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# Return of Private Foundation

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

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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

12/23, 2013, and ending

12/31, 2013

Name of foundation

SMITH, PETE AND SALLY FOUNDATION

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

1525 W.W.T. HARRIS BLVD. D1114-044

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

CHARLOTTE, NC 28262

A Employer identification number

46-4350560

B Telephone number (see instructions)

800-352-3705

C If exemption application is pending, check here ☒ X

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 ☐

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

G Check all that apply:

☒ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name change

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) \$ 3,390,685.

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

## 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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	3,372,445.			
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	4,844.	4,619.		STMT 1
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	2,255.			
<b>b</b> Gross sales price for all assets on line 6a	2,255.			
<b>7</b> Capital gain net income (from Part IV, line 2)		2,255.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)				
<b>12</b> Total. Add lines 1 through 11	3,379,544.	6,874.		
<b>13</b> Compensation of officers, directors, trustees, etc.				
<b>14</b> Other employee salaries and wages		NONE	NONE	
<b>15</b> Pension plans, employee benefits		NONE	NONE	
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)				
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions)				
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings		NONE	NONE	
<b>22</b> Printing and publications		NONE	NONE	
<b>23</b> Other expenses (attach schedule)				
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23		NONE	NONE	
<b>25</b> Contributions, gifts, grants paid				
<b>26</b> Total expenses and disbursements. Add lines 24 and 25		NONE	NONE	
<b>27</b> Subtract line 26 from line 12.				
<b>a</b> Excess of revenue over expenses and disbursements	3,379,544.			
<b>b</b> Net investment income (if negative, enter -0-)		6,874.		
<b>c</b> 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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .		126,997.	126,997.
	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 . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .		302,821.	331,960.
	b	Investments - corporate stock (attach schedule) . . . . .		1,205,416.	1,682,536.
	c	Investments - corporate bonds (attach schedule) . . . . .		173,953.	183,102.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .		225,375.	1,066,090.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶) . . . . .				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		2,034,562.	3,390,685.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .		2,034,562.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		2,034,562.	
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		2,034,562.		

## 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	
2	Enter amount from Part I, line 27a . . . . .	2	3,379,544.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING	3	1.
4	Add lines 1, 2, and 3 . . . . .	4	3,379,545.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,344,983.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . .	6	2,034,562.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 2,255.			2,255.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			
<b>a</b>			2,255.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	2,255.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

N/A

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

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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	137.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
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	137.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		5	137.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .	6a		
b Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .	7		NONE
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		137.
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 <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ► \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► SC		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK NA</u> Telephone no. <u>(800) 352-3705</u>			
	Located at <u>1WEST 4TH ST 6TH FLOOR, WINSTON SALEM, NC</u> ZIP+4 <u>27101-3818</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			X

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

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

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

Form 990-PF (2013)

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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
WELLS FARGO BANK NA 1525 W WT HARRIS BLVD D1114-044, CHARLOTTE, NC 28262	TRUSTEE 40	-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		NONE	NONE	NONE

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

NONE

Form 990-PF (2013)

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

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

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

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

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

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	3,263,688.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	126,997.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,390,685.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	3,390,685.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	50,860.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	3,339,825.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	4,118.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,118.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	137.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	137.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	3,981.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,981.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	3,981.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	NONE
<b>5</b>	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)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	NONE

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				3,981.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ _____				NONE
<b>a</b> Applied to 2012, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				NONE
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				3,981.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

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

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

N/A

**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.

N/A

**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:

**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
<b>a Paid during the year</b>				
<b>Total</b> . . . . .				<b>3a</b>
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .				<b>3b</b>





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

OMB No. 1545-0047

**2013**▶ **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](http://www.irs.gov/form990)**Name of the organization****Employer identification number**

SMITH, PETE AND SALLY FOUNDATION

46-4350560

**Organization type** (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

**Special Rules**

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

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

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

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

<b>Name of organization</b> SMITH, PETE AND SALLY FOUNDATION	<b>Employer identification number</b> 46-4350560
---	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SALLY SMITH TRUST WELLS FARGO BANK CHARLOTTE, NC 28262	\$ 3,372,445.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)





## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABERDEEN GLOBAL HIGH INCOME FD #1525	527.	527.
CALVERT SOC INV EQUITY PT-I #798	128.	128.
JPMORGAN HIGH YIELD FUND SS #3580	72.	72.
MERGER FD SH BEN INT	1,405.	1,405.
ASG GLOBAL ALTERNATIVES-Y #1993	2,345.	2,345.
NUVEEN HIGH YIELD MUNI BD-R #1668	104.	
ROWE T PRICE SHORT TERM BD FD INC	85.	85.
TOUCHSTONE MID CAP FD Y #354	57.	57.
VANGUARD INTM-TRM TAX EXEMPT FD-ADM	121.	
TOTAL	4,844.	4,619.

SMITH, PETE AND SALLY FOUNDATION

46-4350560

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
67065Q772 NUVEEN HIGH YIELD MU	66,426.	74,552.
922907878 VANGUARD INTERM TERM	236,395.	257,408.
	-----	-----
TOTALS	302,821.	331,960.
	=====	=====

SMITH, PETE AND SALLY FOUNDATION

46-4350560

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
04314H204 ARTISAN INTERNATIONAL	235,663.	251,672.
131618795 CALVERT SOC INV EQUI	13,317.	29,810.
26203E836 DREYFUS/THE BOSTON C	20,345.	34,945.
464287200 ISHARES CORE S & P 5	353,702.	597,607.
464287465 ISHARES MSCI EAFE ET	52,549.	58,104.
464287499 ISHARES RUSSELL MID-	12,967.	17,548.
464287655 ISHARES RUSSELL 2000	28,631.	41,184.
589509108 MERGER FD SH BEN INT	58,000.	57,604.
63872T885 ASG GLOBAL ALTERNATI	77,305.	77,305.
683974505 OPPENHEIMER DEVELOPI	78,036.	76,850.
74925K581 ROBECO BP LNG/SHRT R	149,073.	154,347.
74972H614 RS VALUE FUND CL Y 1	37,806.	95,512.
779572106 T ROWE PRICE SMALL C	12,542.	16,255.
780905451 ROYCE PREMIER FUND W	20,350.	40,372.
89155H793 TOUCHSTONE MID CAP F	11,678.	26,286.
92934R769 CRM MID CAP VALUE FD	12,621.	21,088.
949915367 WELLS FARGO ADV ENTE	30,831.	86,047.
	-----	-----
TOTALS	1,205,416.	1,682,536.
	=====	=====

SMITH, PETE AND SALLY FOUNDATION

46-4350560

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
04315J860 ABERDEEN GLOBAL HIGH	88,092.	93,407.
4812C0803 JPMORGAN HIGH YIELD	8,238.	11,909.
77957P105 T ROWE PRICE SHORT T	77,623.	77,786.
	-----	-----
TOTALS	173,953.	183,102.
	=====	=====

SMITH, PETE AND SALLY FOUNDATION

46-4350560

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
9WB116375 LAKE SITES INC COM *	C	225,375.	1,066,090.
		-----	-----
		225,375.	1,066,090.
		=====	=====

TOTALS

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====DESCRIPTION  
-----AMOUNT  
-----

MUTUAL FUND POSTING NEXT TYE EFFECTIVE CURRENT TYE  
DIFFERENCE BETWEEN FMV /COST BASIS

909.

1,344,074.

TOTAL

1,344,983.



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number - - - - )

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
OTHER ASSETS RECEIVED (continued)					
12/23/13	1,008.343	RECEIVED 1,008.343 SHARES OF TOUCHSTONE MID CAP FD Y #354 SYMBOL: TMCPX CUSIP: 89155H793 VALUE: \$22,899.47			9,760.76
12/23/13	132.522	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 132.522 SHARES OF TOUCHSTONE MID CAP FD Y #354 SYMBOL: TMCPX CUSIP: 89155H793 VALUE: \$3,009.57			1,917.59
12/27/13	14,682.384	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 14,682.384 SHARES OF VANGUARD INTERM TERM T/E FD-ADM #542 CUSIP: 922907878 VALUE: \$201,442.31			184,998.04
12/27/13	4,079.138	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 4,079.138 SHARES OF VANGUARD INTERM TERM T/E FD-ADM #542 CUSIP: 922907878 VALUE: \$55,965.77			51,397.13
12/23/13	1,656.664	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 1,656.664 SHARES OF WELLS FARGO ADV ENTERPR CL I #3118 SYMBOL: WFEIX CUSIP: 949915367 VALUE: \$84,672.10			30,830.53
<b>Total Other Assets Received</b>			<b>\$0.00</b>	<b>\$0.00</b>	<b>\$1,907,563.95</b>
<b>Total Assets Received</b>			<b>\$0.00</b>	<b>\$0.00</b>	<b>\$1,907,563.95</b>



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

**WELLS  
FARGO**

Account Number - - - - - 0

**TRANSACTION DETAIL (continued)**

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Cash Receipts</b>					
<b>MISCELLANEOUS</b>					
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '26	\$3,998.13		
		CASH DISTRIBUTION FROM D E SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT #	6,057.97		
		CASH DISTRIBUTION FROM D E SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '01135	11,498.97		
		CASH DISTRIBUTION FROM D E SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '01135	1,873.45		
		CASH DISTRIBUTION FROM D E SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '06	7,856.46		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT '1206	6,547.43		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '215	2,700.93		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/30/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '215	1,303.90		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/31/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT '1215	5,442.20		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/31/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # '215	14,300.50		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/31/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT # 2 '06	42,901.00		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Cash Receipts</b> (continued)					
MISCELLANEOUS (continued)					
12/31/13		TRANSFER FROM ANOTHER ACCOUNT PAID FROM ACCOUNT 11206	16,326.55		
		CASH DISTRIBUTION FROM MARY M SMITH RES TUW			
12/31/13		ASG GLOBAL ALTERNATIVES-Y #1993 LONG TERM CAPITAL GAIN DIVIDEND ON 6,771,441 SHARES AT \$0.3330 PER SHARE CUSIP: 63872T885	2,254.89		
<b>Total Miscellaneous</b>			<b>\$123,062.38</b>	<b>\$0.00</b>	<b>\$0.00</b>
<b>Total Cash Receipts</b>			<b>\$123,062.38</b>	<b>\$3,934.56</b>	<b>\$0.00</b>

## Assets Received

OTHER ASSETS RECEIVED

12/23/13	919.599	RECEIVED 919,599 SHARES OF ABERDEEN GLOBAL HIGH INCOME FD #1525 CUSIP: 04315J860 VALUE: \$9,269.56			\$6,745.42
		RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			
12/23/13	4,724.684	RECEIVED 4,724,684 SHARES OF ABERDEEN GLOBAL HIGH INCOME FD #1525 CUSIP: 04315J860 VALUE: \$47,624.81			47,861.05
		RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			
12/23/13	1,217.691	RECEIVED 1,217,691 SHARES OF ABERDEEN GLOBAL HIGH INCOME FD #1525 CUSIP: 04315J860 VALUE: \$12,274.33			8,846.58
		RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH			



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
OTHER ASSETS RECEIVED (continued)					
12/23/13	2,432.302	RECEIVED 2,432.302 SHARES OF ABERDEEN GLOBAL HIGH INCOME FD #1525 CUSIP: 04315J860 VALUE: \$24,517.60 RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH			24,639.22
12/27/13	3,623.188	RECEIVED 3,623.188 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$108,876.80 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			100,000.00
12/27/13	1,132.919	RECEIVED 1,132.919 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$34,044.22 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			33,341.82
12/27/13	1,951.228	RECEIVED 1,951.228 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$58,634.40 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			58,068.54
12/27/13	863.058	RECEIVED 863.058 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$25,934.89 RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH			23,820.39
12/27/13	686.556	RECEIVED 686.556 SHARES OF ARTISAN INTERNATIONAL FUND #661 SYMBOL: ARTIX CUSIP: 04314H204 VALUE: \$20,631.01 RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH			20,431.90



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
<b>OTHER ASSETS RECEIVED (continued)</b>					
12/27/13	5,101.409	RECEIVED 5,101.409 SHARES OF ASG GLOBAL ALTERNATIVES-Y #1993 CUSIP: 63872T885 VALUE: \$61,369.95			58,309.11
12/27/13	1,661.906	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 1,661.906 SHARES OF ASG GLOBAL ALTERNATIVES-Y #1993 CUSIP: 63872T885 VALUE: \$19,992.73			18,995.59
12/23/13	571.292	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 571.292 SHARES OF CALVERT SOC INV EQUITY PT-I #798 SYMBOL: CEYIX CUSIP: 131618795 VALUE: \$29,444.39			13,316.80
12/27/13	434.433	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 434.433 SHARES OF CRM MID CAP VALUE FD-INSTL #32 SYMBOL: CRIMX CUSIP: 92934R769 VALUE: \$14,935.81			7,898.00
12/27/13	174.530	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 174.53 SHARES OF CRM MID CAP VALUE FD-INSTL #32 SYMBOL: CRIMX CUSIP: 92934R769 VALUE: \$6,000.34			4,722.79
12/27/13	611.144	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 611.144 SHARES OF DREYFUS/THE BOSTON CO S/C - I #6941 SYMBOL: SSETX CUSIP: 26203E836 VALUE: \$34,798.54			20,345.00

Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

**WELLS  
FARGO**

Account Number

**TRANSACTION DETAIL** *(continued)*

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received</b> <i>(continued)</i>					
OTHER ASSETS RECEIVED <i>(continued)</i>					
12/23/13	399.000	RECEIVED 399 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$73,228.47			34,903.00
12/23/13	86.000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 86 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$15,783.58			10,639.06
12/23/13	112.000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 112 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$20,555.36			18,784.63
12/23/13	113.000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 113 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$20,738.89			20,585.21
12/23/13	1,922.000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 1,922 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$352,744.66			166,892.64
12/23/13	350.000	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 350 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$64,235.50			58,708.48



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
OTHER ASSETS RECEIVED (continued)					
12/23/13	237.000	RECEIVED 237 SHARES OF ISHARES CORE S & P 500 ETF SYMBOL: IVV CUSIP: 464287200 VALUE: \$43,496.61			43,188.51
12/23/13	322.000	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 322 SHARES OF ISHARES MSCI EAFE ETF SYMBOL: EFA CUSIP: 464287465 VALUE: \$20,952.54			16,646.56
12/23/13	544.000	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 544 SHARES OF ISHARES MSCI EAFE ETF SYMBOL: EFA CUSIP: 464287465 VALUE: \$35,398.08			35,902.64
12/23/13	117.000	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 117 SHARES OF ISHARES RUSSELL MID-CAP ETF SYMBOL: IWR CUSIP: 464287499 VALUE: \$17,333.55			12,967.10
12/23/13	117.000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 117 SHARES OF ISHARES RUSSELL 2000 ETF SYMBOL: IWM CUSIP: 464287655 VALUE: \$13,329.81			9,721.30
12/23/13	240.000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 240 SHARES OF ISHARES RUSSELL 2000 ETF SYMBOL: IWM CUSIP: 464287655 VALUE: \$27,343.20			18,909.58



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number -

# TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
OTHER ASSETS RECEIVED (continued)					
12/27/13	1,492.364	RECEIVED 1,492.364 SHARES OF JPMORGAN HIGH YIELD FUND SS #3580 CUSIP: 4812C0803 VALUE: \$11,968.76			8,237.85
12/24/13	9 000	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 9 SHARES OF LAKE SITES INC COM *CH* CUSIP: 9WB116375 VALUE: \$252,495.00 TRANSFER FROM ACCOUNT 2013001135			53,378.28
12/24/13	29.000	RECEIVED 29 SHARES OF LAKE SITES INC COM *CH* CUSIP: 9WB116375 VALUE: \$813,595.00 TRANSFER FROM ACCOUNT 2013001126			171,996.68
12/23/13	3,598.015	RECEIVED 3,598.015 SHARES OF MERGER FD SH BEN INT #260 CUSIP: 589509108 VALUE: \$58,755.58 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			58,000.00
12/23/13	2,425.861	RECEIVED 2,425.861 SHARES OF NUVEEN HIGH YIELD MUNI BD-R #1668 CUSIP: 67065Q772 VALUE: \$37,285.48 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			27,727.59
12/23/13	2,427.784	RECEIVED 2,427.784 SHARES OF NUVEEN HIGH YIELD MUNI BD-R #1668 CUSIP: 67065Q772 VALUE: \$37,315.04 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			38,698.87



Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
<b>OTHER ASSETS RECEIVED (continued)</b>					
12/30/13	1,236.224	RECEIVED 1,236.224 SHARES OF OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 VALUE: \$46,098.79 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			47,545.17
12/30/13	678.622	RECEIVED 678.622 SHARES OF OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 VALUE: \$25,305.81 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			25,380.46
12/30/13	131.225	RECEIVED 131.225 SHARES OF OPPENHEIMER DEVELOPING MKT-Y #788 SYMBOL: ODVYX CUSIP: 683974505 VALUE: \$4,893.38 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			5,109.89
12/27/13	4,055.278	RECEIVED 4,055.278 SHARES OF ROBECO BP LNG/SHRT RES-INS CUSIP: 74925K581 VALUE: \$58,152.69 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			56,003.39
12/27/13	4,027.785	RECEIVED 4,027.785 SHARES OF ROBECO BP LNG/SHRT RES-INS CUSIP: 74925K581 VALUE: \$57,758.44 RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			56,993.16
12/27/13	1,406.039	RECEIVED 1,406.039 SHARES OF ROBECO BP LNG/SHRT RES-INS CUSIP: 74925K581 VALUE: \$20,162.60 RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH			18,995.59





Account Statement For:  
SMITH, PETE AND SALLY FOUNDATION

Period Covered: December 1, 2013 - December 31, 2013

Account Number

## TRANSACTION DETAIL (continued)

DATE	QUANTITY	DESCRIPTION	PRINCIPAL CASH	INCOME CASH	COST BASIS
<b>Assets Received (continued)</b>					
<b>OTHER ASSETS RECEIVED (continued)</b>					
12/27/13	1,207.128	RECEIVED 1,207.128 SHARES OF ROBECO BP LNG/SHRT RES-INS CUSIP: 74925K581 VALUE: \$17,310.22			17,080.86
12/27/13	1,821.853	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 1,821.853 SHARES OF ROYCE PREMIER FUND W CLASS #566 SYMBOL RPRWX CUSIP: 780905451 VALUE: \$40,208.30			20,350.10
12/27/13	2,729.692	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 2,729.692 SHARES OF RS VALUE FUND CL Y 1654 SYMBOL: RSVYX CUSIP: 74972H614 VALUE: \$94,856.80			37,806.24
12/27/13	12,252.494	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 12,252.494 SHARES OF T ROWE PRICE SHORT TERM BD FD #55 CUSIP: 77957P105 VALUE: \$58,689.45			58,566.92
12/27/13	3,986.676	RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL RECEIVED 3,986.676 SHARES OF T ROWE PRICE SHORT TERM BD FD #55 CUSIP: 77957P105 VALUE: \$19,096.18			19,056.31
12/27/13	364.794	RECEIVED FROM SMITH, MARY M RES TUW FBO M MURDOCH RECEIVED 364.794 SHARES OF T ROWE PRICE SMALL CAP STOCK #65 SYMBOL: OTCFX CUSIP: 779572106 VALUE: \$16,211.45			12,541.62
		RECEIVED FROM SMITH, MARY M RES TUW FBO K MARSHALL			

18 of 21