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Return of Private Foundation

Department of the Treasury
Internal Revenue Service

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

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2013

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

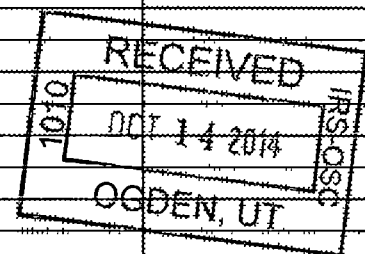
Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE EPLEE FOUNDATION, INC.		A Employer identification number 56-1761082
Number and street (or P O box number if mail is not delivered to street address) 9059 WALKERS FERRY ROAD	Room/suite	B Telephone number 704-902-5116
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28214-3339		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 4,225,556.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		120,221.	120,221.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		84,189.			
b Gross sales price for all assets on line 6a		1,271,607.			
7 Capital gain net income (from Part IV, line 2)					
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)					
11 Other income					
12 Total. Add lines 1 through 11		204,410.	204,410.		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		6,320.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes		2,732.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		34,355.	34,355.		0.
24 Total operating and administrative expenses. Add lines 13 through 23					
25 Contributions, gifts, grants paid		117,500.			117,500.
26 Total expenses and disbursements. Add lines 24 and 25		160,907.	34,355.		117,500.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		43,503.			
b Net investment income (if negative, enter -0-)			170,055.		
c Adjusted net income (if negative, enter -0-)				N/A	



SCANNED OCT 21 2014 Revenue

Operating and Administrative Expenses

1319

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		144,408.	132,135.	132,135.
	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				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		4,078.	2,612.	2,612.
	10a	Investments - U S and state government obligations STMT 5		377,429.	397,263.	394,486.
		b Investments - corporate stock STMT 6		398,068.	487,161.	609,835.
		c Investments - corporate bonds STMT 7		343,484.	312,003.	318,585.
	11	Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		2,751,072.	2,730,868.	2,767,903.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)		4,018,539.	4,062,042.	4,225,556.	
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				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		4,018,539.	4,062,042.		
30	Total net assets or fund balances		4,018,539.	4,062,042.		
31	Total liabilities and net assets/fund balances		4,018,539.	4,062,042.		

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	4,018,539.
2	Enter amount from Part I, line 27a	2	43,503.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,062,042.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,062,042.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a STOCKS	P	VARIOUS	VARIOUS
b MUTUAL FUNDS	P	VARIOUS	VARIOUS
c CORPORATE BONDS	P	VARIOUS	VARIOUS
d US TREASURY & STATE OBLIGATIONS	P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS			

(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 340,191.		278,724.	61,467.
b 469,229.		442,276.	26,953.
c 130,228.		134,111.	<3,883.>
d 328,627.		332,307.	<3,680.>
e 3,332.			3,332.

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			61,467.
b			26,953.
c			<3,883.>
d			<3,680.>
e			3,332.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			
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	84,189.
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) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	181,950.	4,088,556.	.044502
2011	105,407.	1,773,970.	.059419
2010	96,426.	227,108.	.424582
2009	120,432.	221,069.	.544771
2008	47,425.	242,852.	.195284

2 Total of line 1, column (d)	2	1.268558
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	.253712
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,152,517.
5 Multiply line 4 by line 3	5	1,053,543.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,701.
7 Add lines 5 and 6	7	1,055,244.
8 Enter qualifying distributions from Part XII, line 4 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	8	117,500.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	3,401.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3,401.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,401.
6	Credits/Payments		
6a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,612.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	600.
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,212.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	189.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of HERBERT W. EPLEE, SR Telephone no 704-902-5116 Located at 9059 WALKERS FERRY ROAD, CHARLOTTE, NC ZIP+4 28214-3339
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 N/A
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 the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? If "Yes," list the years
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)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **5b**

Organizations relying on a current notice regarding disaster assistance check here Yes No

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 **6b**

If "Yes," attach the statement required by Regulations section 53.4945-5(d). **7b**

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **X**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,068,353.
b	Average of monthly cash balances	1b	147,400.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,215,753.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,215,753.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,236.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,152,517.
6	Minimum investment return. Enter 5% of line 5	6	207,626.

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	207,626.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,401.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,401.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,225.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	204,225.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	204,225.

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	117,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	117,500.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	117,500.

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				204,225.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	37,235.			
b From 2009	111,143.			
c From 2010	86,880.			
d From 2011	36,778.			
e From 2012				
f Total of lines 3a through e	272,036.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 117,500.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				117,500.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	86,725.			86,725.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	185,311.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	185,311.			
10 Analysis of line 9				
a Excess from 2009	61,653.			
b Excess from 2010	86,880.			
c Excess from 2011	36,778.			
d Excess from 2012				
e Excess from 2013				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
BETHEL BAPTIST CHURCH 205 BETHEL CHURCH ROAD MARION, NC 28752	NONE	PC	MINISTRY	10,000.
BILLY GRAHAM EVANGELISTIC ASSOCIATION 1 BILLY GRAHAM PARKWAY CHARLOTTE, NC 28201	NONE	PC	EVANGELISTIC MINISTRY	5,000.
CAMPUS CRUSADE FOR CHRIST PO BOX 628222 ORLANDO, FL 32862	NONE	PC	MINISTRY	9,000.
PROVIDENCE BAPTIST CHURCH 6339 GLENWOOD AVENUE RALEIGH, NC 27612	NONE	PC	MINISTRY	1,000.
DOCTORS WITHOUT BORDERS USA 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001	NONE	PC	MEDICAL CARE	20,000.
Total	SEE CONTINUATION SHEET(S)			117,500.
b Approved for future payment				
NONE				
Total				0.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920	NONE	PC	FAMILY MINISTRY	5,000.
HAITI FUND INC. PO BOX 1075 NEW BERN, NC 28563	NONE	PC	AGRICULTURE DEVELOPMENT	2,500.
INSIGHT FOR LIVING PO BOX 269000 PLANO, TX 75026	NONE	PC	MINISTRY	5,000.
KEY LIFE NETWORK PO BOX 945000 MAITLAND, FL 32794	NONE	PC	MINISTRY	1,000.
MISSION AVIATION FELLOWSHIP PO BOX 47 NAMPA, ID 83653	NONE	PC	MINISTRY	5,000.
SALVATION ARMY 4335 STUART ANDREW BLVD CHARLOTTE, NC 28217	NONE	PC	MINISTRY	5,000.
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	NONE	PC	MINISTRY	5,000.
SOUTH MOUNTAIN CHRISTIAN CAMP PO BOX 9 BOSTIC, NC 28018	NONE	PC	CHRISTIAN CAMP	15,000.
THE SOUTHERN BAPTIST THEOLOGICAL SEMINARY 2825 LEXINGTON ROAD LOUISVILLE, KY 40280	NONE	PC	EDUCATION	10,000.
TRINITY BAPTIST CHURCH 1675 STRADER DRIVE LEXINGTON, KY 40505	NONE	PC	MINISTRY	19,000.
Total from continuation sheets				72,500.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE A	X		397,263.	394,486.
TOTAL U.S. GOVERNMENT OBLIGATIONS			397,263.	394,486.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			397,263.	394,486.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE B	487,161.	609,835.
TOTAL TO FORM 990-PF, PART II, LINE 10B	487,161.	609,835.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE C	312,003.	318,585.
TOTAL TO FORM 990-PF, PART II, LINE 10C	312,003.	318,585.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHED SCHEDULE D	COST	2,730,868.	2,767,903.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,730,868.	2,767,903.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	THE EPLEE FOUNDATION, INC.	56-1761082
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	9059 WALKERS FERRY ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	CHARLOTTE, NC 28214-3339	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

HERBERT W. EPLEE, SR

- The books are in the care of **9059 WALKERS FERRY ROAD - CHARLOTTE, NC 28214-3339**
Telephone No. **704-902-5116** Fax No
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,599.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	2,612.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature _____ Title **PRESIDENT** Date _____

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE A

US TREASURY & STATE GOV'T OBLIGATIONS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
US TREASURY BOND	12/18/2013	21000	79 8672	16,772 11	PURCHASED	16,603.23
US TREASURY NOTE - YIELD 0817	12/30/2011	47000	103 0703	48,443 05	PURCHASED	48,072 07
US TREASURY NOTE ACCRUED INT 8 19 - YIELD 0.0622%	5/24/2012	6000	104 0910	6,245 46	PURCHASED	6,136 86
US TREASURY NOTE	7/19/2013	25000	102 6211	25,655 28	PURCHASED	25,570 25
US TREASURY NOTE	10/31/2013	24000	102 6680	24,640 32	PURCHASED	24,547 44
US TREASURY NOTE - YIELD 1 339	12/30/2011	3000	101 0234	3,030 70	PURCHASED	2,984 76
US TREASURY NOTE - ACCD INT 102 86 -1 139%	2/3/2012	16000	102 2813	16,365 00	PURCHASED	15,918 72
US TREASURY NOTE @0 809	11/20/2012	15000	103 8906	15,583 59	PURCHASED	14,923 80
US TREASURY NOTE	6/25/2013	45000	100 1368	45,035 14	PURCHASED	45,017 55
US TREASURY NOTE	7/19/2013	12000	100 0977	12,011 72	PURCHASED	12,004 68
US TREASURY NOTE	8/6/2013	18000	100.0977	18,017 59	PURCHASED	18,007 02
US TREASURY NOTE	6/3/2013	22000	98 1280	21,575 46	PURCHASED	21,216 36
US TREASURY NOTE	6/6/2013	18000	98 2031	17,676 56	PURCHASED	17,358 84
US TREASURY NOTE	6/26/2013	40000	96 0625	38,425 00	PURCHASED	38,575 20
US TREASURY NOTE	9/17/2013	30000	95 7344	28,720 32	PURCHASED	28,931 40
US TREASURY NOTE ACCD INT 9 22- Yield 0 659	7/6/2012	15000	99 8359	14,975 39	PURCHASED	14,804 25
US TREASURY NOTE @ 0 558%	11/20/2012	25000	100 2969	25,074 23	PURCHASED	24,673 75
CA STATE VAR PURP BAB GO 4/1/2039 7 55%	1/24/2012	10000	120 6580	12,065 80	PURCHASED	12,759 90
CA STATE VAR PURP BAB GO D4/1/39@7 55%AO 01	1/11/2012	5000	139 0090	6,950 45	PURCHASED	6,379 95
		<u>397,000</u>		<u>397,263 17</u>		<u>394,486 03</u>

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE B

STOCKS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
ABBOTT LABORATORIES	12/23/2011	22 0000	54.7846	1,205.26	PURCHASED	843.26
ABBVIE INC	1/2/2013	22.0000			SPINOFF ABBOTT	1,161.82
ABB LTD SPONSORED ADR	10/30/2013	79 0000	25.8400	2,041.36	PURCHASED	2,098.24
ACE LTD	12/23/2011	5.0000	68.2500	341.25	PURCHASED	517.65
ACE LTD	6/22/2012	10 0000	72.9790	729.79	PURCHASED	1,035.30
AGILENT TECHNOLOGIES INC	11/8/2013	39 0000	51.2141	1,997.35	PURCHASED	2,230.41
AIR PRODUCTS & CHEMICALS	10/30/2013	17.0000	110.8853	1,885.05	PURCHASED	1,900.26
ALCATEL LUCENT SPONSORED ADR	12/1/2006	49 0000	46.8235	2,294.35	SPINOFF LUCENT	215.60
ALLERGAN INC	11/8/2013	18.0000	89.1606	1,604.89	PURCHASED	1,999.44
AMERICAN EXPRESS CO	12/23/2011	65 0000	47.2960	3,074.24	PURCHASED	5,897.45
AMERICAN TOWER CORP NEW REIT	9/13/2013	8.0000	74.4054	595.24	PURCHASED	638.56
ANALOG DEVICES INC	10/30/2013	33.0000	46.7558	1,542.94	PURCHASED	1,680.69
APACHE CORP	10/30/2013	17.0000	90.1100	1,531.87	PURCHASED	1,460.98
AT&T	12/23/2011	55 0000	29.0052	1,595.29	PURCHASED	1,933.80
AT&T INC	6/28/2012	2.0000	34.9200	69.84	PURCHASED	70.32
AT&T INC	2/11/2013	11 0000	35.3600	388.96	PURCHASED	386.76
AT&T	11/5-12/1	163 4947	32.9156	5,381.53	GIFT/REINVESTMT	5,748.47
AT&T INC REINVESTMENT @ 36.8531 + FEE 1.48	8/1/2012	1.9670	37.60549	73.97	PURCHASED	69.16
AT&T INC REINVESTED @34.771 + 1.50 FEE	11/1/2012	2.1092	35.48	74.84	PURCHASED	74.16
AT&T REINVESTMENT @29.3191 + FEE 1.44	2/1/2012	2.4046	29.917907	71.94	PURCHASED	84.55
AT&T REINVESTMENT @32.2503 + FEE \$1.46	5/1/2012	2.2183	32.9085	73.00	PURCHASED	77.99
AT&T REINVESTMENT @34.4648 + FEE \$1.55	2/1/2013	2.2034	35.1682	77.49	PURCHASED	77.47
AT&T REINVESTMENT	5/1/2013	2.1126	37.1485	78.48	PURCHASED	74.28
AT&T REINVESTMENT	8/1/2013	2.2195	35.7873	79.43	PURCHASED	78.04
AT&T REINVESTMENT	11/1/2013	2.2253	36.1436	80.43	PURCHASED	78.24
BASSETT FURNITURE INDUSTRIES	11/22/2004	600 0000	19.3400	11,604.00	GIFT	9,168.00
BHP BILLITON LTD ADR	9/4/2012	1 0000	67.5000	67.50	PURCHASED	68.20
BHP BILLITON LTD ADR	9/24/2012	5.0000	71.1600	355.80	PURCHASED	341.00
BHP BILLITON LTD ADR	11/5/2012	6 0000	70.7340	424.40	PURCHASED	409.20
BHP BILLITON LTD ADR	12/4/2012	3 0000	72.1300	216.39	PURCHASED	204.60
BHP BILLITON LTD ADR	2/11/2013	5.0000	77.9700	389.85	PURCHASED	341.00
BHP BILLITON LTD ADR	9/13/2013	20 0000	66.8110	1,336.22	PURCHASED	1,364.00
BRISTOL-MYERS SQUIBB CO	12/23/2011	71 0000	34.9546	2,481.78	PURCHASED	3,773.65
BRISTOL-MYERS SQUIBB CO	2/11/2013	15.0000	36.4700	547.05	PURCHASED	797.25
CAMERON INTERNATIONAL CORP	12/23/2011	13 0000	49.0000	637.00	PURCHASED	773.89
CAMERON INTERNATIONAL CORP	6/15/2012	11.0000	45.5790	501.37	PURCHASED	654.83
CAMERON INTERNATIONAL CORP	7/2/2012	16.0000	40.9955	655.93	PURCHASED	952.48
CAMERON INTERNATIONAL CORP	7/31/2012	1 0000	46.8500	46.85	PURCHASED	59.53
CAMERON INTERNATIONAL CORP	11/8/2013	9.0000	53.9500	485.55	PURCHASED	535.77
CARDINAL HEALTH INC	11/8/2013	33.0000	60.4100	1,993.53	PURCHASED	2,204.73
CATERPILLAR INC	11/8/2013	19.0000	83.8111	1,592.41	PURCHASED	1,725.39
CHARLES SCHWAB CORP	11/8/2013	86 0000	23.2190	1,996.83	PURCHASED	2,236.00
CHEVRON CORP	12/23/2011	59.0000	102.8952	6,070.82	PURCHASED	7,369.69
CHEVRON CORP	2/11/2013	4.0000	115.4600	461.84	PURCHASED	499.64
CHUBB CORP	12/23/2011	27.0000	67.9813	1,835.50	PURCHASED	2,609.01
CHUBB CORP	2/11/2013	5.0000	82.9200	414.60	PURCHASED	483.15
CITIGROUP INC	3/14/2013	30 0000	47.5160	1,425.48	PURCHASED	1,563.30
CITIGROUP INC	5/14/2013	13 0000	48.5285	630.87	PURCHASED	677.43
COCA-COLA CO	12/23/2011	22 0000	34.0500	749.10	PURCHASED	908.82
COCA COLA CO - ON 28 AT 1 PER SHARE	12/23/2011	28 0000	34.0500	953.40	SPLIT 2 FOR 1	1,156.68
COCA-COLA CO	2/11/2013	10.0000	38.2500	382.50	PURCHASED	413.10
COMCAST CORP CL A	12/23/2011	43 0000	23.4555	1,008.59	PURCHASED	2,144.84
COMCAST CORP CL A	1/17/2012	4 0000	25.4257	101.70	PURCHASED	199.52
COMCAST CORP CL A	2/26/2013	39.0000	37.8877	1,477.62	PURCHASED	1,945.32
CONOCO PHILLIPS	12/23/2011	26.0000	53.7469	1,397.42	PURCHASED	1,836.90
CORNING INC	9/17/2001	1000 0000	10.5806	10,580.55	PURCHASED	17,820.00
CORNING INC	11/22/2004	2000.0000	12.5600	25,120.00	GIFT	35,640.00
COVIDIEN PLC	2/27/2012	18 0000	52.3365	942.06	PURCHASED	1,225.80
COVIDIEN PLC	4/29/2013	6.0000	66.7533	400.52	PURCHASED	408.60
COVIDIEN PLC	6/7/2013	5.0000	63.8180	319.09	PURCHASED	340.50

STOCKS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
CRH PLC ADR	11/8/2013	48.0000	24.9196	1,196.14	PURCHASED	1,226.40
DEERE & CO	12/23/2011	24.0000	75.7300	1,817.52	PURCHASED	2,191.92
DEERE & CO	2/11/2013	6.0000	92.7700	556.62	PURCHASED	547.98
DEERE & CO	9/13/2013	3.0000	84.8100	254.43	PURCHASED	273.99
DIAGEO PLC ADR NEW	12/23/2011	9.0000	84.7500	762.75	PURCHASED	1,191.78
DIAGEO PLC ADR NEW	2/11/2013	6.0000	117.8900	707.34	PURCHASED	794.52
DIAGEO PLC ADR NEW	10/7/2013	14.0000	126.2936	1,768.11	PURCHASED	1,853.88
DOMINION RESOURCES INC	12/23/2011	40.0000	51.8400	2,073.60	PURCHASED	2,587.60
DOMINION RESOURCES INC	2/11/2013	9.0000	54.0100	486.09	PURCHASED	582.21
DOW CHEMICAL CO	12/23/2011	29.0000	26.8800	779.52	PURCHASED	1,287.60
DOW CHEMICAL CO	11/8/2013	41.0000	38.8356	1,592.26	PURCHASED	1,820.40
DUKE ENERGY CORP 2012 - 1/3 REV SOLIT	12/16/05,10/1	974.0000	VARIOUS	48,614.87	GIFT	67,215.74
DUKE ENERGY CORP NEW	2/20/2013	21.0000	68.0738	1,429.55	PURCHASED	1,449.21
DUKE ENERGY CORP NEW	10/30/2013	31.0000	71.8900	2,228.59	PURCHASED	2,139.31
EATON CORPORATION PLC	11/8/2013	23.0000	70.1870	1,614.30	PURCHASED	1,750.76
EBAY INC	10/30/2013	39.0000	51.3055	2,000.91	PURCHASED	2,139.74
EI DU PONT DE NEMOURS & CO	12/23/2011	57.0000	44.8055	2,553.91	PURCHASED	3,703.29
EI DU PONT DE NEMOURS & CO	2/11/2013	11.0000	47.4900	522.39	PURCHASED	714.67
EMC CORP	12/23/2011	51.0000	22.4546	1,145.18	PURCHASED	1,282.65
EMC CORP	4/29/2013	17.0000	22.5900	384.03	PURCHASED	427.55
ENBRIDGE INC	12/23/2011	39.0000	36.0333	1,405.30	PURCHASED	1,703.52
ENBRIDGE INC	2/11/2013	9.0000	44.8100	403.29	PURCHASED	393.12
EXXON MOBILE CORP	12/23/2011	38.0000	81.5655	3,099.49	PURCHASED	3,845.60
EXXON MOBILE CORP	5/4/2012	9.0000	87.1658	784.49	PURCHASED	910.80
EXXON MOBILE CORP	3/7/2013	5.0000	88.8400	444.20	PURCHASED	506.00
FEDEX CORP	11/8/2013	12.0000	136.1025	1,633.23	PURCHASED	1,725.24
FIFTH THIRD BANCORP	12/26/2012	40.0000	15.1099	604.40	PURCHASED	841.20
FIFTH THIRD BANCORP	1/7/2013	24.0000	15.6300	375.12	PURCHASED	504.72
FIFTH THIRD BANCORP	2/11/2013	23.0000	16.5500	380.65	PURCHASED	483.69
FIFTH THIRD BANCORP	9/13/2013	13.0000	18.5000	240.50	PURCHASED	273.39
FS NETWORKS INC	11/8/2013	20.0000	80.2960	1,605.92	PURCHASED	1,817.20
GENERAL ELECTRIC CO	12/23/2011	107.0000	17.3247	1,853.74	PURCHASED	2,999.21
GENERAL ELECTRIC CO	2/8/2013	46.0000	22.5700	1,038.22	PURCHASED	1,289.38
GENERAL ELECTRIC CO	2/11/2013	29.0000	22.3700	648.73	PURCHASED	812.87
GENERAL ELECTRIC CO	11/8/2013	150.0000	26.4900	3,973.50	PURCHASED	4,204.50
GENERAL ELECTRIC CO	11/14/2013	33.0000	26.8500	886.05	PURCHASED	924.99
GENERAL MILLS INC	12/23/2011	29.0000	38.7546	1,123.88	PURCHASED	1,447.39
GILEAD SCIENCES INC	10/30/2013	46.0000	68.7572	3,162.83	PURCHASED	3,454.60
HALLIBURTON CO	11/8/2013	10.0000	53.4800	534.80	PURCHASED	507.50
HCA HLDGS INC	11/8/2013	83.0000	46.4395	3,854.48	PURCHASED	3,959.93
HOME DEPOT INC	12/23/2011	32.0000	41.3955	1,324.66	PURCHASED	2,634.88
HOME DEPOT INC	2/11/2013	7.0000	66.5300	465.71	PURCHASED	576.38
HONEYWELL INTERNATIONAL INC	11/19/2012	7.0000	61.0100	427.07	PURCHASED	639.59
HONEYWELL INTERNATIONAL INC	2/4/2013	12.0000	69.0275	828.33	PURCHASED	1,096.44
HONEYWELL INTERNATIONAL INC	2/11/2013	8.0000	69.7800	558.24	PURCHASED	730.96
IBM	12/23/2011	3.0000	185.4420	556.33	PURCHASED	562.71
IBM	2/11/2013	3.0000	200.6700	602.01	PURCHASED	562.71
IBM	5/10/2013	2.0000	203.2800	406.56	PURCHASED	375.14
IBM	6/7/2013	2.0000	206.0300	412.06	PURCHASED	375.14
IBM	10/17/2013	6.0000	185.6050	1,113.63	PURCHASED	1,125.42
IBM	11/8/2013	11.0000	178.3100	1,961.41	PURCHASED	2,063.27
ILLINOIS TOOL WORKS INC	10/30/2013	29.0000	77.7752	2,255.48	PURCHASED	2,438.32
INTEL CORP	12/6/2012	22.0000	19.5599	430.32	PURCHASED	571.01
INTEL CORP	1/7/2013	28.0000	21.2200	594.16	PURCHASED	726.74
INTEL CORP	3/7/2013	18.0000	21.2000	381.60	PURCHASED	467.19
INTERNATIONAL PAPER CO	11/14/2013	50.0000	44.6154	2,230.77	PURCHASED	2,451.50
INTERNATIONAL PAPER CO	11/14/2013	14.0000	44.5700	623.98	PURCHASED	686.42
JOHNSON & JOHNSON	12/23/2011	24.0000	64.2455	1,541.89	PURCHASED	2,198.16
JOHNSON & JOHNSON	2/11/2013	8.0000	74.9500	599.60	PURCHASED	732.72
JOHNSON CONTROLS INC	7/31/2012	26.0000	24.1599	628.16	PURCHASED	1,333.80
JOHNSON CONTROLS INC	10/30/2013	55.0000	42.7255	2,349.90	PURCHASED	2,821.50

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE B

STOCKS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
JP MORGAN CHASE & CO	12/23/2011	98.0000	31 8455	3,120.86	PURCHASED	5,731.04
JP MORGAN CHASE & CO	2/11/2013	11 0000	48 6600	535.26	PURCHASED	643.28
KIMBERLY CLARK CORP	12/23/2011	16.0000	71 9900	1,151 84	PURCHASED	1,671 36
KIMBERLY CLARK CORP	2/12/2013	4.0000	90.9975	363 99	PURCHASED	417 84
KINROSS GOLD CORP	10/30/2013	190.0000	5 1094	970.79	PURCHASED	832.20
KINROSS GOLD CORP	12/17/2013	48.0000	4 5965	220 63	PURCHASED	210.24
KLA TENCOR CORP	10/30/2013	35.0000	63 0951	2,208 33	PURCHASED	2,256.10
KROGER CO	10/30/2013	47.0000	43 0499	2,023.34	PURCHASED	1,857.91
LAS VEGAS SANDS CORP	11/8/2013	29.0000	69 9059	2,027.27	PURCHASED	2,287.23
LORILLARD INC	12/23/2011	14.0000	110 6400	1,548 96	PURCHASED	709.52
LORILLARD INC - 14 AT 2 PER SH	1/16/2014	28.0000			STOCK SPLIT	1,419.04
LORILLARD INC	9/13/2013	4.0000	44.1750	176.70	PURCHASED	202 72
LOWES COMPANIES INC	10/30/2013	40.0000	50 1988	2,007.95	PURCHASED	1,982.00
MACYS INC	11/8/2013	43.0000	46 1251	1,983 38	PURCHASED	2,296 20
MARATHON OIL CORP	6/28/2012	40.0000	23 3638	934.55	PURCHASED	1,412.00
MARATHON PETE CORP	12/23/2011	20.0000	32 2100	644.20	PURCHASED	1,834.60
MARSH & MCLENNAN COS INC	10/30/2013	52.0000	46 7354	2,430.24	PURCHASED	2,514.72
MCDONALDS CORP	6/28/2012	10.0000	87 8055	878.06	PURCHASED	970 30
MCDONALDS CORP	2/4/2013	18.0000	94 6856	1,704.34	PURCHASED	1,746.54
MCDONALDS CORP	2/11/2013	7.0000	94 9000	664 30	PURCHASED	679.21
MEADWESTVAC CORP	12/23/2011	47.0000	26.0277	1,223.30	PURCHASED	1,735 71
MERCK & CO INC NEW	12/23/2011	32.0000	36 9446	1,182.23	PURCHASED	1,601.60
MERCK & CO INC NEW	4/24/2013	16 0000	47 1069	753.71	PURCHASED	800.80
MERCK & CO INC NEW	10/30/2013	61.0000	45.9751	2,804 48	PURCHASED	3,053.05
METLIFE INC	7/12/2013	18 0000	48.6383	875 49	PURCHASED	970.56
MICROSOFT CORP	10/30/2013	122.0000	35.9995	4,391.94	PURCHASED	4,564.02
MOLSON COORS BREWING CO	10/30/2013	44.0000	53 4502	2,351 81	PURCHASED	2,470.60
MONDELEZ INTERNATIONAL INC	4/25/2013	56.0000	31 4830	1,763 05	PURCHASED	1,976 80
MOSAIC COMPANY	10/30/2013	46.0000	45.4154	2,089.11	PURCHASED	2,174.42
MOTOROLA SOLUTIONS INC	10/7/2013	22 0000	60.3595	1,327 91	PURCHASED	1,485 00
NEXTERA ENERGY INC	12/23/2011	27.0000	58 2500	1,572.75	PURCHASED	2,311.74
NEXTERA ENERGY INC	2/11/2013	7.0000	71 7157	502 01	PURCHASED	599 34
NORFOLK SOUTHERN CORP	11/8/2013	18 0000	86 4811	1,556 66	PURCHASED	1,670 94
NORTHEAST UTILITIES	12/23/2011	34.0000	34.8500	1,184.90	PURCHASED	1,441.26
NORTHERN TRUST CORP	10/30/2013	35.0000	56.5051	1,977 68	PURCHASED	2,166.15
NORTHROP GRUMMAN CORP	12/23/2011	21 0000	56.8200	1,193 22	PURCHASED	2,406.81
NOVARTOS AG ADR	10/30/2013	26 0000	78.8679	2,050.56	PURCHASED	2,089.88
OCCIDENTAL PETE CORP	6/28/2012	45 0000	77.7406	3,498 33	PURCHASED	4,279 50
OCCIDENTAL PETE CORP	2/11/2013	5 0000	88.0000	440.00	PURCHASED	475.50
PARKER HANNIFIN CORP	11/8/2013	21.0000	116 2900	2,442 09	PURCHASED	2,701 44
PFIZER INC	2/10/2012	109 0000	20 9951	2,288 47	PURCHASED	3,338 67
PFIZER INC	10/29/2012	30.0000	25.4140	762.42	PURCHASED	918.90
PFIZER INC	4/23/2013	12 0000	30.6800	368 16	PURCHASED	367.56
PFIZER INC	10/17/2013	15 0000	28.7400	431.10	PURCHASED	459.45
PHILIP MORRIS INTL INC	12/23/2011	38 0000	76 3099	2,899 78	PURCHASED	3,310.94
PHILIP MORRIS INTL INC	2/11/2013	5.0000	87.5700	437 85	PURCHASED	435.65
PHILLIPS 66 SPINOFF CONOCO PHILLIPS	5/1/2012	13 0000	31 9454	415 29	SPINOFF	1,002.69
PIONEER NATURAL RESOURCES CO	12/17/2013	9 0000	177.8400	1,600 56	PURCHASED	1,656.63
PRAXAIR INC	12/23/2011	13.0000	105.0200	1,365 26	PURCHASED	1,690.39
PRAXAIR INC	2/11/2013	4 0000	110 2775	441 11	PURCHASED	520 12
PROCTER & GAMBLE CO	7/31/2012	22 0000	64 7650	1,424 83	PURCHASED	1,791.02
PROCTER & GAMBLE CO	9/5/2012	6 0000	66 8600	401.16	PURCHASED	488.46
PROCTER & GAMBLE CO	12/4/2012	6 0000	69 4300	416.58	PURCHASED	488 46
PROCTOR & GAMBLE CO	2/8/2013	5 0000	76.5300	382.65	PURCHASED	407.05
PROCTOR & GAMBLE CO	8/19/2013	7.0000	81.3657	569.56	PURCHASED	569.87
PROCTOR & GAMBLE CO	10/30/2013	22.0000	79 7555	1,754.62	PURCHASED	1,791 02
PROGRESSIVE CORP	10/30/2013	217 0000	26.6790	5,789 34	PURCHASED	5,917.59
PRUDENTIAL FINANCIAL INC	12/23/2011	14 0000	48 6000	680.40	PURCHASED	1,291.08
PRUDENTIAL FINANCIAL INC	2/5/2013	7 0000	58.1700	407.19	PURCHASED	645.54
PRUDENTIAL FINANCIAL INC	3/7/2013	7.0000	55 3800	387.66	PURCHASED	645.54
PRUDENTIAL FINANCIAL INC	7/18/2013	12.0000	77.5792	930.95	PURCHASED	1,106.64

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
 SCHEDULE B

STOCKS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
PUBLIC SVC ENTERPRISE GROUP	12/23/2011	34 0000	31.0900	1,057.06	PURCHASED	1,089.36
QUALCOMM INC	10/30/2013	26 0000	67.9754	1,767.36	PURCHASED	1,930.50
RAYTHEON CO	12/23/2011	36.0000	46.8655	1,687.16	PURCHASED	3,265.20
RAYTHEON CO	2/11/2013	8.0000	53.3675	426.94	PURCHASED	725.60
RED HAT INC	6/11/2013	1000.0000	45.3980	45,397.95	PURCHASED	56,040.00
ROCHE HOLDING LTD ADR	10/30/2013	42 0000	69.5717	2,922.01	PURCHASED	2,942.14
SANOFI SPONSORED ADR	10/30/2013	76 0000	51.8758	3,942.56	PURCHASED	4,075.88
SCHLUMBERGER LIMITED	7/31/2012	2 0000	70.6190	141.24	PURCHASED	180.22
SCHLUMBERGER LIMITED	10/30/2013	22.0000	92.7655	2,040.84	PURCHASED	1,982.42
SEMPRA ENERGY	12/23/2011	18.0000	52.8000	950.40	PURCHASED	1,615.68
SPECTRA ENERGY CORP	1/2/2007	1012 0000	22.8524	23,126.63	SPINOFF DUKE EG	36,047.44
SPECTRA ENERGY CORP	10/19/2007	448.0000	24.9700	11,186.56	GIFT	15,957.76
SUNTRUST BANKS INC	2/25/2013	50 0000	27.8018	1,390.09	PURCHASED	1,840.50
SUNTRUST BANKS INC	5/14/2013	20 0000	30.7620	615.24	PURCHASED	736.20
SYMANTEC CORP	10/30/2013	105 0000	21.6399	2,272.19	PURCHASED	2,475.90
TAIWAN SEMICONDUCTOR MFG CO ADR	10/30/2013	116.0000	18.3965	2,133.99	PURCHASED	2,023.04
TARGET CORP	11/8/2013	25.0000	64.7752	1,619.38	PURCHASED	1,581.75
THERMO FISHER SCIENTIFIC INC	12/23/2011	6 0000	45.0200	270.12	PURCHASED	668.10
THERMO FISHER SCIENTIFIC INC	8/30/2012	1.0000	56.6900	56.69	PURCHASED	111.35
THERMO FISHER SCIENTIFIC INC	10/1/2012	13 0000	59.0877	768.14	PURCHASED	1,447.55
3M CO	10/30/2013	18.0000	123.7461	2,227.43	PURCHASED	2,524.50
TE CONNECTIVITY LTD	11/8/2013	46.0000	51.8367	2,384.49	PURCHASED	2,535.06
TORONTO DOMINION BANK NEW	12/23/2011	14.0000	72.1600	1,010.24	PURCHASED	1,319.36
TORONTO DOMINION BANK NEW	12/4/2012	4.0000	82.7800	331.12	PURCHASED	376.96
TORONTO DOMINION BANK NEW	9/13/2013	1.0000	87.4700	87.47	PURCHASED	94.24
TOTAL SA SPONSORED ADR	6/28/2012	38.0000	42.1200	1,600.56	PURCHASED	2,328.26
TOTAL SA SPONSORED ADR	2/11/2013	7.0000	52.7100	368.97	PURCHASED	428.89
TRAVELERS COMPANIES INC	12/23/2011	42.0000	57.9660	2,434.57	PURCHASED	3,802.68
TRAVELERS COMPANIES INC	2/11/2013	8 0000	78.3588	626.87	PURCHASED	724.32
TWENTY-FIRST CENTURY FOX CL A	11/8/2013	47.0000	33.9100	1,593.77	PURCHASED	1,653.46
UNILEVER N V NEW YORK SHS NEW	12/23/2011	42 0000	33.3665	1,401.39	PURCHASED	1,689.66
UNILEVER N V NEW YORK SHS NEW	2/11/2013	13 0000	39.3500	511.55	PURCHASED	522.99
UNION PACIFIC CORP	10/30/2013	13.0000	152.7200	1,985.36	PURCHASED	2,184.00
UNITED PARCEL SERVICE INC CL B	3/21/2013	1 0000	85.2668	85.27	PURCHASED	105.08
UNITED PARCEL SERVICE INC CL B	10/30/2013	21.0000	94.8052	1,990.91	PURCHASED	2,206.68
UNITED TECHNOLOGIES CORP	12/23/2011	24 0000	74.0455	1,777.09	PURCHASED	2,731.20
UNITED TECHNOLOGIES CORP	9/14/2012	10.0000	79.0055	790.06	PURCHASED	1,138.00
UNITED TECHNOLOGIES CORP	3/14/2013	4 0000	92.8100	371.24	PURCHASED	455.20
UNITEDHEALTH GROUP INC	11/8/2013	29.0000	68.7652	1,994.19	PURCHASED	2,183.70
US BANCORP	12/23/2011	60 0000	26.2446	1,574.68	PURCHASED	2,424.00
US BANCORP	2/11/2013	12.0000	33.3300	399.96	PURCHASED	484.80
US BANCORP	10/30/2013	50 0000	37.7076	1,885.38	PURCHASED	2,020.00
VALERO ENERGY CORP	9/11/2013	6.1779	36.4202	225.00	PURCHASED	311.37
VALERO ENERGY CORP	12/18/2013	0.0305	45.5588	1.39	PURCHASED	1.54
VERIZON COMMUNICATIONS	12/23/2011	78 0000	39.2000	3,057.60	PURCHASED	3,832.92
VERIZON COMMUNICATIONS	5/30/2012	2.0000	41.5000	83.00	PURCHASED	98.28
VERIZON COMMUNICATIONS	2/11/2013	17.0000	44.6300	758.71	PURCHASED	835.38
VF CORP	7/27/2012	2 0000	147.9558	295.59	PURCHASED	124.68
VF CORP	8/17/2012	5 0000	151.1313	755.66	PURCHASED	311.70
VF CORP	1/14/2013	5.0000	148.4000	742.00	PURCHASED	311.70
VF CORP	6/10/2013	2.0000	186.1050	372.21	PURCHASED	124.68
VF CORP - ON 14 AT 3 PER SH	12/23/2013	42 0000			STOCK SPLIT	2,618.28
WAL-MART STORES INC	12/23/2011	3.0000	58.7389	176.22	PURCHASED	236.07
WAL-MART STORES INC	10/30/2013	24 0000	75.8754	1,821.01	PURCHASED	1,888.56
WEATHERFORD INTERNATIONAL INC	10/30/2013	81.0000	16.2599	1,317.05	PURCHASED	1,254.69
WELLS FARGO & CO	12/23/2011	94.0000	26.0546	2,449.13	PURCHASED	4,267.60
WELLS FARGO & CO	2/11/2013	19 0000	34.9200	663.48	PURCHASED	862.60
WEYERHAEUSER CO	12/23/2011	55 0000	17.1155	941.35	PURCHASED	1,736.35
WEYERHAEUSER CO	2/11/2013	12 0000	30.9100	370.92	PURCHASED	378.84
WEYERHAEUSER CO	9/13/2013	6 0000	28.6550	171.93	PURCHASED	189.42
WEYERHAEUSER CO	7/11/2013	1000 0000	29.0548	29,054.79	PURCHASED	31,570.00

THE EPLEE FOUNDATION, INC
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STOCKS
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	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
WEYERHAEUSER CO	9/13/2013	7.6178	28 8797	220.00	PURCHASED	240 49
WEYERHAEUSER CO	11/27/2013	7.5022	29 5486	221 68	PURCHASED	236 85
TOTAL STOCK		<u>14,533.2829</u>		<u>487,160.69</u>		<u>609,834.83</u>

THE EPLEE FOUNDATION, INC
 9059 WALKER'S FERRY ROAD
 CHARLOTTE, NC 28214-3339

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 SCHEDULE C

CORPORATE BONDS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
APPLE INC NT	5/6/2013	15000	100.9510	15,142.65	PURCHASED	12,531.30
BANK OF AMERICA CORP SR MTN SER L A/C INT 19.83	12/18/2012	7000	100.4270	7,029.89	PURCHASED	7,070.49
BP CAP MKTS P L C GTD NT D11/6/17 A/C INT 27.27	12/18/2012	17000	100.3550	17,060.35	PURCHASED	16,741.60
CITIGROUP INC SR NT D7/28/20@5.5%	11/6/2012	1000	116.8930	1,168.93	PURCHASED	1,137.64
CITIGROUP INV DT NOYR 8/9/2020 5.375% FA 09	1/4/2012	13000	102.9070	13,377.91	PURCHASED	14,789.32
CITIGROUP INC NT	1/18/2013	6000	99.8230	5,989.38	PURCHASED	6,019.92
COMCAST CORP NEW NOTE7/1/2019 5.7% JJ 01	1/4/2012	7000	116.1080	8,127.56	PURCHASED	8,090.39
COOPERATIVE CENTRALE 10/13/2015 32.125% AO 13	1/4/2012	10000	97.9310	9,793.10	PURCHASED	10,261.00
DIAGEO CAP PLD GTD NT DD5/11/2017 1.5% Aint-3.75	5/29/2012	5000	99.8390	4,991.95	PURCHASED	4,989.20
GLAXOSMITHKLINE CAP GTD NOTE DD5/8/17 1.5% A11	5/29/2012	15000	99.7040	14,955.60	PURCHASED	15,006.75
GLAXOSMITHKLINE CAP GTD NOTE	10/16/2013	1000	100.5140	1,005.14	PURCHASED	1,000.45
GOLDMAN SACHS GROUP INC SR NT ACCD INT-27.95 D	2/24/2012	7000	100.4520	7,031.64	PURCHASED	8,066.80
GOLDMAN SACHS GROUP, INC MED NT 6/15/2020 6.0	1/4/2012	15000	103.0390	15,455.85	PURCHASED	17,199.75
GOLDMAN SACHS GROUP, INC MED NT	10/16/2013	1000	113.6330	1,136.33	PURCHASED	1,146.65
HILLMAN GROUP CAP TR PFD SEC	10/19/2007	76	28.6000	2,173.60	GIFT	2,321.80
JP MORGAN CHASE & CO MEDIUM D3/2/15-4.75%	3/26/2012	7000	100.2510	7,017.57	PURCHASED	7,094.64
JP MORGAN CHASE & CO NT 3/1/2016 3.45%	1/4/2012	9000	101.9140	9,172.26	PURCHASED	9,439.65
JP MORGAN CHASE & CO NT 7/22/2020 4.4%	1/4/2012	7000	101.9126	7,133.88	PURCHASED	7,524.72
KINDER MORGAN ENGY PTNRS D9/1/22-3.95%	3/14/2012	10000	100.0530	10,005.30	PURCHASED	9,744.60
KINDER MORGAN ENGY PTNRS	10/16/2013	1000	97.7670	977.67	PURCHASED	974.46
MERRILL LYNCH & CO INC NOTES 4/25/2018 6.87%	1/4/2012	12000	98.8970	11,867.64	PURCHASED	14,188.44
METLIFE INC SENIOR NOTE 6/1/2016 6.75%	1/4/2012	8000	115.7520	9,260.16	PURCHASED	9,096.24
METLIFE INC SENIOR NOTE A/CINT 14.25D6/1/16	8/17/2012	1000	119.0760	1,190.76	PURCHASED	1,137.03
MORGAN STANLEY SR NT 7/28/2021 5.50%	1/4/2012	13000	92.9288	12,080.74	PURCHASED	14,526.98
MORGAN STANLEY SR NT DD7/28/21 @05.5% A/C INT	11/6/2012	1000	111.7430	1,117.43	PURCHASED	1,117.46
MORGAN STANLEY SR UNSECURED NOTE D3/22/17-4.7	3/26/2012	7000	99.9430	6,996.01	PURCHASED	7,639.24
PETROBAS INTLFIN CO GLBL NT DD2/6/2017	2/6/2012	15000	100.7956	15,119.34	PURCHASED	15,137.25
RIO TINTO FINANCE USA PLC NOTE	7/8/2013	7000	98.2080	6,874.56	PURCHASED	6,997.20
SEMPRA ENERGY NOTE 3/15/2014 2.00%	1/4/2012	9000	101.4980	9,134.82	PURCHASED	9,027.81
SHELL INTL FIN B B GTD NT A/ INT 10.50D1/6/23@2.2	12/18/2012	14000	98.9650	13,855.10	PURCHASED	12,501.02
STATE STRET CPR[SR MPT 3/7/2021 4.37% MS 07	1/4/2012	18000	110.3950	19,871.10	PURCHASED	19,543.68
STATOILHYDRO ASA NOTE 4/15/2019 5.25%	1/4/2012	13000	116.3104	15,120.35	PURCHASED	14,796.60
STATOILHYDRO ASA NOTE D4/15/19@5.25%	11/6/2012	1000	122.4480	1,224.48	PURCHASED	1,138.20
TOTAL CAPITAL INTL SA GTD NOTE	7/8/2013	10000	94.1000	9,410.00	PURCHASED	9,224.40
VERIZON COMMUNICATION INC NOTE	9/18/2013	10000	107.8020	10,780.20	PURCHASED	11,699.60
VERIZON COMMUNICATION INC NOTE	9/19/2013	9000	103.9250	9,353.25	PURCHASED	9,663.21
		<u>302,076.00</u>		<u>312,002.50</u>		<u>318,585.49</u>

MUTUAL FUNDS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
CAPITAL WORLD BOND	12/23/2011	5,456.409	20.5000	111,856.38	PURCHASED	109,073.62
CAPITAL WORLD BOND - DIVIDEND REINVESTD	12/23/2011	50.100	20.2900	1,016.53	PURCHASED	1,001.50
CAPITAL WORLD BOND - REINVESTMENT	3/28/2012	35.699	20.7900	742.18	PURCHASED	713.62
CAPITAL WORLD BOND - REINVESTED	6/27/2012	36.675	20.6900	758.81	PURCHASED	733.13
CAPITAL WORLD BOND	7/2/2012	2,852.457	20.6900	59,017.34	PURCHASED	57,020.62
CAPITAL WORLD BOND - REINV	10/9/2012	39.682	21.4600	851.58	PURCHASED	793.24
CAPITAL WORLD BOND REINVESTED	12/18/2012	72.930	21.1400	1,541.74	PURCHASED	1,457.87
CAPITAL WORLD BOND REINVESTED	12/21/2012	39.670	21.1400	838.62	PURCHASED	793.00
CAPITAL WORLD BOND REINVESTED	12/21/2012	55.058	21.1400	1,163.93	PURCHASED	1,100.61
CAPITAL WORLD BOND REINVESTED	3/27/2013	41.999	20.6100	865.60	PURCHASED	839.56
CAPITAL WORLD BOND REINVESTED	6/26/2013	45.017	19.6301	883.69	PURCHASED	899.89
CAPITAL WORLD BOND REINVESTED	10/8/2013	43.952	20.2102	888.28	PURCHASED	878.60
CAPITAL WORLD BOND REINVESTED	12/20/2013	74.704	19.9801	1,492.59	PURCHASED	1,493.33
CAPITAL WORLD GROWTH & INCOME	12/23/2011	1,829.946	31.6300	57,881.19	PURCHASED	82,786.76
CAPITAL WORLD GROWTH & INCOME-REINV	3/19/2012	23.058	35.7000	823.17	PURCHASED	1,043.14
CAPITAL WORLD GROWTH & INCOME	6/18/2012	64.798	32.9800	2,137.04	PURCHASED	2,931.46
CAPITAL WORLD GROWTH & INCOME	9/24/2012	11.469	36.5400	419.08	PURCHASED	518.86
CAPITAL WORLD GROWTH & INCOME	12/17/2012	18.462	36.8700	680.69	PURCHASED	835.22
CAPITAL WORLD GROWTH & INCOME	2/11/2013	696.840	38.5900	26,891.04	PURCHASED	31,525.04
CAPITAL WORLD GROWTH & INCOME REINV	3/18/2013	13.332	39.3407	524.49	PURCHASED	603.14
CAPITAL WORLD GROWTH & INCOME REINV	6/17/2013	31.678	40.0095	1,267.42	PURCHASED	1,433.11
CAPITAL WORLD GROWTH & INCOME REINV	9/23/2013	11.581	42.8210	495.91	PURCHASED	523.92
CAPITAL WORLD GROWTH & INCOME REINV	12/16/2013	15.324	43.4508	665.84	PURCHASED	693.12
DREYFUS INTL STOCK FUND CL 1	7/2/2012	5,439.510	12.7200	69,190.57	PURCHASED	84,747.57
DREYFUS INTL STOCK FUND CL I - REINV	1/2/2013	108.912	14.5000	1,579.22	PURCHASED	1,696.85
DREYFUS INTL STOCK FUND CL I	7/8/2013	139.475	14.4700	2,018.20	PURCHASED	2,173.02
DREYFUS INTL STOCK FUND CL I	12/17/2013	134.281	15.1800	2,038.39	PURCHASED	2,092.10
FRANKLIN TOTAL RETURN	12/23/2011	18,377.218	10.2700	188,734.03	PURCHASED	181,383.14
FRANKLIN TOTAL RETRN - REINVESTMT	1/3/2012	138.434	10.0600	1,392.65	PURCHASED	1,366.34
FRANKLIN TOTAL RETURN - REINVESTMT	1/3/2012	17.893	10.0600	180.00	PURCHASED	176.60
FRANKLIN TOTAL RETURN - REINVESTMT	1/3/2012	264.022	10.0600	2,656.06	PURCHASED	2,605.90
FRANKLIN TOTAL RETURN-REINVSTMT	1/3/2012	109.197	10.0600	1,098.52	PURCHASED	1,077.77
FRANKLIN TOTAL RETURN - REINVESTED	2/1/2012	75.802	10.2600	777.73	PURCHASED	748.17
FRANKLIN TOTAL RETURN -REINVESTMENT	3/1/2012	64.101	10.3000	660.24	PURCHASED	632.68
FRANKLIN TOTAL RETURN - REINVESTMENT	4/2/2012	67.685	10.2100	691.06	PURCHASED	668.05
FRANKLIN TOTAL RETURN - REINVESTED	5/1/2012	65.694	10.3000	676.65	PURCHASED	648.40
FRANKLIN TOTAL RETURN - REINVESTED	6/1/2012	69.259	10.2500	709.90	PURCHASED	683.59
FRANKLIN TOTAL RETURN - REINVESTED	7/2/2012	45.081	10.3100	464.79	PURCHASED	444.95
FRANKLIN TOTAL RETURN - REINVESTED	8/1/2012	58.259	10.4700	609.97	PURCHASED	575.02
FRANKLIN TOTAL RETURN	9/4/2012	54.717	10.4900	573.98	PURCHASED	540.06
FRANKLIN TOTAL RETURN - REINVSTMT	10/1/2012	52.751	10.5400	556.00	PURCHASED	520.65
FRANKLIN TOTAL RETURN - REINV	11/1/2012	60.019	10.5500	633.20	PURCHASED	592.39
FRANKLIN TOTAL RETURN REINVESTED	12/3/2012	57.265	10.5600	604.72	PURCHASED	565.21
FRANKLIN TOTAL RETURN REINVESTED	1/2/2013	149.229	10.3500	1,544.52	PURCHASED	1,472.89
FRANKLIN TOTAL RETURN REINVESTED	1/2/2013	94.045	10.3500	973.37	PURCHASED	928.22
FRANKLIN TOTAL RETURN REINVESTED	1/2/2013	60.473	10.3501	625.90	PURCHASED	596.87
FRANKLIN TOTAL RETURN REINVESTED	1/2/2013	161.276	10.3500	1,669.21	PURCHASED	1,591.79
FRANKLIN TOTAL RETURN REINVESTED	2/1/2013	45.150	10.2899	464.59	PURCHASED	445.63
FRANKLIN TOTAL RETURN REINVESTED	3/1/2013	47.291	10.3199	488.04	PURCHASED	466.76
FRANKLIN TOTAL RETURN REINVESTED	4/1/2013	52.818	10.3200	545.08	PURCHASED	521.31
FRANKLIN TOTAL RETURN REINVESTED	5/1/2013	61.937	10.4300	646.00	PURCHASED	611.32
FRANKLIN TOTAL RETURN REINVESTED	6/3/2013	54.055	10.2000	551.36	PURCHASED	533.52
FRANKLIN TOTAL RETURN REINVESTED	7/1/2013	43.340	9.9499	431.23	PURCHASED	427.77
FRANKLIN TOTAL RETURN REINVESTED	8/1/2013	61.433	9.9700	612.49	PURCHASED	606.34
FRANKLIN TOTAL RETURN REINVESTED	9/3/2013	38.534	9.8500	379.56	PURCHASED	380.33
FRANKLIN TOTAL RETURN REINVESTED	10/1/2013	67.193	9.9699	669.91	PURCHASED	663.19
FRANKLIN TOTAL RETURN REINVESTED	11/1/2013	64.552	10.0700	650.04	PURCHASED	637.13
FRANKLIN TOTAL RETURN REINVESTED	12/2/2013	69.454	10.0099	695.23	PURCHASED	685.51
LORD ABBOTT SHORT DUR INC FD A	8/2/2011	187,812.246	4.6100	865,814.45	GIFT	854,545.72
LORD ABBOTT SHORT DUR INC FD A	8/3/2011	694.681	4.6100	3,202.48	GIFT	3,160.80

MUTUAL FUNDS
 DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
LORD ABBOTT SHORT DUR INC FD A	9/1/2011	690 859	4.5500	3,143 41	PURCHASED	3,143 41
LORD ABBOTT SHORT DUR INC FD A	10/3/2011	724 889	4 5100	3,269 25	PURCHASED	3,298.24
PIONEER BOND	12/23/2011	19,878 965	9.4500	187,856.22	PURCHASED	189,048 96
PIONEER BOND - REINVESTMENT	1/3/2012	72.101	9.4500	681.35	PURCHASED	685.68
PIONEER BOND	2/2/2012	92.383	9.5700	884 11	PURCHASED	878.56
PIONEER BOND - REINVESTMENT	3/1/2012	92.096	9 6100	885 04	PURCHASED	875.83
PIONEER BOND - REINVESTMENT	4/2/2012	90 184	9 5800	863.96	PURCHASED	857 65
PIONEER BOND - REINVESTED	5/3/2012	89.210	9.6300	859 09	PURCHASED	848.39
PIONEER BOND - REINVESTED	6/1/2012	84.249	9.6400	812 16	PURCHASED	801.21
PIONEER BOND - REINVESTED	7/2/2012	86 936	9.6500	838.93	PURCHASED	826.76
PIONEER BOND - REINVESTED	8/1/2012	75 614	9.7500	737 24	PURCHASED	719.09
PIONEER BOND (DALY RATE)	9/4/2012	75.946	9.8000	744.27	PURCHASED	722.25
PIONEER BOND REINVESTMENT	10/1/2012	76.118	9.8400	749.00	PURCHASED	723 88
PIONEER BOND - REINVESTED	11/1/2012	70 878	9 8800	700 27	PURCHASED	674.05
PIONEER BOND REINVESTED	12/3/2012	70.931	9 8800	700 80	PURCHASED	674.55
PIONEER BOND REINVESTED	1/2/2013	108.198	9.8400	1,064 67	PURCHASED	1,028 96
PIONEER BOND REINVESTED	2/1/2013	66 852	9 8301	657 16	PURCHASED	635.76
PIONEER BOND REINVESTED	3/1/2013	64 950	9 8500	639.76	PURCHASED	617 67
PIONEER BOND REINVESTED	4/1/2013	62.940	9.8500	619 96	PURCHASED	598.56
PIONEER BOND REINVESTED	5/1/2013	61.239	9 9299	608.10	PURCHASED	582.38
PIONEER BOND REINVESTED	6/3/2013	62 153	9.8000	609 10	PURCHASED	591 08
PIONEER BOND REINVESTED	7/1/2013	65.532	9 5801	627.80	PURCHASED	623.21
PIONEER BOND REINVESTED	8/1/2013	65.486	9 5601	626.05	PURCHASED	622.77
PIONEER BOND REINVESTED	9/3/2013	64.632	9.5100	614 65	PURCHASED	614.65
PIONEER BOND REINVESTED	10/1/2013	67 616	9 5600	646 41	PURCHASED	643 03
PIONEER BOND REINVESTED	11/1/2013	67 274	9 6400	648.52	PURCHASED	639 78
PIONEER BOND REINVESTED	12/2/2013	68.282	9.5899	654.82	PURCHASED	649 36
T ROWE PRICE BLUE CHIP GR	12/23/2011	1,013.009	38 5100	39,010.98	PURCHASED	65,440.38
T ROWE PRICE BLUE CHIP CR	1/3/2012	0 577	38 6500	22.30	PURCHASED	37 27
T ROWE PRICE BLUE CHIP GR	12/17/2012	3 897	44 8900	174 94	PURCHASED	251 75
T ROWE PRICE BLUE CHIP GR	7/16/2013	71 663	53 9097	3,863.33	PURCHASED	4,629.43
T. ROW PRICE HIGH YIELD	12/23/2011	17,790.521	6.4400	114,570.96	PURCHASED	127,202.23
T ROWE PRICE HIGH YIELD	1/3/2012	32 943	6 4900	213.80	PURCHASED	235 54
T ROWE PRICE HIGH YIELD (REINVESTED)	2/1/2012	129.640	6.6700	864.70	PURCHASED	926.93
T ROWE PRICE HIGH YIELD - REINVESTMENT	3/1/2012	129 477	6.7900	879 15	PURCHASED	925.76
T ROWE PRICE HIGH YIELD - REINVESTMENT	4/2/2012	136.668	6 7400	921.14	PURCHASED	977 18
T ROWE PRICE HIGH YIELD - REINVESTED	5/1/2012	121 852	6.7600	823 72	PURCHASED	871.24
T ROWE PRICE HIGH YIELD - REINVESTED	6/1/2012	130.540	6 6100	862.87	PURCHASED	933 36
T ROWE PRICE HIGH YIELD - REINVESTED	7/2/2012	126.807	6 7000	849.61	PURCHASED	906.67
T. ROW PRICE HIGH YIELD - REINVESTMENT	8/1/2012	118 049	6 7700	799.19	PURCHASED	844.05
T ROWE PRICE HIGH YIELD (DAILY RATE)	9/4/2012	135 241	6.8100	920.99	PURCHASED	966 97
T ROWE PRICE HIGH YIELD - REINV	10/1/2012	120 430	6 8800	828.56	PURCHASED	861 07
T ROWE PRICE HIGH YIELD - REINVESTED	11/1/2012	128.684	6 9000	887.92	PURCHASED	920 09
T ROWE PRICE HIGH YIELD	12/3/2012	126 524	6.9100	874 28	PURCHASED	904.65
T ROWE PRICE HIGH YIELD	1/2/2013	117 920	6.9800	823 08	PURCHASED	843.13
T ROWE PRICE HIGH YIELD	2/1/2013	108 864	7.0600	768 58	PURCHASED	778.38
T ROWE PRICE HIGH YIELD	3/1/2013	112.818	7 0700	797.62	PURCHASED	806.65
T ROWE PRICE HIGH YIELD	4/1/2013	113 060	7.1300	806 12	PURCHASED	808.38
T ROWE PRICE HIGH YIELD	5/1/2013	107 561	7 2400	778.74	PURCHASED	769.06
T ROWE PRICE HIGH YIELD	6/3/2013	114.321	7.1900	821 97	PURCHASED	817.40
T ROWE PRICE HIGH YIELD	7/1/2013	102.236	6.9400	709 52	PURCHASED	730.99
T ROWE PRICE HIGH YIELD	8/1/2013	106 793	7 0700	755 03	PURCHASED	763.57
T ROWE PRICE HIGH YIELD	9/3/2013	117 174	6 9600	815.53	PURCHASED	837 79
T ROWE PRICE HIGH YIELD	10/1/2013	98.845	7 0100	692 90	PURCHASED	706.74
T ROWE PRICE HIGH YIELD	11/1/2013	104.950	7.1500	750.39	PURCHASED	750.39
T ROWE PRICE HIGH YIELD	12/2/2013	111 750	7 1500	799 01	PURCHASED	799 01
T ROWE PRICE HIGH YIELD	12/9/2013	29 885	7 1400	213.38	PURCHASED	213.68
VANGUARD TTL BD MARKET ETF	12/23/2011	3,296 000	83 9799	276,570 61	PURCHASED	263,844 80
VANGUARD TTL BD MARKET ETF	4/5/2012	129.000	82.9566	10,701.40	PURCHASED	10,326.45
VANGUARD TTL BD MARKET ETF	10/4/2012	65.000	85 0300	5,526.95	PURCHASED	5,203.25
VANGUARD TTL BD MARKET ETF	1/7/2013	70 000	83 9156	5,874 09	PURCHASED	5,603.50

THE EPLEE FOUNDATION, INC
9059 WALKER'S FERRY ROAD
CHARLOTTE, NC 28214-3339

FEDERAL ID # 56-1761082
SCHEDULE D

MUTUAL FUNDS
DECEMBER 31, 2013

	DATE ACQUIRED	SHARES QUANTITY	UNIT COST/ VALUE	TOTAL COST/VALUE	HOW ACQUIRED	MARKET VALUE 12/31/2013
VANGUARD TTL BD MARKET ETF	7/16/2013	45.000	80.5562	3,625.03	PURCHASED	3,602.25
VANGUARD TTL BD MARKET ETF	12/17/2013	46.000	80.3900	3,697.94	PURCHASED	3,682.30
VANGUARD SHORT-TERM BOND ETF	2/11/2013	3,630.000	80.9200	293,739.60	PURCHASED	290,145.90
VANGUARD VALUE ETF	12/17/2013	19.000	74.0516	1,406.98	PURCHASED	1,451.41
ISHARES CORE TOTAL US BOND MARKET	12/23/2011	2,551.000	110.0796	280,813.06	PURCHASED	271,502.93
ISHARES CORE TOTAL US BOND MARKET	4/5/2012	69.000	109.5000	7,555.50	PURCHASED	7,343.67
ISHARES CORE TOTAL US BOND MARKET	1/7/2013	66.000	110.9700	7,324.02	PURCHASED	7,024.38
ISHARES CORE TOTAL US BOND MARKET	7/16/2013	34.000	106.7900	3,630.86	PURCHASED	3,618.62
ISHARES CORE TOTAL US BD MKT	12/17/2013	33.0000	106.6370	3,519.02	PURCHASED	3,512.19
SPDR S&P 500 ETF	11/14/2013	8.000	177.1400	1,417.12	PURCHASED	1,477.52
SPDR S&P 500 ETF	12/17/2013	41.000	178.3368	7,311.81	PURCHASED	7,572.29
		<u>281399.33</u>		<u>2,730,868.87</u>		<u>2,767,902.86</u>