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
THE AUNT KATE FOUNDATION

A Employer identification number
43-1525099

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PMB 318, 338 S. SHARON AMITY ROAD

B Telephone number
(704)367-0935

City or town, state or province, country, and ZIP or foreign postal code
CHARLOTTE, NC 28211-2806

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 968,978.

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

			(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	24,116.	21,925.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	93,432.			
	b	Gross sales price for all assets on line 6a 546,376.				
	7	Capital gain net income (from Part IV, line 2)		93,432.		
	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	<3,703.>	<3,703.>		STATEMENT 2
	12	**Total.** Add lines 1 through 11	113,845.	111,654.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,000.	7,500.		7,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	2,100.	1,050.		1,050.
	c	Other professional fees				
	17	Interest	94.	94.		0.
	18	Taxes STMT 4	1,109.	580.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 5	7,189.	6,586.		603.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	25,492.	15,810.		9,153.
	25	Contributions, gifts, grants paid	45,200.			45,200.
	26	**Total expenses and disbursements.** Add lines 24 and 25	70,692.	15,810.		54,353.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	43,153.			
	b	**Net investment income** (if negative, enter -0-)		95,844.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	27,787.	18,719.	18,719.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	813,636.	865,857.	950,259.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	841,423.	884,576.	968,978.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	861,704.	884,576.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	<20,281.>	0.	
	30	**Total net assets or fund balances**	841,423.	884,576.	
	31	**Total liabilities and net assets/fund balances**	841,423.	884,576.	

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	841,423.
2	Enter amount from Part I, line 27a	2	43,153.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	884,576.
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	884,576.

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	546,376.		452,944.	93,432.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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				
b				
c				
d				
e				93,432.

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	93,432.
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	47,486.	829,984.	.057213
2011	30,894.	845,865.	.036524
2010	41,247.	769,858.	.053577
2009	42,611.	672,661.	.063347
2008	48,886.	861,121.	.056770

2	**Total** of line 1, column (d)	2	.267431
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	.053486
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	903,114.
5	Multiply line 4 by line 3	5	48,304.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	958.
7	Add lines 5 and 6	7	49,262.
8	Enter qualifying distributions from Part XII, line 4	8	54,353.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	958.
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	958.
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	958.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	280.		
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	280.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	678.
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 During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ELIZABETH FLEMING KNIGHT Telephone no. ▶ (704)367-0935

Located at ▶ PMB 318, 338 S. SHARON AMITY RD, CHARLOTTE, NC ZIP+4 ▶ 28211-2806

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		15,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	0.
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	0.
2	
All other program-related investments. See instructions. 3 N/A	0.
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2013)

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10-10-13

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	895,842.
b	Average of monthly cash balances			1b	21,025.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	916,867.
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	916,867.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	13,753.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	903,114.
6	**Minimum investment return.** Enter 5% of line 5			6	45,156.

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	45,156.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	958.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	958.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	44,198.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	44,198.
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	44,198.

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	54,353.
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	54,353.
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	958.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	53,395.

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				44,198.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			24,157.	
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: ▶ $ 54,353.				
a Applied to 2012, but not more than line 2a			24,157.	
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				30,196.
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				14,002.
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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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).)

NONE

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

NONE

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

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

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

ELIZABETH FLEMING KNIGHT, 704-367-0935
PMB 318, 338 S. SHARON AMITY ROAD, CHARLOTTE, NC 282112806

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

CONTACT MS. KNIGHT FOR APPROPRIATE INFORMATION

c Any submission deadlines:

NO

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

NO

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOY SCOUTS OF AMERICA COLUMBIA, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
CENTRAL CHRISTIAN COLLEGE OF THE BIBLE MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	6,200.
FAMILY LIFE FELLOWSHIP MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
HOLT INTERNATIONAL EUGENE, OR	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
MOBERLY PUBLIC SCHOOL FOUNDATION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	13,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	45,200.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	24,116.	
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	<3,703.>	
8 Gain or (loss) from sales of assets other than inventory			18	93,432.	
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.		113,845.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 113,845.

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

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

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

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		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.

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

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	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

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

▶ Signature of officer or trustee | 5/9/14 Date | ▶ PRESIDENT Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
LARRY R. JOURDEN		5/1/14		P00625349

Firm's name ▶ UHY ADVISORS MO, INC. Firm's EIN ▶ 43-1305800

Firm's address ▶ 15 SUNNEN DR, SUITE 100
ST. LOUIS, MO 63143

Phone no. 314-615-1200

STIFEL
ONE FINANCIAL PLAZA
501 NORTH BROADWAY
ST. LOUIS, MO 63102

THE AUNT KATE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

2013 CONSOLIDATED FORM 1099

REPRINT OF ORIGINAL AS OF 02/14/2014

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
FEDERAL ID NO: 43-0538770

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1099-B DETAIL INFORMATION

The following detail is being provided for your information only and will not be furnished to the IRS.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part I, with Box A checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
KCAP FINANCIAL INC CUSIP/SEC NO: 48668E101	1,000.00	11/09/12	08/08/13	$8,510.32	$8,231.43		$278.89	Sale
Total Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS	**1,000.00**			**$8,510.32**	**$8,231.43**	**$0.00**	**$278.89**	

Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS -Report on Form 8949, Part I, with Box B checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
FHLMC 4150PQ 2.5 011543 CUSIP/SEC NO: 3137AYAA9	50,000.00	09/13/13	10/30/13	$34,043.23	$31,181.69		$2,861.54	Sale
Total Gross Proceeds SHORT-TERM transactions with cost basis NOT reported to the IRS	**50,000.00**			**$34,043.23**	**$31,181.69**	**$0.00**	**$2,861.54**	

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
DUPONT B 7.625% PERPTL CUSIP/SEC NO: 26613Q304	151.00	01/13/12	03/05/13	$4,013.01	$3,775.00		$238.01	Sale

[illegible]

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
	15.00	01/13/12	03/05/13	$398.69	$375.00		$23.69	Sale
	357.00	01/13/12	03/05/13	$9,485.27	$8,925.00		$560.27	Sale
	77.00	01/13/12	03/05/13	$2,048.15	$1,925.00		$123.15	Sale
CUSIP/SEC NO 26613Q304 TOTAL:	600.00			$15,945.12	$15,000.00	$0.00	$945.12	
Total Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS	600.00			$15,945.12	$15,000.00	$0.00	$945.12	

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
ALLIANZGI NFJ DIV CUSIP/SEC NO: 01883A107	1,000.00	12/20/10	04/30/13	$16,627.34	$16,226.82		$400.52	Sale
CWMBS 04-J5A4 5.5 072534 CUSIP/SEC NO: 12669FF24	20,000.00	12/28/07	09/13/13	$19,195.00	$17,505.00		$1,690.00	Sale
FRK INCM A CUSIP/SEC NO: 353496300	6,465.52	04/17/09	09/13/13	$15,000.00	$10,991.38		$4,008.62	Sale
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS	27,465.52			$50,822.34	$44,723.20	$0.00	$6,099.14	

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
CWALT 06-43CB 6.0 022537 CUSIP/SEC NO: 02149FAG9	45,000.00	09/25/13	$78.63	Principal
CWALT 06-43CB 6.0 022537 CUSIP/SEC NO: 02149FAG9	45,000.00	10/25/13	$72.37	Principal
CWALT 06-43CB 6.0 022537 CUSIP/SEC NO: 02149FAG9	45,000.00	11/25/13	$33.05	Principal
CWALT 06-43CB 6.0 022537 CUSIP/SEC NO: 02149FAG9	45,000.00	12/25/13	$76.89	Principal
CUSIP/SEC NO 02149FAG9 TOTAL:			**$260.94**	
ALTR 07-26RA1 7.0 012537 CUSIP/SEC NO: 02152JAA8	25,000.00	01/25/13	$22.39	Principal
ALTR 07-26RA1 7.0 012537 CUSIP/SEC NO: 02152JAA8	25,000.00	02/25/13	$110.54	Principal
ALTR 07-26RA1 7.0 012537 CUSIP/SEC NO: 02152JAA8	25,000.00	04/25/13	$0.97	Principal
ALTR 07-26RA1 7.0 012537 CUSIP/SEC NO: 02152JAA8	25,000.00	09/25/13	$55.54	Principal
CUSIP/SEC NO 02152JAA8 TOTAL:			**$189.44**	
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	01/25/13	$805.73	Principal

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Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	02/25/13	$795.00	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	03/25/13	$631.87	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	04/25/13	$201.34	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	05/25/13	$781.33	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	06/25/13	$829.54	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	07/25/13	$498.62	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	08/25/13	$574.66	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	09/25/13	$606.60	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	10/25/13	$645.05	Principal
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	11/25/13	$674.90	Principal

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DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
BANC 06-3 5A5 5.5 032536 CUSIP/SEC NO: 058931BH8	50,000.00	12/25/13	$731.00	Principal
CUSIP/SEC NO 058931BH8 TOTAL:			**$7,775.64**	
CCALT07-A1IA5 6.0 012537 CUSIP/SEC NO: 12566QAE3	15,000.00	07/25/13	$190.01	Principal
CCALT07-A1IA5 6.0 012537 CUSIP/SEC NO: 12566QAE3	15,000.00	08/25/13	$115.42	Principal
CCALT07-A1IA5 6.0 012537 CUSIP/SEC NO: 12566QAE3	15,000.00	09/25/13	$92.81	Principal
CCALT07-A1IA5 6.0 012537 CUSIP/SEC NO: 12566QAE3	15,000.00	10/25/13	$91.47	Principal
CCALT07-A1IA5 6.0 012537 CUSIP/SEC NO: 12566QAE3	15,000.00	11/25/13	$47.93	Principal
CCALT07-A1IA5 6.0 012537 CUSIP/SEC NO: 12566QAE3	15,000.00	12/25/13	$75.73	Principal
CUSIP/SEC NO 12566QAE3 TOTAL:			**$613.37**	
CSMC 06-45A1 5.25 052536 CUSIP/SEC NO: 12637HAT5	100,000.00	07/25/13	$91.95	Principal
CSMC 06-45A1 5.25 052536 CUSIP/SEC NO: 12637HAT5	100,000.00	08/25/13	$92.34	Principal

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1099-B DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
CSMC 06-45A1 5.25 052536 CUSIP/SEC NO: 12637HAT5	100,000.00	09/25/13	$92.74	Principal
CSMC 06-45A1 5.25 052536 CUSIP/SEC NO: 12637HAT5	100,000.00	10/25/13	$1,227.88	Principal
CSMC 06-45A1 5.25 052536 CUSIP/SEC NO: 12637HAT5	100,000.00	11/25/13	$742.57	Principal
CSMC 06-45A1 5.25 052536 CUSIP/SEC NO: 12637HAT5	100,000.00	12/25/13	$98.14	Principal
CUSIP/SEC NO 12637HAT5 TOTAL:			**$2,345.62**	
CHASET05-25A5 5.5 062535 CUSIP/SEC NO: 16165TBN2	12,000.00	12/25/13	$133.45	Principal
FNMA 12-139NA 2.5 112542 CUSIP/SEC NO: 3136AALQ6	25,000.00	12/25/13	$89.75	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	01/25/13	$487.14	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	02/25/13	$489.47	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	03/25/13	$491.82	Principal

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1099-B DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	04/25/13	$494.18	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	05/25/13	$496.54	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	06/25/13	$498.92	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	07/25/13	$501.31	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	08/25/13	$503.72	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	09/25/13	$506.13	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	10/25/13	$468.22	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	11/25/13	$220.50	Principal
FHMT 05-8IA9 5.75 052516 CUSIP/SEC NO: 32051GP33	55,000.00	12/25/13	$388.58	Principal
CUSIP/SEC NO 32051GP33 TOTAL:			**$5,546.53**	

(continued on backside)

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ST. LOUIS, MO 63102

THE AUNT KATE FOUNDATION
C/O ELIZABETH FLEMING KNIGHT

2013 CONSOLIDATED FORM 1099

REPRINT OF ORIGINAL AS OF 02/14/2014

PAYER INFORMATION:		
STIFEL, NICOLAUS & COMPANY, INCORPORATED		
FEDERAL ID NO:	43-0538770	
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1099-B DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
FHAM 06FA7A1 5.75 122536 CUSIP/SEC NO: 32052GAA2	50,000.00	12/25/13	$18.75	Principal
GNMA 13-181EA 3.0 111543 CUSIP/SEC NO: 38378YEU9	50,000.00	12/20/13	$5,471.71	Principal
MALT 07-13A1 6.0 112521 CUSIP/SEC NO: 55275SAR1	100,000.00	06/25/13	$589.17	Principal
MALT 07-13A1 6.0 112521 CUSIP/SEC NO: 55275SAR1	100,000.00	07/25/13	$642.06	Principal
MALT 07-13A1 6.0 112521 CUSIP/SEC NO: 55275SAR1	100,000.00	08/25/13	$121.27	Principal
MALT 07-13A1 6.0 112521 CUSIP/SEC NO: 55275SAR1	100,000.00	09/25/13	$119.21	Principal
MALT 07-13A1 6.0 112521 CUSIP/SEC NO: 55275SAR1	100,000.00	11/25/13	$231.50	Principal
MALT 07-13A1 6.0 112521 CUSIP/SEC NO: 55275SAR1	100,000.00	12/25/13	$98.98	Principal
CUSIP/SEC NO 55275SAR1 TOTAL:			**$1,802.19**	
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	01/25/13	$1,003.95	Principal

STIFEL
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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	02/25/13	$626.39	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	03/25/13	$270.40	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	04/25/13	$1,173.48	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	05/25/13	$1,144.50	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	06/25/13	$820.99	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	07/25/13	$854.36	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	08/25/13	$288.17	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	09/25/13	$366.94	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	10/25/13	$261.86	Principal
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	11/25/13	$397.64	Principal

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Return of Capital or Principal Payments for which cost basis is NOT reported to the IRS and for which SHORT- or LONG-TERM determination is UNKNOWN - Report on Form 8949, Part I with Box B checked or Part II with Box E checked as appropriate (continued)

DESCRIPTION	QUANTITY	DATE PAID	PROCEEDS	ACTIVITY
RAST 07-A1A7 6.0 032537 CUSIP/SEC NO: 761136AG5	80,000.00	12/25/13	$246.32	Principal
CUSIP/SEC NO 761136AG5 TOTAL:			**$7,455.00**	
WFMBS06-7IIA1 6.0 062536 CUSIP/SEC NO: 94982XAD4	27,000.00	09/25/13	$2.16	Principal
WFMBS06-7IIA1 6.0 062536 CUSIP/SEC NO: 94982XAD4	27,000.00	10/25/13	$166.08	Principal
WFMBS06-7IIA1 6.0 062536 CUSIP/SEC NO: 94982XAD4	27,000.00	11/25/13	$0.99	Principal
WFMBS06-7IIA1 6.0 062536 CUSIP/SEC NO: 94982XAD4	27,000.00	12/25/13	$210.59	Principal
CUSIP/SEC NO 94982XAD4 TOTAL:			**$379.82**	
Total Return of Capital or Principal Payments			**$32,082.21**	
TOTAL SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS			**$141,403.22**	

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STIFEL
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THE AUNT KATE FOUNDATION
FUNDAMENTALS - MUTUAL FUND
C/O ELIZABETH FLEMING KNIGHT

2013 CONSOLIDATED FORM 1099

ORIGINAL 02/07/14

PAYER INFORMATION:
STIFEL, NICOLAUS & COMPANY, INCORPORATED
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1099-DIV DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

FOREIGN TAX PAID

DESCRIPTION	CUSIP/ SEC NO	DATE	ACTIVITY	AMOUNT	IRS BOX	CNTRY
VIRTUS EMRG MKT OPP I	92828T889	12/23/13	Foreign Tax Paid	$12.27	6	
			TOTAL FOREIGN TAX PAID	**$273.88**		

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1099-B DETAIL INFORMATION

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part I, with Box A checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
BLKRCK EQ DIV I								
CUSIP/SEC NO: 09251M504	413.42	06/25/12	05/07/13	$9,149.05	7,739.28		$1,409.77	Sale
COLUMBIA MARS GRW Z								
CUSIP/SEC NO: 19765H180	153.81	Various	06/14/13	$4,037.52	3,745.21		$292.31	Sale
FID ADVS NEW INSIGHTS I								
CUSIP/SEC NO: 316071604	115.13	06/14/13	09/25/13	$3,242.15	2,980.80		$261.35	Sale
	186.99	06/14/13	11/27/13	$5,579.84	4,841.23		$738.61	Sale
CUSIP/SEC NO 316071604 TOTAL:	**302.13**			**$8,821.99**	**$7,822.03**	**$0.00**	**$999.96**	
OPPEN DEV MKT Y								
CUSIP/SEC NO: 683974505	47.33	09/25/13	11/27/13	$1,766.79	1,748.34		$18.45	Sale
RDGWRTH SMCP VAL EQ I								
CUSIP/SEC NO: 76628R474	174.05	03/23/12	03/18/13	$2,680.37	2,387.97		$292.40	Sale

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1099-B DETAIL INFORMATION (CONTINUED)

The following detail is being provided for your information only and will not be furnished to the IRS.

SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part I, with Box A checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
T ROWE BLUE CHP GRW								
CUSIP/SEC NO: 77954Q106	84.73	06/14/13	09/25/13	$4,833.73	4,368.58		$465.15	Sale
	114.94	06/14/13	11/27/13	$7,178.97	5,926.15		$1,252.82	Sale
CUSIP/SEC NO 77954Q106 TOTAL:	**199.67**			**$12,012.70**	**$10,294.73**	**$0.00**	**$1,717.97**	
Total Gross Proceeds SHORT-TERM transactions with cost basis reported to the IRS	**1,290.40**			**$38,468.42**	**33,737.56**	**$0.00**	**$4,730.86**	

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
BLKRCK EQ DIV I								
CUSIP/SEC NO: 09251M504	217.44	06/25/12	09/25/13	$4,903.18	4,070.41		$832.77	Sale
	217.13	06/25/12	11/27/13	$5,193.70	4,064.64		$1,129.06	Sale
CUSIP/SEC NO 09251M504 TOTAL:	**434.56**			**$10,096.88**	**$8,135.05**	**$0.00**	**$1,961.83**	
HEARTLAND VAL PLS I								
CUSIP/SEC NO: 422352849	163.17	03/23/12	05/07/13	$5,234.62	4,908.28		$326.34	Sale
	717.40	03/23/12	09/25/13	$25,632.63	21,579.33		$4,053.30	Sale
	44.40	03/23/12	11/27/13	$1,718.57	1,335.43		$383.14	Sale
CUSIP/SEC NO 422352849 TOTAL:	**924.97**			**$32,585.82**	**$27,823.04**	**$0.00**	**$4,762.78**	

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2013 CONSOLIDATED FORM 1099

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THE AUNT KATE FOUNDATION
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C/O ELIZABETH FLEMING KNIGHT

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1099-B DETAIL INFORMATION (CONTINUED)

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS - Report on Form 8949, Part II, with Box D checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
RDGWRTH SMCP VAL EQ I								
CUSIP/SEC NO. 76628R474	331.25	03/23/12	05/07/13	$5,144.28	4,544.73		$599.55	Sale
	1,462.87	03/23/12	09/25/13	$24,839.58	20,070.61		$4,768.97	Sale
	97.93	03/23/12	11/27/13	$1,799.90	1,343.56		$456.34	Sale
CUSIP/SEC NO 76628R474 TOTAL:	**1,892.05**			**$31,783.76**	**$25,958.90**	**$0.00**	**$5,824.86**	
Total Gross Proceeds LONG-TERM transactions with cost basis reported to the IRS	**3,251.58**			**$74,466.46**	**61,916.99**	**$0.00**	**$12,549.47**	

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
INVESCO INTL GRW Y								
CUSIP/SEC NO: 008882532	175.87	02/13/07	05/07/13	$5,408.09	5,340.00		$68.09	Sale
	81.41	02/13/07	11/27/13	$2,729.71	2,471.87		$257.84	Sale
CUSIP/SEC NO 008882532 TOTAL:	**257.28**			**$8,137.80**	**$7,811.87**	**$0.00**	**$325.93**	
ARTISAN MDCP VAL INVS								
CUSIP/SEC NO: 04314H709	73.46	02/13/07	03/18/13	$1,751.38	1,559.64		$191.74	Sale
	92.23	02/13/07	05/07/13	$2,255.10	1,958.10		$297.00	Sale
	80.64	02/13/07	11/27/13	$2,128.87	1,711.96		$416.91	Sale
CUSIP/SEC NO 04314H709 TOTAL:	**246.34**			**$6,135.35**	**$5,229.70**	**$0.00**	**$905.65**	

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C/O ELIZABETH FLEMING KNIGHT

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
COLUMBIA MARS GRW Z								
CUSIP/SEC NO: 19765H180	458.39	02/13/07	05/07/13	$12,078.44	9,761.38		$2,317.06	Sale
	1,856.34	Various	06/14/13	$48,728.84	39,595.35		$9,133.49	Sale
CUSIP/SEC NO 19765H180 TOTAL:	**2,314.72**			**$60,807.28**	**$49,356.73**	**$0.00**	**$11,450.55**	
DAVIS NY VENTURE Y								
CUSIP/SEC NO: 239080401	75.25	02/13/07	03/18/13	$2,934.11	2,988.74		($54.63)	Sale
	250.34	02/13/07	05/07/13	$10,181.41	9,942.53		$238.88	Sale
	161.85	02/13/07	09/25/13	$6,428.80	6,428.12		$0.68	Sale
	133.14	02/13/07	11/27/13	$5,675.63	5,287.64		$387.99	Sale
CUSIP/SEC NO 239080401 TOTAL:	**620.59**			**$25,219.95**	**$24,647.03**	**$0.00**	**$572.92**	
DODGE & COX INTL STK								
CUSIP/SEC NO: 256206103	198.33	02/13/07	05/07/13	$7,552.41	8,952.61		($1,400.20)	Sale
	80.25	02/13/07	11/27/13	$3,429.00	3,622.39		($193.39)	Sale
CUSIP/SEC NO 256206103 TOTAL:	**278.58**			**$10,981.41**	**$12,575.00**	**$0.00**	**($1,593.59)**	
EAGLE SMCP GRW I								
CUSIP/SEC NO: 269858304	142.59	02/13/07	05/07/13	$6,983.91	5,448.53		$1,535.38	Sale
	466.02	Various	09/25/13	$25,654.18	17,885.55		$7,768.63	Sale
	19.41	12/03/07	11/27/13	$1,110.66	758.99		$351.67	Sale
CUSIP/SEC NO 269858304 TOTAL:	**628.01**			**$33,748.75**	**$24,093.07**	**$0.00**	**$9,655.68**	
JPM MDCP VAL SEL								
CUSIP/SEC NO: 339183105	104.86	02/13/07	05/07/13	$3,354.44	2,828.86		$525.58	Sale
	65.68	02/13/07	11/27/13	$2,349.23	1,771.79		$577.44	Sale
CUSIP/SEC NO 339183105 TOTAL:	**170.54**			**$5,703.67**	**$4,600.65**	**$0.00**	**$1,103.02**	

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Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
HARBOR INTL I								
CUSIP/SEC NO: 411511306	109.39	02/13/07	05/07/13	$7,261.11	6,950.45		$310.66	Sale
	30.69	02/13/07	11/27/13	$2,175.26	1,949.73		$225.53	Sale
CUSIP/SEC NO 411511306 TOTAL:	**140.07**			**$9,436.37**	**$8,900.18**	**$0.00**	**$536.19**	
HRTFRD GROWTH I								
CUSIP/SEC NO: 416641108	392.34	02/13/07	05/07/13	$8,360.68	6,963.97		$1,396.71	Sale
	2,482.68	Various	06/14/13	$53,030.00	43,731.56		$9,298.44	Sale
CUSIP/SEC NO 416641108 TOTAL:	**2,875.01**			**$61,390.68**	**$50,695.53**	**$0.00**	**$10,695.15**	
HGHMRK GENVA MDCP GR FID								
CUSIP/SEC NO: 431113505	88.11	02/13/07	05/07/13	$2,334.01	1,652.05		$681.96	Sale
IVY MDCP GRW I								
CUSIP/SEC NO: 466001609	130.13	08/12/11	05/07/13	$2,786.08	2,175.78		$610.30	Sale
	91.91	08/12/11	11/27/13	$2,276.56	1,536.71		$739.85	Sale
CUSIP/SEC NO 466001609 TOTAL:	**222.04**			**$5,062.64**	**$3,712.49**	**$0.00**	**$1,350.15**	
MFS INTL GRW I								
CUSIP/SEC NO: 55273E848	207.66	02/13/07	05/07/13	$6,169.43	5,932.44		$236.99	Sale
	71.63	02/13/07	11/27/13	$2,219.22	2,046.50		$172.72	Sale
CUSIP/SEC NO 55273E848 TOTAL:	**279.29**			**$8,388.65**	**$7,978.94**	**$0.00**	**$409.71**	
NATWD GENEVA MDCP GRW IS								
CUSIP/SEC NO: 63868B690	70.33	02/13/07	11/27/13	$2,156.90	1,318.61		$838.29	Sale
PIONEER OAK SMCP GRW Y								
CUSIP/SEC NO: 72387T785	184.61	02/13/07	05/07/13	$6,169.57	4,857.77		$1,311.80	Sale
	694.00	Various	09/25/13	$27,274.08	18,163.35		$9,110.73	Sale

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SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS (CONTINUED)

Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS - Report on Form 8949, Part II, with Box E checked (continued)

DESCRIPTION	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	WASH SALE (LOSS) DISALLOWED	GAIN/(LOSS)	ACTIVITY
	34.24	Various	11/27/13	$1,345.17	881.70		$463.47	Sale
CUSIP/SEC NO 72387T785 TOTAL:	**912.84**			**$34,788.82**	**$23,902.82**	**$0.00**	**$10,886.00**	
Total Gross Proceeds LONG-TERM transactions with cost basis NOT reported to the IRS	**9,103.74**			**$274,292.28**	**226,474.67**	**$0.00**	**$47,817.61**	

TOTAL SALES PRICE LESS COMMISSIONS AND OPTION PREMIUMS	**$387,227.16**

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THE AUNT KATE FOUNDATION

CONTINUATION FOR 990-PF, PART IV
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Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	STIFEL #1112 S/T COVERED	P	11/09/12	08/08/13
b	STIFEL #1112 S/T NON-COVERED	P	09/13/13	10/30/13
c	STIFEL #1112 L/T COVERED	P	VARIOUS	03/05/13
d	STIFEL #1112 L/T NON-COVERED	P	VARIOUS	09/13/13
e	STIFEL #1112 RETURN OF CAPITAL	P	VARIOUS	12/31/13
f	STIFEL #8727 S/T	P	VARIOUS	12/31/13
g	STIFEL #8727 L/T COVERED	P	VARIOUS	12/31/13
h	STIFEL #8727 L/T NON-COVERED	P	VARIOUS	12/31/13
i	CAPITAL GAINS DIVIDENDS			
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	8,510.		8,230.	280.
b	34,043.		31,181.	2,862.
c	15,945.		15,000.	945.
d	50,822.		44,723.	6,099.
e	32,082.		31,680.	402.
f	38,468.		33,738.	4,730.
g	74,466.		61,917.	12,549.
h	274,292.		226,475.	47,817.
i	17,748.			17,748.
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				280.
b				2,862.
c				945.
d				6,099.
e				402.
f				4,730.
g				12,549.
h				47,817.
i				17,748.
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	93,432.
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
MOBERLY WOMEN'S CONNECTION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	1,500.
PRESBYTERIAN EVANGELISTIC FELLOWSHIP BRISTOL, VA	NONE	PUBLIC CHARITY	GENERAL FUND	1,000.
MISSOURI RESIDENTS ENCOUNTER CHRIST MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	6,000.
TAKE CARE MY KIDS FOUNDATION MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	9,000.
SAFE PASSAGE MOBERLY, MO	NONE	PUBLIC CHARITY	GENERAL FUND	5,000.
UNIVERSITY OF MISSOURI - ALUMNI SUPPORT COLUMBIA, MO	NONE	PUBLIC CHARITY	GENERAL FUND	500.
Total from continuation sheets				23,000.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STIFEL NICOLAUS MANAGED ACCT 1112 ACCRUED INT	<490.>	0.	<490.>	<490.>	
STIFEL NICOLAUS MANAGED ACCT 1112 DIV	5,953.	0.	5,953.	5,953.	
STIFEL NICOLAUS MANAGED ACCT 1112 INT	484.	0.	484.	484.	
STIFEL NICOLAUS MANAGED ACCT 1112 NON DIVIDEND DISTR	2,191.	0.	2,191.	0.	
STIFEL NICOLAUS MANAGED ACCT 1112 OID	10,045.	0.	10,045.	10,045.	
STIFEL NICOLAUS MANAGED ACCT 8727 CAP GN DISTR	17,748.	17,748.	0.	0.	
STIFEL NICOLAUS MANAGED ACCT 8727 DIV	5,933.	0.	5,933.	5,933.	
TO PART I, LINE 4	41,864.	17,748.	24,116.	21,925.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LINN ENERGY LLC	<533.>	<533.>	
WILLIAMS PARTNER LP	<3,170.>	<3,170.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<3,703.>	<3,703.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UHY ADVISORS	2,100.	1,050.		1,050.
TO FORM 990-PF, PG 1, LN 16B	2,100.	1,050.		1,050.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	580.	580.		0.
FEDERAL TAXES	529.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,109.	580.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	482.	241.		241.
MISCELLANEOUS	725.	363.		362.
MANAGEMENT FEES	5,982.	5,982.		0.
TO FORM 990-PF, PG 1, LN 23	7,189.	6,586.		603.

FORM 990-PF OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STIFEL NICOLAUS	COST	865,857.	950,259.
TOTAL TO FORM 990-PF, PART II, LINE 13		865,857.	950,259.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH FLEMING KNIGHT PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	ADMINISTRATOR 10.00	15,000.	0.	0.
CHARLES J. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
JENNIFER Z. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	DIRECTOR 0.00	0.	0.	0.
KEVIN C. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	PRESIDENT 0.00	0.	0.	0.
PATRICK J. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	VICE PRESIDENT AND TREASUR 0.00	0.	0.	0.
KATHERINE R. FLEMING PMB 318 338 S. SHARON AMITY ROAD CHARLOTTE, NC 282112806	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		15,000.	0.	0.