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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THE SPOTTS TRUST CHARLES HERMES TRUSTEE

A Employer identification number
47-6126112

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 366

B Telephone number (see instructions)
(402) 462-4141

City or town, state or province, country, and ZIP or foreign postal code
HASTINGS, NE 68902

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,794,508

J Accounting method ☐ Cash ☐ Accrual ☑ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	36,631	36,631		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	114,749			
	b	Gross sales price for all assets on line 6a 1,178,963				
	7	Capital gain net income (from Part IV, line 2)		114,749		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,302	1,302		
	12	**Total.** Add lines 1 through 11	152,682	152,682		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,440	10,440		0
	c	Other professional fees (attach schedule)	22,796	22,796		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	805	805		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	441	441		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,482	34,482		0
	25	Contributions, gifts, grants paid	78,954			78,954
	26	**Total expenses and disbursements.** Add lines 24 and 25	113,436	34,482		78,954
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	39,246			
	b	**Net investment income** (if negative, enter -0-)		118,200		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	48,017	162,812	162,812
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	31,807	33,141	33,627
	b	Investments—corporate stock (attach schedule)	1,003,960	960,160	1,191,810
	c	Investments—corporate bonds (attach schedule)	26,587	25,996	29,054
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	381,569	349,272	376,167
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	894	1,038	1,038
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,492,834	1,532,419	1,794,508
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	697,184	697,184	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	795,650	835,235	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,492,834	1,532,419	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,492,834	1,532,419	

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	1,492,834
2	Enter amount from Part I, line 27a	2	39,246
3	Other increases not included in line 2 (itemize) ▶	3	339
4	Add lines 1, 2, and 3	4	1,532,419
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,532,419

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	See Additional Data Table			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	114,749
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	75,585	1,600,300	0 047232
2011	75,646	1,651,219	0 045812
2010	68,119	1,539,355	0 044252
2009	86,890	1,363,248	0 063737
2008	116,219	1,738,683	0 066843

2	**Total** of line 1, column (d).	2	0 267876
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 053575
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,692,235
5	Multiply line 4 by line 3.	5	90,661
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,182
7	Add lines 5 and 6.	7	91,843
8	Enter qualifying distributions from Part XII, line 4.	8	78,954

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,364
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	0
3	Add lines 1 and 2	3	2,364
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,364
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — **6a** 1,080		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c**		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	7	1,080
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,284
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶MR CHARLES HERMES TRUSTEE Telephone no ▶(402) 462-4141

Located at ▶2ND ST JOSEPH AVE HASTINGS NE ZIP+4 ▶68901

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHARLES HERMES PO BOX 366 HASTINGS, NE 68902	TRUSTEE 5 00	0	0	0
STEPHANIE BLISS PO BOX 366 HASTINGS, NE 68902	TRUSTEE 5 00	0	0	0
DAVID BRANDT PO BOX 366 HASTINGS, NE 68902	TRUST ACCT 5 00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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. . . . . ▶		0

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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	1,620,850
b	Average of monthly cash balances	1b	97,155
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,718,005
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	1,718,005
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,770
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,692,235
6	**Minimum investment return.** Enter 5% of line 5	6	84,612

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	84,612
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 2,364		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,364
3	Distributable amount before adjustments Subtract line 2c from line 1	3	82,248
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	82,248
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	82,248

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	78,954
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	78,954
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	78,954

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				82,248
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. 5,338				
b From 2009. 18,814				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.	24,152			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 78,954				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				78,954
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	3,294			3,294
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	20,858			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	2,044			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	18,814			
10 Analysis of line 9				
a Excess from 2009. . . . 18,814				
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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				78,954
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	36,631	
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.			14	1,302	
8 Gain or (loss) from sales of assets other than inventory			18	114,749	
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		152,682	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 152,682

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-03-29 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
ADAM V JACOBITZ CPA		2014-03-28	☐	P00478076
Firm's name ▶ MCDERMOTT AND MILLER PC			Firm's EIN ▶ 47-0608676	
Firm's address ▶ PO BOX 1317 HASTINGS, NE 689021317			Phone no (402) 462-4154	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES	P		
POWESHARES DB US DOLLAR INDEX	P		
POWERSHARES DB COMMODITY INDEX	P		
POWERSHARES DB PRECIOUS METALS FUND	P		
POWERSHARES DB BASE METALS FUND	P		
POWERSHARES DB ENERGY FUND	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,173,292		1,064,114	109,178
20			20
77			77
17			17
27			27
		100	-100
5,530			5,530

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			109,178
			20
			77
			17
			27
			-100
			5,530

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
HASTINGS SYMPHONY ORCHESTRA 2100 W 6TH HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	PROMOTION OF THE ARTS	3,000
SAINT MARK'S PRO-CATHEDRAL 422 N BURLINGTON HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	19,739
HASTINGS COMMUNITY FOUNDATION 800 W 3RD - RM 232 HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	14,382
SALVATION ARMY 400 S BURLINGTON HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	23,239
AMERICAN RED CROSS - CENTRAL PLAINS CHAPTER 415 N KANSAS AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HEARTLAND PET CONNECTION 1807 W J ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
CASA OF SOUTH CENTRAL NEBRASKA 2727 WEST 2ND ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	1,700
SPOUSAL ABUSESEXUAL ASSAULT CRISIS CENTER 220 S BURLINGTON AVE STE 4 HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HASTINGS PUBLIC SCHOOLS - OPPORTUNITY FUND 1924 W A HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
YWCA - THE ZONE AFTER SCHOOL PROGRAM 604 N ST JOSEPH AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
BIG BROTHERSBIG SISTERS 312 N LINCOLN AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	300
HASTINGS LIBRARY FOUNDATION 517 W 4TH HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	2,000
START OVER ROVER 504 EAST SIDE BLVD HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
CATHOLIC SOCIAL SERVICES - FOOD FOR THOUGHT BACKPACK PROGRAM 515 WEST 3RD ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	1,000
CROSSROADS CENTER RESCUE MISSION 702 W 14TH ST HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	2,000
Total . . . . ▶ **3a**				78,954

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARY LANNING HEALTHY BEGINNINGS 715 N ST JOSEPH AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	500
HASTINGS LITERACY PROGRAM 123 N MARIAN RD HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	CHARITY	200
HASTINGS COLLEGE 800 TURNER AVE HASTINGS, NE 68901	NONE	OTHER PUBLIC CHARITY	EDUCATION	7,894
Total . . . . ▶ **3a**				78,954

TY 2013 Accounting Fees Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL ACCOUNTING FEES	7,940	7,940		0
BOOKKEEPING FEES	2,500	2,500		0

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TY 2013 General Explanation Attachment

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Identifier	Return Reference	Explanation
PURPOSE OF GRANT OR CONTRIBUTION	990-PF, PAGE 11, PART XV	TO SUPPORT AND FURTHER EACH ORGANIZATION'S TAX-EXEMPT PURPOSE.

Identifier	Return Reference	Explanation
DISTRIBUTIONS TO DONOR ADVISED FUNDS	990-PF, PAGE 5, PART VII-A, LINE 12	DISTRIBUTIONS TO THE HASTINGS COMMUNITY FOUNDATION HAVE BEEN PLACED INTO A DONOR ADVISED FUND IN WHICH THE SPOTTS TRUST HAS ADVISORY PRIVILEGES OVER THE DISTRIBUTION OF THESE FUNDS THE CURRENT YEAR DISTRIBUTION OF $14,382 TO THE HASTINGS COMMUNITY FOUNDATION HAS BEEN TREATED AS A QUALIFYING DISTRIBUTION THE DONOR ADVISED FUNDS WILL BE USED TO SUPPORT ORGANIZATIONS THAT ARE ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL PURPOSES

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491113002094

TY 2013 Investments Corporate Bonds Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PAC GAS & ELEC CO NTS 4.800% DUE 3/1/14	0	0
AMERICAN INTL GRP 3.375% DUE 8/15/20	1,020	1,006
ANHEUSER BUSCH COS INC 6.45% DUE 9/1/37	725	1,222
AOL TIME WARNER INC 7.625% DUE 4/15/31	788	1,257
BANK OF AMERICA CORP 2.000% DUE 1/11/18	997	997
BANK OF AMERICA CORP 5.125%	0	0
CAPITAL ONE FINCL CORP NTS 6.150% DUE 9/1/16	1,022	1,118
CISCO SYSTEMS INC MW 5.500% DUE 2/22/16	1,067	1,100
CITIGROUP INC NTS B/E 6.125% DUE 5/15/18	1,097	1,155
CONCOPHILLIPS CDA FDG 5.625% DUE 10/15/16	1,035	1,121
DELL INC NTS B/E 2.300% DUE 9/10/15	0	0
EMBARQ CORP NTS 7.995% DUE 6/1/36	0	0
ENERGY TRANSFER PARTNERS 5.950%	996	1,052
EQUITY RESIDENTIAL PPTYS 5.125% DUE 3/15/16	905	1,081
GENL ELEC CORP 5.625%	948	1,135
J P MORGAN CHASE & CO 5.150% DUE 10/1/15	981	1,072
JOHN DEERE CAPITAL CORP 1.200%	1,006	987
MCDONALDS CORP 5.000% DUE 2/1/19	1,031	1,131
MORGAN STANLEY 3.750% DUE 2/25/23	1,003	975
MORGAN STANLEY NTS 4.750% DUE 4/1/14	0	0
MURPHY OIL CORP 2.500%	0	0
ONEOK PARTNERS 6.150% DUE 10/1/16	1,026	1,120
PHILIP MORRIS INTL 1.875% DUE 1/15/19	996	982
PRUDENTIAL FINANCIAL INC NTS B/E 4.750% DUE 9/17/15	1,070	1,069
TELECOM ITALIA B/E 6.375%	1,824	1,792
TOTAL CAPITAL SA B/E 3.000% DUE 6/24/15	1,000	1,037
UNITEDHEALTH GROUP INC 5.800% DUE 3/15/36	819	1,092
VIACOM INC NTS 6.875%	791	1,143
VODAFONE GROUP PLC 6.150% DUE 2/27/37	1,704	2,177
WELLS FARGO & CO 4.600% DUE 4/1/21	1,102	1,092
XEROX CORP NTS B/E 6.350% 5/15/18	1,043	1,141

TY 2013 Investments Corporate Stock Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AARON RENTS INC	1,113	1,522
ABB LTD SPON ADR	0	0
ABBOTT LABORATORIES	7,575	7,704
ABERCROMBIE & FITCH CO	799	724
ACADIA REALTY	456	447
ACI WORLDWIDE INC	1,591	2,210
ACTUANT CORP NEW CL A	1,338	2,198
ADT CORP	0	0
ALEXANDRIA REAL ESTATE EQUITIES	922	954
ALLERGAN INC	0	0
ALLIANCE DATA SYSTEMS CORP	12,613	19,457
AMAZON.COM INC	5,454	9,970
AMCOR LTD ADR NEW AU ADR	0	0
AMERICAN ASSETS TRUST INC SBI	857	805
AMERICAN CAMPUS COMMUNITIES INC REITS	469	723
AMERICAN EQUITY INVESTMENT LIFE HOLDING CO	768	1,583
AMERICAN HOMES 4 RENT	319	308
AMERICAN INTL GROUP INC	0	0
ANHUESER BUSCH SA/NV SPONSORED ADR	10,653	13,201
AON PLC	7,052	9,144
APPLE INC	16,875	33,661
ARES CAPITAL CORP	2,813	3,145
ARMADA HOFFLER PROPERTIES INC	324	260
ASML HOLDING NV-NY REGISTRY SHS NEW 2012	7,310	10,494
ASPEN INSURANCE HOLDINGS LTD	1,516	1,776
ASSOCIATED BANC CORP WISCONSIN	600	835
ASSOCIATED ESTATES REALTY CORP	0	0
ASTELLAS PHARMA INC ADR	0	0
ATLAS AIR WORLDWIDE HOLDINGS INC NEW	0	0
ATMOS ENERGY CORP	1,089	1,499

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ATWOOD OCEANICS INC	1,853	1,815
AVALONBAY COMMUNITIES INC SBI	1,505	2,601
BANCO SANTANDER CENT HISPANO SPON	27	36
BANCO SANTANDER SA SPON ADR	0	0
BG GROUP PLC SPON ADR	0	0
BIOGEN IDEC INC	3,495	8,108
BIOMARIN PHARMACEUTICAL INC	7,686	7,527
BIOMED REALTY TRUST INC REITS	541	906
BOEING CO	6,812	12,830
BORG WARNER INC	0	0
BOSTON PROPERTIES INC	1,030	2,409
BP PLC SPON ADR	0	0
BRE PROPERTIES INC CL A	957	1,039
BRISTOL MYERS SQUIBB CO	9,076	14,191
BROADRIDGE FINANCIAL SOLUTIONS INC	1,402	2,529
BROADSOFT INC	830	902
BROOKFIELD PROPERTIES CORP CAD	0	0
CAMDEN PPTY TR SBI	417	1,024
CAMERON INTERNATIONAL CORP	0	0
CANON INC ADR JAPAN	0	0
CAPITAL BANK FINANCIAL CORP	1,050	1,183
CARREFOUR SA ADR	0	0
CELADON GROUP INC	462	468
CELGENE CORP	6,080	6,759
CERNER CORP	0	0
CHECKPOINT SOFTWARE TECH	7,237	8,062
CHICO FAS INC	1,564	1,696
CHOICE HOTELS INTL INC NEW	0	0
CITI GROUP INC	9,242	9,488
CLEARWATER PAPER CORP	1,007	1,103

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CNO FINANCIAL GROUP INC COM	896	2,388
COCA-COLA COMPANY	9,748	11,360
COMCAST CORP NEW	7,394	8,730
COMERICA INC	7,813	7,939
COMMUNITY HEALTH SYS INC	1,482	1,335
CON-WAY INC	1,298	1,390
CORRECTIONS CORP OF AMERICA NEW	0	0
CROWN CASTLE INTL CORP	7,718	9,619
CUBESMART SBI	333	446
CVS CAREMARK CORP	8,580	10,235
DANAHER CORP	10,033	13,278
DDR CORP REIT SBI	658	953
DEUTSCHE TELEKOM AG DE SPON ADR	0	0
DISCOVERY COMMUNICATIONS INC	4,899	8,409
DOMINION RES INC	11,664	12,679
DOUGLAS EMMETT INC	759	745
DSW INC CL A	0	0
DUPONT FABROS TECHNOLOGY INC	359	914
DXP ENTERPRISES INC	982	1,728
EATON CORP	8,699	11,114
EBAY INC	4,431	4,664
EDWARDS LIFESCIENCE CORP	8,616	6,510
ELIZABETH ARDEN INC	1,347	1,134
EMC CORP MASS	0	0
EMPIRE STATE REALTY	601	673
ENERGY SELECT SECTOR SPDR	0	0
ENI SPA IT SPON ADR	0	0
EOG RESOURCES INC	0	0
EPAM SYSTEMS INC	904	1,188
EPR PROPERTIES REIT	680	1,229

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITY LIFESTYLE PROPERTIES INC REIT	560	870
EQUITY RESIDENTIAL SBI	1,607	3,579
EXCEL TRUST INC REIT	1,235	1,128
EXPRESS SCRIPTS INC CL A	0	0
EXTRA SPACE STORAGE INC REITS	306	1,180
FACEBOOK INC	0	0
FAMILY DOLLAR STORES INC	7,685	8,121
FEDERAL RLTY INV TR BI MD	676	1,420
FEDEX CORPORATION	7,412	11,358
FIAR ISAAC INC	1,578	2,199
FIRST CASH FINANCIAL SERVICES	531	1,546
FIRST POTOMAC REALTY TRUST SBI	213	279
FIRST TRUST TECHNOLOGY ALPHADEX FUND	9,649	12,507
FIRSTMERIT CORPORATION	2,432	3,157
FOREST CITY ENTERPRISES INC CL A	659	936
FORUM ENERGY TECHNOLOGIES INC	1,759	1,865
FRANCE TELECOM SA SPON ADR	0	0
FULTON FINANCIAL CORP PA	552	694
GDF SUEZ SPON ADR	0	0
GENERAL ELECTRIC COMPANY	0	0
GENERAL MOTORS CO	12,348	12,261
GILEAD SCIENCES INC	0	0
GLAXO SMITHKLINE PLC ADR	0	0
GLOVE SPECIALTY METALS INC	333	432
GNC HOLDINGS INC	1,313	2,046
GOOGLE INC CL A	18,791	32,501
GRAFTECH INTL LTD	0	0
GRAPHIN PACKAGING HOLDING INC	1,776	1,987
GROUP 1 AUTOMOTIVE INC	1,682	2,202
GUGGENHEIM ENHANCED SHORT DURATION BOND	31,535	31,507

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GUGGENHEIM S&P 500 EQUAL WEIGHTED INDEX FUND	33,546	44,674
HANCOCK HOLDING CO	1,358	1,541
HARMAN INTL INDS INCE NEW	1,680	3,192
HCC INSURANCE HLDGS INC	1,640	2,768
HCP INC	1,354	2,070
HEALTH CARE REIT INC	2,218	1,875
HEALTH MANAGEMENT ASSN INC NEW CL A	0	0
HERSHA HOSPITALITY TRUST SBI	862	952
HIGHWOODS PROPERTIES INC	1,044	1,157
HILLENBRAND INC.	1,496	1,765
HITTITE MICROWAVE CORP	0	0
HOME DEPOT INC	10,927	11,528
HOST HOTELS & RESORTS INC	792	2,216
IBERDOLA SA SPON ADR	0	0
ICF INTL INC	999	1,493
ILLUMINA INC	0	0
INDUSTRIAL SELECT SECTOR SPDR	0	0
INTEGRA LIFESCIENCES HOLDING	1,584	2,147
INTERNATIONAL BUSINES MACHINE CORP	10,004	9,379
INTUIT INC	6,222	6,640
ISHARES BARCLAYS 1-3 TREASURY BOND FUND	21,730	21,686
ISHARES CORE S&P 500 INDEX FUND	46,014	53,839
ISHARES CORE S&P TOTAL US STOCK MARKET FUND	22,918	30,287
ISHARES CORE TOTAL US BOND MARKET FUND	0	0
ISHARES HIGH DIVIDEND EQUITY FUND	34,990	39,200
ISHARES IBOXX $ YIELD CORP BOND FUND	9,232	9,474
ISHARES IBOXX INV GRADE CORP BOND FUND	0	0
ISHARES INTERMEDIATE CREDIT BOND	28,314	27,617
ISHARES MSCI EAFE INDEX	14,476	16,304
ISHARES MSCI EMERGING MARKETS	7,852	7,899

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES MSCI USA MINIMUM VOLATILITY	19,426	19,774
ISHARES RUSSELL 2000	7,472	8,537
ISHARES TR-DOW JONES US FINCL SECTOR INDEX FUND	0	0
ISHARES TR-DOW JONES US REAL ESTATE INDEX FUND	0	0
ISHARES US PREFERRED STOCK	18,748	17,863
ISHARES US REAL ESTATE IYR	11,748	11,733
JACK HENRY & ASSOC INC	1,149	1,539
JACK IN THE BOX INC	974	1,501
JOHNSON & JOHNSON	11,858	14,838
JOY GLOBAL INC	0	0
KAO CORP REPSTG 10 SHS COM SPON ADR	0	0
KAR AUCTION SVCS INC	1,474	2,689
KILROY REALTY CORP	682	1,756
KINDER MORGAN INC	14,163	13,716
KONINKLIJKE AHOLD NV NEW 2007	0	0
KRAFT FOODS GROUP	7,322	7,332
KRATON PERFORMANCE POLYMERS INC	0	0
LASALLE HOTEL PROPERTIES SBI	0	0
LENNOX INTL INC	1,068	2,041
LIBERTY PROPERTY TRUST	754	1,118
LIFEPOINT HOSP INC	552	793
LINKEDIN CORP CL A	0	0
LITHIA MOTORS INC CL A	0	0
LITTLEFUSE INC	1,519	2,323
LPL FINL HOLDINGS INC COM	1,702	2,823
MACERICH COMPANY	168	1,472
MAIDEN HOLDINGS LTD	992	863
MANHATTAN ASSOC INC	224	587
MASTEC INC	1,254	2,029
MCGRATH RENTCORP	440	677

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEDASSETS INC	1,565	1,408
MEN'S WEARHOUSE	1,572	2,299
MICHAEL KORS HOLDINGS LTD	4,450	5,846
MICROSEMI CORP	560	724
MICROSOFT CORP	11,591	14,665
MKS INSTRUMENTS INC	0	0
MONDELEZ INTL INC	0	0
MONSANTO CO NEW	8,802	13,520
NATIONAL GRID TRANSCO PLC SPON ADR	0	0
NATIONAL RETAIL PROPERTIES INC REIT	465	546
NEXTERA ENERGY INC	0	0
NIELSEN HOLDINGS N.V.	3,091	3,488
NOBLE ENERGY INC	7,070	6,470
NOVARTIS AG SPON ADR	0	0
OASIS PETROLEUM INC	1,526	2,818
OIL STATES INTL INC	0	0
OMEGA HEALTHCARE INV INC	0	0
ORACLE CORPORATION	6,287	6,504
O'REILLY AUTOMOTIVE INC	4,859	6,693
P P G INDUSTRIES	8,796	10,052
PACKAGING CORP OF AMERICA	710	1,709
PEPSICO INCORPORATED	6,149	6,055
PFIZER INC	5,043	6,739
PHILIP MORRIS INTERNATIONAL INC	7,697	7,667
PIEDMONT OFFICE RLTY TR INC CL A	386	396
PLATINUM UNDERWRITERS	1,224	1,287
POST HOLDINGS INC	0	0
POWERSHARES DB BASE US DOLLAR INDEX BULLISH FUND	0	0
POWERSHARES DB COMMODITY INDEX TRACKING FUND	0	0
POWERSHARES DB ENERGY FUND	11,697	11,660

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POWERSHARES DB PRECIOUS METALS FUND	0	0
POWERSHARES QQQ TR SERIES 1	6,949	8,356
PRECISION CASTPARTS CORP	9,688	16,966
PRECISION DRILLING CORP CAD	0	0
PROCTER & GAMBLE CO	7,806	9,362
PROLOGIS INC COM	1,912	2,956
PROSPERITY BANCSHARES INC	1,569	2,599
PUBLIC STORAGE INC	1,429	3,010
QBE INS GROUP LTD SPON ADR	0	0
QUALCOMM INC	0	0
RAMCO-GERSHENSON PROPERTIES MD NEW SBI	334	456
RANGE RESOURCES CORP	8,370	12,731
REED ELSEVIER NV NEW REPSTG 2 ORD SHS SPON ADR	0	0
REGENCY CENTERS CORP	698	1,111
RELIANCE STEEL & ALUMINUM CO	1,298	1,820
RETAIL OPPORTUNITY INVTS CORP COM	453	648
RETAIL PROPERTIES AMER INC REIT CL A	0	0
RITE AID CORPORATION	1,039	1,817
RLJ LODGING TRUST SBI	524	778
ROYAL DUTCH SHELL PLC CL A SPON ADR	0	0
RWE AG ADR	0	0
RYLAND GROUP INC	446	608
SANDISK CORPORATION	0	0
SANOFI-AVENTIS SA SPON ADR	0	0
SCANSOURCE INC	0	0
SCHLUMBERGER LTD	0	0
SELECT INCOME REIT	0	0
SELECT SECTOR SPDR FD	0	0
SEMTECH CORP	1,177	1,087
SEVEN & I HLDGS CO LTD ADR	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SHERWIN WILLIAMS CO	10,050	11,561
SILGAN HOLDINGS INC	1,853	2,689
SIMON PPTY GROUP INC SBI	2,291	6,847
SINGAPORE TELECOM LTD NEW 2006 SPON ADR	0	0
SIRONA DENTAL SYSTEMS INC	365	562
SKYWORKS SOLUTIONS INC	1,995	2,656
SMITH A O CORP	0	0
SOCIETE GENERALE FRANCE SPONS ADR ADR	0	0
SPDR BLACKSTON/GSO SENIOR LOAN	14,931	15,006
SS&C TECHNOLOGIES HOLDINGS INC COM	1,514	2,700
STARBUCKS CORP	6,602	11,994
STARWOOD HOTELS & RESORTS WORLDWIDE INC NEW	66	318
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	0	0
TAKEDA PHARMACEUTICAL CO	0	0
TAUBMAN CENTERS INC	910	831
TCP CAPITAL CORP	851	889
TELEFLEX INC	1,402	2,159
TELEFONICA S A SPON ADR	0	0
TERADATA CORP	0	0
TESCO PLC SPONS ADR UNITED KINGDOM	0	0
TEVA PHARMACEUTICALS IND LTD ISRAEL ADR	0	0
THERMON GRP HOLDINGS INC	840	1,148
TOKIO MARINE HOLDINGS INC CPON ADR	0	0
TOKYO ELECTRON LTD ADR	0	0
TOTAL SA FRANCE SPON ADR	0	0
TOWER GROUP INC	0	0
TOWERS WATSON & CO CL A	0	0
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	0	0
TWENTY-FIRST CENTURY	5,711	6,612
UNILEVER NV ADR	7,697	8,086

Name of Stock	End of Year Book Value	End of Year Fair Market Value
UNILEVER PLC AMER SHS NEW SPON ADR	0	0
UNION FIRST MARKET BANKSHARES CORP	1,018	1,092
UNION PACIFIC CORP	10,222	15,288
UNITED RENTALS INC	604	1,481
UNITEDHEALTH GROUP INC	0	0
UNTD OVERSEAS BK LTD SPONS ADR SINGAPORE	0	0
V F COPRORATION	0	0
VALMONT INDUSTRIES INC	0	0
VANGUARD MATERIAL	0	0
VENTAS INC	1,425	2,177
VERINT SYSTEMS INC	1,690	2,319
VERIZON COMMUNICATIONS COM	15,241	17,789
VERTEX PHARMACEUTICALS INC	0	0
VINCI SA ADR	0	0
VODAFONE GROUP PLC NEW SPON ADR	0	0
VORNADO REALTY TRUST	542	1,332
WABASH NATL CORP	1,154	1,420
WADDELL & REED FINL	327	456
WAL-MART STORES INC	10,937	11,410
WD-40 CO	0	0
WEBSTER FINANCIAL CORP	1,970	2,744
WESCO INTL INC	847	2,004
WEST PHARMACEUTICAL SERVICES INC	0	0
WHOLE FOODS MARKET INC	5,011	6,593
WOLVERINE WORLD WIDE INC	616	1,358
ZURICH FINANCIAL SVCS SPON ADR	0	0

TY 2013 Investments Government Obligations Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

US Government Securities - End of Year Book Value:	33,141
US Government Securities - End of Year Fair Market Value:	33,627
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2013 Investments - Other Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKROCK FDS II HIGH YIELD BOND PT INVESTOR CL C	AT COST	26,325	27,621
BLACKROCK EQUITY DIVIDEND FD CL C	AT COST	33,875	41,971
BRANDES INSTITUTIONAL EMERGING MARKETS FUND S	AT COST	37,834	36,509
EATON VANCE EMERGING MARKETS LOCAL INC FUND A	AT COST	18,404	15,951
EUROPACIFIC GROWTH FUND CL C	AT COST	26,796	30,522
FIDELITY ADVISOR II STRAT INCOME CL C	AT COST	10,305	9,992
FIRST EAGLE GLOBAL FUND CL C	AT COST	52,093	66,853
LOOMIS SAYLES HIGH INCOME OPOORTUNITIES	AT COST	0	0
LOOMIS SAYLES SECURITIZED ASSET	AT COST	0	0
MAINSTAY LARGE CAP GROWTH FD CL C	AT COST	9,727	12,261
MUTUAL SERIES FD INC QUEST CL C	AT COST	9,612	10,024
OPPENHEIMER DEVELOPING MARKETS FUND CL A	AT COST	62,614	65,891
OPPENHEIMER INTL BOND FD CL A	AT COST	61,687	58,572

TY 2013 Other Assets Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ACCRUED DIVIDENDS RECEIVABLE	894	1,038	1,038

TY 2013 Other Expenses Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	365	365		0
OFFICE EXPENSE	76	76		0

TY 2013 Other Income Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
UBS FINANCIAL SVCS - NONDIVIDEND DISTRIBUTION	636	636	636
UBS FINANCIAL SVCS - NONDIVIDEND DISTRIBUTION	66	66	66
UBS FINANCIAL SVCS - NONDIVIDEND DISTRIBUTION	230	230	230
WELLS FARGO ADVISORS	165	165	165
WELLS FARGO ADVISORS	12	12	12
WELLS FARGO ADVISORS	193	193	193

TY 2013 Other Increases Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Description	Amount
INCOME TAX REFUND FROM 2012	339

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TY 2013 Other Professional Fees Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT BROKER AND MONEY MANAGER FEES	22,796	22,796		0

TY 2013 Taxes Schedule

Name: THE SPOTTS TRUST CHARLES HERMES TRUSTEE

EIN: 47-6126112

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	805	805		0