	35,001.	35,001.
GS HIGH YIELD FLOATING-102498.117 SH	1,035,231.	1,035,231.
HCA INC. 6.5% 02/15/20-75000 SH	84,248.	84,248.
HCP, INC. 2.625% 02/01-650000 SH	626,683.	626,683.
HCP, INC. 5.375% 02/01-45000 SH	49,994.	49,994.
HEALTH MANAGEMENT ASSO-55000 SH	61,624.	61,624.
HOST HOTELS & RESORTS, -70000 SH	71,584.	71,584.
HUNTINGTON INGALLS IND-30000 SH	33,554.	33,554.
INTELSAT JACKSON HOLDI-30000 SH	33,638.	33,638.
JABIL CIRCUIT, INC. 4.-30000 SH	29,215.	29,215.
JARDEN CORPORATION 6.1-30000 SH	32,335.	32,335.
KFW 5.125% 03/14/2016 -500000 SH	556,595.	556,595.
LAMAR MEDIA CORP. 5.87-40000 SH	41,979.	41,979.
LENNAR CORPORATION 6.9-30000 SH	33,924.	33,924.
LEVEL 3 FINANCING, INC-25000 SH	28,994.	28,994.
LIMITED BRANDS, INC. 6-45000 SH	50,133.	50,133.
MARKWEST ENERGY PARTNE-15000 SH	16,493.	16,493.
MARKWEST ENERGY PARTNE-45000 SH	46,273.	46,273.
MERCK & CO., INC. 5.0%-500000 SH	566,345.	566,345.
MGM MIRAGE 7.5% 06/01/-80000 SH	90,100.	90,100.
MPT OPERATING PARTNERS-5000 SH	5,407.	5,407.
MPT OPERATING PARTNERS-55000 SH	58,250.	58,250.
NEWFIELD EXPLORATION C-55000 SH	57,968.	57,968.
NIELSEN FINANCE LLC 7.-40000 SH	43,854.	43,854.
NRG ENERGY, INC. 7.625-25000 SH	29,379.	29,379.
NV ENERGY, INC. 6.25% -50000 SH	58,375.	58,375.
OMNICOM GROUP INC. 6.2-450000 SH	532,404.	532,404.
PAETEC HOLDING CORP. 9-45000 SH	50,658.	50,658.
PEABODY ENERGY CORPORA-20000 SH	22,746.	22,746.
PFIZER INC. 5.35% 03/1-500000 SH	536,201.	536,201.
PHILLIPS-VAN HEUSEN CO-25000 SH	27,767.	27,767.
PIONEER NATURAL RESOUR-35000 SH	43,647.	43,647.
PLAINS EXPLORATION & P-10000 SH	10,964.	10,964.
PROCTER & GAMBLE COMPA-500000 SH	523,555.	523,555.
PROGRESS ENERGY, INC. -400000 SH	388,294.	388,294.
PUGET ENERGY, INC. 6.0-60000 SH	68,297.	68,297.
RANGE RESOURCES CORP 5-60000 SH	60,083.	60,083.
REGENCY ENERGY PARTNER-55000 SH	59,948.	59,948.
ROCKWOOD SPECIALTIES G-50000 SH	51,551.	51,551.
ROYAL CARIBBEAN CRUISE-45000 SH	45,302.	45,302.
SALLY HOLDINGS LLC 5.7-40000 SH	41,792.	41,792.

RAY & KAY ECKSTEIN CHARITABLE TRUST

39-6786592

SBA TELECOMMUNICATIONS-55000 SH	60,702.	60,702.
SEAGATE TECHNOLOGY HDD-4000 SH	4,588.	4,588.
SILGAN HOLDINGS INC. 5-60000 SH	60,000.	60,000.
SPRINT NEXTEL CORPORAT-25000 SH	27,406.	27,406.
SPRINT NEXTEL CORPORAT-30000 SH	33,268.	33,268.
SPX CORPORATION 6.875%-25000 SH	28,823.	28,823.
SUBSID OF: CABLEVISION-40000 SH	47,156.	47,156.
SUNTRUST BANK 2.75% 05-325000 SH	296,161.	296,161.
TELECOM ITALIA CAPITAL-30000 SH	33,382.	33,382.
TENET HEALTHCARE CORPO-40000 SH	44,717.	44,717.
THE KROGER CO. 6.4% 08-300000 SH	350,975.	350,975.
U S DOLLAR-4125 SH	4,125.	4,125.
UNITED TECHNOLOGIES CO-500000 SH	532,463.	532,463.
VALEANT PHARMACEUTICAL-40000 SH	43,268.	43,268.
VIDEOTRON LTEE 5.0% 07-50000 SH	50,028.	50,028.
VODAFONE GROUP PLC 4.1-400000 SH	407,348.	407,348.
WAL-MART STORES, INC. -150000 SH	162,543.	162,543.
WAL-MART STORES, INC. -200000 SH	235,500.	235,500.
WEATHERFORD INTERNATIO-50000 SH	54,468.	54,468.
WHITING PETROLEUM CORP-30000 SH	32,363.	32,363.
WHITING PETROLEUM CORP-30000 SH	31,129.	31,129.
WISDOMTREE TRUST CMN C-19020 SH	875,300.	875,300.
TOTAL TO FORM 990-PF, PART II, LINE 10C	15,232,015.	15,232,015.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BROAD STREET ENERGY PARTNERS, L.P. (C)	FMV	260,124.	260,124.
FREEPORT SBIC GP, LLC	FMV	449,065.	449,065.
GLOBAL ATLANTIC (C)	FMV	2,212,000.	2,212,000.
GOLDMAN SACHS COMMODITY OPPORTUNITIES FUND OFFSHORE, LTD. CLASS A SERIES 4	FMV	1,113,322.	1,113,322.
GOLDMAN SACHS CORPORATE CREDIT INVESTMENT FUND CLASS A ACCUM SERIES ACCUMULA	FMV	3,046,934.	3,046,934.
GS INVESTMENT PARTNERS PRIVATE OPPORTUNITIES FUND OFFSHORE HOLDINGS, L.P.	FMV	564,964.	564,964.
HEDGE FUND OPPORTUNITIES LTD CLASS A SERIES 1	FMV	3,700,587.	3,700,587.
MOUNT KELLETT CAPITAL PARTNERS (CAYMAN) CORPORATE ACCESS LP (C)	FMV	796,822.	796,822.
PRINCETON FUND LTD CLASS A SERIES 1	FMV	1,193,987.	1,193,987.
TINICUM TAX EXEMPT L.P.-7913.633 SH	FMV	138,350.	138,350.
VINTAGE VI OFFSHORE HOLDINGS LP (C)	FMV	231,127.	231,127.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,707,282.	13,707,282.

FORM 990-PF	LATE PAYMENT PENALTY	STATEMENT 13
-------------	----------------------	--------------

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/14	45,902.	45,902.		
EXTENSION PAYMENT	05/15/14	<25,000.>	20,902.	3	314.
EXTENSION PAYMENT	08/07/14	<25,000.>	<4,098.>	3	
DATE FILED	11/15/14		<4,098.>		
TOTAL LATE PAYMENT PENALTY					314.

FORM 990-PF	LATE PAYMENT INTEREST	STATEMENT 14
-------------	-----------------------	--------------

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	45,902.	45,902.	.0300		
EXTENSION PAYMENT	05/15/14	<25,000.>	20,902.	.0300	84	145.
EXTENSION PAYMENT	08/07/14	<25,000.>	<3,953.>	.0300	100	
DATE FILED	11/15/14		<3,953.>			
TOTAL LATE PAYMENT INTEREST						145.

FORM 990-PF	INTEREST AND PENALTIES	STATEMENT 15
-------------	------------------------	--------------

OVERPAYMENT FROM FORM 990-PF, PART VI, LINE 10	4,098.
LATE PAYMENT INTEREST	<145.>
LATE PAYMENT PENALTY	<314.>
NET OVERPAYMENT	3,639.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RAY A ECKSTEIN P O BOX 7606 PADUCAH, KY 420027606	TRUSTEE 10.00	0.	0.	0.
KATHRYN A ECKSTEIN P O BOX 7606 PADUCAH, KY 420027606	TRUSTEE 1.00	0.	0.	0.
CYNTHIA L ERICKSON P O BOX 7606 PADUCAH, KY 420027606	TRUSTEE 1.00	0.	0.	0.
SUSAN F HOMRA P O BOX 7606 PADUCAH, KY 420027606	TRUSTEE 1.00	0.	0.	0.
TERESA R ECKSTEIN P O BOX 7606 PADUCAH, KY 420027606	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 17

NAME OF MANAGER

RAY A ECKSTEIN
KATHRYN A ECKSTEIN

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

HEATHER J. BAER
PO BOX 7606
PADUCAH, KY 42002-7606

TELEPHONE NUMBER

(270) 534-8930

FORM AND CONTENT OF APPLICATIONS

FOR 2014 THE FOUNDATION HAS ENTERED INTO COMMITMENTS THAT HAVE CAUSED ALL OF ITS AVAILABLE GRANT FUNDS TO BE FULLY UTILIZED. SUBMIT REQUESTS FOR 2015 FUNDING IN WRITING & INCLUDE IRS DETERMINATION LETTER.

ANY SUBMISSION DEADLINES

FOR 2015 FUNDING, THE FOUNDATION WILL CONSIDER APPLICATIONS BEGINNING IN OCTOBER 2014.

RESTRICTIONS AND LIMITATIONS ON AWARDS

EMPHASIS IS PLACED ON (A) CATHOLIC CHURCH AFFILIATED ORGANIZATIONS, AND (B) EDUCATIONAL, MISSIONARY AND MINISTRY PROGRAMS (CATHOLIC AND NON-CATHOLIC). GRANTS AND AWARDS ARE NOT, HOWEVER, STRICTLY LIMITED TO THESE KINDS OF INSTITUTIONS OR CHARITABLE FIELDS.

Ray & Kay Eckstein Charitable Trust [R&KECT] Depreciation Expense

Federal

01/01/2013 - 12/31/2013

Business % Applied to Depreciation

Date In Service	System No.	Disp. Type	Description	Cost / Other Basis	Special Allowance	Beg. Accum. Depreciation/ (Sec. 179)	Sec. 179 Bonus/ (Cur. Yr. Only)	Current Depreciation/ (Sec. 179)	Total Depreciation/ (Sec. 179)	Method / Conv.	Life	Net Book Value
Furniture & Equipment												
02/20/13	1		Dell Power Connect Switch	672.71	0.00	0.00	0.00	112.12	112.12	112.12 SL / N/A	5 0000	560.59
03/04/13	2		Invoice 23311	587.99	0.00	0.00	0.00	98.00	98.00	98.00 SL / N/A	5 0000	489.99
05/10/13	3		Invoice 75730 Alarm System at N	949.00	0.00	0.00	0.00	90.38	90.38	90.38 SL / N/A	7 0000	858.62
05/29/13	4		Volocty, Gilt	906.11	0.00	0.00	0.00	75.51	75.51	75.51 SL / N/A	7 0000	830.60
06/03/13	5		4 TV's for new office,	1,872.00	0.00	0.00	0.00	156.00	156.00	156.00 SL / N/A	7 0000	1,716.00
06/05/13	6		Framing of "The Three Ladies	1,535.23	0.00	0.00	0.00	127.94	127.94	127.94 SL / N/A	7 0000	1,407.29
06/19/13	7		TV shelves, Wall Mounts, Artcula	1,225.89	0.00	0.00	0.00	87.57	87.57	87.57 SL / N/A	7 0000	1,138.32
07/25/13	8		Cocktail Table	589.00	0.00	0.00	0.00	35.06	35.06	35.06 SL / N/A	7 0000	553.94
08/27/13	9		2 Upholstered Black Adjustable C	1,544.48	0.00	0.00	0.00	73.55	73.55	73.55 SL / N/A	7 0000	1,470.93
01/07/13	10		Invoice 22832	7,570.17	0.00	0.00	0.00	1,514.03	1,514.03	1,514.03 SL / N/A	5 0000	6,056.14
02/20/13	11		New Server	2,625.00	0.00	0.00	0.00	437.50	437.50	437.50 SL / N/A	5 0000	2,187.50
04/04/13	12		2 Chairs, Rug, Breakfront,	2,020.00	0.00	0.00	0.00	216.43	216.43	216.43 SL / N/A	7 0000	1,803.57
04/05/13	13		Blinds for new office	1,251.00	0.00	0.00	0.00	134.03	134.03	134.03 SL / N/A	7 0000	1,116.97
05/03/13	14		Cabinets	12,143.00	0.00	0.00	0.00	1,156.47	1,156.47	1,156.47 SL / N/A	7 0000	10,986.53
05/13/13	16		Lighting fixtures for new office	1,478.75	0.00	0.00	0.00	140.83	140.83	140.83 SL / N/A	7 0000	1,337.92
05/22/13	19		Router for new office	708.97	0.00	0.00	0.00	82.71	82.71	82.71 SL / N/A	5 0000	626.26
06/06/13	24		Refrigerator, Microwave, Dishwas	2,181.89	0.00	0.00	0.00	181.82	181.82	181.82 SL / N/A	7 0000	2,000.07
06/10/13	25		Wall art/signage for new office	704.56	0.00	0.00	0.00	58.71	58.71	58.71 SL / N/A	7 0000	645.85
06/26/13	29		Fortis Blue - 2 Users	3,000.00	0.00	0.00	0.00	214.29	214.29	214.29 SL / N/A	7 0000	2,785.71
07/02/13	30		Precedent Chair/Hooker Chest	2,163.00	0.00	0.00	0.00	154.50	154.50	154.50 SL / N/A	7 0000	2,008.50
12/03/13	31		Historical church prints, cabinet f	1,589.12	0.00	0.00	0.00	18.92	18.92	18.92 SL / N/A	7 0000	1,570.20
12/10/13	32		Wall art/signage for new office-Fir	1,080.50	0.00	0.00	0.00	12.86	12.86	12.86 SL / N/A	7 0000	1,067.64
Subtotal: Furniture & Equipment				48,398.37	0.00	0.00	0.00	5,179.23	5,179.23			43,219.14
Less dispositions and exchanges:				0.00	0.00	0.00	0.00	0.00	0.00			0.00
Net for: Furniture & Equipment				48,398.37	0.00	0.00	0.00	5,179.23	5,179.23			43,219.14
Leasehold Improvements												
05/10/13	15		Electrical for new office	1,223.00	0.00	0.00	0.00	163.07	163.07	163.07 SL / N/A	5 0000	1,059.93
05/13/13	17		Tile \$2.91*530 sq ft	1,362.30	0.00	0.00	0.00	181.64	181.64	181.64 SL / N/A	5 0000	1,180.66
05/13/13	18		Carpet \$ 61*2640 sq ft	110.40	0.00	0.00	0.00	14.72	14.72	14.72 SL / N/A	5 0000	95.68
05/22/13	20		Granite for New Office	1,399.20	0.00	0.00	0.00	163.24	163.24	163.24 SL / N/A	5 0000	1,235.96
05/29/13	21		Furnish and install cat 6 voice and	5,210.00	0.00	0.00	0.00	607.83	607.83	607.83 SL / N/A	5 0000	4,602.17
05/29/13	22		Glass installation on desks and ci	495.00	0.00	0.00	0.00	57.75	57.75	57.75 SL / N/A	5 0000	437.25
05/29/13	23		5 inner windows	325.00	0.00	0.00	0.00	37.92	37.92	37.92 SL / N/A	5 0000	287.08
06/17/13	26		New Office Build out	8,396.33	0.00	0.00	0.00	839.64	839.64	839.64 SL / N/A	5 0000	7,556.69
06/24/13	27		Cubical panels for new office	3,872.00	0.00	0.00	0.00	387.20	387.20	387.20 SL / N/A	5 0000	3,484.80
06/24/13	28		Office Build Out Lighting	763.80	0.00	0.00	0.00	76.38	76.38	76.38 SL / N/A	5 0000	687.42
Subtotal: Leasehold Improvements				23,157.03	0.00	0.00	0.00	2,529.39	2,529.39			20,627.64
Less dispositions and exchanges:				0.00	0.00	0.00	0.00	0.00	0.00			0.00
Net for: Leasehold Improvements				23,157.03	0.00	0.00	0.00	2,529.39	2,529.39			20,627.64

Ray & Kay Eckstein Charitable Trust [R&KECT]
Depreciation Expense

01/01/2013 - 12/31/2013

Federal

Business % Applied to Depreciation

Date In Service	Syste m No.	Disp Type	Description	Cost / Other Basis	Special Allowance	Beg Accum. Depreciation/ (Sec. 179)	Sec. 179/ Bonus/ (Cur. Yr. Only)	Current Depreciation/ (Sec. 179)	Total Depreciation/ (Sec. 179)	Method / Conv.	Life	Net Book Value
Subtotal:				71,555.40	0.00	0.00	0.00	7,708.62	7,708.62			63,846.78
Less dispositions and exchanges:				0.00	0.00	0.00	0.00	0.00	0.00			0.00
Grand Totals:				71,555.40	0.00	0.00	0.00	7,708.62	7,708.62			63,846.78

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				
b COAST ACCESS III LTD CLASS C LIQUIDATION PROCEEDS		P	01/01/07	02/28/13
c FURNITURE		P	01/01/07	05/31/13
d PARTNERSHIP GAINS/(LOSSES) FROM SCHEDULE K-1'S				
e CAPITAL GAINS DIVIDENDS				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 19,998,378.		17,729,197.	2,269,181.
b 13,546.			13,546.
c 225.			225.
d 1,094.			1,094.
e 18,741.			18,741.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			2,269,181.
b			13,546.
c			225.
d			1,094.
e			18,741.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,302,787.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
GRANT COUNTY CENTER ON AGING 8820 HWY 35/61 SOUTH LANCASTER, WI 53813	NONE	PC	PUBLIC HEALTH & SAFETY	100,000.
GRANT COUNTY FAIR ASSOCIATION 12722 COUNTY ROAD V GLEN HAVEN, WI 53810	NONE	PC	TO ENHANCE EDUCATION	30,000.
KNIGHTS OF COLUMBUS 723 E 5TH AVENUE CALVERT CITY, KY 42029	NONE	PC	TO ENHANCE EDUCATION	2,000.
LOURDES FOUNDATION, INC. 1530 LONE OAK ROAD PADUCAH, KY 42001	NONE	PC	TO IMPROVE HEALTH CARE	300,000.
MARQUETTE UNIVERSITY 2114 W MICHIGAN AVENUE MILWAUKEE, WI 53233	NONE	PC	TO ENHANCE EDUCATION	2,000,000.
REHAB ASSOCIATES FOUNDATION 220 BERGER ROAD PADUCAH, KY 42001	NONE	PC	PUBLIC HEALTH & SAFETY	100,000.
SALVATION ARMY OF PADUCAH 2990 TRIMBLE STREET PADUCAH, KY 42001	NONE	PC	INDIGENT CARE	20,000.
SCHOOL DISTRICT OF CASSVILLE 715 E. AMELIA STREET CASSVILLE, WI 53806	NONE	PC	TO ENHANCE EDUCATION	15,000.
SCHOOLS FOR HAITI INC 301 WIOTA STREET CASSVILLE, WI 53806	NONE	PC	RELIGIOUS MISSION WORK	25,000.
ST PATRICK'S MISSIONARY SOCIETY 8422 W. WINDSOR CHICAGO, IL 60656	NONE	PC	RELIGIOUS MISSION WORK	10,000.
Total from continuation sheets				2,636,500.

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
STONEHILL FRANCISCAN SERVICES 3485 WINDSOR AVENUE DUBUQUE, IA 52001	NONE	PC	TO IMPROVE HEALTH CARE	10,000.
UNIVERSITY OF WI-PLATTEVILLE ONE UNIVERSITY PLAZA PLATTEVILLE, WI 53818	NONE	PC	TO ENHANCE EDUCATION	12,500.
WISCONSIN HISTORICAL FOUNDATION, INC. 816 STATE ST MADISON, WI 53706-1417	NONE	PC	EDUCATIONAL PURPOSES	12,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
LOURDES FOUNDATION, INC. 1530 LONE OAK ROAD PADUCAH, KY 42001	NONE	PC	TO IMPROVE HEALTH CARE	1,200,000.
MARQUETTE UNIVERSITY 2114 W MICHIGAN AVENUE MILWAUKEE, WI 53233	NONE	PC	TO ENHANCE EDUCATION	25,000,000.
REHAB ASSOCIATES FOUNDATION 220 BERGER ROAD PADUCAH, KY 42001	NONE	PC	PUBLIC HEALTH & SAFETY	100,000.
SALVATION ARMY OF PADUCAH 2990 TRIMBLE STREET PADUCAH, KY 42001	NONE	PC	INDIGENT CARE	80,000.
SCHOOLS FOR HAITI INC 301 WIOTA STREET CASSVILLE, WI 53806	NONE	PC	RELIGIOUS MISSION WORK	125,000.
STONEHILL FRANCISCAN SERVICES 3485 WINDSOR AVENUE DUBUQUE, IA 52001	NONE	PC	TO IMPROVE HEALTH CARE	70,000.
Total from continuation sheets				26,575,000.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. RAY & KAY ECKSTEIN CHARITABLE TRUST	Employer identification number (EIN) or 39-6786592
	Number, street, and room or suite no. If a P.O. box, see instructions 4965 VILLAGE SQUARE DRIVE, NO. A	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PADUCAH, KY 42001	

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

0	4
---	---

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

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

DOREEN HAHN

- The books are in the care of **4965 VILLAGE SQUARE DRIVE, SUITE A - PADUCAH, KY 42001**
Telephone No. **(270) 534-8930** Fax No **(270) 534-8940**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

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

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

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

☐ Change in accounting period

7 State in detail why you need the extension


ADDITIONAL TIME IS NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE

RETURN. THE TRUST IS STILL AWAITING RECEIPT OF SEVERAL K-1'S.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	67,150.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.			
	8b	\$	42,150.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	25,000.

Signature and Verification must be completed for Part II only.

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

Signature  Title  CPA Date 

Form 8868 (Rev. 1-2014)