ENVELOPE POSTMARK DATE MAY 0 7 2014

SCANNED MAY 1 5 2014

Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: GEORGIA GOODELL TRUST

A Employer identification number: 43-6251288

Number and street (or P.O. box number if mail is not delivered to street address): P.O. BOX 419248 — Room/suite:

B Telephone number (see instructions): 816-234-2100

City or town, state or province, country, and ZIP or foreign postal code: KANSAS CITY, MO 64141-6248

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)* ▶ $ 811,844.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	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	22,517.	22,517.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	10,037.			
	b Gross sales price for all assets on line 6a 102,147.				
	7 Capital gain net income (from Part IV, line 2)		10,037.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	32,554.	32,554.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	8,054.	8,054.		8,054.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	568.	68.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,622.	8,122.	NONE	8,054.
	25 Contributions, gifts, grants paid	35,136.			35,136.
	26 **Total expenses and disbursements** Add lines 24 and 25	43,758.	8,122.	NONE	43,190.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-11,204.			
	b **Net investment income** (if negative, enter -0-)		24,432.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	13,326.	2,696.	2,696.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S. and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 2	218,828.	265,035.	411,074.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 3	349,363.	310,593.	335,871.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ ALTERNATIVE INVESTMENTS STMT A)	76,655.	68,261.	62,203.
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	658,172.	646,585.	811,844.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
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		646,585.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	658,172.		
30 **Total net assets or fund balances** (see instructions)	658,172.	646,585.	
31 **Total liabilities and net assets/fund balances** (see instructions)	658,172.	646,585.	

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	658,172.
2 Enter amount from Part I, line 27a	2	-11,204.
3 Other increases not included in line 2 (itemize) ▶ ROUNDING	3	2.
4 Add lines 1, 2, and 3	4	646,970.
5 Decreases not included in line 2 (itemize) ▶ TAX TO BOOK ADJUSTMENT	5	385.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	646,585.

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				
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	102,147.		92,110.	10,037.
b				
c				
d				
e				

	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				10,037.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	10,037.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	37,084.	758,014.	0.048923
2011	35,617.	755,076.	0.047170
2010	33,021.	724,139.	0.045600
2009	33,888.	649,541.	0.052172
2008	39,277.	738,109.	0.053213

2	**Total** of line 1, column (d)	2	0.247078
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	0.049416
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	780,897.
5	Multiply line 4 by line 3	5	38,589.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	244.
7	Add lines 5 and 6	7	38,833.
8	Enter qualifying distributions from Part XII, line 4	8	43,190.

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 ▶ [X] and enter 1% of Part I, line 27b	1	244.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	244.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	244.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 630.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	630.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	386.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 386. **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 ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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?	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 ▶ COMMERCE BANK Telephone no. ▶ (816)234-2100

Located at ▶ 118 W 47TH STREET, KANWSAS CITY, MO ZIP+4 ▶ 64112

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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		
	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.)	2b		X
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.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
COMMERCE BANK P O BOX 419248, KANSAS CITY, MO 64141	TRUSTEE 1	8,054.	-0-	-0-

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

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

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

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

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

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

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

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

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	774,142.
b	Average of monthly cash balances	1b	18,647.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	792,789.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	792,789.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,892.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	780,897.
6	**Minimum investment return.** Enter 5% of line 5	6	39,045.

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	39,045.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	244.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	244.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	38,801.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	38,801.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	38,801.

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	43,190.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	43,190.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	244.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,946.

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				38,801.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			35,136.	
b Total for prior years 20 11 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 43,190.				
a Applied to 2012, but not more than line 2a			35,136.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				8,054.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				30,747.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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*				
IOWA WESLEYAN COLLEGE 601 N MAIN STREET MT PLEASANT IA 52641-1348	NONE	PC	SCHOLARSHIP AID TO SELECTED MUSIC STUDENTS	35,136.
Total . . . . ▶ **3a**				35,136.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	22,517.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	10,037.	
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)				32,554.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 32,554.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
SEE STATEMENT 4		

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] 5/1/2014 ▶ Vice President, The Commerce Trust Company, Trustee

Signature of officer or trustee — Date — Title

THE COMMERCE TRUST COMPANY

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
GEORGIA GOODELL TRUST	43-6251288

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	26,775.	24,733.		2,042.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶	7	2,042.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	74,745.	67,377.		7,368.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	
13 Capital gain distributions	13	627.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶	16	7,995.

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	**Net short-term gain or (loss)**	17			2,042.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			7,995.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			10,037.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21	
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22	
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23	
24	Add lines 22 and 23	24	
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25	
26	Subtract line 25 from line 24. If zero or less, enter -0-	26	
27	Subtract line 26 from line 21. If zero or less, enter -0-	27	
28	Enter the **smaller** of the amount on line 21 or $2,450	28	
29	Enter the **smaller** of the amount on line 27 or line 28	29	
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30	
31	Enter the smaller of line 21 or line 26	31	
32	Subtract line 30 from line 26	32	
33	Enter the **smaller** of line 21 or $11,950	33	
34	Add lines 27 and 30	34	
35	Subtract line 34 from line 33. If zero or less, enter -0-	35	
36	Enter the **smaller** of line 32 or line 35	36	
37	Multiply line 36 by 15% ▶	37	
38	Enter the amount from line 31	38	
39	Add lines 30 and 36	39	
40	Subtract line 39 from line 38. If zero or less, enter -0-	40	
41	Multiply line 40 by 20% ▶	41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42	
43	Add lines 37, 41, and 42	43	
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44	
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - INCOME	500.	
FOREIGN TAXES ON QUALIFIED FOR	42.	42.
FOREIGN TAXES ON NONQUALIFIED	26.	26.
TOTALS	568.	68.

GEORGIA GOODELL TRUST 43-6251288

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK STMT A		265,035.	411,074.
	TOTALS	265,035.	411,074.

GEORGIA GOODELL TRUST 43-6251288

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE
STOCK FUNDS STMT A	C	
BOND FUNDS STMT A	C	310,593.
TOTALS		310,593.

FORM 990PF, PART XVII, LINE 2b - INFORMATION REGARDING TRANSFERS

NAME OF ORGANIZATION:
LOCAL CEDAR HILL CEMETERY ASSOC.
TYPE OF ORGANIZATION:
501 (C) (13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
MOUNT HOPE MAUSOLEUM ENDOWMENT
TYPE OF ORGANIZATION:
501 (C) (13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ANN A TRAVER CHARITABLE TRUST B
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER-CHRISTIAN CHURCH
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ALICE G OGG TRUST UNDER WILL
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
MARY HARTMANN FOUNDATION
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

FORM 990PF, PART XVII, LINE 2b - INFORMATION REGARDING TRANSFERS
==

NAME OF ORGANIZATION:
SHAARE SHOLEM CEMETERY TRUST
TYPE OF ORGANIZATION:
501(C) (13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
ADATH JOSEPH CEMETERY FUND
TYPE OF ORGANIZATION:
501(C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
NONA BOZARTH T/U/W/ FBO KAMPF CEMETERY
TYPE OF ORGANIZATION:
501 (C)(13)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

NAME OF ORGANIZATION:
IVY J TRIMMER TRUST
TYPE OF ORGANIZATION:
501(C)(4)
DESCRIPTION OF RELATIONSHIP:
COMMON TRUSTEE

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at www irs gov/form8949

▶File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

OMB No 1545-0074

2013

Attachment Sequence No 12A

Name(s) shown on return: GEORGIA GOODELL TRUST

Social security number or taxpayer identification number: 43-6251288

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
15. MOHAWK INDS INC	08/06/2012	01/08/2013	1,397 00	1,067.00			330 00
15. MOHAWK INDS INC	08/06/2012	03/08/2013	1,682.00	1,067 00			615 00
40. TIME WARNER CABLE	10/26/2012	04/16/2013	3,716 00	3,964.00			-248 00
80. MOTOROLA SOLUTIONS INC	10/26/2012	05/17/2013	4,611.00	4,092 00			519.00
60. NATIONAL-OILWELL VARCO	12/13/2012	06/25/2013	4,070.00	3,937 00			133 00
5. VISA INC CLASS A SHARES	10/26/2012	08/28/2013	871.00	690.00			181.00
25. BAXTER INTERNATIONAL I	06/25/2013	10/08/2013	1,607 00	1,739 00			-132.00
155 WESTAR ENERGY INC	04/16/2013	10/29/2013	4,929.00	5,186 00			-257.00
25 PERRIGO CO	05/17/2013	12/19/2013	3,892.00	2,991.00			901.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			26,775	24,733.			2,042.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)

GEORGIA GOODELL TRUST

Social security number or taxpayer identification number

43-6251288

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
50. ECOLAB INC	07/19/2010	02/04/2013	3,659.00	2,399.00			1,260.00
40 HEINZ H J CO	07/08/2011	02/14/2013	2,894 00	2,138.00			756.00
65. EXXON MOBIL CORPORATIO	01/30/2012	03/08/2013	5,771.00	4,969.00			802.00
50. HESS CORPORATION	07/29/2011	03/08/2013	3,475.00	3,453.00			22.00
65. INTEL CORP	07/08/2011	03/08/2013	1,399.00	1,498.00			-99.00
85. CROWN HOLDINGS INC	10/25/2010	03/26/2013	3,460.00	2,384 00			1,076.00
65. UNITEDHEALTH GROUP INC	04/12/2012	04/16/2013	4,019.00	3,810 00			209 00
60 DOLLAR TREE INC	10/25/2010	05/17/2013	2,968.00	1,456 00			1,512 00
25. HESS CORPORATION	07/19/2010	05/17/2013	1,737.00	1,283 00			454.00
85. MERCK & CO INC	04/12/2012	05/17/2013	3,851.00	2,806 00			1,045 00
165. PFIZER INC	04/12/2012	05/17/2013	4,777.00	3,590 00			1,187.00
45. QUALCOMM INC	03/31/2011	05/17/2013	2,958.00	2,455.00			503.00
45. PARTNERRE HLDGS LTD	02/04/2010	05/17/2013	4,040.00	3,303.00			737 00
270. MARKET VECTORS GOLD M	10/27/2010	07/09/2013	6,269.00	14,655.00			-8,386.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	Social security number or taxpayer identification number
GEORGIA GOODELL TRUST	43-6251288

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

[ ] **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

[ ] **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

[X] **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
120. DICK'S SPORTING GOODS	08/22/2011	08/28/2013	5,558.00	3,459.00			2,099.00
10. INTERNATIONAL BUSINESS	10/25/2010	08/28/2013	1,818.00	1,406.00			412.00
100. KINDER MORGAN INC	10/04/2011	10/08/2013	3,467.00	2,503.00			964 00
30. CATERPILLAR INC	08/17/2007	10/29/2013	2,502.00	2,162.00			340.00
10 EOG RESOURCES INCORPOR	03/12/2009	10/29/2013	1,839.00	585.00			1,254.00
110. NETAPP INC	03/28/2012	11/08/2013	4,335.00	5,034 00			-699 00
25. MCKESSON CORPORATION	07/29/2011	12/16/2013	3,949 00	2,029 00			1,920 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			74,745.	67,377			7,368.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

EIN 43-6251288

TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Cash and Cash Equivalents

Description	Shares	Total Market / Total Cost	Market Price / Cost Price	Est Ann Inc	Yld To Mat / Curr Yld
Financial Square Tr Government Fd Admin Cl Fund 466	2,695 640	2,695 64 2,695 64	1 00 1 00		 0 01
Income Cash		3,866 66 3,866 66			
Principal Cash		-3,866 66 -3,866 66			
Total Cash and Cash Equivalents		**2,695.64** **2,695.64**			 **0.01**

Equity Investments

Description	Shares	Total Market / Total Cost	Market Price / Cost Price	Est Ann Inc	Current Yield
Domestic Equities					
Common Stock					
American Express Co	55 000	4,990 15 2,657 95	90 73 48 33	50	1 01
Ameriprise Financial Inc	90 000	10,354 50 4,351 94	115 05 48 36	187	1 81
Apple Inc	25 000	14,025 50 4,798 11	561 02 191 92	305	2 17
AT&T Inc	150 000	5,274 00 4,669 49	35 16 31 13	276	5 23
Bard C R Inc	25 000	3,348 50 1,934 51	133 94 77 38	21	0 63
Baxter International Inc	30 000	2,086 50 2,087 24	69 55 69 58	58	2 82
BB & T Corp	115 000	4,291 80 3,992 49	37 32 34 72	105	2 47
Becton Dickinson & Company	40 000	4,419 60 3,570 80	110 49 89 27	87	1 97
Chevron Corporation	45 000	5,620 95 5,339 20	124 91 118 65	180	3 20
Church & Dwight Co. Incorporated	85 000	5,633 80 4,412 04	66 28 51 91	95	1 69

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EIN 43-6251288

TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Equity Investments

Description	Shares	Total Market Total Cost	Market Price Cost Price	Est Ann Inc	Current Yield
Cme Group Inc	60 000	4,707 60 3,890 84	78 46 64 85	108	2 29
Contınental Resources Inc OK	25 000	2,813 00 2,288 12	112 52 91 53		
Costco Whsl Corp	35 000	4,165 70 3,930 49	119 02 112 30	43	1 04
D R Horton Inc	135 000	3,013 20 2,600 60	22 32 19 26		
Danaher Corp	70 000	5,404 00 898 22	77 20 12 83	7	0 13
Disney Walt Co	70 000	5,348 00 2,933 28	76 40 41 90	60	1 13
Dover Corp	55 000	5,309 70 4,378 18	96 54 79 60	82	1 55
Eog Resources Incorporated	15 000	2,517 60 877 18	167 84 58 48	11	0 45
Express Scripts Holdıng Co	85 000	5,970 40 4,523 17	70 24 53 21		
Exxon Mobil Corporation	87 000	8,804 40 3,147 30	101 20 36 18	219	2 49
General Electrıc Co	370 000	10,371 10 5,734 91	28 03 15 50	325	3 14
Goldman Sachs Group Incorporated	40 000	7,090 40 6,098 94	177 26 152 47	88	1 24
Google Inc Cl A	10 000	11,207 10 4,395 14	1,120 71 439 51		
Hertz Global Holdıngs Inc	175 000	5,008 50 3,823 75	28 62 21 85		
Intel Corp	110 000	2,855 05 2,223 59	25 96 20 21	99	3 47
Internatıonal Busıness Machines	45 000	8,440 65 5,274 05	187 57 117 20	171	2 03

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TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Equity Investments

Description	Shares	Total Market Total Cost	Market Price Cost Price	Est Ann Inc	Current Yield
ıShares Nasdaq Bıotechnology Index Fund	40 000	9,082 40 4,817 91	227 06 120 45	2	0 03
ıShares US Basıc Materıals ETF	135 000	10,993 05 6,754 39	81 43 50 03	196	1 79
Jarden Corp	125 000	7,668 75 5,397 05	61 35 43 18		
Johnson and Johnson	100 000	9,159 00 5,900 49	91 59 59 01	264	2 88
JP Morgan Chase & Co	155 000	9,064 40 5,641 60	58 48 36 40	235	2 60
Kinder Morgan Inc	75 000	2,700 00 2,501 79	36 00 33 36	123	4 56
Kraft Foods Group Inc	85 000	4,582 35 3,666 08	53 91 43 13	178	3 90
Lockheed Martın Corp	30 000	4,459 80 2,222 95	148 66 74 10	159	3 58
Lowes Companıes Inc	120 000	5,946 00 2,636 89	49 55 21 97	86	1 45
McDonalds Corp	45 000	4,366 35 1,205 30	97 03 26 78	145	3 34
McKesson Corporatıon	50 000	8,070 00 3,119 78	161 40 62 40	48	0 59
Merck & Co Inc	103 000	5,155 15 3,170 85	50 05 30 79	181	3 52
Microsoft Corp	70 000	2,618 70 1,961 40	37 41 28 02	78	2 99
Mohawk Inds Inc	25 000	3,722 50 1,778 02	148 90 71 12		
Mondelez International Inc	180 000	6,354 00 4,609 44	35 30 25 61	100	1 59
Newell Rubbermaid Incorporated	160 000	5,185 60 3,931 10	32 41 24 57	96	1 85

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TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Equity Investments

Description	Shares	Total Market / Total Cost	Market Price / Cost Price	Est Ann Inc	Current Yield
Northeast Utilities	120 000	5,086 80	42 39	176	3 47
		5,120 09	42 67		
Occidental Petroleum Corp	50 000	4,755 00	95 10	128	2 69
		4,572 55	91 45		
Omnicom Group Inc	110 000	8,180 70	74 37	176	2 15
		1,205 05	10 96		
Oracle Corporation	125 000	4,782 50	38 26	60	1 25
		1,841 44	14 73		
Pepsico Inc	55 000	4,561 70	82 94	124	2 74
		2,886 40	52 48		
Perrigo Company PLC	25 000	3,836 50	153 46		
		3,891 75	155 67		
Pfizer Inc	190 000	5,819 70	30 63	197	3 40
		3,845 58	20 24		
Procter & Gamble Co	50 000	4,070 50	81 41	120	2 96
		2,662 34	53 25		
Qualcomm Inc	25 000	1,856 25	74 25	35	1 89
		1,364 10	54 56		
Schlumberger LTD	80 000	7,208 80	90 11	100	1 39
		6,291 92	78 65		
Tupperware Brands Corporation	70 000	6,617 10	94 53	173	2 62
		3,922 46	56 04		
Union Pacific Corp	45 000	7,560 00	168 00	142	1 88
		2,682 11	59 60		
United Technologies Corp	100 000	11,380 00	113 80	236	2 07
		7,468 73	74 69		
US Bancorp	125 000	5,050 00	40 40	115	2 28
		3,656 19	29 25		
Valero Energy Corp	55 000	2,772 00	50 40	49	1 79
		2,581 72	46 94		
Vantiv Inc-Cl A	190 000	6,195 90	32 61		
		4,884 58	25 71		

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TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Equity Investments

Description	Shares	Total Market Total Cost	Market Price Cost Price	Est Ann Inc	Current Yield
Visa Inc Class A Shares	20 000	4,453 60 2,761 20	222 68 138 06	32	0 72
Wells Fargo & Company	155 000	7,037 00 4,380 92	45 40 28 26	186	2 64
Total Common Stock		**353,423.80** **220,165.70**		**6,517**	
Exchange Traded Funds					
iShares Russell Midcap ETF	40 000	5,999 20 3,862 78	149 98 96 57	78	1 31
iShares Russell 2000 ETF	120 000	13,843 20 6,838 80	115 36 56 99	169	1 23
Total Exchange Traded Funds		**19,842.40** **10,701.58**		**247**	
Total Domestic Equities		**373,266.20** **230,867.28**		**6,764**	
International Equities					
Exchange Traded Funds					
SPDR S&P International Small Cap ETF	125 000	4,196 25 3,955 98	33 57 31 65	128	3 06
Vanguard Ftse Emerging Markets-ETF	240 000	9,873 60 11,112 00	41 14 46 30	270	2 73
Total Exchange Traded Funds		**14,069.85** **15,067.98**		**398**	
Mutual Funds					
Invesco Developing Market Fund Class R5	81 275	2,630 87 2,600 00	32 37 31 99	32	1 25
MFS Research International Fund-I	1,144 030	21,107 35 16,500 00	18 45 14 42	313	1 49
Total Mutual Funds		**23,738.22** **19,100.00**		**345**	
Total International Equities		**37,808.07** **34,167.98**		**743**	
Total Equity Investments		**411,074 27** **265,035.26**		**7,507**	**1.83**

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TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Fixed Income Investments

Description and Rating	Par Value	Total Market Total Cost	Market Price Cost Price	Est Ann Inc	Yld To Mat Curr Yld
Diversified Taxable Mutual Funds					
Commerce Bond Fund	15,132 271	302,796 74	20 01	10,166	
Fund #333		277,315 70	18 33		3 36
Rating: NR					
Total Diversified Taxable Mutual Funds		**302,796.74**		**10,166**	
		277,315.70			
Taxable High Yield Funds					
Blackrock High Yield Bond Portfolio	1,441 678	11,850 59	8 22	728	
Rating: NR		11,000 00	7 63		6 15
Total Taxable High Yield Funds		**11,850.59**		**728**	
		11,000.00			
Domestic Preferred Stock					
iShares US Preferred Stock ETF	285 000	10,496 55	36 83	693	
		11,277 45	39 57		6 60
Total Domestic Preferred Stock		**10,496.55**		**693**	
		11,277.45			
Emerging Markets					
Fidelity Advisor Emerging Markets	803 506	10,726 81	13 35	513	
Income Fund-I		11,000 00	13 69		4 78
Rating: NR					
Total Emerging Markets		**10,726.81**		**513**	
		11,000.00			
Total Fixed Income Investments		**335,870.69**		**12,100**	
		310,593.15			**3.60**

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TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Alternative Investments

Description	Units	Total Market Total Cost	Market Price Cost Price
Hedge Funds			
Absolute Strategies Fund-I	3,225 806	35,387 09 35,000 00	10 97 10 85
Total Hedge Funds		**35,387.09** **35,000.00**	
Infrastructure			
JP Morgan Alerian MLP Index Etn	130 000	6,025 50 6,261 16	46 35 48 16
Total Infrastructure		**6,025.50** **6,261.16**	
Traded Real Estate			
DWS Rreef Real Estate Securities Fund-Inst	436 300	8,525 30 7,500 00	19 54 17 19
Total Traded Real Estate		**8,525.30** **7,500.00**	
Commodities			
Pimco Commodity Realreturn Strategy Fund-Ins	2,234 023	12,264 79 19,500 00	5 49 8 73
Total Commodities		**12,264.79** **19,500.00**	
Total Alternative Investments		**62,202.68** **68,261.16**	

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TAYLOR - GOODELL SCHOLARSHIP FUND

Account Number: 45-0026-01-8
Statement As of: 12/31/13

Miscellaneous

Description	Units	Total Market Total Cost	Market Price Cost Price
AIG Securities Litigation 10/28/99 - 12/15/10 Filing Date 1/23/12	1 000	0 00 0 00	
AIG - Pwc Securities Litigation Filing Date 1/28/09	1 000	0 00 0 00	
AIG-Starr Defendants Securities Litigation 10/28/99 - 12/15/10 Filing Date 6/4/12	1 000	0 00 0 00	
American International Group Inc Securities Litigation Gen Re Setlmnt 10/27/99 - 6/29/05 Filing Date 9/12/13	1 000	0 00 0 00	
Bank of America Corporation Securities Litigation 9/18/08-4/21/09 Filing Date 4/25/13	1 000	0 00 0 00	
Citigroup Inc Securities Litigation 2/26/07 - 7/17/08 Filing Date 2/7/13	1 000	0 00 0 00	
Dell Computer Corporation Securities Litigation 5/2/01 - 9/8/06 Filing Date 5/25/13	1 000	0 00 0 00	
Lehman Brothers Holdings Inc Securities Litigation 6/12/07 - 1/31/12 Filing Date 5/17/12	1 000	0 00 0 00	
Tyco International LTD Securities Litigation 12/1/97 - 3/13/03 Filing Date 5/6/11	1 000	0 00 0 00	
Total Miscellaneous		**0.00** **0.00**	