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 JANUARY 1 **, 2013, and ending** DECEMBER 31 **, 20** 13

Name of foundation: KELLY HEFLIN FOUNDATION CHARITABLE TRUST

A Employer identification number: 45-6182252

Number and street (or P O box number if mail is not delivered to street address): C/O MURPHY & MURPHY | Room/suite:

B Telephone number (see instructions): 610.519.0400

City or town, state or province, country, and ZIP or foreign postal code: 801 OLD LANCASTER ROAD, BRYN MAWR, PA 19010

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)* ▶ $ 104,184.28

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)	62582			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash	0	0	0	
	4	Dividends and interest from securities	0	0	0	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	62,582	0	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0			
	14	Other employee salaries and wages	0			
	15	Pension plans, employee benefits	0			
	16a	Legal fees (attach schedule)	0			
	b	Accounting fees (attach schedule)	0			
	c	Other professional fees (attach schedule)	0			
	17	Interest	0			
	18	Taxes (attach schedule) (see instructions)	0			
	19	Depreciation (attach schedule) and depletion	0			
	20	Occupancy	0			
	21	Travel, conferences, and meetings	0			
	22	Printing and publications	0			
	23	Other expenses (attach schedule)	8130			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8130			
	25	Contributions, gifts, grants paid	18,910			
	26	**Total expenses and disbursements.** Add lines 24 and 25	27,040	0	0	
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	35,542			
	b	**Net investment income** (if negative, enter -0-)		0		
	c	**Adjusted net income** (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2013)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	68,642	104,184	104,184
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	0		
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶	0		
	5	Grants receivable	0		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0		
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	0		
	8	Inventories for sale or use	0		
	9	Prepaid expenses and deferred charges	0		
	10a	Investments—U S. and state government obligations (attach schedule)	0		
	b	Investments—corporate stock (attach schedule)	0		
	c	Investments—corporate bonds (attach schedule)	0		
	11	Investments—land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶	0		
	12	Investments—mortgage loans	0		
	13	Investments—other (attach schedule)	0		
	14	Land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶	0		
	15	Other assets (describe ▶)	0		
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	68,642	104,184	104,184
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ 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	68,642	104,184	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	68,642	104,184	

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	68,642
2	Enter amount from Part I, line 27a	2	35,542
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	104,184
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	104,184

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	NONE			
b				
c				
d				
e				

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

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

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

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

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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	0
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
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	0
5	Multiply line 4 by line 3	5	0
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7	Add lines 5 and 6	7	0
8	Enter qualifying distributions from Part XII, line 4	8	0

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	N/A	
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5		
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7		
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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		
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		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	✓	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PENNSYLVANIA AND MARYLAND			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		✓

Website address ▶ WWW.KELLYSFOUNDATION.COM

14 The books are in care of ▶ GREGORY T. HEFLIN Telephone no. ▶ 215.514.1113
Located at ▶ 3418 WEST QUEEN LANE ZIP+4 ▶ 19129

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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
GREGORY T. HEFLIN 3418 WEST QUEEN LANE, PHILADELPHIA, PA 19129	TRUSTEE, 1-10	0	0	0
LISA MCGINNITY 30 NORTH LANE, CONSHOHOCKEN, PA 19428	TRUSTEE, 1-10	0	0	0
FRANCIS J. MURPHY 801 OLD LANCASTER RD, BRYN MAWR, PA 19010	TRUSTEE, 1-10	0	0	0
FATHER PAUL DRESSLER 121 HAREWOOD RD NE, WASHINGTON, DC 20017	TRUSTEE, 1-10	0	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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 CENTER FOR ADVANCEMENT IN CANCER EDUCATION COVERED EXPENSES FOR PATIENT COUNSELING	5,000
2 JOHNS HOPKINS MEDICINE SPONSORSHIP OF ONE DAY CONFERENCE FOR CANCER SURVIORS/SPOUSES	5,000
3 PHOENIXVILLE HEALTHCARE ACCESS FOUNDATION PATIENT EXPENSES	5,000
4 FROSTBURG STATE UNIVERSITY SCHOLARSHIP TO TWO STUDENTS AFFECTED BY CANCER	2,400

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	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	83,533
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	83,533
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	83,533
3	Subtract line 2 from line 1d	3	83,533
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	1,253
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	82,280
6	**Minimum investment return.** Enter 5% of line 5	6	4,114

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	4,114
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 0		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b: 0		
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,114
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	4,114
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	4,114

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	27,040
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	27,040
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	355
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	26,685

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				4,114
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			0	
b	Total for prior years. 20___,20___,20___				
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				
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 27,040				
a	Applied to 2012, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				0
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:

GREGORY T. HEFLIN, 3418 WEST QUEEN LANE, PHILADELPHIA, PA 19129

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

WRITTEN

c Any submission deadlines:

NONE

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

AWARDS ARE ONLY MADE TO THOSE WHOSE NEEDS ARE CONSISTENT WITH THE MISSION OF THE FOUNDATION

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*				
PHOENIXVILLE HEALTHCARE ACCESS FOUNDATION		NONPROF	CANCER PATIENT EXPENSE	4,431
FROSTBURG STATE UNIVERSITY		NONPROF	SCHOLARSHIP FOR AFFECTED	2,400
MOUNT SAINT MARY'S GOOD SAMARITANT FUND		NONPROF	CONTRIBUTION TO CANCER CO	100
CENTER FOR ADVANCEMENT IN CANCER EDUCATION		NONPROF	CANCER PATIENT EXPENSES	5,000
JOHNS HOPKINS MEDICINE		NONPROF	SPONSORSHIP OF CANCER CON	5,000
BRINGING HOPE HOME--PATIENT IN NEED IDENTIFIED		NONPROF	CHRISTMAS GIFTS VALUED @	1979
Total . . . . . ▶ **3a**				18,910
b *Approved for future payment*				
FROSTBURG STATE UNIVERSITY		NONPROF	FUTURE PLEDGE OF SCHOLARS	7,200
Total . . . . . ▶ **3b**				7,200

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					
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					
9 Net income or (loss) from special events					41,077
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 41,077

(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.)
	GOLF FUNDRAISER IS THE SINGLE EVENT OF THE FOUNDATION. PROCEEDS GO TO CANCER PATIENTS VIA NONPROFITS.

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee | Date | TRUSTEE Title

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

Paid Preparer Use Only

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
KELLY HEFLIN FOUNDATION CHARITABLE TRUST	45-6182252

Part I **Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state:
5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
9 ☑ An organization that normally receives: (1) more than 33⅓% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☐ Type III–Non-functionally integrated

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box . . . . . ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section **(see instructions)**)	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) . . . 12

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) . . . 14 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 . . . 15 %

16a **33 1/3% support test—2013.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☐

b **33 1/3% support test—2012.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . ▶ ☐

17a **10%-facts-and-circumstances test—2013.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ ☐

b **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . ▶ ☐

Part III **Support Schedule for Organizations Described in Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")			29,887	9,421	12,981	52,289
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose			48,295	55,263	49,601	153,159
3 Gross receipts from activities that are not an unrelated trade or business under section 513			0	0	0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf			0	0	0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge			0	0	0	0
6 **Total.** Add lines 1 through 5			78,182	64,684	62,582	205,448
7a Amounts included on lines 1, 2, and 3 received from disqualified persons			0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year			0	0	0	0
c Add lines 7a and 7b			0	0	0	0
8 **Public support** (Subtract line 7c from line 6.)						205,448

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6			78,182	64,684	62,582	205,448
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			0	0	0	0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975			0	0	0	0
c Add lines 10a and 10b			0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on			0	0	0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)			0	0	0	0
13 **Total support.** (Add lines 9, 10c, 11, and 12.)			78,182	64,684	62,582	205,448

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☑

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | %
16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f)) | 17 | %
18 Investment income percentage from **2012** Schedule A, Part III, line 17 | 18 | %

19a **33⅓% support tests—2013.** If the organization did not check the box on line 14, and line 15 is more than 33⅓%, and line 17 is not more than 33⅓%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33⅓% support tests—2012.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓%, and line 18 is not more than 33⅓%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	Employer identification number
KELLY HEFLIN FOUNDATION CHARITABLE TRUST	45-6182252

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☑ 501(c)(3) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☐ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization	Employer identification number
KELLY HEFLIN FOUNDATION CHARITABLE TRUST	45-6182522

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	NONE--SEE ATTACHED ACCOUNT BALANCE SHEET	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
KELLY HEFLIN FOUNDATION CHARITABLE TRUST	45-6182522

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	NONE	$	
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
KELLY HEFLIN FOUNDATION CHARITABLE TRUST	45-6182522

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE G
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ.
▶ Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047
2013
Open to Public Inspection

Name of the organization: KELLY HEFLIN FOUNDATION CHARITABLE TRUST
Employer identification number: 45-6182252

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a ☐ Mail solicitations
- b ☐ Internet and email solicitations
- c ☐ Phone solicitations
- d ☐ In-person solicitations
- e ☐ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes	No	(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total . . . . ▶						

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

			(a) Event #1 GOLF FUNDRAISER (event type)	(b) Event #2 (event type)	(c) Other events (total number)	(d) Total events (add col (a) through col (c))
Revenue	1	Gross receipts	49,601			49,601
	2	Less: Contributions	14,014			15,014
	3	Gross income (line 1 minus line 2)	35,587			35,587
Direct Expenses	4	Cash prizes	0			0
	5	Noncash prizes	0			0
	6	Rent/facility costs	0			0
	7	Food and beverages	6,243			6,243
	8	Entertainment	0			0
	9	Other direct expenses	1,781			1,781
	10	Direct expense summary. Add lines 4 through 9 in column (d) ▶				8,024
	11	Net income summary. Subtract line 10 from line 3, column (d) ▶				27,536

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

			(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	☐ Yes ____ % ☐ No	
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				
	8	Net gaming income summary. Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities: ____________

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: ____________

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: ____________

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ ________ and the amount of gaming revenue retained by the third party ▶ $ ________

c If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ $

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions.

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Supplemental Information.

Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
KELLY HEFLIN FOUNDATION CHARITABLE TRUST	45-6182522

EXHIBIT "A"--PART I LINE 10 & PART III LINE 31: SEE ATTACHED SHEET MARKED "ACCOUNT DEBITS---GRANTS"

EXHIBIT "B"--PART I LINE 16· SEE ATTACHED SHEET MARKED "ACCOUNT DEBITS---GENERAL EXPENSES & EVENT EXPENSES"

EXHIBIT "C"--PART V LINE 34: BOARD OF TRUSTEE CHANGE FROM NANCY BURKE TO FATHER PAUL DRESSLER, PER AMENDMENT

EXHIBIT "D"--FINANCIAL SHEET AS SUPPLEMENTAL INFORMATION

Name of the organization	Employer identification number

KELLY D HEFLIN FOUNDATION ACCOUNT DEPOSITS/DEBITS/BALANCE--2013

EXHIBIT A

December 31, 2013

DEPOSIT/DEBIT DATE	SOURCE/PAYEE	DEPOSIT	DEBIT	BALANCE	DEPOSIT TOTAL
01/01/13	BEGINNING BALANCE	$0 00	$0 00	$68,642 06	
02/07/13	Phoenixville Healthcare Access Foundation	$0 00	($4,431 00)	$64,211 06	
02/15/13	FSU Foundation, Inc	$0 00	($2,400 00)	$61,811 06	
02/15/13	Mt St Mary's Good Samaritan Fund	$0 00	($100 00)	$61,711 06	
02/25/13	Richard J Scarcella/Sandra A Scarcella	$25 00	$0 00	$61,736 06	
	Paul B Goad/Julia A Goad	$50 00	$0 00	$61,786 06	
	William W Keil/Sharon Didomenico	$25 00	$0 00	$61,811 06	
	Ann P Lane/Sheri D Page	$100 00	$0 00	$61,911 06	
	Paul R Weis/Mary J Weis	$100 00	$0 00	$62,011 06	
	J H Keil	$500 00	$0 00	$62,511 06	
	Sharon Didomenico/Wendy A Crist	$25 00	$0 00	$62,536 06	
	Jo Ann Kershner	$25 00	$0 00	$62,561 06	
	S-A Ace, Inc	$100 00	$0 00	$62,661 06	
	Joseph Toh	$40 00	$0 00	$62,701 06	
	Sheri D Page/John M Page	$100 00	$0 00	$62,801 06	
	David T Montgomery/Stephanie K Montgomery	$100 00	$0 00	$62,901 06	
	Dana A Cook/Daniel F Cook	$20 00	$0 00	$62,921 06	
	Sidney & Emmie Heflin (CASH)	$50 00	$0 00	$62,971 06	**$1,260.00**
03/01/13	Susan Nafus	$25 00	$0 00	$62,996 06	
	David M Hrynkow	$50 00	$0 00	$63,046 06	
	Kevin J Peterman	$50 00	$0 00	$63,096 06	
	Barbara J Smale	$100 00	$0 00	$63,196 06	
	Barbara J Smale	$100 00	$0 00	$63,296 06	**$325.00**
03/19/13	James Toh	$300 00	$0 00	$63,596 06	
	David M Helmar/Jeanne M Helmar	$30 00	$0 00	$63,626 06	**$330.00**
04/24/13	Turf Valley Resort	$0 00	($500 00)	$63,126 06	
05/14/13	B J Shorak/John F Jameson	$200 00	$0 00	$63,326 06	
	Holly Anne/Stephen G Gruszka	$50 00	$0 00	$63,376 06	
	John J Connors	$300 00	$0 00	$63,676 06	**$550.00**
	Louis Agnetti	$250 00	$0 00	$63,926 06	
08/07/13	Center for Advancement in Cancer Education	$0 00	($5,000 00)	$58,926 06	
08/19/13	T C C A Heflin	$150 00	$0 00	$59,076 06	
	Lawrence J Bouman/Kathleen B Bouman	$500 00	$0 00	$59,576 06	
	Stacie Barndt	$250 00	$0 00	$59,826 06	
	Kathleen Gallaher/Brian Gallagher	$250 00	$0 00	$60,076 06	
	Lorie L. Ford	$250 00	$0 00	$60,326 06	
	Mark A Lauer/Christine C Lauer	$250 00	$0 00	$60,576 06	
	Shannon Watson	$250 00	$0 00	$60,826 06	
	Town Hall, LLC	$500 00	$0 00	$61,326 06	
	FX Duffy & Co	$500 00	$0 00	$61,826 06	**$2,900.00**
	Wendroff & Associates	$100 00	$0 00	$61,926 06	
	Gilbane Building Company	$2,500 00	$0 00	$64,426 06	
	Ransom Environmental	$1,150 00	$0 00	$65,576 06	
	James M Bliss/Doreen G Bliss	$50 00	$0 00	$65,626 06	
	Frostburg State University Foundation, Inc	$50 00	$0 00	$65,676 06	**$3,850.00**
08/23/13	Barb Smale	$250 00	$0 00	$65,926 06	
	Aramark	$250 00	$0 00	$66,176 06	**$500.00**
09/17/13	F McCreary Holland Trust/Dianne E Holland	$50 00	$0 00	$66,226 06	
	Anthony P Bastolla/Margaret P Bastolla	$50 00	$0 00	$66,276 06	
	Anthony P Bastolla/Margaret P Bastolla	$50 00	$0 00	$66,326 06	
	J Bates	$50 00	$0 00	$66,376 06	
	Keith I or Phyllis E Smith	$50 00	$0 00	$66,426 06	
	Mariel G Bourcier	$40 00	$0 00	$66,466 06	
	Jana A Shelfer	$150 00	$0 00	$66,616 06	
	Sheri D Page or John M Page	$100 00	$0 00	$66,716 06	
	James A Parker/Candace C Parker	$300 00	$0 00	$67,016 06	
	Candace Parker/James A Parker	$100 00	$0 00	$67,116 06	
	Candace Parker/James A Parker	$1,215 00	$0 00	$68,331 06	
	Lopus One, LLC	$75 00	$0 00	$68,406 06	**$2,230.00**
09/18/13	Bill Baisey Automotive, LLC	$650 00	$0 00	$69,056 06	
	Lori A Reitmeyer	$300 00	$0 00	$69,356 06	
	Mary Susan Moore	$1,000 00	$0 00	$70,356 06	
	Thomas M Hopkins	$150 00	$0 00	$70,506 06	
	Terry McGinnity II, Esq	$50 00	$0 00	$70,556 06	
	Madden Corporation	$600 00	$0 00	$71,156 06	
	Saniglaze of PA, LLC	$250 00	$0 00	$71,406 06	
	Sunburst Hospitality Corporation	$600 00	$0 00	$72,006 06	
	Timothy Cogan	$150 00	$0 00	$72,156 06	
	Peter C Kelly/Nicole Kelly	$300 00	$0 00	$72,456 06	
	William D Godfrey, Jr/Shana Gordon Godfrey	$700 00	$0 00	$73,156 06	
	Francis X Kemp/Colleen M Kemp	$150 00	$0 00	$73,306 06	
	David W Sault/Katherine E Sault	$100 00	$0 00	$73,406 06	
	Siobahn Sullivan Moose/Ernest F Moose	$150 00	$0 00	$73,556 06	
	Mark C Baker/Jeanette A Baker	$150 00	$0 00	$73,706 06	
	Kathleen Ann Bailey	$500 00	$0 00	$74,206 06	
	Database Marketing, Inc	$500 00	$0 00	$74,706 06	
	Andreas Georghiou/Dean Georghiou	$500 00	$0 00	$75,206 06	
	Joseph/Amy Hopkins	$150 00	$0 00	$75,356 06	

December 31, 2013

DEPOSIT/DEBIT DATE	SOURCE/PAYEE	DEPOSIT	DEBIT	BALANCE	DEPOSIT TOTAL
	Linda Coyle	$600 00	$0 00	$75,956 06	
	Christian/Lisa McGinnity	$250 00	$0 00	$76,206 06	
	Phillip/Edith Zlotnick	$600 00	$0 00	$76,806 06	
	Dino/Kelly Broccolino	$500 00	$0 00	$77,306 06	**$8,900.00**
09/24/13	Joyce Helms	$50 00	$0 00	$77,356 06	
	Bronnie F Fiely	$300 00	$0 00	$77,656 06	**$350.00**
10/04/13	Johns Hopkins Medicine	$0 00	($5,000 00)	$72,656 06	
10/08/13	Wells Fargo	$0 00	($3 00)	$72,653 06	
10/09/13	Square Inc	$0 97	$0 00	$72,654 03	
10/10/13	Christopher/Wanda Caporaletti	$150 00	$0 00	$72,804 03	
	Kathleen/Daniel Rizak	$200 00	$0 00	$73,004 03	
	Darren G /Virginia Stores	$150 00	$0 00	$73,154 03	
	John/Anne Guidotti	$200 00	$0 00	$73,354 03	
	Tech Now, Inc	$500 00	$0 00	$73,854 03	
	Debra Mumpower	$50 00	$0 00	$73,904 03	
	Cabinet Discounters	$1,100 00	$0 00	$75,004 03	
	Victor David	$150 00	$0 00	$75,154 03	
	N Yakulak & Son Construction	$500 00	$0 00	$75,654 03	
	N Yakulak & Son Construction	$300 00	$0 00	$75,954 03	
	Sheri Page	$150 00	$0 00	$76,104 03	
	Daniel Connolly	$100 00	$0 00	$76,204 03	
	Asbestos & Mold Services, Corp	$500 00	$0 00	$76,704 03	
	Sanford D Schreiber/Tobey S Schreiber	$100 00	$0 00	$76,804 03	
	Jerome G Geraghty/Carolyn Villa Geraghty	$200 00	$0 00	$77,004 03	
	Loraine D Coleman	$50 00	$0 00	$77,054 03	
	Mark C Baker/Jeanette A Baker	$150 00	$0 00	$77,204 03	
	Kathleen Anne Evans	$25 00	$0 00	$77,229 03	
	B A Grainger/C C Grainger	$250 00	$0 00	$77,479 03	
	Alexander J McDonnell/Alice H McDonnell	$50 00	$0 00	$77,529 03	
	Tyson D Hess/Heather A Hess	$100 00	$0 00	$77,629 03	
	Michael C Hale	$50 00	$0 00	$77,679 03	
	Jerry Brecher	$350 00	$0 00	$78,029 03	
	Michael D Gowan	$150 00	$0 00	$78,179 03	
	Stacie J Barndt	$150 00	$0 00	$78,329 03	
	CASH--EXEC MOSAIC	$325 00	$0 00	$78,654 03	
	Jonathan P Greenwood	$100 00	$0 00	$78,754 03	
	Lisa S Peabody/Christopher B Peabody	$100 00	$0 00	$78,854 03	
	Independence Center Realty LP	$2,500 00	$0 00	$81,354 03	**$8,700.00**
10/15/13	Square Inc	$3,253 00	$0 00	$84,607 03	
	Square Inc	$223 21	$0 00	$84,830 24	
	Square Inc	$155 60	$0 00	$84,985 84	**$3,631.81**
11/04/13	Howard G Zablow/Kimberly H Zablow	$1,100 00	$0 00	$86,085 84	
	Joel Lukacs	$10 00	$0 00	$86,095 84	
	Linda K Andrew	$35 00	$0 00	$86,130 84	
	Regina G Armstrong	$140 00	$0 00	$86,270 84	
	Genevieve C Zara/Rodger A Zara	$35 00	$0 00	$86,305 84	
	Stephanie J Feher	$150 00	$0 00	$86,455 84	
	Nancy Brady	$50 00	$0 00	$86,505 84	
	Eduardo Lugo	$40 00	$0 00	$86,545 84	
	Supun Samarasekera/Indika Samarasekera	$25 00	$0 00	$86,570 84	
	Paul Safka/Ellen A Safka	$30 00	$0 00	$86,600 84	
	Wiliam J Rhodes/Cynthia S Rhodes	$25 00	$0 00	$86,625 84	
	Joan Fu/David Zhuang	$135 00	$0 00	$86,760 84	
	Leslie C Gadsby	$60 00	$0 00	$86,820 84	
	Eduardo Lugo	$80 00	$0 00	$86,900 84	
	Gloria R Gietz	$225 00	$0 00	$87,125 84	
	Konrad Pelczar	$245 00	$0 00	$87,370 84	
	Helen D Crosby	$50 00	$0 00	$87,420 84	
	Kimberlea L Price	$50 00	$0 00	$87,470 84	
	Linda S McNeil	$100 00	$0 00	$87,570 84	
	Paul Safka/Ellen A Safka	$55 00	$0 00	$87,625 84	
	Yosry T Nasr/Hanaa E Nasr	$110 00	$0 00	$87,735 84	
	Donald K Rokose/Marlana M Rokose	$30 00	$0 00	$87,765 84	
	Colleen M McKee/James G McKee	$30 00	$0 00	$87,795 84	
	Patricia L Noon/Michael J Noon	$100 00	$0 00	$87,895 84	
	Eric K Williams/Ana S Williams	$115 00	$0 00	$88,010 84	
	Paul J Doherty	$75 00	$0 00	$88,085 84	
	Maria T Flordeliza/Nicanor Flordeliza	$360 00	$0 00	$88,445 84	
	Tina Hychalk	$85 00	$0 00	$88,530 84	
	Eugene M Langton/Lisa A Langton	$50 00	$0 00	$88,580 84	
	Thomas G Nowak/Kathleen M Nowak	$55 00	$0 00	$88,635 84	
	Homebass Entertainment	$2,975 00	$0 00	$91,610 84	**$6,625.00**
11/04/13	CASH	$370 00	$0 00	$91,980 84	
	Jeffrey C /Jennifer C Scott	$150 00	$0 00	$92,130 84	
	Paul F Robinson	$1,000 00	$0 00	$93,130 84	
	Saliba Action Strategies LLC/Khalil G Saliba	$150 00	$0 00	$93,280 84	
	Evergreen Fence & Deck Co	$100 00	$0 00	$93,380 84	
	Capuchin College	$650 00	$0 00	$94,030 84	
	Atlantic Distribution Group LLC	$300 00	$0 00	$94,330 84	

KELLY D HEFLIN FOUNDATION ACCOUNT DEPOSITS/DEBITS/BALANCE--2013

December 31, 2013

DEPOSIT/DEBIT DATE	SOURCE/PAYEE	DEPOSIT	DEBIT	BALANCE	DEPOSIT TOTAL
	SES Americom, Inc	$2,500 00	$0 00	$96,830 84	
	John Register/Mary Jane Register	$500 00	$0 00	$97,330 84	
	Mary Kemp Thomas	$100 00	$0 00	$97,430 84	
	Chistopher J /Nancy L Burke	$235 00	$0 00	$97,665 84	
	John P Long Jr/Patricia D Long	$100 00	$0 00	$97,765 84	
	George W /Vicky A Lane	$100 00	$0 00	$97,865 84	
	Charlese S Schneider	$50 00	$0 00	$97,915 84	
	George W Lane III	$100 00	$0 00	$98,015 84	
	Paul F Robinson	$100 00	$0 00	$98,115 84	
	Mark C /Jeanette A Baker	$50 00	$0 00	$98,165 84	
	Amy P /Patrick W Kemp	$50 00	$0 00	$98,215 84	
	Jeanne L Helke/POD Account	$110 00	$0 00	$98,325 84	
	Gregory P /Francene M Bliss	$100 00	$0 00	$98,425 84	
	Eileen R Pearce	$50 00	$0 00	$98,475 84	
	Janice M Davis	$30 00	$0 00	$98,505 84	
	EA Delozier	$25 00	$0 00	$98,530 84	
	Patricia R Maktos	$300 00	$0 00	$98,830 84	
	Brian R Smith	$500 00	$0 00	$99,330 84	
	Chris McGinnity	$50 00	$0 00	$99,380 84	
	Linda L Lane	$50 00	$0 00	$99,430 84	
	Nancy L Robinson	$50 00	$0 00	$99,480 84	
	Barbara H Kahn	$100 00	$0 00	$99,580 84	
	Terry McGinnity II, Esq	$50 00	$0 00	$99,630 84	
	Rayanne Beers	$100 00	$0 00	$99,730 84	
	Patricia G Hinds/Donna Lee Murphy	$50 00	$0 00	$99,780 84	
	Cletus F Durkin	$100 00	$0 00	$99,880 84	
	CASH	$2,400 00	$0 00	$102,280 84	
	Ashley Nicole Lane	$80 00	$0 00	$102,360 84	
	James M Bliss/Doreen G Bliss	$40 00	$0 00	$102,400 84	
	Cathy A Scoppa	$60 00	$0 00	$102,460 84	
	CASH	$775 00	$0 00	$103,235 84	
	Jerry Brecher	$1,450 00	$0 00	$104,685 84	
	Danielle Bohn	$135 00	$0 00	$104,820 84	
	Linda L Lane	$110 00	$0 00	$104,930 84	
	Paul J /Shannon M Gorman	$405 00	$0 00	$105,335 84	
	Daniel J /Christine H Connolly	$50 00	$0 00	$105,385 84	
	William D Baisey/Connie S Baisey	$560 00	$0 00	$105,945 84	
	Peter C Kelly/Nicole Kelly	$875 00	$0 00	$106,820 84	
	Cathy A Scoppa	$240 00	$0 00	$107,060 84	
	Ashley Nicole Lane	$30 00	$0 00	$107,090 84	
	William Peake Sr TR/Sarah Rathbone Peake	$125 00	$0 00	$107,215 84	
	Jeanne L Helke/POD Account	$115 00	$0 00	$107,330 84	
	Linda Coyle	$1,250 00	$0 00	$108,580 84	
	William Peake Sr TR/Sarah Rathbone Peake	$515 00	$0 00	$109,095 84	
	Lois Midgett	$250 00	$0 00	$109,345 84	**$17,735.00**
11/07/13	Gregory P /Francene M Bliss returned check	$0 00	($100 00)	$109,245 84	
	Wells Fargo--returned Bliss check fee	$0 00	($12 00)	$109,233 84	
11/08/13	David Sayian	$100 00	$0 00	$109,333 84	
	John H Lynskey/Elizabeth C Lynskey	$50 00	$0 00	$109,383 84	
	Enriquette Horer/aka Kitty Horer	$36 00	$0 00	$109,419 84	
	Robin J Madden/Michael F Madden	$25 00	$0 00	$109,444 84	
	John Patrick Madden/Gail P Madden	$50 00	$0 00	$109,494 84	**$261.00**
11/14/13	Square Inc	$964 85	$0 00	$110,459 69	
11/18/13	Tom Hopkins	$0 00	($150 00)	$110,309 69	
	Carrie Pendelton	$0 00	($200 00)	$110,109 69	
11/30/13	KAZ Development LLC	$1,100 00	$0 00	$111,209 69	
12/03/13	Wells Fargo	$0 00	($3 00)	$111,206 69	
12/13/13	William Godfrey	$0 00	($100 00)	$111,106 69	
12/23/13		$750 00		$111,856 69	
	Greg Heflin	$0 00	($1,100 14)	$110,756 55	
12/17/13	Turf Valley Resort	$0 00	($5,743 20)	$105,013 35	
01/07/13	Lisa McGinnity	$0 00	($1,979 07)	$103,034 28	
01/09/13	William F /Judith B Page	$50 00	$0 00	$103,084 28	
	Anthony P Bastolla/Margaret P Bastolla	$350 00	$0 00	$103,434 28	
	Steven J Cockerill	$200 00	$0 00	$103,634 28	
	VS & M Feeney	$200 00	$0 00	$103,834 28	
	Richard L/Linda W Payne	$200 00	$0 00	$104,034 28	
	Terry McGinnity II, Esq	$50 00	$0 00	$104,084 28	**$1,050.00**
01/14/14	Michael J /Janice A Matthews	$100 00	$0 00	$104,184 28	

END OF 2013 DEPOSITS/WITHDRAWS

EXHIBIT B

KELLY D. HEFLIN FOUNDATION CHARITABLE TRUST
ACCOUNT DEBITS
12/31/13

GRANTS:

ENTRY	PAYEE	PURPOSE	CHECK DATE	CHECK #	AMOUNT	DEBIT TOTAL
1	PHOENIXVILLE HEALTHCARE ACCESS FOUNDATION	Reimbursement to PHAF for Kim Wisser's medical bill	02/01/13	1011	($4,431 00)	($4,431 00)
2	FSU FOUNDATION, INC	2013 KDHF Scholarship	02/03/13	1020	($2,400 00)	($6,831 00)
3	MT ST MARY'S GOOD SAMARITAN FUND	donation to Andriea	02/03/13	1021	($100.00)	($6,931 00)
4	CENTER FOR ADVANCEMENT IN CANCER EDUCATION	grant for patient expenses	08/04/13	1023	($5,000 00)	($11,931 00)
5	JOHNS HOPKINS MEDICINE	grant for Survivorship Program	09/23/13	1018	($5,000 00)	($16,931 00)
6	LISA MCGINNITY	reimbursement for Christmas presents	12/31/14	1028	($1,979 07)	($18,910 07)

GENERAL EXPENSES:

ENTRY	PAYEE	PURPOSE	CHECK DATE	CHECK #	AMOUNT	DEBIT TOTAL
1	WELLS FARGO	charge for viewing checks online	10/08/13	e-withdraw	($3 00)	($3 00)
2	WELLS FARGO	charge for viewing checks online	12/09/13	e-withdraw	($3 00)	($6 00)

EVENT EXPENSES:

ENTRY	PAYEE	PURPOSE	CHECK DATE	CHECK #	AMOUNT	DEBIT TOTAL
1	TURF VALLEY RESORT	deposit for 2013 fundraiser	04/18/13	1022	($500 00)	($500 00)
2	SQUARE, INC	Hogan donation charge fee	10/11/13	e-charge	($2 75)	($502 75)
3	SQUARE, INC	Hogan Square, Inc fee	10/11/13	e-charge	($1 38)	($504 13)
4	SQUARE, INC	Minturn Square, Inc fee	10/11/13	e-charge	($1 38)	($505 50)
5	SQUARE, INC	Unknown Square, Inc fee	10/11/13	e-charge	($1 38)	($506 88)
6	SQUARE, INC	Unknown Square, Inc fee	10/11/13	e-charge	($1 38)	($508 26)
7	SQUARE, INC	Rivers Square, Inc fee	10/11/13	e-charge	($1 38)	($509 64)
8	---	cash for change	10/11/13	---	($80 00)	($589 64)
9	SQUARE, INC	Lauer	10/11/13	e-charge	($7 70)	($597 34)
10	SQUARE, INC	Robinson	10/11/13	e-charge	($1 51)	($598 85)
11	SQUARE, INC	McDonald	10/11/13	e-charge	($6 05)	($604 90)
12	SQUARE, INC	Godfrey	10/11/13	e-charge	($7 56)	($612 46)
13	SQUARE, INC	Kahn	10/11/13	e-charge	($3 58)	($616 04)
14	SQUARE, INC	Moran	10/11/13	e-charge	($20 63)	($636 67)
15	SQUARE, INC	Lane III	10/11/13	e-charge	($3 85)	($640 52)
16	SQUARE, INC	Harwood/Rivers	10/11/13	e-charge	($9 63)	($650 15)
17	SQUARE, INC	Lemley/Lane	10/11/13	e-charge	($15 26)	($665 41)
18	SQUARE, INC	McCollough/Lambert	10/11/13	e-charge	($2 20)	($667 61)
19	SQUARE, INC	Newton	10/11/13	e-charge	($4 95)	($672 56)
20	SQUARE, INC	O'connell	10/11/13	e-charge	($2 20)	($674 76)
21	SQUARE, INC	Page	10/11/13	e-charge	($4 13)	($678 89)
22	SQUARE, INC	UNKNOWN	10/11/13	e-charge	($1 65)	($680 54)
23	SQUARE, INC	UNKNOWN	10/11/13	e-charge	($1 55)	($682 09)
24	SQUARE, INC	Val Rivers	10/11/13	e-charge	($1 10)	($683 19)
25	WELLS FARGO	Bliss returned check	11/07/13	e-withdraw	($100 00)	($783 19)
26	WELLS FARGO	Bliss returned check fee	11/07/13	e-withdraw	($12 00)	($795 19)
27	TOM HOPKINS	golf fee full refund	11/09/13	1025	($150 00)	($945 19)
28	WILLIAM GODFREY	golf fee less party refund	11/09/13	1026	($100 00)	($1,045 19)
29	CARRIE PENDLETON	golf fee and party fee full refund	11/09/13	1027	($200 00)	($1,245 19)
30	SQUARE, INC	Joseph Lawrence charge fee	11/14/13		($35 15)	($1,280 34)
31	TURF VALLEY RESORT	golf fundraiser event expenses	12/01/13	1024	($5,743 20)	($7,023 54)
32	GREG HEFLIN	reimbursement for golf fundraiser event expenses	12/17/13	e-withdraw	($1,100.14)	($8,123 68)

EXHIBIT C

AMENDMENT #1
DECLARATION OF TRUST

The Declaration of Trust ("Declaration") for the Kelly Heflin Foundation Charitable Trust ("Foundation") created on March 24, 2011 is hereby amended as follows.

Whereas, Nancy Burke, an original Trustee, hereby resigns her office effective May 1, 2013 in accordance with the requirements set forth under the Declaration; which upon unanimous vote is accepted by the remaining Trustees.

Whereas, Father Paul Dressler is desirous of serving as Trustee for the Foundation and has requested that he fill the vacant seat left by the above resignation. The remaining Trustees have unanimously voted to appoint Father Paul as a Trustee.

Therefore, as of the date of this Amendment the Foundation is comprised of the following Trustees:
Gregory T. Heflin
Lisa McGinnity
Fr. Paul Dressler
John J. Connors
Francis J. Murphy, Jr.

This Amendment to the Declaration was delivered and hereby accepted as of May 1, 2013.

Gregory T. Heflin, Trustee

Lisa McGinnity, Trustee

Fr. Paul Dressler, Trustee

John J. Connors, Trustee

Francis J. Murphy, Jr., Trustee