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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](http://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 JOSEPH M WRIGHT CHAR FOUND INC		<b>A Employer identification number</b> 56-1872992
Number and street (or P O box number if mail is not delivered to street address) PO BOX 208	Room/suite	<b>B Telephone number (see instructions)</b> (704) 487-8888
City or town, state or province, country, and ZIP or foreign postal code SHELBY, NC 28151		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,978,807	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	271	271	271	
	<b>4</b> Dividends and interest from securities. . . . .	44,927	44,927	44,927	
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	147,786			
	<b>b</b> Gross sales price for all assets on line 6a 1,795,661				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		147,786		
	<b>8</b> Net short-term capital gain . . . . .			29,358	
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold . . . . .					
<b>c</b> Gross profit or (loss) (attach schedule) . . . . .					
<b>11</b> Other income (attach schedule) . . . . .	7,014		7,014		
<b>12 Total.</b> Add lines 1 through 11 . . . . .	199,998	192,984	81,570		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	3,150	175		
	<b>c</b> Other professional fees (attach schedule) . . . . .				
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,034	2,034		
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	24,844	21,582		
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	30,028	23,791		0
	<b>25</b> Contributions, gifts, grants paid . . . . .	117,450			117,450
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	147,478	23,791		117,450	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	52,520				
<b>b Net investment income</b> (if negative, enter -0-)		169,193			
<b>c Adjusted net income</b> (if negative, enter -0-)			81,570		

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .						
	<b>2</b> Savings and temporary cash investments . . . . .	140,572	112,882	112,882			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	1,600,099	1,682,091	1,862,756			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .						
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)	4,951	3,169	3,169				
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,745,622	1,798,142	1,978,807				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)						
<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0					
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .						
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund						
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	1,745,622	1,798,142				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,745,622	1,798,142					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,745,622	1,798,142					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,745,622
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	52,520
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,798,142
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,798,142

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	147,786
<b>3</b>	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		}	<b>3</b>

**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	79,962	1,830,336	0.043687
2011	96,195	1,959,488	0.049092
2010	83,661	1,855,476	0.045089
2009	105,748	1,685,654	0.062734
2008	119,067	2,149,659	0.055389
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.255991
<b>3</b>	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		<b>3</b> 0.051198
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 1,933,560
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 98,994
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 1,692
<b>7</b>	Add lines 5 and 6.		<b>7</b> 100,686
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 117,450

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

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

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Domestic foundations, Tax under section 511, and Total credits and payments. Values include 1,692 and 2,488.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political purposes, Form 1120-POL, political expenditures, and substantial contributors. Columns for Yes/No.

**Part VII-A Statements Regarding Activities (continued)**

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>HOYT Q BAILEY</b> Telephone no <b>(704) 487-8888</b> Located at <b>600 POLKVILLE ROAD SHELBY NC</b> ZIP +4 <b>28150</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>N/A</b>	<b>16</b>		<b>No</b>

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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?	<b>1c</b>	
<b>2</b>	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))		
<b>a</b>	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>20___, 20___, 20___, 20___</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

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

**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
HOYT Q BAILEY PO BOX 208 SHELBY, NC 28151	CEO 4 00	0	0	0
HOYT G TESSENER 2105 PRESCOTT PLACE RALEIGH, NC 27615	PRESIDENT 3 00	0	0	0
MELANIE KNIGHT 4017 LAKE POINT CIRCLE RALEIGH, NC 27606	VP 1 00	0	0	0
CYNTHIA BUCKINGHAM 7540 DRAYTON COURT RALEIGH, NC 27615	VP 1 00	0	0	0

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

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

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

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

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

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

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

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

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

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . ▶

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,821,126
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	139,428
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	2,451
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,963,005
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,963,005
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	29,445
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,933,560
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	96,678

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	96,678
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	1,692
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	1,692
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	94,986
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	94,986
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	94,986

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	117,450
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	117,450
<b>5</b>	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). . . . .	<b>5</b>	1,692
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	115,758

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				94,986
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			90,006	
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>117,450</u>				
<b>a</b> Applied to 2012, but not more than line 2a			90,006	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				27,444
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				67,542
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .				
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> 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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )

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

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

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

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

HOYT Q BAILEY  
600 POLKVILLE ROAD  
SHELBY, NC 28150  
(704) 487-8888

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

APPLICATIONS MUST BE WRITTEN, MUST INCLUDE EVIDENCE THAT RECIPIENT IS AN EXEMPT CHARITABLE ORGANIZATION, AND MUST INCLUDE FACTS TO SUPPORT NEED

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**c** Any submission deadlines

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 117,450
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b>





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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
ABBVIE INC	P	2013-04-03	2013-06-26
ALLIANCE DATA SYS	P	2013-04-03	2013-09-04
AQR FDS RISK PARITY FD	P	2013-01-30	2013-05-06
CBS CORP NEW	P	2013-04-03	2013-11-27
DELTA AIRLINES	P	2013-04-03	2013-07-31
F5 NETWORKS INC	P	2012-08-23	2013-04-03
GENUINE PARTS	P	2013-05-14	2013-05-23
JPMORGAN CHASE & CO	P	2013-10-15	2013-11-27
MARATHON PETE CORP	P	2013-04-03	2013-09-27
NOBLE CORP	P	2013-03-27	2013-04-03
REGIONS FINL CORP	P	2013-07-31	2013-11-29
THERMO ELECTRON CORP	P	2013-04-03	2013-09-04
WHIRLPOOL CORP	P	2013-06-24	2013-09-26
BANCO LATINO AMERICAN DE COMERCIO	P	2012-02-07	2013-10-07
EATON VANCE TAX MAN GLBL	P	2012-02-07	2013-10-07
HONEYWELL INTERNATIONAL	P	2012-04-26	2013-12-13
MCKESSON HBOC INC	P	2011-09-16	2013-04-03
NATIONAL-OILWELL INC	P	2011-09-16	2013-03-06
PIMCO TOTAL RETURN FD	P	2012-07-30	2013-10-23
TELEFONICA BRASIL SA SPONSORED	P	2011-09-16	2013-02-22
MFS GOVT MKT INCOME	P	2011-09-16	2013-11-01
VANGUARD REIT ETF	P	2011-09-15	2013-05-06
ABSOLUTE STRATEGIES FD	P	2012-08-01	2013-01-30
ALLIED WORLD ASSURANCE	P	2012-07-17	2013-04-03
AQR FDS RISK PARITY FD	P	2013-01-30	2013-10-15
CENTURYTEL INC	P	2013-05-14	2013-08-20
DELTA AIRLINES	P	2013-10-15	2013-11-27
GANNETT INC	P	2013-05-14	2013-10-07
GENUINE PARTS	P	2012-06-28	2013-05-23
JOHNSON CTLS INC	P	2013-10-15	2013-11-27

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MARATHON PETE CORP	P	2013-04-03	2013-09-27
OCCIDENTAL PETE CORP	P	2012-04-18	2013-03-27
REINSURANCE GROUP AMER	P	2013-06-27	2013-07-31
THERMO ELECTRON CORP	P	2013-10-15	2013-11-27
WYNDHAM WORLDWIDE CORP	P	2013-04-03	2013-06-24
BANCO LATINO AMERICAN DE COMERCIO	P	2011-09-16	2013-10-07
F5 NETWORKS	P	2011-09-16	2013-04-03
HOSPITALITY PPTYS TR COM	P	2011-10-19	2013-10-07
MEDTRONIC INC	P	2011-05-18	2013-04-03
NOBLE CORP	P	2011-10-27	2013-04-03
POWERSHARES EXCHANGE	P	2012-09-10	2013-10-07
TELEFONICA BRASIL SA SPONSORED	P	2011-10-19	2013-02-22
MICROSOFT CORP	P	2008-03-18	2013-06-24
VANGUARD REIT ETF	P	2011-09-15	2013-11-01
AFLAC INC	P	2012-11-19	2013-02-20
ALLIED WORLD ASSURANCE	P	2012-07-18	2013-04-03
AUTOZONE INC	P	2013-03-06	2013-04-03
CIGNA CORP	P	2013-04-03	2013-06-24
DIGITAL REALTY TR	P	2013-05-14	2013-10-07
GANNETT INC	P	2013-02-22	2013-10-07
GLOBAL X FDS GLB X CDA PFD	P	2012-06-28	2013-01-29
KIMBERLY CLARK CORP	P	2012-06-28	2013-04-26
MATTEL INC	P	2013-04-03	2013-07-31
OCCIDENTAL PETE CORP	P	2012-04-18	2013-04-03
REINSURANCE GROUP AMER	P	2013-06-27	2013-07-31
THERMO ELECTRON CORP	P	2013-04-03	2013-11-27
ALERIAN MLP ETF	P	2012-10-10	2013-11-01
BANCO LATINO AMERICAN DE COMERCIO	P	2011-09-16	2013-11-01
GATX CORP	P	2011-09-16	2013-10-07
HOSPITALITY PPTYS TR COM	P	2011-10-19	2013-11-01

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MERCK & CO	P	2011-09-16	2013-03-11
NORFOLK SOUTHERN CORP	P	2011-09-16	2013-03-27
POWERSHARES EXCHANGE	P	2012-09-10	2013-11-01
TORTOISE ENERGY INFRASTRUCTURE	P	2012-02-07	2013-08-09
MICROSOFT CORP	P	2008-03-18	2013-09-04
AGCO CORP	P	2013-10-15	2013-11-27
ALLIED WORLD ASSURANCE	P	2012-08-08	2013-04-03
AUTOZONE INC	P	2013-01-30	2013-04-03
CISCO SYS INC	P	2013-04-03	2013-09-05
DODGE & COX INCOME	P	2013-10-23	2013-11-01
GANNETT INC	P	2013-02-25	2013-10-07
GLOBAL X FDS GLB X CDA PFD	P	2012-02-08	2013-01-29
KLA-TENCOR CORP	P	2013-04-03	2013-09-04
MAXIM INTEGRATED PRODUCTS	P	2013-04-03	2013-06-24
OCCIDENTAL PETE CORP	P	2012-09-07	2013-04-03
REINSURANCE GROUP AMER	P	2013-06-27	2013-08-01
TIME WARNER CABLE	P	2013-03-06	2013-04-03
ALERIAN MLP ETF	P	2012-10-10	2013-12-13
CAPITAL ONE FINANCIAL	P	2011-10-27	2013-01-22
GATX CORP	P	2011-09-16	2013-11-01
INTERNATIONAL BUSINESS MACHS	P	2011-05-17	2013-04-03
MFS GOVT MKT INCOME	P	2012-02-08	2013-10-07
NORTHEAST UTILS COM	P	2012-02-01	2013-04-03
RAYONIER INC	P	2011-10-19	2013-10-07
TORTOISE ENERGY INFRASTRUCTURE	P	2012-02-08	2013-08-09
PIMCO ALL ASSET ALL AUTH FD	P	2011-09-15	2013-05-06
AGCO CORP	P	2013-09-26	2013-11-27
ALLIED WORLD ASSURANCE	P	2012-11-02	2013-04-03
AXIS CAPITAL HOLDINGS	P	2013-04-03	2013-09-05
CISCO SYS INC	P	2013-04-03	2013-09-05

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DU PONT E I DE NEMOURS	P	2013-05-14	2013-05-23
GANNETT INC	P	2013-02-25	2013-11-01
GLOBAL X FDS GLB X CDA PFD	P	2012-02-07	2013-01-29
KLA-TENCOR CORP	P	2013-04-03	2013-09-05
MERCK & CO	P	2012-06-28	2013-03-11
OPPENHEIMER DVLPING MKTS	P	2013-01-30	2013-11-01
REINSURANCE GROUP AMER	P	2013-06-27	2013-08-01
TIME WARNER CABLE	P	2013-03-07	2013-04-03
ALLIANT ENERGY CORP	P	2011-09-16	2013-04-03
CAPITAL ONE FINANCIAL	P	2011-09-16	2013-01-22
GENUINE PARTS	P	2012-06-28	2013-10-07
ISHARES S&P PFD STK INDX	P	2012-10-12	2013-10-15
MFS GOVT MKT INCOME	P	2012-02-07	2013-10-07
OLIN CORP	P	2012-06-28	2013-10-07
RAYONIER INC	P	2011-10-19	2013-11-01
TUPPERWARE CORP	P	2012-02-08	2013-03-12
PIMCO ALL ASSET ALL AUTH FD	P	2011-09-15	2013-10-15
AGCO CORP	P	2013-09-27	2013-11-27
ALLSTATE CORP	P	2013-04-03	2013-06-24
AXIS CAPITAL HOLDINGS	P	2013-04-03	2013-09-06
CISCO SYS INC	P	2013-04-03	2013-11-27
EATON CORP	P	2013-05-14	2013-10-07
GAP INC	P	2013-10-15	2013-12-24
HANESBRANDS INC	P	2013-06-25	2013-09-04
KLA-TENCOR CORP	P	2013-04-03	2013-09-05
MET LIFE	P	2013-10-15	2013-11-27
PENNYMAC MTG INVT TR	P	2013-05-14	2013-10-07
REINSURANCE GROUP AMER	P	2013-06-27	2013-08-01
TJX COMPANIES	P	2012-11-19	2013-02-15
AMERICAN CAMPUS CMNTYS	P	2011-09-16	2013-08-09

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<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
CENTURYTEL INC	P	2011-10-10	2013-08-20
GENUINE PARTS	P	2011-09-16	2013-10-07
KIMBERLY CLARK CORP	P	2011-09-16	2013-04-26
MFS GOVT MKT INCOME	P	2012-06-28	2013-10-07
OLIN CORP	P	2011-09-16	2013-10-07
RAYONIER INC	P	2011-10-19	2013-12-13
TUPPERWARE CORP	P	2012-02-08	2013-03-15
PIMCO ALL ASSET ALL AUTH FD	P	2011-09-15	2013-12-12
AGCO CORP	P	2013-09-27	2013-11-27
AMERICAN CAMPUS CMNTYS	P	2013-05-14	2013-08-09
BANCO LATINO AMERICAN DE COMERCIO	P	2013-05-23	2013-10-07
CISCO SYS INC	P	2013-10-15	2013-11-27
EATON CORP	P	2013-04-19	2013-10-07
GAP INC	P	2013-10-15	2013-12-26
HERCULES TECHNOLOGY GROWTH	P	2013-05-14	2013-10-07
KROGER CO	P	2013-04-03	2013-06-24
MICROCHIP TECHNOLOGY	P	2013-05-14	2013-10-07
PENNYMAC MTG INVT TR	P	2013-05-14	2013-11-01
REINSURANCE GROUP AMER	P	2013-06-26	2013-08-01
TJX COMPANIES	P	2012-11-19	2013-02-15
AMERICAN CAP AGY CORP	P	2011-09-16	2013-08-20
CHEVRONTEXACO CORP	P	2011-09-16	2013-04-03
GENUINE PARTS	P	2011-09-16	2013-11-01
KIMBERLY CLARK CORP	P	2011-09-16	2013-04-26
MICROCHIP TECHNOLOGY	P	2012-09-07	2013-10-07
OLIN CORP	P	2011-09-16	2013-11-01
RAYONIER INC	P	2011-10-20	2013-12-13
WINDSTREAM CORP	P	2011-09-16	2013-02-22
ROWE T PRICE SMALL CAP STOCK	P	2011-09-16	2013-10-23
AGCO CORP	P	2013-09-27	2013-11-29

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<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
AMERICAN CAP AGY CORP	P	2013-04-03	2013-06-24
BANCO LATINO AMERICAN DE COMERCIO	P	2013-05-14	2013-10-07
COACH INC COMM	P	2012-05-02	2013-01-23
EATON CORP	P	2013-04-19	2013-11-01
GAP INC	P	2013-07-31	2013-12-26
HERTZ GLOBAL HOLDINGS	P	2013-04-03	2013-06-24
LINCOLN NATL CORP	P	2013-10-15	2013-11-27
MICROSOFT CORP	P	2013-04-03	2013-09-04
PFIZER INC	P	2013-05-14	2013-11-01
ROWE T PRICE SMALL CAP STOCK	P	2013-10-15	2013-10-23
TORTOISE ENERGY INFRASTRUCTURE	P	2013-05-23	2013-11-01
ANHEUSER BUSCH INBEV	P	2011-09-16	2013-04-03
COCA-COLA	P	2011-09-16	2013-04-03
GILEAD SCIENCES	P	2011-09-16	2013-04-03
KRAFT FOODS GROUP	P	2011-09-16	2013-10-07
MICROCHIP TECHNOLOGY	P	2011-09-16	2013-10-07
OMEGA HEALTHCARE INVS	P	2011-10-19	2013-05-23
RAYONIER INC	P	2011-09-16	2013-01-29
DODGE & COX INCOME	P	2011-09-15	2013-01-30
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2013-08-09
AGILENT TECHNOLOGIES	P	2012-08-08	2013-04-03
AMERICAN CAP AGY CORP	P	2013-05-14	2013-08-20
BCE INC	P	2013-04-03	2013-06-24
COCA-COLA ENTERPRISES	P	2013-04-03	2013-06-24
EATON VANCE TAX MAN GLBL	P	2013-05-14	2013-11-01
GAP INC	P	2013-09-27	2013-12-26
HERTZ GLOBAL HOLDINGS	P	2013-04-03	2013-09-26
LORILLARD INC	P	2012-08-16	2013-02-27
MONDELEZ INTL INC	P	2012-11-19	2013-04-03
PIMCO ALL ASSET ALL AUTH FD	P	2013-01-30	2013-05-06

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(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.)
ROWE T PRICE SMALL CAP STOCK	P	2013-02-04	2013-10-23
UNION PAC CORP	P	2013-03-27	2013-04-03
ANNALY CAP MGMT	P	2011-09-16	2013-05-14
DIGITAL RLTY TR	P	2011-10-19	2013-10-07
GOOGLE INC	P	2011-05-17	2013-04-03
KRAFT FOODS GROUP	P	2011-09-16	2013-11-01
MICROCHIP TECHNOLOGY	P	2011-09-16	2013-11-01
OMEGA HEALTHCARE INVS	P	2011-10-19	2013-10-07
REALTY INCOME CORP	P	2011-09-16	2013-10-07
DODGE & COX INCOME	P	2011-09-15	2013-05-06
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2013-08-12
AIRCASTLE LTD ADR	P	2013-05-31	2013-10-07
AMERICAN CAP LTD	P	2012-11-08	2013-04-03
BLACKROCK INC	P	2013-04-03	2013-06-24
CONAGRA INC	P	2013-04-03	2013-09-04
ENBRIDGE INC	P	2013-03-06	2013-04-03
GENERAL ELEC	P	2013-02-07	2013-04-03
HOME DEPOT	P	2013-04-03	2013-06-24
LORILLARD INC	P	2013-10-15	2013-11-27
MONDELEZ INTL INC	P	2012-11-19	2013-04-03
PIMCO TOTAL RETURN FD	P	2012-07-30	2013-01-30
SBA COMMUNICATIONS	P	2012-11-30	2013-04-03
UNITEDHEALTH GROUP	P	2012-08-08	2013-04-03
APPLE COMPUTER	P	2011-09-16	2013-04-03
DIGITAL RLTY TR	P	2011-10-19	2013-11-01
HERCULES TECHNOLOGY GROWTH	P	2011-09-16	2013-10-07
LOCKHEED MARTIN CORP	P	2011-09-16	2013-01-29
MOODYS CORP	P	2011-10-27	2013-02-06
OMEGA HEALTHCARE INVS	P	2011-10-19	2013-11-01
REALTY INCOME CORP	P	2011-09-16	2013-11-01

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
EATON VANCE TAX MAN GLBL	P	2011-09-16	2013-10-07
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2013-08-13
AIRCASTLE LTD ADR	P	2013-05-30	2013-10-07
AMERICAN INTL GROUP	P	2012-08-20	2013-04-03
BOEING CO	P	2012-09-05	2013-01-08
CONAGRA INC	P	2013-04-03	2013-09-05
ENSCO PLC SHS	P	2013-04-03	2013-07-31
GENERAL ELEC	P	2012-11-19	2013-04-03
HONEYWELL INTERNATIONAL	P	2013-05-14	2013-10-07
MACYS INC	P	2013-04-03	2013-09-04
MYLAN LABORATORIES	P	2013-10-15	2013-11-27
POWERSHARES EXCHANGE	P	2013-05-14	2013-10-07
SEAGATE TECHNOLOGY	P	2013-04-03	2013-06-24
US BANCORP DEL	P	2013-04-03	2013-06-24
AQR FDS RISK PARITY FD	P	2012-07-11	2013-10-15
DU PONT E I DE NEMOURS	P	2012-02-07	2013-05-23
HERCULES TECHNOLOGY GROWTH	P	2011-09-16	2013-11-01
LORILLARD INC	P	2012-02-08	2013-02-27
MOODYS CORP	P	2011-09-16	2013-02-06
PACKAGING CORP AMER	P	2011-09-16	2013-04-03
ROCKWOOD HLDGS INC	P	2011-09-16	2013-04-03
EATON VANCE TAX MAN GLBL	P	2011-09-16	2013-11-01
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2013-08-14
AIRCASTLE LTD ADR	P	2013-05-30	2013-11-01
AMERICAN INTL GROUP	P	2012-08-15	2013-04-03
BOEING CO	P	2013-10-15	2013-11-27
CONAGRA INC	P	2013-04-03	2013-09-05
EPR PPTYS COM	P	2013-08-20	2013-10-07
GENERAL ELEC	P	2012-11-19	2013-04-03
HOTCHKIS & WILEY FUNDS HY	P	2012-07-30	2013-01-30

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

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
MACYS INC	P	2013-04-03	2013-09-05
NEW RESIDENTIAL INVT CORP	P	2013-05-22	2013-10-07
PULTE CORP	P	2012-12-19	2013-04-03
SNAP-ON INC	P	2013-04-03	2013-06-24
US BANCORP DEL	P	2013-02-20	2013-06-24
AQR FDS RISK PARITY FD	P	2012-07-30	2013-10-15
DU PONT E I DE NEMOURS	P	2011-09-16	2013-05-23
HONEYWELL INTERNATIONAL	P	2011-10-27	2013-04-03
LTC PPTYS INC	P	2011-09-16	2013-08-09
MYLAN LABORATORIES	P	2011-09-16	2013-04-03
PFIZER INC	P	2012-06-28	2013-10-07
ROWE T PRICE SMALL CAP STOCK	P	2012-07-30	2013-10-23
EUROPACIFIC GROWTH FD	P	2011-09-15	2013-11-01
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2013-10-07
ALERIAN MLP ETF	P	2012-10-09	2013-10-07
AMERICAN INTL GROUP	P	2012-08-08	2013-04-03
BRISTOL MYERS SQUIBB	P	2012-08-08	2013-04-03
CONAGRA INC	P	2013-04-03	2013-09-06
EPR PPTYS COM	P	2013-08-20	2013-11-01
GENERAL ELEC	P	2013-05-14	2013-10-07
INVESCO MORTGAGE CAPITAL	P	2013-05-14	2013-10-07
MAGNA INTERNATIONAL INC	P	2013-04-03	2013-07-31
NEW RESIDENTIAL INVT CORP	P	2013-05-22	2013-11-01
RAYONIER INC	P	2013-05-14	2013-12-13
SPDR TR S&P 500 INDEX	P	2012-10-15	2013-01-30
VALERO ENERGY COM	P	2013-03-06	2013-04-03
AT&T INC	P	2011-09-16	2013-10-07
DU PONT E I DE NEMOURS	P	2011-09-16	2013-10-07
HONEYWELL INTERNATIONAL	P	2011-09-16	2013-04-03
LTC PPTYS INC	P	2011-09-16	2013-10-07

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
MYLAN LABORATORIES	P	2011-09-16	2013-06-24
PFIZER INC	P	2011-09-16	2013-10-07
SANDISK CORP	P	2011-09-16	2013-04-03
ISHARES S&P PFD STK INDX	P	2011-09-16	2013-10-07
TORTOISE ENERGY INFRASTRUCTURE	P	2011-09-16	2013-11-01
ALERIAN MLP ETF	P	2012-10-10	2013-10-07
AMGEN INC	P	2013-04-03	2013-06-24
CAREFUSION CORP	P	2013-04-03	2013-06-24
CONAGRA INC	P	2013-04-03	2013-09-06
EUROPACIFIC GROWTH FD	P	2013-01-30	2013-10-23
GENERAL ELEC	P	2013-02-07	2013-10-07
INVESCO MORTGAGE CAPITAL	P	2013-05-14	2013-11-01
MARATHON PETE CORP	P	2013-04-03	2013-09-26
NEWCASTLE INVESTMENT CORP	P	2013-05-14	2013-10-07
REGIONS FINL CORP	P	2013-10-15	2013-11-27
TCWFDS INC	P	2012-10-12	2013-06-20
WALMART STORES	P	2013-02-27	2013-04-03
AT&T INC	P	2011-09-16	2013-11-01
DU PONT E I DE NEMOURS	P	2011-09-16	2013-11-01
HONEYWELL INTERNATIONAL	P	2012-04-26	2013-10-07
LTC PPTYS INC	P	2011-09-16	2013-11-01
NATIONAL HEALTH INVS	P	2011-09-16	2013-10-07
PFIZER INC	P	2011-09-16	2013-11-01
SCHLUMBERGER LTD	P	2011-09-16	2013-04-03
ISHARES S&P PFD STK INDX	P	2011-09-16	2013-11-01
UNILEVER N V NEW YORK	P	2008-03-20	2013-04-03
ALERIAN MLP ETF	P	2013-05-14	2013-12-13
APPLE COMPUTER	P	2013-02-07	2013-09-04
CBS CORP NEW	P	2013-10-15	2013-11-27
DANAHER CORP	P	2012-04-04	2013-04-03

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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
EUROPACIFIC GROWTH FD	P	2013-01-30	2013-11-01
GENERAL ELEC	P	2013-02-07	2013-11-01
JPMORGAN CHASE & CO	P	2012-10-22	2013-04-03
MARATHON PETE CORP	P	2013-04-03	2013-09-26
NEWCASTLE INVESTMENT CORP	P	2013-05-14	2013-11-01
REGIONS FINL CORP	P	2013-07-31	2013-11-27
THERMO ELECTRON CORP	P	2013-04-03	2013-09-05
WALGREEN CO	P	2012-07-19	2013-04-03
ATMEL CORP	P	2011-09-16	2013-02-07
EAST WEST BANCORP	P	2011-09-16	2013-04-03
HONEYWELL INTERNATIONAL	P	2012-04-26	2013-11-01
MASTERCARD INC	P	2011-09-16	2013-04-03
NATIONAL HEALTH INVS	P	2011-09-16	2013-11-01
PIMCO TOTAL RETURN FD	P	2012-07-30	2013-10-15
SCHLUMBERGER LTD	P	2011-10-27	2013-04-03
MFS GOVT MKT INCOME	P	2011-09-16	2013-10-07
VANGUARD REIT ETF	P	2011-09-15	2013-01-30

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,041		1,909	132
1,587		1,280	307
20,853		19,752	1,101
8,935		6,992	1,943
2,107		1,493	614
1,930		2,075	-145
983		947	36
1,559		1,422	137
776		1,116	-340
2,777		2,875	-98
2,596		2,702	-106
454		394	60
1,327		1,010	317
1,176		939	237
69		62	7
523		364	159
5,422		3,817	1,605
4,721		4,642	79
19,998		20,988	-990
6,669		8,179	-1,510
324		381	-57
24,113		17,617	6,496
67,810		68,972	-1,162
1,949		1,673	276
3,388		3,486	-98
525		604	-79
2,365		1,946	419
844		723	121
328		235	93
1,204		1,000	204

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,846		3,666	-820
2,892		3,260	-368
2,393		2,380	13
2,628		2,398	230
6,033		7,203	-1,170
2,328		1,619	709
2,757		2,531	226
4,599		3,763	836
7,531		7,079	452
3,069		3,093	-24
3,704		3,741	-37
292		341	-49
1,385		1,254	131
7,903		6,296	1,607
3,246		3,337	-91
1,856		1,588	268
1,997		1,881	116
2,127		1,945	182
528		651	-123
4,294		3,336	958
58		56	2
206		164	42
6,855		7,141	-286
3,206		3,524	-318
137		136	1
8,187		6,385	1,802
3,257		3,023	234
1,181		767	414
4,460		3,453	1,007
1,002		775	227

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
7,944		6,019	1,925
7,162		6,618	544
868		872	-4
181		165	16
2,774		2,723	51
2,266		2,446	-180
2,134		1,821	313
5,991		5,461	530
947		849	98
19,966		20,010	-44
383		297	86
1,667		1,718	-51
116		103	13
5,498		6,378	-880
3,126		3,349	-223
3,654		3,628	26
2,517		2,322	195
12,476		10,372	2,104
1,907		1,567	340
1,034		719	315
3,208		2,642	566
17		20	-3
3,998		3,241	757
5,293		3,819	1,474
226		206	20
20,546		19,586	960
349		367	-18
4,083		3,442	641
42		42	
3,005		2,696	309

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
720		717	3
1,242		891	351
1,566		1,611	-45
813		727	86
475		443	32
11,913		11,293	620
138		136	2
5,615		5,174	441
10,072		8,106	1,966
3,701		2,897	804
319		235	84
33,523		35,827	-2,304
28		34	-6
585		526	59
892		756	136
4,098		3,298	800
28,184		28,753	-569
3,545		3,719	-174
6,244		6,649	-405
6,552		6,490	62
3,064		3,057	7
747		717	30
2,316		2,192	124
739		606	133
2,274		2,024	250
1,363		1,264	99
2,590		2,733	-143
483		474	9
894		882	12
7,177		7,503	-326

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
5,714		5,835	-121
4,868		3,310	1,558
7,112		4,784	2,328
62		75	-13
5,425		4,750	675
798		756	42
5,339		4,231	1,108
29,526		30,652	-1,126
1,281		1,341	-60
523		628	-105
1,176		1,120	56
1,043		1,141	-98
3,937		3,308	629
311		292	19
764		676	88
1,146		1,107	39
1,019		974	45
551		575	-24
896		876	20
2,503		2,459	44
3,179		4,427	-1,248
1,545		1,296	249
1,102		760	342
7,943		5,338	2,605
4,272		3,667	605
1,189		1,045	144
2,518		2,378	140
4,276		6,594	-2,318
66,707		52,607	14,100
1,862		1,951	-89

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
4,291		6,190	-1,899
735		697	38
4,765		6,810	-2,045
1,057		856	201
6,685		7,899	-1,214
1,304		1,343	-39
2,003		1,719	284
3,241		3,004	237
1,051		1,002	49
15,528		15,114	414
2,158		2,079	79
7,879		4,065	3,814
7,295		6,429	866
14,028		5,907	8,121
1,232		849	383
431		368	63
1,039		474	565
8,028		6,152	1,876
29,971		29,127	844
2,264		1,829	435
3,371		3,365	6
279		376	-97
4,861		5,533	-672
6,251		6,711	-460
316		287	29
1,399		1,453	-54
6,160		6,623	-463
1,864		2,007	-143
676		569	107
10,306		10,306	

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
32,260		26,086	6,174
1,124		1,125	-1
4,227		5,172	-945
2,800		3,068	-268
11,393		7,649	3,744
381		258	123
1,285		1,003	282
6,323		3,302	3,021
2,500		2,156	344
102,581		99,119	3,462
224		183	41
4,134		3,741	393
8,239		6,661	1,578
6,369		6,628	-259
711		744	-33
3,900		3,716	184
2,894		2,810	84
7,159		6,909	250
1,541		1,419	122
3,288		2,760	528
18,396		18,824	-428
3,618		3,450	168
5,935		5,026	909
9,139		8,366	773
670		821	-151
3,461		2,201	1,260
7,370		6,195	1,175
711		532	179
1,392		663	729
542		445	97

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
2,599		2,079	520
750		622	128
18		16	2
3,842		3,397	445
5,227		5,104	123
1,052		1,098	-46
5,956		5,981	-25
1,204		1,076	128
1,151		1,108	43
1,165		1,093	72
2,278		2,056	222
568		583	-15
1,395		1,247	148
534		509	25
31,554		31,526	28
498		465	33
852		524	328
7,572		7,361	211
5,215		3,604	1,611
13,996		8,386	5,610
7,318		5,822	1,496
246		189	57
1,452		1,207	245
885		737	148
1,824		1,605	219
1,348		1,188	160
338		354	-16
4,009		4,287	-278
2,523		2,247	276
34,269		32,666	1,603

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
6,291		5,845	446
1,200		1,266	-66
4,619		4,357	262
6,858		6,476	382
5,798		5,529	269
6,209		6,329	-120
388		329	59
2,081		1,494	587
1,174		853	321
653		476	177
833		650	183
26,058		20,148	5,910
6,499		5,029	1,470
13,650		11,081	2,569
11,730		11,106	624
6,326		5,249	1,077
10,640		8,373	2,267
1,963		2,054	-91
976		970	6
597		575	22
2,167		2,858	-691
1,382		1,057	325
328		343	-15
588		841	-253
26,204		24,929	1,275
3,239		3,728	-489
3,427		2,910	517
4,326		3,483	843
6,542		4,148	2,394
3,251		2,422	829

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
999		683	316
5,399		3,493	1,906
6,631		5,246	1,385
7,980		7,882	98
863		658	205
3,601		3,403	198
2,122		2,310	-188
8,273		7,844	429
2,574		2,691	-117
86,814		77,297	9,517
3,151		2,955	196
444		584	-140
767		767	
1,221		2,761	-1,540
2,531		2,503	28
32,926		35,698	-2,772
916		863	53
765		605	160
918		706	212
5,917		4,363	1,554
748		528	220
4,487		3,695	792
340		204	136
6,864		6,843	21
1,676		1,636	40
6,059		4,758	1,301
2,119		2,209	-90
1,494		1,399	95
2,861		2,785	76
7,692		6,914	778

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
12,145		10,957	1,188
864		739	125
1,904		1,672	232
1,663		2,166	-503
263		579	-316
5,376		5,566	-190
1,090		946	144
9,227		6,726	2,501
3,310		5,609	-2,299
8,239		5,609	2,630
1,572		1,091	481
12,965		8,386	4,579
1,055		795	260
78,783		83,447	-4,664
821		816	5
1,473		1,751	-278
6,165		4,951	1,214

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			132
			307
			1,101
			1,943
			614
			-145
			36
			137
			-340
			-98
			-106
			60
			317
			237
			7
			159
			1,605
			79
			-990
			-1,510
			-57
			6,496
			-1,162
			276
			-98
			-79
			419
			121
			93
			204

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-820
			-368
			13
			230
			-1,170
			709
			226
			836
			452
			-24
			-37
			-49
			131
			1,607
			-91
			268
			116
			182
			-123
			958
			2
			42
			-286
			-318
			1
			1,802
			234
			414
			1,007
			227

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,925
			544
			-4
			16
			51
			-180
			313
			530
			98
			-44
			86
			-51
			13
			-880
			-223
			26
			195
			2,104
			340
			315
			566
			-3
			757
			1,474
			20
			960
			-18
			641
			309

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3
			351
			-45
			86
			32
			620
			2
			441
			1,966
			804
			84
			-2,304
			-6
			59
			136
			800
			-569
			-174
			-405
			62
			7
			30
			124
			133
			250
			99
			-143
			9
			12
			-326

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-121
			1,558
			2,328
			-13
			675
			42
			1,108
			-1,126
			-60
			-105
			56
			-98
			629
			19
			88
			39
			45
			-24
			20
			44
			-1,248
			249
			342
			2,605
			605
			144
			140
			-2,318
			14,100
			-89

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,899
			38
			-2,045
			201
			-1,214
			-39
			284
			237
			49
			414
			79
			3,814
			866
			8,121
			383
			63
			565
			1,876
			844
			435
			6
			-97
			-672
			-460
			29
			-54
			-463
			-143
			107

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			6,174
			-1
			-945
			-268
			3,744
			123
			282
			3,021
			344
			3,462
			41
			393
			1,578
			-259
			-33
			184
			84
			250
			122
			528
			-428
			168
			909
			773
			-151
			1,260
			1,175
			179
			729
			97

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			520
			128
			2
			445
			123
			-46
			-25
			128
			43
			72
			222
			-15
			148
			25
			28
			33
			328
			211
			1,611
			5,610
			1,496
			57
			245
			148
			219
			160
			-16
			-278
			276
			1,603

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			446
			-66
			262
			382
			269
			-120
			59
			587
			321
			177
			183
			5,910
			1,470
			2,569
			624
			1,077
			2,267
			-91
			6
			22
			-691
			325
			-15
			-253
			1,275
			-489
			517
			843
			2,394
			829

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			316
			1,906
			1,385
			98
			205
			198
			-188
			429
			-117
			9,517
			196
			-140
			-1,540
			28
			-2,772
			53
			160
			212
			1,554
			220
			792
			136
			21
			40
			1,301
			-90
			95
			76
			778

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,188
			125
			232
			-503
			-316
			-190
			144
			2,501
			-2,299
			2,630
			481
			4,579
			260
			-4,664
			5
			-278
			1,214

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN LEGION PO BOX 21016 TULSA,OK 74121	N/A	501(C)3	VETERANS SERVICES	100
BAPTIST CHILDREN'S HOMES OF NC PO BOX 338 THOMASVILLE,NC 27361	N/A	501(C)3	GENERAL SERVICES	2,000
BOYS & GIRLS CLUB OF CLEVELAND COUN PO BOX 2001 SHELBY,NC 28151	N/A	501(C)3	ONGOING OPERATIONS	2,000
BROTHERS IN CHRIST OUTREACH MINISTR PO BOX 1264 SHELBY,NC 28151	N/A	501(C)3	YOUTH DEVELOPMENT	2,000
CLEVELAND COMMUNITY COLLEGE FDN 137 S POST STREET SHELBY,NC 28150	N/A	501(C)3	EDUCATION	10,000
CLEVELAND COUNTY HEARTS & HOOVES 1205 NORTHSIDE DRIVE SHELBY,NC 28150	N/A	501(C)3	PROGRAMS FOR DISABLED	500
CLEVELAND COUNTY HUMANE SOCIETY 1609 E MARION STREET SHELBY,NC 28150	N/A	501(C)3	ANIMAL CARE	2,500
CLEVELAND COUNTY RESCUE MISSION PO BOX 1272 SHELBY,NC 28151	N/A	501(C)3	HOUSING	3,000
COMMUNITIES IN SCHOOLS 215 S WASHINGTON ST 104 SHELBY,NC 28150	N/A	501(C)3	EDUCATION	250
COURAGE FOR KIDS PO BOX 3264 ALEXANDRIA,VA 22302	N/A	501(C)3	YOUTH DEVELOPMENT	200
CREST HIGH SCHOOL FFA 800 OLD BOILING SPRINGS SHELBY,NC 28152	N/A	501(C)3	EDUCATION	2,000
EKCRIDGE GROVE BAPTIST CHURCH WASHBURN SWITCH ROAD SHELBY,NC 28150	N/A	501(C)3	ONGOING OPERATIONS	3,000
EMPTY STOCKING FUND 315 E GRAHAM STREET SHELBY,NC 28150	N/A	501(C)3	GENERAL SERVICES	10,000
FIRST BAPTIST CHURCH 120 N LAFAYETTE STREET SHELBY,NC 28150	N/A	501(C)3	ONGOING OPERATIONS	26,500
FRONTIERS OF FREEDOM 4094 MAJESTIC BLVD FAIRFAX,VA 22033	N/A	501(C)3	VETERANS SERVICES	200
<b>Total . . . . .</b>				<b>117,450</b>

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
GREATER CLEVELAND COUNTY BAPTIST AS 1175 WYKE ROAD SHELBY, NC 28150	N/A	501(C)3	THE POOR	10,000
GWU SCHOOL OF DIVINITY PO BOX 997 BOILING SPRINGS, NC 28017	N/A	501(C)3	SCHOLARSHIP	10,000
GWU WOMEN'S ATHLETIC PROGRAM PO BOX 997 BOILING SPRINGS, NC 28017	N/A	501(C)3	STUDENT ACTIVITIES	2,500
HELPING HANDS MISSION 623 ROCK QUARY ROAD RALEIGH, NC 27610	N/A	501(C)3	GENERAL SERVICES	1,000
HILDEBRAN VIEW BAPTIST CHURCH 6551 HILDEBRAN VIEW ST CONNELLY SPRINGS, NC 28612	N/A	501(C)3	CHURCH OPERATIONS	1,000
HOSPICE OF CLEVELAND COUNTY 951 WENDOVER HEIGHTS DRIV SHELBY, NC 28150	N/A	501(C)3	HEALTH CARE	2,500
INTERFAITH FOOD SHUTTLE PO BOX 14638 RALEIGH, NC 27620	N/A	501(C)3	AGRICULTURE, FOOD, NUTRITION	1,000
JR CHANTY LEAGUE PO BOX 261 SHELBY, NC 28150	N/A	501(C)3	THE NEEDY	1,000
LIFE ENRICHMENT CENTER 110 LIFE ENRICHMENT BLVD SHELBY, NC 28150	N/A	501(C)3	PROGRAMS FOR DISABLED	500
MASTERS HOUSE 727 POLKVILLE ROAD SHELBY, NC 28150	N/A	501(C)3	SUBSTANCE ABUSE	2,000
NAACP 108 W WARREN STREET SHELBY, NC 28150	N/A	501(C)3	GENERAL SERVICES	2,500
NEWSPAPERS IN EDUCATION PO BOX 48 SHELBY, NC 28151	N/A	501(C)3	STUDENTS	1,000
PAWS RANCH EQUINE RESCUE PO BOX 338 BOSTIC, NC 28018	N/A	501(C)3	ANIMAL PROTECTION	500
RAMSEUR BAPTIST CHURCH 3109 RAMSEUR CHURCH ROAD SHELBY, NC 28150	N/A	501(C)3	CHURCH OPERATIONS	1,000
SALVATION ARMY PO BOX 1764 SHELBY, NC 28151	N/A	501(C)3	PUBLIC SERVICE	1,000
<b>Total . . . . .</b>				<b>117,450</b>

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
SHELBY HIGH SCHOOL 130 E DIXON BLVD SHELBY, NC 28152	N/A	501(C)3	STUDENT ACTIVITIES FUND	4,500
STEP UP MINISTRY 1701 OBERLIN ROAD RALEIGH, NC 27608	N/A	501(C)3	YOUTH DEVELOPMENT	1,000
UNITED WAY 132 W GRAHAM STREET SHELBY, NC 28150	N/A	501(C)3	GENERAL SERVICES	1,000
WORLD WAR II VETERANS PO BOX 96543 WASHINGTON, DC 20090	N/A	501(C)3	TO HONOR OUR SERVICE MEN	200
YOUNG LIFE PO BOX 2920 COLORADO SPRINGS, CO 80901	N/A	501(C)3	YOUTH PROGRAMS	1,000
ZETA PHI BETA SORORITY PO BOX 1234 SHELBY, NC 28151	N/A	501(C)3	SCHOLARSHIPS	500
BAILEY ENDOWMENT 600 POLKVILLE ROAD SHELBY, NC 28150	N/A	501(C)3	PHILANTHROPY	7,500
<b>Total . . . . .</b>			<b>▶ 3a</b>	117,450

## TY 2013 Accounting Fees Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,975			
ACCOUNTING FEES - FIFTH THIRD	175	175		

## TY 2013 Compensation Explanation

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Person Name	Explanation
HOYT Q BAILEY	
HOYT G TESSENER	
MELANIE KNIGHT	
CYNTHIA BUCKINGHAM	

## TY 2013 Investments Corporate Stock Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INCOME FUND		
GLOBAL FDS GLB		
BLACKROCK FDS II	62,370	61,702
JPMORGAN CHASE & CO	28,710	28,787
MFS GOVT MKTS INCOME TR	1,822	1,564
OCCIDENTAL PETROLEUM CORP	25,283	25,086
PHILIP MORRIS INTL	28,991	28,713
PIMCO TOTAL RETURN FUND		
BHP BILLITON FIN LTD	25,570	25,538
DEUTSCHE BK AG LONDON	28,695	28,554
OPPENHEIMER INTL BD FD	35,824	33,203
TCW FDS		
EATON VANCE MUT FDS TR	29,041	28,884
HOTCHKIS & WILEY FUNDS	59,273	60,958
ISHARES S&P PFD STK INDX FD	7,852	7,624
POWERSHARES EXCHANGE TRADED FD	4,190	4,180
NOBLE CORP		
AFLAC, INC.		
SEAGATE TECHNOLOGY PLC SHS	8,194	11,681
AT&T INC	9,865	10,513
AGILENT TECHNOLOGIES, INC.		
AMERICAN INTL GROUP, INC.		
ABBVIE INC	8,941	11,249
ALLSTATE CORP	10,362	10,363
AMGEN INC	9,379	10,039
APPLE INC	8,111	10,098
BB&T CORP	9,937	11,718
BOEING, CO	7,973	10,783
BRISTOL MYERS SQUIBB CO		
CAPITAL ONE FINL CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CENTURYLINK INC.		
CIGNA CORP	8,225	10,498
CVS/CAREMARK CORP	9,398	12,024
CA INC	9,208	10,499
CHEVRON CORP	7,811	9,368
COACH INC		
COCA COLA CO		
COMCAST CORP	12,004	12,576
DONAHER CORP		
CONOCOPHILLIPS	9,496	10,668
DELTA AIR LINES	5,718	9,944
DISCOVER FINANCIAL SERVICES	9,491	11,470
DOVER CORP	8,810	11,199
DU PONT E I DE NEMOURS & CO	3,389	4,678
EASTMAN CHEM CO	9,415	10,652
EATON VANCE TAX MAN GLBL BR	2,129	2,735
EXXON MOBIL CORP	8,883	10,019
GENERAL ELECTRIC CO	4,000	4,877
GENUINE PARTS CO	3,419	5,241
GILEAD SCIENCES INC		
GOOGLE INC		
HALLIBURTON CO	9,759	10,607
HONEYWELL INTL INC	4,682	7,127
INTEL CORP	10,406	11,420
IBM	8,920	9,379
INTERNATIONAL PAPER CO	9,804	10,198
JP MORGAN CHASE & CO	8,057	10,468
JOHNSON & JOHNSON	9,320	9,892
JOHNSON CTLS INC	9,975	12,312
KIMBERLY CLARK CORP	11,449	12,222

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KRAFT FOODS INC	1,033	1,509
LOCKHEED MARTIN CORP		
KROGER CO	9,058	10,278
LORILLARD INC.	9,902	11,352
MASTERCARD INC		
MCKESSON CORP	10,909	10,652
MEDTRONIC INC		
MERCK & CO INC		
MICROSOFT CORP		
MONDELEZ INTL INC.		
MOODYS CORP		
METLIFE INC	8,742	10,622
MYLAN INC	5,544	10,676
NATIONAL OILWELL INC		
NORFOLK SOUTHERN CORP		
NORTHEAST UTILS		
OCCIDENTAL PETE CORP		
NEXTERA ENERGY INC	8,868	9,589
ORACLE CORP	9,093	11,363
PNC FINANCIAL SERVICES GROUP		
PFIZER INC	3,920	6,463
QUALCOMM INC	8,752	9,727
RAYTHEON CO	10,788	10,975
SBA COMMUNICATIONS CORP		
SPDR S&P 500 ETF TRUST		
SANDISK CORP		
SCHLUMBERGER LTD		
TJX COS INC		
TORTOISE ENERGY INFRASTRUCTURE CORP		
UNITEDHEALTH GROUP INC.		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STATE STREET CORP	9,970	11,229
UNION PAC CORP	8,817	10,248
UNITED TECHNOLOGIES CORP	8,897	10,470
VERIZON COMMUNICATIONS	6,390	7,715
VIACOM INC	10,535	10,743
WAL-MART STORES	10,849	11,725
WELLS FARGO & CO	8,653	10,351
WALGREEN CO		
WINDSTREAM CORP		
ALLIANT CORP		
AMERICAN CAP LTD		
ATMEL CORP		
EAST WEST BANCORP INC		
F5 NETWORKS INC		
ALLIANCE DATA SVS	8,078	12,095
AMERICAN BEACON FDS SMALL CAP	70,177	67,835
AVNET INC	9,357	10,278
CMS ENERGY CORP	8,726	8,433
GATX CORP	3,647	4,852
GANNETT INC	4,179	6,241
HANESBRANDS INC	9,391	12,508
HELMERICH & PAYNE INC	8,559	11,351
HERCULES TECHNOLOGY GROWTH	2,592	4,461
ISHARES S&P MIDCAP 400		
ISHARES CORE S&P MID-CAP ETF	77,565	103,034
KLA TENCOR CORP	4,359	5,157
LINCOLN NATL CORP IND	8,977	10,530
MICROCHIP TECHNOLOGY INC	5,402	7,071
OLIN CORP	5,288	7,443
OMNICARE INC	9,528	11,589

Name of Stock	End of Year Book Value	End of Year Fair Market Value
T ROWE PRICE NEW HORIZONS FD	70,230	69,868
SM ENERGY CO	9,673	10,223
ALERIAN MLP ETN	14,068	14,788
WHIRLPOOL CORP	9,027	12,078
PACKAGING CORP AMER		
PULTE GROUP, INC		
ROCKWOOD HOLDINGS INC		
T ROWE PRICE SMALL CAP STOCK FUND 6		
TUPPERWARE BRANDS CORP		
ALLIED WORLD ASSURANCE ADR		
ANHEUSSER BUSCH INBEV		
EATON CORP PLC SHS	3,821	5,100
ARTISAN INTERNATIONAL INV	87,556	89,855
EUROPACIFIC GROWTH FD	46,548	62,107
MAGNA INTL INC	9,200	11,570
UNILEVER		
AIRCATTLE LTD ADR	3,570	4,388
BANCO LATINOAMERICAN DE COMERCIO EX	3,681	6,052
OPPENHEIMER DEVELOPING MARKETS	86,329	99,609
TELEFONICA BRASIL		
POWERSHARES EXCHANGE-TRADED FD		
ABSOLUTE STRATEGIES		
ALERIAN MLP ETF		
AQR FDS RISK PARITY FD CL	30,538	28,476
JP MORGAN TR INCOME OPP SEL	68,876	68,605
MAINSTAY FDS TR	69,916	79,710
WILLIAM BLAIR FDS ALLOC	40,440	40,667
PIMCO ALL ASSET ALL AUTH FUND		
AQR FDS RISK PARITY FD		
AMERICAN CAMPUS COMMUNITIES INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN CAP AGY CORP		
ANNALY CAPITAL MANAGEMENT INC		
TORTOISE ENERGY INFRASTRUCTURE CORP	11,426	14,063
UBS E-TRACS ALERIAN MLP INFRASTR	31,411	32,490
DIGITAL RLTY TR INC	3,574	2,996
EPR PPPTYS	4,491	4,326
HOSPITALITY PPTYS TR	3,783	4,325
INVESCO MORTGAGE CAPITAL INC	2,777	2,026
LTC PPTYS INC	2,762	3,079
NATIONAL HALTH INVS INC	3,766	4,320
NEW RESIDENTIAL INVT CORP	1,677	1,663
NEWCASTLE INVESTMENT CORP	2,674	1,246
OMEGA HEALTHCARE INVS INC	14,288	15,615
RAYONIER INC		
PENNYMAC MTG INVT TR	2,685	2,572
REALTY INCOME CORP	2,352	2,314
VANGUARD REIT ETF	50,256	58,750

## TY 2013 Other Assets Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSIT ON LAND	2,451	2,451	2,451
ESTIMATED TAXES	2,500	713	713
ROUNDING		5	5

## TY 2013 Other Expenses Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
MANAGEMENT FEES	21,560	21,560		
MISCELLANEOUS	6	6		
POSTAGE	16	16		
OUTSIDE CONTRACT SERVICES	3,250			
PENALTIES	12			

## TY 2013 Other Income Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	439		439
NONDIVIDEND DISTRIBUTIONS	6,575		6,575

# TY 2013 Taxes Schedule

**Name:** JOSEPH M WRIGHT CHAR FOUND INC

**EIN:** 56-1872992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON INVESTMENT	259	259		
EXCISE TAX	1,775	1,775		