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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
CARL W MEARES FOUNDATION INC

% CARL W MEARES JR

Number and street (or P O box number if mail is not delivered to street address)
POST OFFICE BOX 187
Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
FAIR BLUFF, NC 28439

A Employer identification number
56-1544084

B Telephone number (see instructions)

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 320,075

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	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.	5,002	5,002		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	14,638			
	b	Gross sales price for all assets on line 6a 48,434				
	7	Capital gain net income (from Part IV, line 2) . . .		14,638		
	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	19,640	19,640		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	1,467	1,467		
	c	Other professional fees (attach schedule)				
	17	Interest	11	11		
	18	Taxes (attach schedule) (see instructions)	537	137		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,650	1,512		138
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3,665	3,127		138
	25	Contributions, gifts, grants paid	15,200			15,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	18,865	3,127		15,338
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	775			
	b	**Net investment income** (if negative, enter -0-)		16,513		
	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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	443	1,730	1,730
	2	Savings and temporary cash investments	29,663	14,178	14,619
	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)	202,179	199,163	303,726
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	232,285	215,071	320,075
Liabilities	17	Accounts payable and accrued expenses	20,505	2,516	
	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)	20,505	2,516	
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	211,780	212,555	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	211,780	212,555	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	232,285	215,071	

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	211,780
2	Enter amount from Part I, line 27a	2	775
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	212,555
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	212,555

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	BROWN BROTHERS HARRIMAN #9303 (SEE ATTACHED STMT)	P		2013-12-31
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	48,434		33,796	14,638
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				14,638
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	14,638
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	15,402	262,063	0 058772
2011	15,236	248,056	0 061422
2010	123,852	237,178	0 52219
2009	11,891	190,868	0 0623
2008	12,900	238,330	0 054127

2	**Total** of line 1, column (d).	2	0 758811
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 151762
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	316,517
5	Multiply line 4 by line 3.	5	48,035
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	165
7	Add lines 5 and 6.	7	48,200
8	Enter qualifying distributions from Part XII, line 4.	8	15,338

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	330
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	330
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	330
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	211
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	211
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	119
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶CARL W MEARES JR Telephone no ▶(919) 649-7521

Located at ▶P O BOX 187 FAIR BLUFF NC ZIP +4 ▶28439

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 |

		Line	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.		Line	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)*

			Yes	No
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
CARL W MEARES JR POST OFFICE BOX 187 FAIR BLUFF, NC 28439	TRUSTEE 1 0	0		
MARY LEE MEARES POST OFFICE BOX 187 FAIR BLUFF, NC 28439	TRUSTEE 1 0	0		
CAROLYN M MEARES POST OFFICE BOX 187 FAIR BLUFF, NC 28439	TRUSTEE 1 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

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 THE FOUNDATION DISBURSED A TOTAL OF $15,200 TO 10 NON-PROFIT ORGANIZATIONS FOR EDUCATIONAL, CIVIC, RELIGIOUS, MEDICAL OR OTHER CHARITABLE USES	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See 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	284,713
b	Average of monthly cash balances	1b	36,624
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	321,337
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	321,337
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,820
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	316,517
6	**Minimum investment return.** Enter 5% of line 5	6	15,826

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	15,826
2a	Tax on investment income for 2013 from Part VI, line 5	2a	330		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	330
3	Distributable amount before adjustments Subtract line 2c from line 1			3	15,496
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	15,496
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	15,496

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	15,338
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	15,338
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	15,338

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				15,496
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. 1,193				
b From 2009. 2,366				
c From 2010. 112,129				
d From 2011. 3,119				
e From 2012. 2,632				
f **Total** of lines 3a through e.	121,439			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 15,338				
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.				15,338
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013	158			158
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	121,281			
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) . . .	1,035			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	120,246			
10 Analysis of line 9				
a Excess from 2009. . . . 2,366				
b Excess from 2010. . . . 112,129				
c Excess from 2011. . . . 3,119				
d Excess from 2012. . . . 2,632				
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			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
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))

CARL W MEARES JR

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

NA

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

CARL W MEARES JR
PO BOX 187
FAIR BLUFF, NC 28439
(910) 649-7521

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

NONE DESIGNATED

c Any submission deadlines

NONE

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

NONE

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**				15,200
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	5,002	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	14,638	
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). .				19,640	

13 Total. Add line 12, columns (b), (d), and (e). 13 19,640

(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

******	2014-05-08	******
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
Ronald A Batchelor				

Firm's name	BATCHELOR TILLERY & ROBERTS LLP	Firm's EIN
Firm's address	3605 GLENWOOD AVENUE SUITE 350 RALEIGH, NC 27612	Phone no (919) 787-8212

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*				
DUKE CANCER INSTITUTE 10 BRYAN SEARLE DRIVE SEELEY MUDD BLDG 2ND FLOOR DURHAM,NC 27710		NON-PROFIT	MEDICAL	1,000
FRIENDS OF THE NC MARITIME MUSEUM 315 FRONT STREET BEAUFORT,NC 28516		NON-PROFIT	CHARITABLE	1,000
BEAUFORT HISTORICAL ASSOCIATION 150 TURNER STREET BEAUFORT,NC 28516		NON-PROFIT	CHARITABLE	500
FAIR BLUFF COMMUNITY LIBRARY 315 RAILROAD ST FAIR BLUFF,NC 28439		NON-PROFIT	CHARITABLE	200
MARS HILL COLLEGE 100 ATHLETIC ST MARS HILL,NC 28754		NON-PROFIT	EDUCATIONAL	1,000
BOY SCOUTS OF AMERICA PO BOX 152079 IRVING,TX 75019		NON-PROFIT	CHARITABLE	1,000
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST ROAD WOODBERRY FOREST,VA 22989		NON-PROFIT	EDUCATIONAL	2,500
SOUTHEASTERN COMMUNITY COLLEGE 4564 CHADBOURN HWY WHITEVILLE,NC 28472		NON-PROFIT	EDUCATIONAL	1,000
FAIR BLUFF BAPTIST CHURCH 1205 MAIN STREET FAIR BLUFF,NC 28439		NON-PROFIT	RELIGIOUS	6,000
UNIVERSITY OF NC AT PEMBROKE 1 UNIVERSITY DRIVE PEMBROKE,NC 28372		NON-PROFIT	EDUCATIONAL	1,000
Total . . . . ▶ **3a**				15,200

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

TY 2013 Depreciation Schedule

Name: CARL W MEARES FOUNDATION INC

EIN: 56-1544084

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 Corporate Stock Schedule

Name: CARL W MEARES FOUNDATION INC
EIN: 56-1544084

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BED BATH & BEYOND INC	6,322	8,833
COMCAST CORP	7,789	17,668
LIBERTY INTERACTIVE	4,055	8,512
TARGET CORP	6,793	8,541
ANHEUSER-BUSCH INBEV SP	0	0
DIAGEO PLC - SPONSORED ADR	4,448	9,269
NESTLE S A SPONS ADR	6,986	13,614
PEPSICO INC	2,326	3,318
WAL-MART STORES INC	2,650	4,721
EOG RESOURCES INC	4,394	8,392
OCCIDENTAL PETROLEUM CO	7,414	10,937
SCHLUMBERGER LTD	6,354	7,659
SOUTHWSTN ENERGY CO	9,487	10,816
BERKSHIRE HATHAWAY INC	10,209	16,598
CHUBB CORP	6,936	13,528
PROGRESSIVE CORP OHIO	7,234	9,817
U S BANCORP	8,582	15,150
WELLS FARGO & CO	9,783	14,074
BAXTER INTL INC	6,791	10,015
DENTSPLY INTL INC	1,588	2,666
JOHNSON & JOHNSON	3,744	5,495
NOVARTIS AG - ADR	8,357	12,459
HENRY SCHEIN INC	1,917	3,428
WASTE MANAGEMENT INC	5,651	7,897
AUTOMATIC DATA PROCESS	0	0
DELL INC	0	0
EBAY INC	775	3,566
GOOGLE INC	8,394	15,690
MICROSOFT CORP	6,738	10,288
QUALCOMM INC	8,397	10,395

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CELANESE CORP	3,791	4,923
PRAXAIR INC	5,453	6,502
BBH INTERNATIONAL EQUTY FUND	10,805	14,406
AIT GLOBAL EMERGING MKTS OPPOR	15,000	14,549

TY 2013 Investments - Land Schedule

Name: CARL W MEARES FOUNDATION INC

EIN: 56-1544084

TY 2013 Land, Etc. Schedule

Name: CARL W MEARES FOUNDATION INC

EIN: 56-1544084

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491132000044

TY 2013 Other Expenses Schedule

Name: CARL W MEARES FOUNDATION INC

EIN: 56-1544084

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	1,512	1,512		
BANK SERVICE CHARGES	138			138

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491132000044

TY 2013 Other Income Schedule

Name: CARL W MEARES FOUNDATION INC

EIN: 56-1544084

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
KING PHAR SETTLEMENT			
2009 EXCISE TAX REFUND			

TY 2013 Taxes Schedule

Name: CARL W MEARES FOUNDATION INC

EIN: 56-1544084

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	137	137		
FEDERAL EXCISE TAX	400			

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091009303
Recipient's Tax ID Number: 56-1544084

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
CARL WHITTEN MEARES FNDN, INC.
P.O. BOX 187
FAIR BLUFF, NC 28439

2013 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Long Term Sales								
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
13.0000	01/16/2013	08/18/2011	1,159.03	709.00	0.00	450.03	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
32.0000	01/17/2013	Various	2,846.04	1,698.35	0.00	1,147.69	0.00	0.00
20030N101	COMCAST CORP CL A		CMCSA					
35.0000	01/22/2013	08/14/2007	1,389.87	891.80	0.00	498.07	0.00	0.00
278642103	EBAY INC		EBAY					
9.0000	02/08/2013	01/23/2009	512.77	107.30	0.00	405.47	0.00	0.00
278642103	EBAY INC		EBAY					
31.0000	02/12/2013	01/23/2009	1,765.30	369.59	0.00	1,395.71	0.00	0.00
24702R101	DELL INC		DELL					
132.0000	02/13/2013	12/20/2007	1,821.00	3,298.68	0.00	-1,477.68	0.00	0.00
24702R101	DELL INC		DELL					
33.0000	02/15/2013	12/20/2007	454.40	824.67	0.00	-370.27	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
12.0000	02/20/2013	09/06/2011	1,127.61	628.89	0.00	498.72	0.00	0.00
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
8.0000	02/25/2013	Various	752.13	403.44	0.00	348.69	0.00	0.00

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091009303
Recipient's Tax ID Number: 56-1544084

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
CARL WHITTEN MEARES FNDN, INC.
P.O. BOX 187
FAIR BLUFF, NC 28439

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
03524A108	ANHEUSER-BUSCH INBEV SPN ADR		BUD					
10.0000	02/28/2013	08/11/2011	938.97	501.48	0.00	437.49	0.00	0.00
24702R101	DELL INC		DELL					
185.0000	03/04/2013	Various	2,582.81	4,046.60	0.00	-1,463.79	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
30.0000	03/20/2013	11/04/2008	1,274.07	951.87	0.00	322.20	0.00	0.00
071813109	BAXTER INTL INC		BAX					
3.0000	04/01/2013	04/22/2010	216.91	150.77	0.00	66.14	0.00	0.00
25243Q205	DIAGEO PLC- SPONSORED ADR		DEO					
3.0000	04/01/2013	02/26/2010	376.66	194.53	0.00	182.13	0.00	0.00
071813109	BAXTER INTL INC		BAX					
3.0000	04/02/2013	04/22/2010	217.04	150.77	0.00	66.27	0.00	0.00
25243Q205	DIAGEO PLC- SPONSORED ADR		DEO					
7.0000	04/02/2013	02/26/2010	879.34	453.92	0.00	425.42	0.00	0.00
713448108	PEPSICO INC		PEP					
10.0000	05/03/2013	11/04/2008	828.22	581.40	0.00	246.82	0.00	0.00
478160104	JOHNSON & JOHNSON		JNJ					
30.0000	05/20/2013	11/18/2009	2,639.25	1,871.90	0.00	767.35	0.00	0.00

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2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
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FAIR BLUFF, NC 28439

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
25243Q205	DIAGEO PLC-SPONSORED ADR		DEO					
5.0000	05/24/2013	02/26/2010	612.37	324.22	0.00	288.15	0.00	0.00
25243Q205	DIAGEO PLC-SPONSORED ADR		DEO					
5.0000	05/28/2013	11/04/2008	618.56	317.73	0.00	300.83	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
30.0000	07/11/2013	05/11/2005	2,157.67	1,183.96	0.00	973.71	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
6.0000	07/12/2013	02/13/2008	146.91	84.19	0.00	62.72	0.00	0.00
713448108	PEPSICO INC		PEP					
10.0000	07/12/2013	11/04/2008	840.23	581.40	0.00	258.83	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
2.0000	07/15/2013	05/11/2005	145.06	78.93	0.00	66.13	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
3.0000	07/15/2013	02/13/2008	73.45	42.09	0.00	31.36	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
8.0000	07/17/2013	05/11/2005	579.43	315.72	0.00	263.71	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
6.0000	07/18/2013	02/13/2008	146.93	84.19	0.00	62.74	0.00	0.00

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Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
713448108	PEPSICO INC		PEP					
12.0000	07/18/2013	11/04/2008	1,041.86	697.68	0.00	344.18	0.00	0.00
713448108	PEPSICO INC		PEP					
3.0000	07/19/2013	11/04/2008	259.43	174.42	0.00	85.01	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
7.0000	07/23/2013	05/11/2005	508.69	276.26	0.00	232.43	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B					
9.0000	07/23/2013	08/14/2007	1,066.25	656.29	0.00	409.96	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
3.0000	07/31/2013	05/11/2005	217.57	118.40	0.00	99.17	0.00	0.00
084670702	BERKSHIRE HATHAWAY INC-CL B		BRK.B					
1.0000	08/05/2013	08/14/2007	118.47	72.92	0.00	45.55	0.00	0.00
478160104	JOHNSON & JOHNSON		JNJ					
10.0000	08/05/2013	11/18/2009	937.23	623.97	0.00	313.26	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
10.0000	08/13/2013	05/11/2005	728.05	394.65	0.00	333.40	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
13.0000	09/10/2013	05/11/2005	960.90	513.05	0.00	447.85	0.00	0.00

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

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Recipient's Name and Address:
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P.O. BOX 187
FAIR BLUFF, NC 28439

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
7.0000	09/11/2013	05/11/2005	514.11	276.25	0.00	237.86	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
8.0000	09/16/2013	05/11/2005	594.20	315.72	0.00	278.48	0.00	0.00
053015103	AUTOMATIC DATA PROCESSING INC		ADP					
12.0000	09/17/2013	05/11/2005	887.89	473.58	0.00	414.31	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
11.0000	10/16/2013	11/04/2008	489.31	349.02	0.00	140.29	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
19.0000	10/17/2013	11/04/2008	844.96	602.85	0.00	242.11	0.00	0.00
26875P101	EOG RESOURCES INC		EOG					
25.0000	10/18/2013	10/20/2009	4,588.89	2,349.49	0.00	2,239.40	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
20.0000	10/21/2013	11/04/2008	917.74	634.58	0.00	283.16	0.00	0.00
38259P508	GOOGLE INC CL A		GOOG					
1.0000	10/21/2013	04/30/2012	1,003.04	613.02	0.00	390.02	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
5.0000	10/24/2013	11/04/2008	225.89	158.65	0.00	67.24	0.00	0.00

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091009303
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Recipient's Name and Address:
CARL WHITTEN MEARES FNDN, INC.
P.O. BOX 187
FAIR BLUFF, NC 28439

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
806407102	HENRY SCHEIN INC COM STK		HSIC					
1.0000	10/24/2013	10/14/2011	111.10	64.18	0.00	46.92	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
2.0000	10/25/2013	10/14/2011	221.97	128.35	0.00	93.62	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
4.0000	10/28/2013	11/04/2008	179.96	126.91	0.00	53.05	0.00	0.00
806407102	HENRY SCHEIN INC COM STK		HSIC					
2.0000	10/28/2013	10/14/2011	222.19	128.35	0.00	93.84	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
6.0000	10/29/2013	11/04/2008	270.50	190.37	0.00	80.13	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
20.0000	11/05/2013	08/14/2007	874.49	746.20	0.00	128.29	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
15.0000	11/19/2013	08/14/2007	677.96	559.65	0.00	118.31	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
9.0000	11/20/2013	02/13/2008	250.14	126.28	0.00	123.86	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
9.0000	11/21/2013	02/13/2008	248.90	126.28	0.00	122.62	0.00	0.00

2013 Tax Information Statement

BROWN BROTHERS HARRIMAN
140 BROADWAY
NEW YORK, NY 10005

Account Number: 1091009303
Recipient's Tax ID Number: 56-1544084

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
CARL WHITTEN MEARES FNDN, INC.
P.O. BOX 187
FAIR BLUFF, NC 28439

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip / Quantity Sold	Description / Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol / Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
53071M104	LIBERTY INTERACTIVE A		LINTA					
12.0000	11/25/2013	02/13/2008	331.29	168.38	0.00	162.91	0.00	0.00
53071M104	LIBERTY INTERACTIVE A		LINTA					
15.0000	11/26/2013	02/13/2008	414.31	210.47	0.00	203.84	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
4.0000	11/26/2013	08/14/2007	182.90	149.24	0.00	33.66	0.00	0.00
94106L109	WASTE MANAGEMENT INC		WM					
5.0000	12/02/2013	08/14/2007	225.06	186.55	0.00	38.51	0.00	0.00
249030107	DENTSPLY INTL INC		XRAY					
25.0000	12/24/2013	Various	1,216.71	736.20	0.00	480.51	0.00	0.00
Total Long Term Sales			48,433.99	33,795.60	0.00	14,638.39	0.00	0.00