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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

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

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

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

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation The Linhart Foundation C/O J Theodore Linhart % J THEODORE LINHART | | A Employer identification number 54-0846082 |
| Number and street (or P O box number if mail is not delivered to street address) Room/suite 12050 West Broad Street Suite | | B Telephone number (see instructions) (804) 364-4504 |
| City or town, state or province, country, and ZIP or foreign postal code Richmond, VA 23233 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (C), line 16) \$ 1,076,239 | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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) | 0 | | | |
| | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 21 | 21 | | |
| | 4 Dividends and interest from securities | 18,748 | 18,748 | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 33,110 | | | |
| | b Gross sales price for all assets on line 6a 704,049 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 33,110 | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 51,879 | 51,879 | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | 459 | 0 | 0 | 0 |
| | b Accounting fees (attach schedule) | 3,050 | 0 | 0 | 0 |
| | c Other professional fees (attach schedule) | 9,330 | 9,330 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) | | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 12,839 | 9,330 | 0 | 0 |
| | 25 Contributions, gifts, grants paid | 89,760 | | | 89,760 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 102,599 | 9,330 | 0 | 89,760 | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | -50,720 | | | | |
| b Net investment income (if negative, enter -0-) | | 42,549 | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |

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

| Part II Balance Sheets | | Beginning of year | | End of year | |
|------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 Cash—non-interest-bearing | -3,750 | -3,750 | -3,750 | |
| | 2 Savings and temporary cash investments | 22,761 | 31,828 | 31,828 | |
| | 3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | |
| | 4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | |
| | 5 Grants receivable | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | | | | |
| | b Investments—corporate stock (attach schedule) | | | | |
| | c Investments—corporate bonds (attach schedule) | | | | |
| | 11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | |
| | 12 Investments—mortgage loans | | | | |
| | 13 Investments—other (attach schedule) | 949,528 | 889,741 | 1,048,161 | |
| | 14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____ | | | | |
| 15 Other assets (describe ▶ _____) | | | | | |
| 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 968,539 | 917,819 | 1,076,239 | | |
| Liabilities | 17 Accounts payable and accrued expenses | | | | |
| | 18 Grants payable | | | | |
| | 19 Deferred revenue | | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | | |
| | 22 Other liabilities (describe ▶ _____) | | | | |
| | 23 Total liabilities (add lines 17 through 22) | | | 0 | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 Unrestricted | 968,539 | 917,819 | | |
| | 25 Temporarily restricted | | | | |
| | 26 Permanently restricted | | | | |
| | Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31. | | | | |
| | 27 Capital stock, trust principal, or current funds | | | | |
| | 28 Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | | |
| | 30 Total net assets or fund balances (see page 17 of the instructions) | 968,539 | 917,819 | | |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 968,539 | 917,819 | | | |

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 | 968,539 |
| 2 | Enter amount from Part I, line 27a | 2 | -50,720 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 917,819 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 917,819 |

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) |
|------------|----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|------------------------------------|--------------------------------|
| 1 a | SEE ATTACHED STATEMENT - US TRUST | P | | |
| b | SEE ATTACHED STATEMENT - US TRUST | P | | |
| 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 | 385,440 | | 383,645 | 1,795 |
| b | 314,932 | | 287,294 | 27,638 |
| c | | | | |
| d | | | | |
| e | | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) 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 | | | 1,795 |
| b | | | 27,638 |
| 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 | 33,110 |
| 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 | 100,382 | 1,048,549 | 0.095734 |
| 2011 | 67,186 | 1,121,040 | 0.059932 |
| 2010 | 56,698 | 1,077,170 | 0.052636 |
| 2009 | 58,800 | 992,758 | 0.059229 |
| 2008 | 51,000 | 1,291,984 | 0.039474 |

| | | | |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| 2 | Total of line 1, column (d). | 2 | 0.307005 |
| 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 | 0.061401 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | 4 | 1,034,269 |
| 5 | Multiply line 4 by line 3. | 5 | 63,505 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | 6 | 425 |
| 7 | Add lines 5 and 6. | 7 | 63,930 |
| 8 | Enter qualifying distributions from Part XII, line 4. | 8 | 89,760 |

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)

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 425, 885, and 460.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for activities. Includes Yes/No columns and specific questions about political activities and tax returns.

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 | | No |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____ | 13 | Yes | |
| 14 The books are in care of ▶ <u>J THEODORE LINHART</u> Telephone no ▶ <u>(804) 364-4504</u> Located at ▶ <u>12050 WEST BROAD STREET RICHMOND VA</u> ZIP +4 ▶ <u>23233</u> | | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | | |
| 16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ | 16 | Yes | No |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|-----|-----------|
| 1a During the year did the foundation (either directly or indirectly) | | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 1b | | | |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | |
| b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) | 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)

| | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p> | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|

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 Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1 N/A | |
| 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. | | ▶ |

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 | 1,006,105 |
| b | Average of monthly cash balances. | 1b | 43,914 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 1,050,019 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 1,050,019 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 15,750 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,034,269 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 51,713 |

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 | 51,713 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 425 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 425 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 51,288 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 51,288 |
| 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 | 51,288 |

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 | 89,760 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 89,760 |
| 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 | 425 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 89,335 |

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 | | | | 51,288 |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only. | | | 0 | |
| b Total for prior years 2011, 2010, 2009 | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013 | | | | |
| a From 2008. | | | | |
| b From 2009. | 6,598 | | | |
| c From 2010. | 2,943 | | | |
| d From 2011. | 11,762 | | | |
| e From 2012. | 48,171 | | | |
| f Total of lines 3a through e. | 69,474 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>89,760</u> | | | | |
| a Applied to 2012, but not more than line 2a | | | 0 | |
| b Applied to undistributed income of prior years (Election required—see instructions). | | | | |
| c Treated as distributions out of corpus (Election required—see instructions). | | | | |
| d Applied to 2013 distributable amount. | | | | 51,288 |
| e Remaining amount distributed out of corpus | 38,472 | | | |
| 5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i> | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 107,946 | | | |
| 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. | | | | |
| 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). | | | | |
| 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 | 107,946 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. | 6,598 | | | |
| b Excess from 2010. | 2,943 | | | |
| c Excess from 2011. | 11,762 | | | |
| d Excess from 2012. | 48,171 | | | |
| e Excess from 2013. | 38,472 | | | |

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))

NONE

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

NONE

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

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

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

The Linhart Foundation
 12050 West Broad Street
 Richmond, VA 23233
 (804) 364-4504

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

PLEASE SEE ATTACHED

c Any submission deadlines

NONE WITH EXCEPTION OF SCHOLARSHIPS ALSO SEE ITEM 2(B) ABOVE

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

501 (C)(3) ORGANIZATIONS ALSO SEE ITEM 2 (B) ABOVE

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULES See Attached Schedules Richmond, VA 23233 | | | SEE ATTACHED SCHEDULES | 89,760 |
| Total | | | | 89,760 |
| b <i>Approved for future payment</i> | | | | |
| Total | | | | |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (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 |
|--------------------------------------------------------------------|------------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------------------------|----------------------------------------------|
| J Theodore Lnhart 12050 West Broad Street Richmond, VA 23233 | President/Treasurer 0 | 0 | 0 | 0 |
| Ashley L Hepp 12050 West Broad Street Richmond, VA 23233 | Secretary/Treasurer 0 | 0 | 0 | 0 |
| Mary L Lnhart 12050 West Broad Street Richmond, VA 23233 | DIRECTOR 0 | 0 | 0 | 0 |
| Laura L Daugherty 12050 West Broad Street Richmond, VA 23233 | DIRECTOR 0 | 0 | 0 | 0 |
| John S Moses 12050 West Broad Street Richmond, VA 23233 | Director 0 | 0 | 0 | 0 |

TY 2013 Accounting Fees Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|--------|--------------------------|------------------------|---------------------------------------------|
| TAX PREPARATION FEES | 3,050 | | | |

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

TY 2013 Depreciation Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|

TY 2013 Investments - Land Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

TY 2013 Investments - Other Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

| Category / Item | Listed at Cost or FMV | Book Value | End of Year Fair Market Value |
|---------------------|-----------------------|------------|-------------------------------|
| VARIOUS INVESTMENTS | | 889,741 | 1,048,161 |

TY 2013 Land, Etc. Schedule

Name: The Linhart Foundation
C/O J Theodore Linhart

EIN: 54-0846082

TY 2013 Legal Fees Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|--------|--------------------------|------------------------|---------------------------------------------|
| REPRESENTATION FEES | 459 | | | |

TY 2013 Other Professional Fees Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT FEES - US TRUST | 9,330 | 9,330 | | |

TY 2013 Taxes Schedule

Name: The Linhart Foundation

C/O J Theodore Linhart

EIN: 54-0846082

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------|--------|--------------------------|------------------------|---------------------------------------------|
| TAX PAYMENTS | | | | |

Exhibit A

THE LINHART FOUNDATION

CONTRIBUTIONS

American Cancer Society-Greater Tampa Unit
 American Heart Assn-Greater SE Affiliate
 American Red Cross, Greater Richmond Chapter
 Bon Secours Hospice
 Boy Scouts of America, Heart of VA Council
 CARITAS
 Central Virginia Food Bank
 Child Savers
 Children's Home Society of Virginia
 Collegiate School (Williams E Pembleton Memorial Fund)*
 Daily Planet
 Dr S Gandy Alzheimer's Research Fund
 First Presbyterian Church
 Friends of Hollywood Cemetery
 Goochland Christmas Mother
 Goochland Fire Dept (Manakin #1 Station)
 Henrico Police Foundation (Henry Stanley Fund)*
 Hilliard House
 HomeAgain (formerly Emergency Shelter)
 Horizon Hospice
 IVNA, Pediatric Program (formerly Noah's Children)
 JSRCC Educational Foundation
 Maynard Childhood Cancer Foundation
 Richmond Bridgepark Foundation
 Richmond SPCA
 Richmond Symphony
 Salvation Army Shoe Fund
 Tuckahoe Rescue Squad
 Tuckahoe YMCA
 Union Presbyterian Seminary
 United Way of Greater Richmond & Petersburg
 Valentine Richmond History Center
 VCU Massey Cancer Center
 Virginia Museum of Fine Arts Foundation
 Westminster Canterbury Foundation (Thelma Lindemann)
 World Pediatric Project (formerly Int'l Hosp for Children)

| <u>2013 AMOUNT</u> | <u>Receipt Received</u> |
|--------------------|-----------------------------|
| 500 00 | X |
| 500.00 | X |
| 500 00 | X |
| 200.00 | X |
| 250 00 | X |
| 500.00 | X |
| 500.00 | X |
| 250.00 | X |
| 150.00 | X |
| 500.00 | X |
| 500.00 | X |
| 100.00 | X |
| 500.00 | X |
| 100 00 | X |
| 500 00 | X |
| 150 00 | X |
| 500 00 | X |
| 150 00 | X |
| 150 00 | X |
| 100 00 | X |
| 500.00 | X |
| 250 00 | X |
| 350.00 | |
| 100 00 | |
| 500.00 | X |
| 500 00 | X |
| 350.00 | X |
| 150.00 | X |
| 300.00 | X |
| 250.00 | X |
| 250.00 | |
| 250.00 | X |
| 250.00 | X |
| 500.00 | X |
| 36,860.00 | X |
| 500 00 | X |

Memory of Michael B. Meagher
 Memory of Michael B. Meagher

 Memory of Bernard M. Axelrod

 Memory of Richard Porter Lewis

 Memory of Ella Kelley

Subtotal - Contributions

\$ 47,760

SCHOLARSHIPS

| | |
|--------------------------------------------|---------------------|
| University of Virginia | 10,500.00 |
| Savannah College of Art & Design | 3,500 00 |
| University of Pennsylvania | 3,500.00 |
| Virginia Polytechnic and State University | 7,000.00 |
| Virginia Commonwealth University | 3,500 00 |
| University of South Carolina | 3,500.00 |
| Longwood University | 3,500.00 |
| University of North Carolina - Chapel Hill | 3,500 00 |
| College of William and Mary | 3,500.00 |
| Subtotal - Scholarships | \$ 42,000.00 |

TOTAL - CONTRIBUTIONS & SCHOLARSHIPS**\$ 89,760****2013 EXPENSES****DISBURSEMENTS**

Exhibit B

EXPENSES

| | |
|-------------------------------------------------------|--------------------|
| CSC - annual franchise tax | 60.00 |
| BDO Seidman - tax return preparation | 3,050 00 |
| Corporation Service Company- statutory representation | 399.00 |
| TOTAL | \$ 3,509.00 |

TOTAL EXPENDITURES**\$ 93,969.00**

The Linhart Foundatron
 PART X Average Fair Value Attachment
 FYE 12/31/2013
 EIN '54-0846082

| CASH ACCOUNT | 1/31/2012 | 2/29/2012 | 3/31/2012 | 4/30/2012 | 5/31/2012 | 6/30/2012 | 7/31/2012 | 8/31/2012 | 9/30/2012 | 10/31/2012 | 11/30/2012 | 12/31/2012 | Total | Total | Total |
|-----------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|-------|-------------------------|
| Beginning Balance | 515 67 | 1,946 40 | 477 05 | (116 27) | 14 61 | 41,991 75 | 133,549 37 | 42,145 56 | 324 55 | 1,677 98 | 21,732 35 | 11,301 17 | 515 67 | | 515 67 |
| Ending Balance | 1,946 40 | 477 05 | (116 27) | 14 61 | 41,991 75 | 133,549 37 | 42,145 56 | 324 55 | 1,677 98 | 21,732 35 | 11,301 17 | 8,547 03 | 8,547 03 | 0 00 | 8,547 03 |
| | | | | | | | | | | | | | | | AVERAGE 20,933 74 |
| EQUITIES (CALCULATED) | 1/31/2012 | 2/29/2012 | 3/31/2012 | 4/30/2012 | 5/31/2012 | 6/30/2012 | 7/31/2012 | 8/31/2012 | 9/30/2012 | 10/31/2012 | 11/30/2012 | 12/31/2012 | Total | Total | Total |
| Beginning Balance | 1,023,388 90 | 1,052,222 60 | 1,052,556 17 | 1,071,644 74 | 1,080,587 56 | 1,000,138 94 | 886,775 26 | 1,008,854 32 | 987,981 65 | 1,019,540 88 | 1,030,157 37 | 1,044,757 58 | 1,023,388 90 | 0 00 | 1,023,388 90 |
| Ending Balance | 1,052,222 60 | 1,052,556 17 | 1,071,644 74 | 1,080,587 56 | 1,000,138 94 | 886,775 26 | 1,008,854 32 | 987,981 65 | 1,019,540 88 | 1,030,157 37 | 1,044,757 58 | 1,071,442 52 | 1,071,442 52 | 0 00 | 1,071,442 52 |
| | | | | | | | | | | | | | | | AVERAGE 1,029,084 78 |

Proceeds From Broker Transactions

We have adjusted tax costs for amortization of premium paid for the acquisition of municipal bonds through date of sale and for non-taxable dividends. An asterisk symbol (*) next to the tax cost indicates that the tax cost has been adjusted for the current year's return of capital. However, we have not made adjustments to the cost basis of all partnerships.

If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss. However, we have not made adjustments to the cost basis of all partnerships.

Short term transactions

This category includes sales of assets held 12 months or less.

| Description | Symbol | Cusip | Quantity sold | Date of acquisition | Sale date | Sales price less commissions | Cost or other basis | Net gain or loss |
|--------------------------------|--------|-----------|---------------|---------------------|-----------|------------------------------|---------------------|------------------|
| ISHARES TR DOW JONES SELECT DI | DVY | 464287168 | 365 | 06/15/12 | 01/08/13 | \$21,216.10 | \$20,379.27 | \$836.83 |
| ISHARES TR LEHMAN INTER CR BD | CIU | 464288638 | 125 | 06/15/12 | 02/01/13 | \$13,824.31 | \$13,612.46 | \$211.85 |
| ISHARES TR LEHMAN 1-3 YR CR BD | CSJ | 464288646 | 180 | 06/15/12 | 02/01/13 | \$18,993.31 | \$18,818.08 | \$175.23 |
| ISHARES TR LEHMAN 1-3 YR CR BD | CSJ | 464288646 | 200 | 06/15/12 | 02/07/13 | \$21,106.80 | \$20,908.98 | \$197.82 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1 | 02/01/13 | 02/28/13 | \$4.00 | \$4.23 | \$-0.23 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1 | 02/07/13 | 02/28/13 | \$3.98 | \$4.23 | \$-0.25 |
| ISHARES TR LEHMAN INTER CR BD | CIU | 464288638 | 115 | 06/15/12 | 03/07/13 | \$12,718.71 | \$12,523.47 | \$195.24 |
| PERMANENT PORT FD INC PERMANEN | PRPF X | 714199106 | 61.59 | 06/19/12 | 03/07/13 | \$3,000.00 | \$2,910.08 | \$89.92 |
| ISHARES TR LEHMAN 1-3 YR CR BD | CSJ | 464288646 | 120 | 06/15/12 | 03/07/13 | \$12,659.35 | \$12,545.39 | \$113.96 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 525 | 02/07/13 | 03/07/13 | \$8,035.46 | \$8,587.80 | \$-552.34 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1 | 02/01/13 | 03/31/13 | \$4.25 | \$4.49 | \$-0.24 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1 | 02/07/13 | 03/31/13 | \$2.51 | \$2.67 | \$-0.16 |
| PIMCO FOREIGN BD FD INSTL UNHE | PFUI X | 722005220 | 914.91 | 06/19/12 | 04/25/13 | \$9,414.45 | \$10,000.00 | \$-585.55 |
| NATIXIS FDS TR IV AEW REAL EST | NRFY X | 63872W409 | 551.98 | 06/15/12 | 04/25/13 | \$10,851.99 | \$10,300.00 | \$551.99 |
| NATIXIS FDS TR IV AEW REAL EST | NRFY X | 63872W409 | 483.37 | 07/23/12 | 04/25/13 | \$9,503.01 | \$9,300.00 | \$203.01 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1 | 02/07/13 | 04/30/13 | \$2.37 | \$2.74 | \$-0.37 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1 | 02/01/13 | 04/30/13 | \$4.03 | \$4.63 | \$-0.60 |
| CREDIT SUISSE COMMODITY-RETURN | CRSO X | 22544R305 | 460.06 | 06/15/12 | 05/13/13 | \$3,491.83 | \$3,427.43 | \$64.40 |

Short term transactions

This category includes sales of assets held 12 months or less.

| Description | Symbol | Cusip | Quantity sold | Date of acquisition | Sale date | Sales price less commissions | Cost or other basis | Net gain or loss |
|---------------------------------------|--------|-----------|---------------|---------------------|-----------|------------------------------|---------------------|------------------|
| FREEMPORT-MCMORAN COPPER & GOL FCX | | 35671D857 | 75 | 06/18/12 | 05/13/13 | \$2,389.82 | \$2,557.88 | \$-168.06 |
| CREDIT SUISSE COMMODITY-RETURN CRSO X | | 22544R305 | 727.27 | 02/01/13 | 05/13/13 | \$5,520.00 | \$6,000.00 | \$-480.00 |
| HARBOR INTERNATIONAL FUND | HAIN X | 411511306 | 239.45 | 06/15/12 | 05/13/13 | \$16,000.00 | \$13,028.43 | \$2,971.57 |
| FREEMPORT-MCMORAN COPPER & GOL FCX | | 35671D857 | 25 | 06/28/12 | 05/13/13 | \$796.61 | \$796.13 | \$0.48 |
| PERMANENT PORT FD INC PERMANEN PRPF X | | 714199106 | 127.31 | 06/20/12 | 05/13/13 | \$6,103.09 | \$6,000.00 | \$103.09 |
| PERMANENT PORT FD INC PERMANEN PRPF X | | 714199106 | 56.39 | 06/15/12 | 05/13/13 | \$2,703.48 | \$2,652.73 | \$50.75 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 760 | 02/07/13 | 05/13/13 | \$10,571.36 | \$12,426.45 | \$-1,855.09 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 140 | 02/01/13 | 05/13/13 | \$1,947.35 | \$2,274.92 | \$-327.57 |
| CREDIT SUISSE COMMODITY-RETURN CRSO X | | 22544R305 | 857.47 | 06/19/12 | 05/13/13 | \$6,508.17 | \$6,516.74 | \$-8.57 |
| ISHARES TR MSCI EMERGING MKTS | EEM | 464287234 | 810 | 06/15/12 | 05/13/13 | \$35,020.53 | \$31,253.85 | \$3,766.68 |
| CREDIT SUISSE COMMODITY-RETURN CRSO X | | 22544R305 | 326.75 | 06/19/12 | 05/13/13 | \$2,480.00 | \$2,483.26 | \$-3.26 |
| FREEMPORT-MCMORAN COPPER & GOL FCX | | 35671D857 | 25 | 06/25/12 | 05/13/13 | \$796.60 | \$794.38 | \$2.22 |
| ISHARES TR LEHMAN INTER CR BD | CIU | 464288638 | 30 | 06/15/12 | 05/13/13 | \$3,331.87 | \$3,266.99 | \$64.88 |
| PIMCO FDS PAC INVT MGMT SER | PAUI X | 72200Q182 | 271.49 | 06/19/12 | 05/13/13 | \$3,000.00 | \$2,850.68 | \$149.32 |
| PERMANENT PORT FD INC PERMANEN PRPF X | | 714199106 | 150.05 | 06/19/12 | 05/13/13 | \$7,193.43 | \$7,089.92 | \$103.51 |
| ISHARES TR LEHMAN 1-3 YR CR BD | CSJ | 464288646 | 125 | 06/15/12 | 05/13/13 | \$13,184.63 | \$13,068.11 | \$116.52 |
| IVY ASSET STRATEGY FUND | IVAE X | 466001864 | 178.57 | 06/20/12 | 05/13/13 | \$5,000.00 | \$4,300.00 | \$700.00 |
| ISHARES COMEX GOLD TR ISHARES | IAU | 464285105 | 1150 | 02/01/13 | 05/17/13 | \$15,248.66 | \$18,686.87 | \$-3,438.21 |
| CREDIT SUISSE COMMODITY-RETURN CRSO X | | 22544R305 | 264.9 | 06/15/12 | 05/17/13 | \$2,000.00 | \$1,973.51 | \$26.49 |
| CREDIT SUISSE COMMODITY-RETURN CRSO X | | 22544R305 | 1328.73 | 06/15/12 | 05/20/13 | \$10,085.08 | \$9,899.06 | \$186.02 |
| COACH INC | COH | 189754104 | 100 | 09/27/12 | 07/16/13 | \$5,786.40 | \$5,331.00 | \$455.40 |
| MEAD JOHNSON NUTRITION CO | MJN | 582839106 | 40 | 12/26/12 | 07/16/13 | \$2,939.93 | \$2,637.61 | \$302.32 |
| CATERPILLAR INC | CAT | 149123101 | 41 | 12/13/12 | 10/02/13 | \$3,450.70 | \$3,619.34 | \$-168.64 |
| CATERPILLAR INC | CAT | 149123101 | 19 | 12/14/12 | 10/02/13 | \$1,599.11 | \$1,692.14 | \$-93.03 |
| BLACKROCK GLOBAL LONG/SHORT C | BGCI X | 091936732 | 1207.06 | 03/13/13 | 12/12/13 | \$13,000.00 | \$12,868.74 | \$131.26 |
| ROBECO BOSTON PARTNERS LONG/ | BPIR X | 74925K581 | 849.26 | 07/08/13 | 12/12/13 | \$12,000.00 | \$11,201.70 | \$798.30 |
| RS GLOBAL NATURAL RES FUND | RSNY X | 74972H648 | 101.01 | 05/20/13 | 12/12/13 | \$3,552.52 | \$4,000.00 | \$-447.48 |
| RS GLOBAL NATURAL RES FUND | RSNY X | 74972H648 | 383.93 | 05/17/13 | 12/12/13 | \$13,502.68 | \$15,000.00 | \$-1,497.32 |

Short term transactions

This category includes sales of assets held 12 months or less.

| Description | Symbol | Cusip | Quantity sold | Date of acquisition | Sale date | Sales price less commissions | Cost or other basis | Net gain or loss |
|-----------------------------------------------|--------|-----------|---------------|---------------------|-----------|------------------------------|---------------------|------------------|
| RS GLOBAL NATURAL RES FUND | RSNY X | 74972H648 | 334.02 | 05/13/13 | 12/12/13 | \$11,747.41 | \$13,000.00 | \$-1,252.59 |
| IVY ASSET STRATEGY FUND | IVAE X | 466001864 | 293.26 | 07/08/13 | 12/12/13 | \$9,143.70 | \$8,000.00 | \$1,143.70 |
| TEMPLETON INCOME TR GLOBAL BD | TGBA X | 880208400 | 614.91 | 04/25/13 | 12/19/13 | \$8,000.00 | \$8,356.65 | \$-356.65 |
| PRUDENTIAL GLOBAL REAL ESTATE | PURZ X | 744336504 | 276.24 | 04/25/13 | 12/19/13 | \$6,000.00 | \$6,682.32 | \$-682.32 |
| Total short term gain/loss from sales: | | | | | | \$385,439.59 | \$383,645.36 | \$1,794.23 |

Long term transactions

This category includes sales of assets held more than 12 months.

| Description | Symbol | Cusip | Quantity sold | Date of acquisition | Sale date | Sales price less commissions | Cost or other basis | Net gain or loss |
|--------------------------------|--------|-----------|---------------|---------------------|-----------|------------------------------|---------------------|------------------|
| ISHARES TR LEHMAN 1-3 YR CR BD | CSJ | 464288646 | 250 | 06/15/12 | 06/28/13 | \$26,226.47 | \$26,136.23 | \$90.24 |
| ISHARES TR IBOXX \$ HIGH YIELD | HYG | 464288513 | 65 | 06/15/12 | 06/28/13 | \$5,927.56 | \$5,798.33 | \$129.23 |
| ISHARES TR LEHMAN INTER CR BD | CIU | 464288638 | 680 | 06/15/12 | 06/28/13 | \$73,013.72 | \$74,051.80 | \$-1,038.08 |
| CORNING INC | GLW | 219350105 | 65 | 06/25/12 | 07/16/13 | \$966.33 | \$811.53 | \$154.80 |
| UNITED PARCEL SVC INC CL B | UPS | 911312106 | 45 | 06/18/12 | 07/16/13 | \$3,847.34 | \$3,486.38 | \$360.96 |
| UNITED PARCEL SVC INC CL B | UPS | 911312106 | 15 | 06/25/12 | 07/16/13 | \$1,282.45 | \$1,146.98 | \$135.47 |
| UNITED PARCEL SVC INC CL B | UPS | 911312106 | 15 | 06/28/12 | 07/16/13 | \$1,282.45 | \$1,146.38 | \$136.07 |
| CORNING INC | GLW | 219350105 | 50 | 06/28/12 | 07/16/13 | \$743.33 | \$627.75 | \$115.58 |
| EMERSON ELECTRIC CO | EMR | 291011104 | 15 | 06/28/12 | 07/16/13 | \$854.31 | \$661.27 | \$193.04 |
| EMERSON ELECTRIC CO | EMR | 291011104 | 25 | 06/25/12 | 07/16/13 | \$1,423.85 | \$1,116.13 | \$307.72 |
| AIR PRODUCTS & CHEMICALS INC | APD | 009158106 | 10 | 06/28/12 | 07/16/13 | \$949.63 | \$773.24 | \$176.39 |
| AIR PRODUCTS & CHEMICALS INC | APD | 009158106 | 15 | 06/25/12 | 07/16/13 | \$1,424.45 | \$1,155.83 | \$268.62 |
| CHUBB CORP | CB | 171232101 | 60 | 06/18/12 | 07/16/13 | \$5,221.92 | \$4,281.30 | \$940.62 |
| CHUBB CORP | CB | 171232101 | 20 | 06/28/12 | 07/16/13 | \$1,740.64 | \$1,411.30 | \$329.34 |
| CHUBB CORP | CB | 171232101 | 25 | 06/25/12 | 07/16/13 | \$2,175.80 | \$1,755.01 | \$420.79 |
| AIR PRODUCTS & CHEMICALS INC | APD | 009158106 | 40 | 06/18/12 | 07/16/13 | \$3,798.53 | \$3,183.00 | \$615.53 |
| DIAMOND OFFSHORE DRILLING INC | DO | 25271C102 | 40 | 06/18/12 | 07/16/13 | \$2,811.44 | \$2,369.88 | * \$441.56 |
| DIAMOND OFFSHORE DRILLING INC | DO | 25271C102 | 15 | 06/28/12 | 07/16/13 | \$1,054.29 | \$859.31 | * \$194.98 |

Long term transactions

This category includes sales of assets held more than 12 months

| Description | Symbol | Cusip | Quantity sold | Date of acquisition | Sale date | Sales price less commissions | Cost or other basis | Net gain or loss |
|-------------------------------|--------|-----------|---------------|---------------------|-----------|------------------------------|---------------------|------------------|
| DIAMOND OFFSHORE DRILLING INC | DO | 25271C102 | 15 | 06/25/12 | 07/16/13 | \$1,054.29 | \$835.01 | * \$219.28 |
| CORNING INC | GLW | 219350105 | 170 | 06/18/12 | 07/16/13 | \$2,527.33 | \$2,229.55 | \$297.78 |
| STANLEY BLACK & DECKER INC | SWK | 854502101 | 25 | 06/25/12 | 07/16/13 | \$2,029.11 | \$1,511.63 | \$517.48 |
| EMERSON ELECTRIC CO | EMR | 291011104 | 60 | 06/18/12 | 07/16/13 | \$3,417.24 | \$2,799.89 | \$617.35 |
| STANLEY BLACK & DECKER INC | SWK | 854502101 | 55 | 06/18/12 | 07/16/13 | \$4,464.03 | \$3,458.68 | \$1,005.35 |
| STANLEY BLACK & DECKER INC | SWK | 854502101 | 15 | 06/28/12 | 07/16/13 | \$1,217.46 | \$919.43 | \$298.03 |
| JOHN HANCOCK FDS III | JVMI X | 47803W406 | 297.44 | 06/15/12 | 10/02/13 | \$5,000.00 | \$3,548.48 | \$1,451.52 |
| HARBOR INTERNATIONAL FUND | HAIN X | 411511306 | 328.46 | 06/15/12 | 10/02/13 | \$22,874.02 | \$17,871.57 | \$5,002.45 |
| EMERGING GLOBAL SHS DOW JONES | ECON | 268461779 | 280 | 06/22/12 | 10/02/13 | \$7,642.72 | \$6,337.80 | \$1,304.92 |
| DEERE & CO | DE | 244199105 | 15 | 06/25/12 | 10/02/13 | \$1,239.54 | \$1,112.78 | \$126.76 |
| DEERE & CO | DE | 244199105 | 30 | 06/18/12 | 10/02/13 | \$2,479.09 | \$2,257.35 | \$221.74 |
| DEERE & CO | DE | 244199105 | 10 | 06/28/12 | 10/02/13 | \$826.36 | \$779.25 | \$47.11 |
| CULLEN FROST BANKERS INC | CFR | 229899109 | 15 | 06/28/12 | 10/02/13 | \$1,051.42 | \$830.86 | \$220.56 |
| CULLEN FROST BANKERS INC | CFR | 229899109 | 15 | 06/25/12 | 10/02/13 | \$1,051.43 | \$831.83 | \$219.60 |
| CULLEN FROST BANKERS INC | CFR | 229899109 | 45 | 06/18/12 | 10/02/13 | \$3,154.28 | \$2,500.88 | \$653.40 |
| COLUMBIA DIVIDEND INCOME CL Z | GSFT X | 19765N245 | 873.11 | 06/15/12 | 10/02/13 | \$15,000.00 | \$12,564.02 | \$2,435.98 |
| AUTOMATIC DATA PROCESSING INC | ADP | 053015103 | 20 | 06/28/12 | 10/02/13 | \$1,439.29 | \$1,073.70 | \$365.59 |
| AUTOMATIC DATA PROCESSING INC | ADP | 053015103 | 20 | 06/25/12 | 10/02/13 | \$1,439.29 | \$1,078.50 | \$360.79 |
| AUTOMATIC DATA PROCESSING INC | ADP | 053015103 | 65 | 06/18/12 | 10/02/13 | \$4,677.68 | \$3,572.73 | \$1,104.95 |
| ACCENTURE PLC | ACN | G1151C101 | 25 | 06/25/12 | 10/02/13 | \$1,837.76 | \$1,407.63 | \$430.13 |
| ACCENTURE PLC | ACN | G1151C101 | 15 | 06/28/12 | 10/02/13 | \$1,102.65 | \$838.73 | \$263.92 |
| ACCENTURE PLC | ACN | G1151C101 | 55 | 06/18/12 | 10/02/13 | \$4,043.06 | \$3,237.58 | \$805.48 |
| YUM BRANDS INC | YUM | 988498101 | 20 | 06/28/12 | 10/02/13 | \$1,414.22 | \$1,269.10 | \$145.12 |
| YUM BRANDS INC | YUM | 988498101 | 50 | 06/18/12 | 10/02/13 | \$3,535.55 | \$3,234.75 | \$300.80 |
| YUM BRANDS INC | YUM | 988498101 | 20 | 06/25/12 | 10/02/13 | \$1,414.22 | \$1,300.30 | \$113.92 |
| WEYERHAEUSER CO | WY | 962166104 | 60 | 06/25/12 | 10/02/13 | \$1,748.93 | \$1,214.10 | \$534.83 |
| WEYERHAEUSER CO | WY | 962166104 | 155 | 06/18/12 | 10/02/13 | \$4,518.08 | \$3,201.03 | \$1,317.05 |
| WEYERHAEUSER CO | WY | 962166104 | 50 | 06/28/12 | 10/02/13 | \$1,457.44 | \$1,059.25 | \$398.19 |

Long term transactions

This category includes sales of assets held more than 12 months.

| Description | Symbol | Cusip | Quantity sold | Date of acquisition | Sale date | Sales price less commissions | Cost or other basis | Net gain or loss |
|----------------------------------------------|--------|-----------|---------------|---------------------|-----------|------------------------------|---------------------|------------------|
| TJX COS INC NEW | TJX | 872540109 | 35 | 06/25/12 | 10/02/13 | \$1,985.20 | \$1,493.98 | \$491.22 |
| TJX COS INC NEW | TJX | 872540109 | 90 | 06/18/12 | 10/02/13 | \$5,104.80 | \$3,836.25 | \$1,268.55 |
| TJX COS INC NEW | TJX | 872540109 | 30 | 06/28/12 | 10/02/13 | \$1,701.60 | \$1,242.15 | \$459.45 |
| TARGET CORP | TGT | 87612E106 | 55 | 06/18/12 | 10/02/13 | \$3,495.53 | \$3,205.12 | \$290.41 |
| TARGET CORP | TGT | 87612E106 | 15 | 06/28/12 | 10/02/13 | \$953.33 | \$860.48 | \$92.85 |
| TARGET CORP | TGT | 87612E106 | 25 | 06/25/12 | 10/02/13 | \$1,588.87 | \$1,431.13 | \$157.74 |
| PIMCO FDS PAC INVT MGMT SER | PAUI X | 72200Q182 | 680.89 | 06/19/12 | 10/04/13 | \$7,047.19 | \$7,149.32 | \$-102.13 |
| PIMCO FDS PAC INVT MGMT SER | PAUI X | 72200Q182 | 571.43 | 06/20/12 | 10/04/13 | \$5,914.29 | \$6,000.00 | \$ 85.71 |
| PIMCO FDS PAC INVT MGMT SER | PAUI X | 72200Q182 | 680.05 | 06/15/12 | 10/04/13 | \$7,038.52 | \$7,086.12 | \$-47.60 |
| PERMANENT PORT FD INC PERMANENT | PRPF X | 714199106 | 274.26 | 06/15/12 | 10/04/13 | \$13,000.00 | \$12,901.29 | \$98.71 |
| PIMCO EMERGING LOCAL BD FUND | PELB X | 72201F516 | 961.54 | 06/19/12 | 11/13/13 | \$9,115.38 | \$10,000.00 | \$-884.62 |
| ISHARES TR S&P U S PFD STK IND | PFF | 464288687 | 130 | 11/01/12 | 11/15/13 | \$4,929.51 | \$5,194.15 | \$-264.64 |
| PIMCO FDS PAC INVT MGMT SER | PAUI X | 72200Q182 | 763.21 | 06/15/12 | 12/12/13 | \$7,800.00 | \$7,952.64 | \$-152.64 |
| IVY ASSET STRATEGY FUND | IVAE X | 466001864 | 149.3 | 06/19/12 | 12/12/13 | \$4,655.05 | \$3,593.55 | \$1,061.50 |
| IVY ASSET STRATEGY FUND | IVAE X | 466001864 | 70.6 | 06/20/12 | 12/12/13 | \$2,201.25 | \$1,700.00 | \$501.25 |
| Total long term gain/loss from sales: | | | | | | \$314,931.52 | \$287,294.24 | \$27,637.28 |