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Form 990-PF

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

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning , and ending

Name of foundation

FRED & AMANDA GLADE FOUNDATION

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

1419 STAGECOACH RD

Room/suite

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

GRAND ISLAND NE 68801

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 foundationI Fair market value of all assets at
end of year (from Part II, col. (c),
line 16) ► \$ **674,441** (Part I, column (d) must be on cash basis)J Accounting method: Cash Accrual
 Other (specify)

A Employer identification number

47-0805638

B Telephone number (see instructions)

C If exemption application is pending, check here ► 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 ► **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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	12	12	12	
4	Dividends and interest from securities	20,497	20,497	20,497	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	STMT 1	5,532		
b	Gross sales price for all assets on line 6a	285,076			
7	Capital gain net income (from Part IV, line 2)		3,321		
8	Net short-term capital gain			0	
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	26,041	23,830	20,509	
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	STMT 2	3,650	2,650	1,000
c	Other professional fees (attach schedule)				
17	Interest	25	25		
18	Taxes (attach schedule) (see instructions)	STMT 3	2,809	2,809	543
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch.)	STMT 4	5,837	5,837	
24	Total operating and administrative expenses.				
	Add lines 13 through 23	12,321	11,321	0	1,000
25	Contributions, gifts, grants paid	42,250			42,250
26	Total expenses and disbursements. Add lines 24 and 25	54,571	11,321	0	43,250
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-28,530			
b	Net investment income (if negative, enter -0-)		12,509		
c	Adjusted net income (if negative, enter -0-)			20,509	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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Assets	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
			2,615	6,084	6,084
1	Cash – non-interest-bearing		416,365	362,865	395,811
2	Savings and temporary cash investments				
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7	Other notes and loans receivable (att 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)				
c	Investments – corporate bonds (attach schedule)				
11	Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	SEE STATEMENT 5	280,631	280,472	272,546
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch) ►				
15	Other assets (describe ►				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		699,611	649,421	674,441
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	0	0
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
25	Unrestricted				
26	Temporarily restricted				
27	Permanently restricted				
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
29	Capital stock, trust principal, or current funds				
30	Paid-in or capital surplus, or land, bldg., and equipment fund				
31	Retained earnings, accumulated income, endowment, or other funds		699,611	649,421	649,421
	Total net assets or fund balances (see instructions)		699,611	649,421	649,421
	Total liabilities and net assets/fund balances (see instructions)		699,611	649,421	649,421

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	699,611
2	Enter amount from Part I, line 27a	2	-28,530
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	671,081
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 6	5	21,660
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	649,421

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 ACY-109708				
b RA8986700J				
c RA8987500V				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 3,114			3,114	
b 33			33	
c 174			174	
d				
e				
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			3,114	
b			33	
c			174	
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	3,321
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	9,550	688,871	0.013863
2011	15,845	703,098	0.022536
2010	70,995	732,348	0.096942
2009	11,500	689,478	0.016679
2008	47,000	876,885	0.053599

2 Total of line 1, column (d)

2 **0.203619**

3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 **0.040724**

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 **703,135**

5 Multiply line 4 by line 3

5 **28,634**

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 **125**

7 Add lines 5 and 6

7 **28,759**

8 Enter qualifying distributions from Part XII, line 4

8 **43,250**

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.
 Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)

1 125

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

2 0

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

3 125

4 0

5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013
 b Exempt foreign organizations – tax withheld at source
 c Tax paid with application for extension of time to file (Form 8868)
 d Backup withholding erroneously withheld

6a
 6b
 6c
 6d

7 Total credits and payments. Add lines 6a through 6d
 8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached
 9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**
 10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**
 11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ► **Refunded** ► **11**

6a
6b
6c
6d

7
8
9
10
11

Part VII-A Statements Regarding Activities

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 Yes No
 1a 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.
 1b X

c Did the foundation file **Form 1120-POL** for this year?
 1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
 (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
 If "Yes," attach a detailed description of the activities.
 2 X

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
 3 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 4a X

b If "Yes," has it filed a tax return on **Form 990-T** for this year?
 4b X

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
 If "Yes," attach the statement required by General Instruction T.
 5 X

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
 • By language in the governing instrument, or
 • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?
 6 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV
 7 X

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► **NE**
 8b X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV
 9 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses
 10 X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 **X**

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 **X**

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 **X**

Website address ► **N/A**
 14 The books are in care of ► **FRED GLADE**
1419 STAGECOACH RD

Telephone no. ► **308-382-6277**Located at ► **GRAND ISLAND** NE ZIP+4 ► **68801**

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

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 ►

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.

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No

(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No

b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? **N/A** ►

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? **N/A**

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 12 , 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.) **N/A**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **3b**

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? **4a**

4b

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

 Yes No**X**

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

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

N/A**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
SEE STATEMENT 7				

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

 0

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Form 990-PF (2013) **FRED & AMANDA GLADE FOUNDATION****47-0805638**

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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 GRAND ISLAND EDUCATION FOUNDATION	17,500
2 STUHR MUSEUM	10,000
3 HALL COUNTY HISTORICAL SOCIETY	3,250
4 UNITED WAY	1,000

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 instructions	
3	

Total. Add lines 1 through 3 ►

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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	286,387
b	Average of monthly cash balances	1b	427,456
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	713,843
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	713,843
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,708
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	703,135
6	Minimum investment return. Enter 5% of line 5	6	35,157

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	35,157
2a	Tax on investment income for 2013 from Part VI, line 5	2a	125
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	125
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	35,032
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	35,032
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	35,032

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	43,250
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	43,250
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	125
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	43,125

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				35,032
2 Undistributed income, if any, as of the end of 2013.			34,120	
a Enter amount for 2012 only		7,770		
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>				
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 ► \$ <u>43,250</u>				
a Applied to 2012, but not more than line 2a			34,120	
b Applied to undistributed income of prior years (Election required – see instructions)		7,770		
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				1,360
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				33,672
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling				►			
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	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							
b	85% of line 2a							
c	Qualifying distributions from Part XII, line 4 for each year listed							
d	Amounts included in line 2c not used directly for active conduct of exempt activities							
e	Qualifying distributions made directly for active conduct of exempt activities							
	Subtract line 2d from line 2c							
3	Complete 3a, b, or c for the alternative test relied upon:							
a	"Assets" alternative test – enter:							
(1)	Value of all assets							
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)							
b	"Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed							
c	"Support" alternative test – enter:							
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)							
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)							
(3)	Largest amount of support from an exempt organization							
(4)	Gross investment income							

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT 8				42,250
Total			► 3a	42,250
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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				14	12
4	Dividends and interest from securities				14	20,497
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					5,532
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)			0	20,509	5,532
13	Total. Add line 12, columns (b), (d), and (e)				13	26,041

(See worksheet in line 13 instructions to verify calculations)

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

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description	Whom Sold	Date Acquired	Date Sold	Sale Price	How Received		Depreciation	Net Gain / Loss
					Cost	Expense		
ISHARES BARCLAYS 1-3 YR TREASURY	VARIOUS	VARIOUS	VARIOUS	\$ 71,253	\$ 71,296	\$		\$ -43
ISHARES JPMORGAN EMERGING MKT	VARIOUS	VARIOUS	VARIOUS	\$ 5,862	\$ 6,144			\$ -282
ISHARES BARCLAYS CREDIT BOND E	VARIOUS	VARIOUS	VARIOUS	\$ 11,567	\$ 11,864			\$ -297
ISHARES BARCLAY INTERM CREDIT	VARIOUS	VARIOUS	VARIOUS	\$ 5,867	\$ 5,910			\$ -43
PIMCO 0-5 YEAR HIGH YIELD CORP	VARIOUS	VARIOUS	VARIOUS	\$ 3,122	\$ 3,133			\$ -11
PIMCO ENHANCED SHORT MATURITY	VARIOUS	VARIOUS	VARIOUS	\$ 9,199	\$ 9,231			\$ -32
POWERSHARES PREFERRED PORTFOLIO	VARIOUS	VARIOUS	VARIOUS	\$ 12,801	\$ 13,163			\$ -362
SPDR S & P INTERNATIONAL DIVIDEND	VARIOUS	VARIOUS	VARIOUS	\$ 16,511	\$ 17,044			\$ -533
SPDR BARCLAYS HIGH YIELD BOND	VARIOUS	VARIOUS	VARIOUS	\$ 14,975	\$ 15,028			\$ -53
SPDR S & P DIVIDEND ETF	VARIOUS	VARIOUS	VARIOUS	\$ 19,050	\$ 17,588			\$ 1,462
WISDOMTREE EM LOCAL DEBT ETF	VARIOUS	VARIOUS	VARIOUS	\$ 7,740	\$ 8,347			
ISHARES JPMORGAN EMERGING MKT	VARIOUS	6/12/13	VARIOUS	\$ 1,072	\$ 1,032			\$ -607
ISHARES BARCLAYS CREDIT BOND E	VARIOUS	6/28/13	VARIOUS	\$ 2,366	\$ 2,432			\$ 40
POWERSHARES PREFERRED PORTFOLIO	VARIOUS	VARIOUS	VARIOUS	\$ 2,873	\$ 2,994			\$ -66
SPDR S & P INTERNATIONAL DIVIDEND	VARIOUS	6/03/13	VARIOUS	\$ 809	\$ 801			\$ -121
SPDR BARCLAYS HIGH YIELD BOND	VARIOUS	6/28/13	VARIOUS	\$ 2,601	\$ 2,570			\$ 31
SPDR S & P DIVIDEND ETF	VARIOUS	6/25/13	VARIOUS	\$ 2,649	\$ 2,243			\$ 406

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	Sale Price	How Received		Depreciation	Net Gain / Loss
					Cost	Expense		
WISDOMTREE EM LOCAL DEBT ETF	VARIOUS	\$			PURCHASE 1,337	\$ 1,524		\$ -187
ISHARES BARCLAYS 1-3 YR TREASURY	VARIOUS	VARIOUS			PURCHASE 19,094	\$ 19,059		35
ISHARES JPMORGAN EMERGING MKT	VARIOUS	VARIOUS			PURCHASE 2,044	\$ 2,053		-9
ISHARES BARCLAYS CREDIT BOND E	VARIOUS	6/25/13			PURCHASE 5,844	\$ 5,814		30
POWERSHARES PREFERRED PORTFOLIO	VARIOUS	6/28/13			PURCHASE 2,755	\$ 2,793		-38
SPDR S&P INTERNATIONAL DIVIDEND	VARIOUS	6/12/13			PURCHASE 1,410	\$ 1,394		16
SPDR BARCLAYS HIGH YIELD BOND	VARIOUS	VARIOUS			PURCHASE 2,138	\$ 2,075		63
AT&T INC		1/29/13	5/10/13		PURCHASE 57	\$ 53		4
AMERICAN ELEC PWR INC		1/29/13	5/10/13		PURCHASE 36	\$ 34		2
ARTISAN PARTNERS ASSET MGMT IN		4/18/13	5/10/13		PURCHASE 24	\$ 22		2
AVALONBAY CMNTYS INC		3/07/13	5/10/13		PURCHASE 47	\$ 45		2
BB&T CORP		1/29/13	5/10/13		PURCHASE 41	\$ 41		
BAXTER INTL INC		5/16/13	11/22/13		PURCHASE 317	\$ 330		-13
BRISTOL MYERS SQUIBB CO		1/29/13	5/10/13		PURCHASE 43	\$ 40		3
CATERPILLAR INC DEL		1/02/13	5/10/13		PURCHASE 30	\$ 32		-2
PIMCO INCOME FUND	VARIOUS	10/15/13			PURCHASE 5,812	\$ 6,110		-298
DOVER CORP	VARIOUS	5/10/13			PURCHASE 155	\$ 167		-12

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description	How Received			Cost	Expense	Depreciation	Net Gain / Loss
	Whom Sold	Date Acquired	Date Sold				
FRANKLIN LOW DURATION TOTAL		10/16/13	10/21/13	\$ 2	\$ 2	\$	\$
GAMESTOP CORP	8/27/13	12/03/13		PURCHASE \$ 107			-12
HONDA MOTOR CO	1/18/13	5/10/13		PURCHASE \$ 26			2
IRON MTN INC PA	2/04/13	6/12/13		PURCHASE \$ 87			-15
ISHARES DOW JONES SELECT DIVIDEND				PURCHASE \$ 6,376			76
ISHARES S&P US PREFERRED STOCK	VARIOUS	VARIOUS		PURCHASE \$ 592			-51
JPMORGAN CHASE	VARIOUS	10/15/13		PURCHASE \$ 302			-12
KINDER MORGAN INC	4/18/13			PURCHASE \$ 125			-3
LEGGETT & PLATT INC	1/30/13	VARIOUS		PURCHASE \$ 286			6
LORILLARD INC	1/29/13	3/07/13		PURCHASE \$ 199			-9
MICROCHIP TECHNOLOGY	5/06/13	5/10/13		PURCHASE \$ 15			
PITNEY BOWES INC	3/07/13	5/10/13		PURCHASE \$ 49			5
POWERSHARES PREFERRED PORTFOLIO	PORTFOLIO	10/15/13		PURCHASE \$ 588			-65
PRAXAIR INC	3/20/13	5/10/13		PURCHASE \$ 653			
PRICE T ROWE GROUP INC	VARIOUS	VARIOUS		PURCHASE \$ 15			
QUALCOMM INC	1/02/13	5/10/13		PURCHASE \$ 32			1
ROCKWELL AUTOMATION INC	1/07/13	5/30/13		PURCHASE \$ 198			5

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description	Whom Sold	Date Acquired	Date Sold	Sale Price	How Received		Depreciation	Net Gain / Loss
					Cost	Expense		
ROYAL DUTCH SHELL PLC ADR B	1/30/13	5/10/13	\$ 24	\$ 24	25	\$	\$	-1
SPDR S & P DIVIDEND ETF					507			28
SINCLAIR BROADCAST GROUP INC	10/10/13	11/21/13			151			-9
SPECTRA ENERGY CORP	1/29/13	5/10/13			55			6
STAPLES INC	1/29/13	5/10/13			42			2
TEXAS INSTRS INC	3/07/13	5/10/13			51			3
TIME WARNER INC	3/08/13	5/10/13			37			2
TUPPERWARE BRANDS CORPORATION	2/04/13	5/10/13			25			2
UNITED PARCEL SERVICE	1/11/13	5/10/13			29			4
VERIZON COMMUNICATIONS	1/29/13	5/10/13			63			11
VODAFONE GROUP PLC NEW					357			-5
WILLIAMS SONOMA	VARIOUS	5/31/13			362			-28
WYNN RESORTS LTD	4/26/13	5/10/13			374			1
SEADRILL LIMITED	1/30/13	4/04/13			34			-7
ACE LTD	5/06/13	5/10/13			68			1
COPA HOLDINGS SA	4/24/13	5/10/13			20			1
AFLAC INC	9/28/12	5/10/13			23			5
					47			42

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	How Received		Cost	Expense	Depreciation	Net Gain / Loss
		Date Acquired	Date Sold				
AT & T INC	8/31/12	5/10/13	\$	PURCHASE 65	\$		\$
ABBOTT LABS	VARIOUS	2/14/13		PURCHASE 148			12
ABBVIE INC	VARIOUS	1/08/13		PURCHASE 145			-2
AMERICAN TOWER CORP	6/18/12	5/10/13		PURCHASE 67			11
AMERICAN WTR WKS CO INC NEW	VARIOUS	VARIOUS		PURCHASE 411			36
B & G FOODS INC NEW	6/18/12	4/17/13		PURCHASE 329			22
BHP BILLITON LTD	VARIOUS	3/04/13		PURCHASE 362			12
BROOKFIELD ASSET MGMT INC	VARIOUS	3/19/13		PURCHASE 377			33
CHEVRON CORPORATION	6/06/12	5/10/13		PURCHASE 16			3
CISCO SYS INC	VARIOUS	3/07/13		PURCHASE 615			75
CONAGRA FOODS INC	VARIOUS	VARIOUS		PURCHASE 342			36
DIAGEO P L C	VARIOUS	VARIOUS		PURCHASE 171			28
ENBRIDGE INC	12/13/12	5/10/13		PURCHASE 8			1
EXXON MOBIL CORP	5/10/12	5/10/13		PURCHASE 61			5
HEALTHCARE SVCS GRP INC	VARIOUS	5/01/13		PURCHASE 161			-12
HOME DEPOT INC	9/14/12	5/10/13		PURCHASE 16			3
IRON MTN INC PA	10/31/12	VARIOUS		PURCHASE 164			-24
				188			

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description	How Received		Cost	Expense	Depreciation	Net Gain / Loss
	Whom Sold	Date Acquired	Date Sold	Sale Price		
ISHARES DOW JONES SELECT DIV VARIOUS	\$			PURCHASE 1,068 \$	978 \$	\$ 90
KINDER MORGAN MANAGEMENT LLC 9/14/12		2/06/13		PURCHASE 122	109	13
LORD ABBETT INTL DIV INC 12/11/12		5/10/13		PURCHASE 224	203	21
MICROSOFT CORP 9/28/12	VARIOUS			PURCHASE 130	121	9
PFIZER INC 7/31/12	5/10/13			PURCHASE 38	32	6
POWERSHARES PREFERRED PORTFOLIO 12/11/12	10/15/13			PURCHASE 172	187	-15
RAYTHEON CO 5/10/12	5/10/13			PURCHASE 43	36	7
ROCKWELL AUTOMATION INC 12/13/12	5/30/13			PURCHASE 12	11	1
SCHLUMBERGER LTD 10/25/12	5/10/13			PURCHASE 39	36	3
TARGET CORP 11/05/12	5/10/13			PURCHASE 33	30	3
TAUBMAN CTRS INC 6/19/12	2/14/13			PURCHASE 62	60	2
TERMO FISHER SCIENTIFIC INC VARIOUS	1/29/13			PURCHASE 219	170	49
TIME WARNER INC 5/10/12	5/10/13			PURCHASE 69	41	28
TIME WARNER CABLE A VARIOUS	1/25/13			PURCHASE 303	288	15
US BANCORP VARIOUS	VARIOUS			PURCHASE 295	300	-5
UNION PAC CORP 7/31/12	5/10/13			PURCHASE 73	59	14
UNITED PARCEL SERVICE INC 5/10/12	5/10/13			PURCHASE 73	59	14

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	Sale Price	How Received		Expense	Depreciation	Net Gain / Loss
					Cost				
UNITED TECHNOLOGIES CORP		10/25/12	5/10/13	\$ 40	PURCHASE	\$ 33	\$	\$	\$ 7
WALGREEN CO		12/18/12	5/10/13	\$ 70	PURCHASE	54			16
ACCENTURE PLC	VARIOUS	VARIOUS		\$ 330	PURCHASE	304			26
ENSCO PLC		8/15/12	VARIOUS	\$ 118	PURCHASE	111			7
SEADRILL LIMITED		10/17/12	VARIOUS	\$ 211	PURCHASE	241			-30
ABBOTT LABS	VARIOUS	VARIOUS		\$ 454	PURCHASE	337			117
ABBVINE INC	VARIOUS	VARIOUS		\$ 481	PURCHASE	366			115
AIR PRODS & CHEMS INC	VARIOUS	VARIOUS		\$ 272	PURCHASE	223			49
ALTRIA GROUP INC		5/16/11	5/10/13	\$ 62	PURCHASE	47			15
AMERICAN TOWER CORP	VARIOUS		7/11/13	\$ 325	PURCHASE	263			62
AUTOMATIC DATA PROCESSING		5/16/11	5/10/13	\$ 111	PURCHASE	86			25
BCE INC		11/23/11	1/07/13	\$ 178	PURCHASE	156			22
BHP BILLITON PLC		11/30/11	5/10/13	\$ 15	PURCHASE	15			
CHEVRON CORPORATION	VARIOUS	VARIOUS		\$ 649	PURCHASE	534			115
COCA COLA CO		5/16/11	5/10/13	\$ 44	PURCHASE	36			8
CONOCOPHILLIPS	VARIOUS	VARIOUS		\$ 160	PURCHASE	135			25
PIMCO INCOME FUND	VARIOUS	10/15/13		\$ 7,244	PURCHASE	7,132			112

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description	Whom Sold	Date Acquired	Date Sold	Sale Price	How Received		Expense	Depreciation	Net Gain / Loss
					Cost				
DIAGEO P L C	VARIOUS	VARIOUS	5/10/13	\$ 280	179	\$			\$ 101
DIAMOND OFFSHORE DRILLING INC	VARIOUS	VARIOUS		\$ 71	70				1
DIGITAL RLTY TR INC	VARIOUS	VARIOUS		\$ 4.65	410				55
DISNEY WALT CO	VARIOUS	12/23/11	5/10/13	\$ 28	16				12
DOMINON RES INC VA NEW	VARIOUS	1/29/13		\$ 346	308				38
DU PONT E I DE NEMOURS & CO	5/16/11	5/10/13		\$ 52	50				2
EMERSON ELEC CO	5/16/11	5/10/13		\$ 57	53				4
ENBRIDGE INC	VARIOUS	VARIOUS		\$ 860	652				208
EXXON MOBIL CORP	5/16/11	5/10/13		\$ 60	54				6
FIRST NIAGRA FINL GP INC	VARIOUS	VARIOUS		\$ 180	215				-35
GENERAL ELEC CO	VARIOUS	5/10/13		\$ 80	71				9
GENERAL MLS INC	VARIOUS	VARIOUS		\$ 430	337				93
GENUINE PARTS CO	2/02/12	5/10/13		\$ 28	23				5
HEINZ H J CO	VARIOUS	2/25/13		\$ 395	283				112
HOME DEPOT INC	VARIOUS	VARIOUS		\$ 115	53				62
INTEL CORP	VARIOUS	5/10/13		\$ 72	71				1
INTL PAPER CO	5/09/12	5/10/13		\$ 70	47				23

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	Sale Price	How Received		Expense	Depreciation	Net Gain / Loss
					Cost	Dependents			
ISHARES DOW JONES SELECT DIVIDEND	VARIOUS	\$ 5/16/11	10/15/13	\$ 190	PURCHASE	\$ 154	\$	\$	\$ 36
ISHARES S & P US PREFERRED STOCK	VARIOUS	\$ 5/16/11	10/15/13	\$ 5,753	PURCHASE	\$ 6,134			-381
ITC HLDGS CORP		5/16/11	5/10/13	50	PURCHASE	43			7
JPMORGAN & CHASE & CO	VARIOUS	1/29/13		132	PURCHASE	105			27
JOHNSON & JOHNSON	VARIOUS	5/10/13		107	PURCHASE	84			23
JOHNSON CTLS INC		11/16/11	1/29/13	105	PURCHASE	108			-3
KIMBERLY CLARK CORP	VARIOUS	VARIOUS		201	PURCHASE	140			61
KINDER MORGAN MANAGEMENT	VARIOUS	5/16/11	VARIOUS	629	PURCHASE	424			205
LORD ABBETT INTL DIV INC A		4/09/12	5/10/13	126	PURCHASE	113			13
MCDONALDS CORP	VARIOUS	VARIOUS		555	PURCHASE	470			85
MICROSOFT CORP	VARIOUS	VARIOUS		235	PURCHASE	185			50
NEXTERA ENERGY INC	VARIOUS	VARIOUS		602	PURCHASE	421			181
NIKE INC		5/16/11	5/10/13	55	PURCHASE	37			18
NORTHROP GRUMMAN CORP	VARIOUS	5/16/11	VARIOUS	211	PURCHASE	146			65
ONEOK INC		5/16/11	5/10/13	447	PURCHASE	328			119
PPG INDs INC	VARIOUS	VARIOUS		334	PURCHASE	213			121
PEPSICO INC		5/16/11	5/10/13	43	PURCHASE	37			6

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold	Description	Date Acquired	Date Sold	Sale Price	How Received		Expense	Depreciation	Net Gain / Loss
					Cost	Depreciation			
PFIZER INC		5/16/11	5/10/13	\$ 40	PURCHASE	\$ 29	\$	\$	11
PHILIP MORRIS INTL INC		8/12/11	5/10/13	\$ 2.3	PURCHASE	1.6			7
PHILLIPS 66	VARIOUS	1/04/13			PURCHASE	5.5			20
POWERSHARES PREFERRED PORTFOLIO					PURCHASE	3.5			
PROCTOR & GAMBLE CO	VARIOUS	10/15/13			PURCHASE	4,629	4,951		-322
SPDR S&P DIVIDEND ETF	VARIOUS				PURCHASE	395	329		66
SIMON PPTY GROUP INC NEW	VARIOUS				PURCHASE	102	85		17
SOUTHERN CO	VARIOUS	4/09/13			PURCHASE	578	413		165
TARGA RES CORP	VARIOUS	1/29/13			PURCHASE	299	269		30
TAUBMAN CTRS INC	VARIOUS	7/25/11	VARIOUS		PURCHASE	574	284		290
TEXAS INSTRS INC	VARIOUS	2/19/13			PURCHASE	322	235		87
3M CO	VARIOUS	10/05/11	5/10/13		PURCHASE	18	14		4
TOTALS S A	VARIOUS	5/10/13			PURCHASE	99	86		13
THE TRAVELERS COMPANIES INC	VARIOUS				PURCHASE	270	261		9
UGI CORP NEW	5/16/11	5/10/13			PURCHASE	40	29		11
US BANCORP DEL	VARIOUS	10/24/11	5/10/13		PURCHASE	42	30		12
WAL MART STORES INC	VARIOUS	3/07/13			PURCHASE	441	317		124
					PURCHASE	190	145		45

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

<u>Whom Sold</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Sale Price</u>	<u>How Received</u>		<u>Cost</u>	<u>Expense</u>	<u>Depreciation</u>	<u>Net Gain / Loss</u>
					<u>PURCHASE</u>	<u>PURCHASE</u>				
WASTE MGMT INC DEL		5/16/11	5/10/13	\$ 56	\$ 53	\$ 5	\$ 56	\$ 53	\$ 3	\$ 3
WELLS FARGO & CO NEW		5/16/11	5/10/13	\$ 54	\$ 40	\$ 4	\$ 54	\$ 40	\$ 14	\$ 14
ACCENTURE PLC		10/25/11	8/27/13	\$ 31	\$ 25	\$ 6	\$ 31	\$ 25	\$ 6	\$ 6
ENSCO PLC	VARIOUS			\$ 317	\$ 287	\$ 30	\$ 281,755	\$ 279,544	\$ 0	\$ 30
TOTAL				\$ 281,755	\$ 279,544	\$ 0				\$ 2,211

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>		<u>Charitable Purpose</u>
			<u>\$ 2,650</u>	<u>\$ 0</u>	
ACCOUNTING FEES	\$ 3,650	\$ 2,650			\$ 1,000
TOTAL	\$ 3,650	\$ 2,650			\$ 1,000

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>		<u>Charitable Purpose</u>
			<u>\$ 76</u>	<u>\$ 58</u>	
FOREIGN TAX WITHHELD RA8987500V	\$ 20	\$ 20			
FOREIGN TAX WITHHELD RA8986700J	\$ 2,655	\$ 2,655			
STATE OF NE DOMESTIC OCCUPATION	\$ 2,809	\$ 2,809			
INCOME TAX					
TOTAL	\$ 2,809	\$ 2,809			\$ 0

07169 FRED & AMANDA GLADE FOUNDATION
47-0805638
FYE: 12/31/2013

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
EXPENSES				\$
ADVISORY FEES RA8986700J	2,953	2,953		
ADVISORY FEES RA 8987500V	2,874	2,874		
BANK CHARGES	10	10		
TOTAL	\$ 5,837	\$ 5,837	\$ 0	\$ 0

Statement 5 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
COLUMBIA PROPERTY TRUST	\$ 138,140	\$ 138,140	COST	\$ 88,393
ACY-109708-MUTUAL FUNDS (STMT)	104,385	104,385	COST	121,318
ACY-109708-EXCHANGE TRADED PRODUCTS	38,106	37,947	COST	62,835
TOTAL	\$ 280,631	\$ 280,472		\$ 272,546

07169 FRED & AMANDA GLADE FOUNDATION

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Statement 6 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
FAIR MARKET VALUE ADJUSTMENT	\$ 21,660
TOTAL	\$ 21,660

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Statement 7 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
FRED M GLADE 1419 STAGECOACH RD GRAND ISLAND NE 68801	DIRECTOR	2.00	0	0	0
STEPHEN A GLADE 2022 WEST BARBARA AVE GRAND ISLAND NE 68803	DIRECTOR	2.00	0	0	0
KATHIE A HUWALDT 7035 EAST BRONCO DR PARADISE VALLEY AZ 85253	DIRECTOR	2.00	0	0	0
DIXIE CAMPBELL 4141 MATTOS DR FREMONT CA 94536	DIRECTOR	2.00	0	0	0
GORDON GLADE 112 GUNBARREL RD GRAND ISLAND NE 68801	DIRECTOR	2.00	0	0	0

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
HEARTLAND UNITED WAY GRAND ISLAND NE 68801	N/A	410 W 2ND ST	PUBLIC	PROGRAM SUPPORT	1,000
CHRISTMAS CHEER GRAND ISLAND NE 68801	N/A	2203 WOODRIDGE CT	PUBLIC	PROGRAM SUPPORT	500
STUHR MUSEUM GRAND ISLAND NE 68801	N/A	3133 W US HWY 34	PUBLIC	PROGRAM SUPPORT	10,000
GRAND ISLAND EDUCATION FOUNDATION GRAND ISLAND NE 68801	N/A	123 S WEBB ROAD	PUBLIC	PROGRAM SUPPORT	17,500

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name	Address	Relationship	Address	Status	Purpose	Amount
HALL COUNTY HISTORICAL SOCIETY	PO BOX 1683				PROGRAM SUPPORT	3,250
GRAND ISLAND NE 68802	N/A		304 E 3RD ST	PUBLIC	PROGRAM SUPPORT	1,000
GRAND GENERATION CENTER SENIOR CIT	N/A		2300 N WEBB ROAD	PUBLIC	PROGRAM SUPPORT	1,000
GRAND ISLAND NE 68801	N/A		610 W DIVISION ST	PUBLIC	PROGRAM SUPPORT	1,000
SALVATION ARMY			211 E FONNER PARK RD	PUBLIC	PROGRAM SUPPORT	1,000
GRAND ISLAND NE 68801	N/A		221 E SOUTH FRONT ST	PUBLIC	PROGRAM SUPPORT	1,000
HOPE HARBOR			1312 SKY PARK ROAD	PUBLIC	PROGRAM SUPPORT	1,000
GRAND ISLAND NE 68801	N/A		410 W 2ND ST #11	PUBLIC	PROGRAM SUPPORT	1,000
YWCA			424 W 3RD ST	PUBLIC	PROGRAM SUPPORT	1,000
GRAND ISLAND NE 68801	N/A		2620 W FAIDLEY AVE	PUBLIC	PROGRAM SUPPORT	1,000
YMCA			404 E 3RD ST	PUBLIC	PROGRAM SUPPORT	1,000
GRAND ISLAND NE 68801	N/A					42,250
CENTRAL NE HUMANE SOCIETY						
GRAND ISLAND NE 68801	N/A					
PROJECT HUNGER						
GRAND ISLAND NE 68801	N/A					
BIG BROTHER/BIG SISTER						
GRAND ISLAND NE 68801	N/A					
ST FRANCIS MED CENTER FOUNDATION						
GRAND ISLAND NE 68803	N/A					
AMERICAN RED CROSS						
GRAND ISLAND NE 68801	N/A					
TOTAL						

**SECTION 4942(H)(2) ELECTION
AS TO THE TREATMENT OF QUALIFYING DISTRIBUTIONS**

Fred & Amanda Glade Foundation
47-0805638
1419 Stagecoach Rd
Grand Island, NE 68801

Pursuant to IRC Sec 4942(h)(2) and Reg. 53.4942(a)-3(d)(2), the above foundation hereby elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as being made out of:

- Undistributed income from the tax year ending

Tax Year	Amount
2011	\$7,770

Signed:



David M. Rose

x 5-18-4

Date

FRED M. GUTTDE, TRUSTEE
Name and Title

Name and Title

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