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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE CALLAHAN FAMILY FUND INC

A Employer identification number
46-1339991

Number and street (or P O box number if mail is not delivered to street address)
3025 FLAGSTONE DR

Room/suite

B Telephone number (see instructions)
(615) 373-5804

City or town, state or province, country, and ZIP or foreign postal code
FRANKLIN, TN 37069

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,009,004

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)	65,000			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	22	22		
	4	Dividends and interest from securities.	20,738	20,738		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	31,697			
	b	Gross sales price for all assets on line 6a 210,993				
	7	Capital gain net income (from Part IV, line 2) . . .				
	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	117,457	20,760		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).	8,149	8,149		
	b	Accounting fees (attach schedule).				
	c	Other professional fees (attach schedule)	7,578	7,578		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	850	850		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,577	16,577		0
	25	Contributions, gifts, grants paid	51,700			51,700
	26	**Total expenses and disbursements.** Add lines 24 and 25	68,277	16,577		51,700
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	49,180			
	b	**Net investment income** (if negative, enter -0-)		4,183		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

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	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	1		
2	Savings and temporary cash investments	298,113	6,580	6,580
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	451,806	1,002,424	1,002,424
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)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	749,920	1,009,004	1,009,004
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)		0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	749,920	1,009,004	
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			
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 page 17 of the instructions)	749,920	1,009,004	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	749,920	1,009,004	

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	749,920
2	Enter amount from Part I, line 27a	2	49,180
3	Other increases not included in line 2 (itemize) ▶	3	209,904
4	Add lines 1, 2, and 3	4	1,009,004
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,009,004

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				

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

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	

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 page 18 of 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		738,670	
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	855,923
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42
7	Add lines 5 and 6	7	42
8	Enter qualifying distributions from Part XII, line 4	8	51,700

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 page 18 of the 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	42
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	42
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	42
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	42
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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶OH, TN			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10	Yes	

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶BRIAN CALLAHAN Telephone no ▶(615) 373-5804

Located at ▶3025 FLAGSTONE DRIVE FRANKLIN TN ZIP+4 ▶370697229

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		No
	See 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 page 20 of the 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		No
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		No

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**
	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
BRIAN P CALLAHAN 3025 FLAGSTONE DRIVE FRANKLIN, TN 37069	DIRECTOR 1 00	0	0	0
ALEXANDRA E CALLAHAN 3025 FLAGSTONE DRIVE FRANKLIN, TN 37069	DIRECTOR 1 00	0	0	0
MARCY A CALLAHAN 3025 FLAGSTONE DRIVE FRANKLIN, TN 37069	DIRECTOR 1 00	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
NONE				

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the 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	856,019
b	Average of monthly cash balances	1b	12,938
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	868,957
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	868,957
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,034
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	855,923
6	**Minimum investment return.** Enter 5% of line 5	6	42,796

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	42,796
2a	Tax on investment income for 2013 from Part VI, line 5	2a	42		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	42
3	Distributable amount before adjustments Subtract line 2c from line 1			3	42,754
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	42,754
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	42,754

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	51,700
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	51,700
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	42
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	51,658

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				42,754
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			6,156	
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 ▶ $ 51,700				
a Applied to 2012, but not more than line 2a			6,156	
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.				42,754
e Remaining amount distributed out of corpus	2,790			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,790			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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	2,790			
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. . . . 2,790				

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 organization 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 organization 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))

BRIAN CALLAHAN

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

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 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* See Additional Data Table				
Total . . . . ▶ **3a**				51,700
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					22
4 Dividends and interest from securities					20,738
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					31,697
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)					52,457

13 **Total.** Add line 12, columns (b), (d), and (e) 13 52,457

(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)

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 2014-05-07 Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARC W RUBIN		2014-05-09		P00075235
Firm's name ▶ COHEN TODD KITE & STANFORD LLC			Firm's EIN ▶	
Firm's address ▶ 250 E FIFTH STREET SUITE 2350 CINCINNATI, OH 45202			Phone no (513) 421-4020	

Form 990PF Part XV Line 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*				
IU DELTEA CHI CHARITIES 720 E 3RD ST BLOOMINGTON,IN 47405			CHARITABLE DONATION	1,000
COMM FDN OF MID TN 3833 CLEGHORN AVE 400 NASHVILLE,TN 37215			CHARITABLE DONATION	500
MTC BOY SCOUTS OF AMERICA 3414 HILLSBORO PIKE PO BOX 15049 NASHVILLE,TN 37215			CHARITABLE DONATION	1,500
OSU FDN 1480 WEST LANE AVENUE COLUMBUS,OH 43221			CHARITABLE DONATION	5,000
OSU FDN 1480 WEST LANE AVENUE COLUMBUS,OH 43221			CHARITABLE DONATION	5,000
THE WHARTON FUND 344 VANCE HALL 3733 SPRUCE STREET PHILADELPHIA,PA 19104			CHARITABLE DONATION	2,500
AMERICAN HEART ASSN 7272 GREENVILLE AVE DALLS,TX 75231			CHARITABLE DONATION	5,000
CROSS CATH OUTREACH 2700 N MILITARY TRAIL SUITE 240 BOCA RATON,FL 33427			CHARITABLE DONATION	1,000
INDIANA UNIVERSITY FDN 1500 INDIANA 46 BLOOMINGTON,IN 47408			CHARITABLE DONATION	1,000
INDIANA UNIVERSITY FDN 1500 INDIANA 46 BLOOMINGTON,IN 47408			CHARITABLE DONATION	1,000
INDIANA UNIVERSITY FDN 1500 INDIANA 46 BLOOMINGTON,IN 47408			CHARITABLE DONATION	500
MTC BOY SCOUTS OF AMERICA 3414 HILLSBORO PIKE PO BOX 15049 NASHVILLE,TN 37215			CHARITABLE DONATION	1,500
FATHER RYAN HIGH SCHOOL 700 NORWOOD DR NASHVILLE,TN 37203			CHARITABLE DONATION	25,000
FATHER RYAN HIGH SCHOOL 700 NORWOOD DR NASHVILLE,TN 37203			CHARITABLE DONATION	1,200
Total . . . . ▶ **3a**				51,700

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TY 2013 Compensation Explanation

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Person Name	Explanation
BRIAN P CALLAHAN	
ALEXANDRA E CALLAHAN	
MARCY A CALLAHAN	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE ATTACHED SHTRM BOX A	2013-01	PURCHASE	2013-12		171,147	148,697			22,450	
SEE ATTACHED SHTRM BOX B	2013-01	PURCHASE	2013-12		6,268	5,967			301	
SEE ATTACHED LGTRM BOX D	2013-01	PURCHASE	2013-12		6,163	5,280			883	
SEE ATTACHED LGTRM BOX E	2013-01	PURCHASE	2013-12		27,415	19,352			8,063	

TY 2013 Investments Corporate Stock Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M COMPANY	22,300	22,300
3M COMPANY	3,507	3,507
ABBOTT LABORATORIES		
ACCENTURE PLC IRELAND	26,886	26,886
ACTAVIS PLC	33,600	33,600
AMGEN INC	18,024	18,024
APPLE INC.	11,220	11,220
APPLE INC.	19,636	19,636
AUTOMATIC DATA PROCESSING	21,008	21,008
AUTOMATIC DATA PROCESSING	2,909	2,909
BAXTER INTL	8,276	8,276
BECTON DICKINSON & CO.	20,993	20,993
BECTON DICKINSON & CO.	2,210	2,210
BLACKROCK INC.	16,773	16,773
BLACKROCK INC.	15,507	15,507
CARDINAL HEALTH INC	21,913	21,913
CHEVRON CORP	17,113	17,113
CHEVRON CORP	7,120	7,120
CISCO SYS INC.	27,993	27,993
COCA COLA INC.	16,896	16,896
COCA COLA INC.	8,675	8,675
COMCAST CORP CLASS A	10,237	10,237
COMCAST CORP CLASS A	11,328	11,328
CONOCOPHILLIPS		
COVIDIEN PLC NEW	13,143	13,143
COVIDIEN PLC NEW	3,201	3,201
DU PONT EI DE NEMOURS		
EMERSON ELECTRIC CO		
EXXON MOBIL CORP	17,305	17,305
EXXON MOBIL CORP	7,995	7,995

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIRST TRUST DJ GL SEL DVD	16,633	16,633
FIRST TRUST DJ GL SEL DVD	14,222	14,222
FLEETCOR TECHNOLOGIES	12,186	12,186
GENERAL DYNAMICS CORP	11,753	11,753
GENERAL DYNAMICS CORP	20,448	20,448
HOME DEPOT INC.	8,399	8,399
HONEYWELL INTL	21,381	21,381
HONEYWELL INTL	3,746	3,746
ILL TOOL WORKS		
INTEL CORP.	18,688	18,688
INTEL CORP.	5,087	5,087
JOHNSON & JOHNSON	19,325	19,325
JOHNSON & JOHNSON	9,342	9,342
KIMBERLY CLRK CORP.	18,385	18,385
KIMBERLY CLARK CORP.	7,417	7,417
KRAFT FOODS		
KROGER CO.	20,397	20,397
LOCKHEED MARTIN	24,380	24,380
LOCKHEED MARTIN	11,150	11,150
MCDONALDS CORP	13,390	13,390
MCDONALDS CORP	9,703	9,703
MEDTRONIC INC.	23,415	23,415
MEDTRONIC INC.	4,477	4,477
MICROSOFT INC.	18,668	18,668
MICROSOFT INC.	4,676	4,676
MONDELEZ INTL INC,		
NORTHROP GRUMMAN CP	24,641	24,641
NORTHROP GRUMMAN CP	16,160	16,160
NOVARTIS AG ADR		
OCCIDENTAL PETROLEUM	18,545	18,545

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETROLEUM	3,614	3,614
PEPSICO INC.	16,173	16,173
PFIZER INC	23,646	23,646
PROCTER & GAMBLE INC.	24,179	24,179
PROCTER & GAMBLE INC.	2,442	2,442
QUALCOMM INC.	14,553	14,553
RAYTHEON CO.	37,822	37,822
ROYAL DUTCH SHELL PLC		
TEXAS INSTRUMENTS	27,224	27,224
UNILEVER PLC	15,738	15,738
UNILEVER PLC	7,457	7,457
UNITED TECHNOLOGIES	20,597	20,597
UNITED TECHNOLOGIES	10,242	10,242
VF CORPORATION	15,959	15,959
VF CORPORATION	7,481	7,481
VISA INC.	12,915	12,915
WAL MART STORES		

TY 2013 Legal Fees Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	8,149	8,149		

TY 2013 Other Increases Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Description	Amount
UNREALIZED GAINS	209,904

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TY 2013 Other Professional Fees Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MORGAN STANLEY ADVISORY FEES	7,428	7,428		
AAA ANNUAL FEE	150	150		

TY 2013 Substantial Contributors Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Name	Address
BRIAN CALLAHAN	3025 FLAGSTONE DR FRANKLIN,TN 37069

TY 2013 Taxes Schedule

Name: THE CALLAHAN FAMILY FUND INC

EIN: 46-1339991

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IRS	750	750		
US TREASURY	100	100		

Morgan Stanley

(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	**CUSIP:** 002824100		**Symbol (Box 1d):** ABT					
	14.000	02/07/12	02/14/13	$483.70	$374.62	$0.00	$109.08	$0.00
GENL DYNAMICS CORP	**CUSIP:** 369550108		**Symbol (Box 1d):** GD					
	11.000	04/18/12	04/25/13	$787.69	$767.36	$0.00	$20.33	$0.00
MICROSOFT CORP	**CUSIP:** 594918104		**Symbol (Box 1d):** MSFT					
	29.000	04/18/12	04/25/13	$947.12	$903.64	$0.00	$43.48	$0.00
	51.000	02/01/11	05/02/13	$1,667.26	$1,429.98	$0.00	$237.28	$0.00
Security Subtotal	**80.000**			**$2,614.38**	**$2,333.62**	**$0.00**	**$280.76**	**$0.00**
WAL MART STORES INC	**CUSIP:** 931142103		**Symbol (Box 1d):** WMT					
	33.000	01/04/11	01/02/13	$2,277.62	$1,804.75	$0.00	$472.87	$0.00

Total 6163.39 5388.37

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Morgan Stanley

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	**CUSIP:** 002824100		**Symbol (Box 1d):** ABT					
	21.000	10/21/08	02/14/13	$725 55	$571.44	$0.00	$154.11	$0.00
	18.000	11/07/08	02/14/13	$621.90	$473.23	$0.00	$148.67	$0.00
	4.000	01/06/09	02/14/13	$138.20	$97.56	$0.00	$40.64	$0.00
	30.000	09/28/09	02/14/13	$1,036.51	$698.76	$0.00	$337.75	$0.00
Security Subtotal	**73.000**			**$2,522.16**	**$1,840.99**	**$0.00**	**$681.17**	**$0.00**
ABBVIE INC COM	**CUSIP:** 00287Y109		**Symbol (Box 1d):** ABBV					
	21.000	10/21/08	02/14/13	$747 39	$619.68	$0.00	$127.71	$0.00
	18.000	11/07/08	02/14/13	$640 62	$513.17	$0.00	$127.45	$0.00
	4.000	01/06/09	02/14/13	$142 36	$105.80	$0.00	$36.56	$0.00
	30.000	09/28/09	02/14/13	$1,067.70	$757.74	$0.00	$309.96	$0.00
	14.000	02/07/12	02/14/13	$498.26	$406.25	$0.00	$92.01	$0.00
Security Subtotal	**87.000**			**$3,096.33**	**$2,402.64**	**$0.00**	**$693.69**	**$0.00**
CONOCOPHILLIPS	**CUSIP:** 20825C104		**Symbol (Box 1d):** COP					
	55.000	09/28/09	01/02/13	$3,227 00	$1,937.23	$0.00	$1,289.77	$0 00
DU PONT EI DE NEMOURS & CO	**CUSIP:** 263534109		**Symbol (Box 1d):** DD					
	92.000	09/28/09	01/03/13	$4,200.00	$3,002.51	$0.00	$1,197.49	$0.00
EMERSON ELECTRIC CO	**CUSIP:** 291011104		**Symbol (Box 1d):** EMR					
	78.000	09/28/09	01/17/13	$4,338 13	$3,086.46	$0.00	$1,251.67	$0.00
ILL TOOL WORKS INC	**CUSIP:** 452308109		**Symbol (Box 1d):** ITW					
	35.000	09/28/09	01/09/13	$2,182.64	$1,507.80	$0.00	$674.84	$0.00

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(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
KRAFT FOODS GROUP INC COM	**CUSIP:** 50076Q106		**Symbol (Box 1d):** KRFT					
	26 000	01/06/09	02/04/13	$1,209.49	$772.15	$0.00	$437.34	$0.00
	5.000	05/01/09	02/04/13	$232.59	$115.05	$0.00	$117.54	$0 00
Security Subtotal	**31.000**			**$1,442.08**	**$887.20**	**$0.00**	**$554.88**	**$0.00**
MONDELEZ INTL INC COM	**CUSIP:** 609207105		**Symbol (Box 1d):** MDLZ					
	80.000	01/06/09	02/04/13	$2,230.35	$1,446.71	$0.00	$783.64	$0.00
	14.000	05/01/09	02/04/13	$390.31	$212.83	$0.00	$177.48	$0.00
Security Subtotal	**94.000**			**$2,620.66**	**$1,659.54**	**$0.00**	**$961.12**	**$0.00**

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Morgan Stanley

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ROYAL DUTCH SHELL PLC	CUSIP: 780259206		Symbol (Box 1d): RDS'A					
	52.000	09/28/09	01/30/13	$3,786.04	$3,027.96	$0.00	$758.08	$0.00
			[illegible]	27,415	19,532			

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Morgan Stanley

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBOTT LABORATORIES	**CUSIP:** 002824100		**Symbol (Box 1d):** ABT					
	86 000	12/19/12	02/14/13	$2,971.32	$2,695.01	$0.00	$276.31	$0.00
	54.000	12/31/12	02/14/13	$1,865.72	$1,672.26	$0.00	$193.46	$0.00
Security Subtotal	**140.000**			**$4,837.04**	**$4,367.27**	**$0.00**	**$469.77**	**$0.00**
ACTAVIS INC COM	**CUSIP:** 00507K103		**Symbol (Box 1d):** ACT					
	120.000	03/18/13	09/30/13	$17,280 00	$10,875.30	$0.00	$6,404.70	$0.00
	8.000	03/21/13	09/30/13	$1,152.00	$722.96	$0.00	$429.04	$0.00
	29.000	04/03/13	09/30/13	$4,176.00	$2,763.64	$0.00	$1,412 36	$0.00
	17.000	06/05/13	09/30/13	$2,448.00	$2,043.57	$0.00	$404.43	$0.00
	10.000	07/09/13	09/30/13	$1,440.00	$1,258.50	$0.00	$181.50	$0.00
	16.000	08/14/13	09/30/13	$2,304.00	$2,208.18	$0.00	$95.82	$0.00
Security Subtotal	**200.000**			**$28,800.00**	**$19,872.15**	**$0.00**	**$8,927.85**	**$0.00**
AUTOMATIC DATA PROCESSING INC	**CUSIP:** 053015103		**Symbol (Box 1d):** ADP					
	18.000	01/30/13	03/18/13	$1,153.64	$1,075.14	$0.00	$78.50	$0.00
	24.000	01/07/13	05/02/13	$1,621.21	$1,403.04	$0.00	$218.17	$0.00
	44.000	01/30/13	05/02/13	$2,972 22	$2,628.12	$0.00	$344.10	$0.00
Security Subtotal	**86.000**			**$5,747.07**	**$5,106.30**	**$0.00**	**$640.77**	**$0.00**
BECTON DICKINSON & CO	**CUSIP:** 075887109		**Symbol (Box 1d):** BDX					
	10.000	02/04/13	04/25/13	$956.07	$855.00	$0.00	$101.07	$0.00
CARDINAL HEALTH INC	**CUSIP:** 14149Y108		**Symbol (Box 1d):** CAH					
	87.000	01/07/13	03/21/13	$3,656.00	$3,657.48	$0.00	($1.48)	$0 00
	68.000	01/30/13	03/21/13	$2,857.57	$3,046.40	$0.00	($188.83)	$0.00

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Morgan Stanley

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
CARDINAL HEALTH INC	27.000	01/02/13	04/25/13	$1,224.01	$1,122.33	$0.00	$101.68	$0.00
	3.000	01/07/13	04/25/13	$136.00	$126.12	$0.00	$9.88	$0.00
Security Subtotal	**185.000**			**$7,873.58**	**$7,952.33**	**$0.00**	**($78.75)**	**$0.00**
CHART INDUSTRIES,INC.	**CUSIP:** 16115Q308		**Symbol (Box 1d):** GTLS					
	139.000	05/02/13	11/01/13	$14,072.06	$11,971.44	$0.00	$2,100.62	$0.00
	21.000	05/06/13	11/01/13	$2,126.00	$1,813.18	$0.00	$312.82	$0.00
Security Subtotal	**160.000**			**$16,198.06**	**$13,784.62**	**$0.00**	**$2,413.44**	**$0.00**
COCA COLA CO	**CUSIP:** 191216100		**Symbol (Box 1d):** KO					
	20.000	01/30/13	04/25/13	$845.78	$749.80	$0.00	$95.98	$0 00
CONOCOPHILLIPS	**CUSIP:** 20825C104		**Symbol (Box 1d):** COP					
	135.000	12/19/12	01/02/13	$7,920.81	$8,010.59	$0.00	($89.78)	$0.00
	66.000	12/31/12	01/02/13	$3,872.39	$3,791.04	$0.00	$81.35	$0.00
Security Subtotal	**201.000**			**$11,793.20**	**$11,801.63**	**$0.00**	**($8.43)**	**$0.00**
DU PONT EI DE NEMOURS & CO	**CUSIP:** 263534109		**Symbol (Box 1d):** DD					
	154.000	12/31/12	01/03/13	$7,030.43	$6,883.34	$0.00	$147.09	$0.00
EMERSON ELECTRIC CO	**CUSIP:** 291011104		**Symbol (Box 1d):** EMR					
	62.000	12/31/12	01/17/13	$3,448.25	$3,253.76	$0.00	$194.49	$0.00
FIRST TRUST DJ GL SEL DVD	**CUSIP:** 33734X200		**Symbol (Box 1d):** FGD					
	43.000	01/30/13	04/25/13	$1,091.31	$1,078.77	$0.00	$12.54	$0.00

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Morgan Stanley

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GNC HOLDINGS,INC COM CL A	**CUSIP:** 36191G107		**Symbol (Box 1d):** GNC					
	267.000	03/15/13	10/24/13	$14,884.88	$10,859.37	$0.00	$4,025.51	$0.00
	98.000	03/19/13	10/24/13	$5,463.36	$3,726.55	$0.00	$1,736.81	$0.00
	30.000	03/26/13	10/24/13	$1,672.46	$1,173.82	$0.00	$498.64	$0.00
Security Subtotal	**395.000**			**$22,020.70**	**$15,759.74**	**$0.00**	**$6,260.96**	**$0.00**
INTEL CORP	**CUSIP:** 458140100		**Symbol (Box 1d):** INTC					
	148.000	01/30/13	05/02/13	$3,551.92	$3,162 23	$0.00	$389.69	$0.00
KIMBERLY CLARK CORP	**CUSIP:** 494368103		**Symbol (Box 1d):** KMB					
	10.000	01/30/13	04/25/13	$1,040.07	$885.50	$0.00	$154.57	$0.00
LOCKHEED MARTIN CORP	**CUSIP:** 539830109		**Symbol (Box 1d):** LMT					
	18.000	12/19/12	05/02/13	$1,811 65	$1,680.78	$0.00	$130.87	$0.00
MACY'S INC	**CUSIP:** 55616P104		**Symbol (Box 1d):** M					
	20.000	02/05/13	04/25/13	$893.37	$797.54	$0.00	$95.83	$0.00
	154.000	02/05/13	08/14/13	$7,205.90	$6,141.07	$0.00	$1,064.83	$0.00
	392.000	02/05/13	08/15/13	$17,833.99	$15,631.82	$0.00	$2,202.17	$0.00
Security Subtotal	**566.000**			**$25,933.26**	**$22,570.43**	**$0.00**	**$3,362.83**	**$0.00**
MICROSOFT CORP	**CUSIP:** 594918104		**Symbol (Box 1d):** MSFT					
	9.000	06/08/12	04/25/13	$293.93	$265.01	$0.00	$28.92	$0.00
	32.000	08/17/12	04/25/13	$1,045.09	$980.47	$0 00	$64.62	$0.00
	3.000	06/08/12	05/02/13	$98.07	$88.34	$0.00	$9.73	$0.00
	66.000	01/30/13	05/02/13	$2,157.63	$1,846.02	$0.00	$311.61	$0.00
Security Subtotal	**110.000**			**$3,594.72**	**$3,179.84**	**$0.00**	**$414.88**	**$0.00**

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Morgan Stanley

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NORTHROP GRUMMAN CP(HLDG CO)	**CUSIP:** 666807102		**Symbol (Box 1d):** NOC					
	5 000	12/19/12	12/10/13	$550.14	$344.77	$0.00	$205.37	$0.00
NOVARTIS AG ADR	**CUSIP:** 66987V109		**Symbol (Box 1d):** NVS					
	38.000	01/03/12	01/02/13	$2,415.71	$2,210.34	$0.00	$205.37	$0.00
	46.000	02/07/12	01/02/13	$2,924.29	$2,598.31	$0.00	$325.98	$0.00
Security Subtotal	**84.000**			**$5,340.00**	**$4,808.65**	**$0.00**	**$531.35**	**$0.00**
PEPSICO INC NC	**CUSIP:** 713448108		**Symbol (Box 1d):** PEP					
	21.000	12/19/12	04/25/13	$1,738.13	$1,471.42	$0 00	$266.71	$0.00
UNITEDHEALTH GP INC	**CUSIP:** 91324P102		**Symbol (Box 1d):** UNH					
	135.000	01/30/13	10/18/13	$9,556.59	$7,598.70	$0.00	$1,957.89	$0.00
V F CORPORATION	**CUSIP:** 918204108		**Symbol (Box 1d):** VFC					
	9.000	12/19/12	03/21/13	$1,486.21	$1,379.34	$0.00	$106.87	$0.00
VERIFONE SYSTEMS INC	**CUSIP:** 92342Y109		**Symbol (Box 1d):** PAY					
	253.000	01/30/13	02/21/13	$5,079 87	$8,734.65	$0.00	($3,654.78)	$0.00
	41.000	02/04/13	02/21/13	$823.22	$1,415.73	$0.00	($592.51)	$0.00
Security Subtotal	**294.000**			**$5,903.09**	**$10,150.38**	**$0.00**	**($4,247.29)**	**$0.00**

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Morgan Stanley

(Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part I with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ABBVIE INC COM	**CUSIP:** 00287Y109		**Symbol (Box 1d):** ABBV					
	86.000	12/19/12	02/14/13	$3,060.73	$2,922.51	$0.00	$138.22	$0.00
	54.000	12/31/12	02/14/13	$1,921.84	$1,813.44	$0.00	$108.40	$0.00
Security Subtotal	**140.000**			**$4,982.57**	**$4,735.95**	**$0.00**	**$246.62**	**$0.00**
MALLINCKRODT PUBLIC LTD CO	**CUSIP:** G5785G107		**Symbol (Box 1d):** MNK					
	16.000	12/19/12	09/20/13	$685.65	$656.51	$0.00	$29.14	$0.00
	8.000	12/31/12	09/20/13	$342.82	$314.20	$0.00	$28.62	$0.00
	6.000	01/30/13	09/20/13	$257.12	$260.08	$0.00	($2.96)	$0.00
Security Subtotal	**30.000**			**$1,285.59**	**$1,230.79**	**$0.00**	**$54.80**	**$0.00**

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