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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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation ELLA ANN L & FRANK B HOLDING FOUNDATION		A Employer identification number 56-2002528	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1415		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code SMITHFIELD, NC 27577		B Telephone number (see instructions) (919) 989-3281	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		C If exemption application is pending, check here <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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,638,484		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	331,919			
	2 Check <input 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.	640,442	640,442		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	126,443			
	b Gross sales price for all assets on line 6a 3,034,933				
	7 Capital gain net income (from Part IV, line 2) . . .		126,443		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	244	0		
	12 Total. Add lines 1 through 11	1,099,048	766,885		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	722	361		361
	b Accounting fees (attach schedule).	1,950	975		975
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	53,521	125		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	3,430	3,229		201
	24 Total operating and administrative expenses. Add lines 13 through 23	59,623	4,690		1,537
	25 Contributions, gifts, grants paid	564,000			564,000
	26 Total expenses and disbursements. Add lines 24 and 25	623,623	4,690		565,537
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	475,425			
	b Net investment income (if negative, enter -0-)		762,195		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,101,699	257,415	257,415
	2	Savings and temporary cash investments		21,677	21,677
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,308,724	<input checked="" type="checkbox"/> 6,836,668	7,112,304
	c	Investments—corporate bonds (attach schedule).	5,533,627	<input checked="" type="checkbox"/> 6,338,778	5,247,088
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 35,063	<input checked="" type="checkbox"/> 0	<input checked="" type="checkbox"/> 0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	12,979,113	13,454,538	12,638,484	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	12,979,113	13,454,538	
	30	Total net assets or fund balances (see page 17 of the instructions)	12,979,113	13,454,538	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	12,979,113	13,454,538		

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	12,979,113
2	Enter amount from Part I, line 27a	2	475,425
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	13,454,538
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	13,454,538

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	126,443
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	488,655	11,757,406	0 041561
2011	449,534	10,238,174	0 043908
2010	362,269	9,224,283	0 039273
2009	296,469	7,921,730	0 037425
2008	425,359	7,871,848	0 054035

2	Total of line 1, column (d).	2	0 216202
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 043240
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	11,383,208
5	Multiply line 4 by line 3.	5	492,210
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	7,622
7	Add lines 5 and 6.	7	499,832
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	565,537

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	7,622
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	7,622
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	7,622
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	23,400
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.	7	23,400
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	5
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	15,773
11 Enter the amount of line 10 to be Credited to 2014 estimated tax 15,773 Refunded	11	0

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

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of OLIVIA HOLDING Telephone no (919) 989-3281 Located at FIRST CITIZENS BANK SMITHFIELD NC ZIP+4 27577			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
OLIVIA B HOLDING	PRESIDENT	0	0	0
PO BOX 1415	0 50			
SMITHFIELD,NC 27577				
FRANK B HOLDING JR	VICE PRESIDENT	0	0	0
PO BOX 1415	0 50			
SMITHFIELD,NC 27577				
HOPE HOLDING CONNELL	SECRETARY/TRES	0	0	0
PO BOX 1415	0 50			
SMITHFIELD,NC 27577				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	10,528,403
b	Average of monthly cash balances.	1b	1,028,153
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	11,556,556
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	11,556,556
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	173,348
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,383,208
6	Minimum investment return. Enter 5% of line 5.	6	569,160

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	569,160
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	7,622
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,622
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	561,538
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	561,538
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	561,538

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	565,537
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	565,537
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	7,622
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	557,915
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				561,538
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			547,566	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 565,537				
a Applied to 2012, but not more than line 2a			547,566	
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.				17,971
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).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				543,567
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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 See Additional Data Table				
Total			3a	564,000
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

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

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

2014-05-07

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name
CAROLINE P ABBOTT
CPA

Preparer's Signature

Date
2014-05-02

Check if self-employed ☒

PTIN
P00039286

Firm's name ☒ THOMAS JUDY & TUCKER P A

Firm's EIN ☒ 56-1965804

Firm's address ☒ 4700 FALLS OF NEUSE ROAD SUITE 400
RALEIGH, NC 27609

Phone no (919) 571-7055

Form 990-PF (2013)

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)
4000 SHS JPMCHASE CAP XIV PFD CAP	P	2005-12-22	2013-05-08
MMCAPS FDG I LTD	P	2005-06-07	2013-07-31
519 SHS TORCHMARK CORP	P	2013-10-18	2013-10-31
BANK OF NY MELLON - PREFERRED TERM SECURITIES	P	2000-09-07	2013-09-16
BANK OF NY MELLON - PREFERRED TERM SECURITIES	P	2000-09-07	2013-03-15
DEUTSCHE BANK - OCEAN SHORE	P	1998-07-28	2013-08-30
2805 SHS F&M FINANCIAL CORPORATION	P	2013-09-20	2013-09-16
CAPITAL GAINS DIVIDENDS	P		


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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
100,000		99,833	167
25,377		25,377	0
37,881		38,547	-666
31,501		31,501	0
5,221		5,221	0
29,629		29,629	0
2,805,000		2,678,382	126,618
324			324


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	
			167
			0
			-666
			0
			0
			0
			126,618
			324


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)				
a Paid during the year				
ALLEGHANY COUNTY RESCUE SQUAD 61 TROJAN AVENUE SPARTA,NC 28675	NONE	PC	GENERAL SUPPORT	1,000
ALLIANCE MEDICAL MINISTRY 101 DONALD ROSS DR RALEIGH,NC 27610	NONE	PC	GENERAL SUPPORT	2,000
ARIZONA BAPTIST CHILDREN'S SERVICES 1779 N ALVERNON WAY TUCSON,AZ 85712	NONE	PC	GENERAL SUPPORT	1,000
BARTON COLLEGE 704 COLLEGE ST NE WILSON,NC 27893	NONE	PC	GENERAL SUPPORT	1,000
BEAUFORT HISTORICAL ASSOCIATION INC 130 TURNER ST BEAUFORT,NC 28516	NONE	PC	GENERAL SUPPORT	2,500
BOY SCOUTS OF AMERICA - TUSCARORA COUNCIL 316 EAST WALNUT STREET GOLDSBORO,NC 27533	NONE	PC	GENERAL SUPPORT	5,000
BOYS AND GIRLS CLUB OF COASTAL CAROLINA 3321 BRIDGES STREET MOREHEAD CITY,NC 28557	NONE	PC	GENERAL SUPPORT	1,500
BOYS AND GIRLS CLUBS OF JOHNSTON CO 609 N POLLOCK STREET SELMA,NC 27576	NONE	PC	GENERAL SUPPORT	2,500
CAMP SEA GULLSEAFARER 2218 SEA GULL LANDING ARAPAHOE,NC 28510	NONE	PC	GENERAL SUPPORT	6,000
CAMPBELL UNIVERSITY 143 MAIN STREET BUIES CREEK,NC 27506	NONE	PC	GENERAL SUPPORT	5,000
CAPITAL COMMUNITY CHURCH 1001 WADE AVE RALEIGH,NC 27605	NONE	PC	GENERAL SUPPORT	1,500
CENTENARY UNITED METHODIST CHURCH 140 E MARKET ST SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	12,000
CENTER FOR ENVIRONMENTAL FARMING SYSTEMS CAMPUS BOX 7609 NCSU RALEIGH,NC 27695	NONE	PC	GENERAL SUPPORT	2,500
CHARLESTON DAY SCHOOL 15 ARCHDALE STREET CHARLESTON,SC 29401	NONE	PC	GENERAL SUPPORT	250
CHERRY LANE VOLUNTEER FIRE DEPARTMENT 8378 US 21 GLADE VALLEY,NC 28627	NONE	PC	GENERAL SUPPORT	1,000
Total  3a				564,000


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)				
a Paid during the year				
CHRIST CHURCH 120 EAST EDENTON STREET RALEIGH,NC 27601	NONE	PC	GENERAL SUPPORT	6,000
CLASSICAL AMERICAN HOMES PRESERVATION TRUST 69 EAST 93RD STREET NEWYORK,NY 10128	NONE	PC	GENERAL SUPPORT	1,000
CLAYTON CULTURAL ARTS FOUNDATION 111 EAST SECOND STREET CLAYTON,NC 27520	NONE	PC	GENERAL SUPPORT	2,500
CONTEMPORARY ART FOUNDATION 409 WEST MARTIN STREET RALEIGH,NC 27603	NONE	PC	GENERAL SUPPORT	50,000
CORE SOUND WATERFOWL MUSEUM 1785 ISLAND RD HARKERS ISLAND,NC 28531	NONE	PC	GENERAL SUPPORT	32,500
DANIELS MIDDLE SCHOOL PTA 2816 OBERLIN ROAD RALEIGH,NC 27608	NONE	PC	GENERAL SUPPORT	1,500
DEPARTMENT OF SOCIAL SERVICES - JOHNSTON COUNTY 714 NORTH ST SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	1,000
DUKE UNIVERSITY DUKE UNIVERSITY DURHAM,NC 27708	NONE	PC	GENERAL SUPPORT	87,000
ENVIRONMENTAL DEFENSE FUND 4000 WESTCHASE BLVD RALEIGH,NC 27607	NONE	PC	GENERAL SUPPROT	5,000
EPISCOPAL HIGH SCHOOL 1200 N QUAKER LN ALEXANDRIA,VA 22302	NONE	PC	GENERAL SUPPORT	2,000
ETV ENDOWMENT 401 E KENNEDY ST SUITE B-1 SPARTANBURG,SC 29302	NONE	PC	GENERAL SUPPORT	500
FAMILY LIFE CENTER 2130 WADE HAMPTON BLVD GREENVILLE,SC 29615	NONE	PC	GENERAL SUPPORT	2,500
FIRST BAPTIST CHURCH OF SCOTLAND NECK 1015 CHURCH STREET SCOTLAND NECK,NC 27874	NONE	PC	GENERAL SUPPORT	3,000
FIRST PRESBYTERIAN CHURCH 215 S 3RD STREET SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	7,250
FRED OLDS ELEMNTARY PTA 204 DIXIE TRAIL RALEIGH,NC 27607	NONE	PC	GENERAL SUPPORT	2,500
Total  3a				564,000


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)				
a <i>Paid during the year</i>				
FRIENDS OF JOHNSTON CO ANIMAL SHELTER 115 SHELTER WAY SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	2,500
FRIENDS OF JOHNSTON CO ARTS COUNCIL 231 E 2ND STREET CLAYTON,NC 27520	NONE	PC	GENERAL SUPPORT	1,000
HABITAT FOR HUMANITY DURHAM COUNTY 215 N CHURCH STREET DURHAM,NC 27701	NONE	PC	GENERAL SUPPROT	1,000
HABITAT FOR HUMANITY WAKE COUNTY 2420 RALEIGH BLVD RALEIGH,NC 27604	NONE	PC	GENERAL SUPPROT	1,000
HAMMOND SCHOOL 854 GALWAY LN COLUMBIA,SC 29209	NONE	PC	GENERAL SUPPORT	2,000
HARBOR INC 1149 BUFFALO ROAD SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	1,000
HAYES BARTON UNITED METHODIST CHURCH 2209 FAIRVIEW ROAD RALEIGH,NC 27608	NONE	PC	GENERAL SUPPROT	6,000
HISTORIC PRESERVATION FOUNDATION OF NC INC 220 FAYETTEVILLE STREET RALEIGH,NC 27611	NONE	PC	GENERAL SUPPORT	1,000
IN HIS HANDS PREGNANCY SUPPORT CENTER 13 DAIL ST SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	2,500
JESSE HELMS CENTER 3910 US 74 WINGATE,NC 28174	NONE	PC	GENERAL SUPPORT	2,500
JOHNSTON CO YOUTH LIVESTOCK SHOW 2736 NC HWY 210 SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	3,250
JOHNSTON COMMUNITY COLLEGE FDN 245 COLLEGE ROAD SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	2,500
JOHNSTON COUNTY HERITAGE CENTER 241 E MARKET STREET SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPROT	450
LUKE CLOTHIER SPONSORSHIP FUND LUKE CLOTHIER FUND FOUR OAKS,NC 27524	NONE	PC	GENERAL SUPPORT	1,250
MT OLIVE COLLEGE FOUNDATION 634 HENDERSON STREET MT OLIVE,NC 28365	NONE	PC	GENERAL SUPPORT	500
Total  3a				564,000


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)				
a <i>Paid during the year</i>				
MT ZION CHURCH OF DELIVERANCE 908 SOUTHERN AVE SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	500
MUSC CHILDREN'S HOSPITAL FOUNDATION 169 ASHLEY AVENUE CHARLESTON,SC 29425	NONE	PC	GENERAL SUPPORT	1,000
MUSEUM OF THE CONFEDERACY 1201 E CLAY STREET RICHMOND,VA 23219	NONE	PC	GENERAL SUPPORT	5,000
NC AQUARIUM SOCIETY 320 SALTAR PATH ROAD ATLANTIC BEACH,NC 28512	NONE	PC	GENERAL SUPPORT	1,000
NC COASTAL FEDERATION 3609 NC 24 NEWPORT,NC 28570	NONE	PC	GENERAL SUPPORT	25,000
NC COMMUNITY FOUNDATION 4601 SIX FORKS ROAD SUITE 524 RALEIGH,NC 27609	NONE	PC	GENERAL SUPPORT	2,500
NC MUSEUM OF ART FOUNDATION 2110 BLUE RIDGE ROAD RALEIGH,NC 27607	NONE	PC	GENERAL SUPPORT	3,000
NC OPERA 612 WADE AVENUE 100 RALEIGH,NC 27605	NONE	PC	GENERAL SUPPORT	5,000
NEIGHBOR TO NNEIGHBOR 1200 S BLOUNT ST RALEIGH,NC 27601	NONE	PC	GENERAL SUPPORT	1,000
NEUSE LITTLE THEATRE 104 S FRONT ST SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	1,000
NEW LIFE CAMP 9927 FALLS OF NEUSE ROAD RALEIGH,NC 27614	NONE	PC	GENERAL SUPPORT	1,500
NORTH CAROLINA AGRICULTURE CENTER 2736 NC 210 HWY SMITHFIELD,NC 27577	NONE	PC	SCHOLARSHIP	5,000
NORTH CAROLINA SYMPHONY 3700 GLENWOOD AVE STE 130 RALEIGH,NC 27612	NONE	PC	GENERAL SUPPORT	15,000
PALMETTO HEALTH ATRIUM SOCIETY 1330 TAYLOR STREET COLUMBIA,SC 29201	NONE	PC	GENERAL SUPPORT	1,000
PROSPERITY PROJECT SC PO BOX 292036 COLUMBIA,SC 29229	NONE	PC	GENERAL SUPPORT	5,000
Total  3a				564,000


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)				
a Paid during the year				
PUBLIC LIBRARY OF SMITHFIELD & JOHNSTON CO 305 E MARKET ST SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	2,500
PULLEN MEMORIAL BAPTIST CHURCH 1801 HILLSBOROUGH ST RALEIGH,NC 27605	NONE	PC	GENERAL SUPPORT	1,750
SAINT SAVIOUR'S CENTER 616 TUCKER ST RALEIGH,NC 27603	NONE	PC	GENERAL SUPPORT	2,500
SALEM ACADEMY & COLLEGE 601 S CHURCH ST WINSTON SALEM,NC 27101	NONE	PC	GENERAL SUPPORT	500
SAVING GRACE ANIMALS FOR ADOPTION PO BOX 1649 WAKE FOREST,NC 27588	NONE	PC	GENERAL SUPPORT	1,000
SC GOVERNORS SCHOOL FOR SCIENCE AND MATH 401 RAILROAD AVE HARTSVILLE,SC 29550	NONE	PC	GENERAL SUPPORT	1,000
SECOND CHANCE PET ADOPTIONS 6003 CHAPEL HILL RD RALEIGH,NC 27607	NONE	PC	GENERAL SUPPORT	1,000
SENIOR PHARMA-ASSIST 406 RIGSBEE AVE DURHAM,NC 27701	NONE	PC	GENERAL SUPPORT	2,500
SIM USA INC 14830 CHOATE CIR CHARLOTTE,NC 28273	NONE	PC	GENERAL SUPPORT	10,000
SON SET MINISTRIES INC PO BOX 5235 PASSAIC,NJ 07055	NONE	PC	GENERAL SUPPORT	1,000
SPCA OF WAKE CO 200 PETFINDER LN RALEIGH,NC 27527	NONE	PC	GENERAL SUPPORT	1,000
ST ANDREW'S SCHOOL 227 SOUTH CHERRY STREET RICHMOND,VA 23220	NONE	PC	GENERAL SUPPORT	28,500
ST MARY'S SCHOOL 900 HILLSBOROUGH ST RALEIGH,NC 27603	NONE	PC	GENERAL SUPPORT	3,000
STEP UP MINISTRY 1701 OBERLIN ROAD RALEIGH,NC 27608	NONE	PC	GENERAL SUPPORT	5,000
TAMMY LYNN MEMORIAL FOUNDATION 739 CHAPPELL DR RALEIGH,NC 27606	NONE	PC	GENERAL SUPPORT	1,000
Total  3a				564,000

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)				
a <i>Paid during the year</i>				
THE ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL ROAD ASHEVILLE,NC 28806	NONE	PC	SCHOLARSHIP	500
THE BROAD STREET CLINIC 534 N 35TH ST K MOREHEAD CITY,NC 28557	NONE	PC	GENERAL SUPPORT	500
THE CHILD'S ADVOCATE 19 W HARGETT ST SUITE 408 RALEIGH,NC 27601	NONE	PC	GENERAL SUPPORT	2,000
THE FRIENDS OF TRINTY PO BOX 562 TRINITY,NC 27370	NONE	PC	GENERAL SUPPORT	2,000
THE GATE OF LENIOR COUNTY 201 E GORDON ST KINSTON,NC 28501	NONE	PC	GENERAL SUPPROT	1,000
THE HEALING PLACE 1251 GOODE ST RALEIGH,NC 27603	NONE	PC	GENERAL SUPPORT	7,000
THE RALEIGH SCHOOL 1141 RALEIGH SCHOOL DR RALEIGH,NC 27607	NONE	PC	GENERAL SUPPORT	10,000
THE SALVATION ARMY PO BOX 27584 RALEIGH,NC 27611	NONE	PC	GENERAL SUPPORT	1,000
THE SMITHFIELD ROTARY CLUB FOUNDATION PO BOX 181 SMITHFIELD,NC 27577	NONE	PC	GENERAL SUPPORT	300
TOBACCO FARM LIFE MUSEUM INC 709 N CHURCH ST KENLY,NC 27542	NONE	PC	GENERAL SUPPORT	500
TRIANGLE FELLOWSHIP OF CHRISTIAN ATHLETES 6511 CREEDMOOR ROAD SUITE 206 RALEIGH,NC 27613	NONE	PC	GENERAL SUPPORT	10,000
TRIANGLE LAND CONSERVANCY 514 S DUKE ST DURHAM,NC 27701	NONE	PC	GENERAL SUPPORT	1,000
TRYON PALACE COUNCIL OF FRIENDS 529 SOUTH FRONT STREET NEW BERN,NC 28562	NONE	PC	GENERAL SUPPORT	1,000
UNC INSTITUTE FOR THE ENVIRONMENT 137 E FRANKLIN ST SUITE 602 CHAPEL HILL,NC 27599	NONE	PC	GENERAL SUPPORT	1,500
UNC LAW FOUNDATION 160 RIDGE ROAD CHAPEL HILL,NC 27599	NONE	PC	SCHOLARSHIP	1,000
Total  3a				564,000

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)				
a <i>Paid during the year</i>				
UNC THURSTON ARTHRITIS RESEARCH CTR 3300 THURSTON BLVD CB7280 CHAPEL HILL,NC 27599	NONE	PC	GENERAL SUPPORT	3,000
UNC TV FOUNDATION 10 TW ALEXANDER DR RESEARCH TRIANGLE PARK,NC 27709	NONE	PC	GENERAL SUPPORT	1,000
UNITED CHURCH OF CHAPEL HILL 1321 MARTIN LUTHER KING BLVD CHAPEL HILL,NC 27514	NONE	PC	GENERAL SUPPORT	2,500
UNIVERSITY OF NC AT CHAPEL HILL UNC CHAPEL HILL CHAPEL HILL,NC 27599	NONE	PC	GENERAL SUPPORT	1,000
WAKE FOREST PARENTS' COUNCIL 1834 WAKE FOREST ROAD WINSTON SALEM,NC 27106	NONE	PC	GENERAL SUPPORT	10,000
WAKE FOREST UNIVERSITY BUSINESS SCHOOL 1834 WAKE FOREST ROAD WINSTON SALEM,NC 27106	NONE	5	GENERAL SUPPORT	10,000
WAKE FOREST UNIVERSITY 1834 WAKE FOREST ROAD WINSTON SALEM,NC 27106	NONE	PC	GENERAL SUPPORT	10,000
WCPE BOX 897 WAKE FOREST,NC 27588	NONE	PC	GENERAL SUPPORT	1,000
WEE CARE CHILDREN'S ENRICHMENT PROGRAM 2209 FAIRVIEW ROAD ROOM 138 RALEIGH,NC 27608	NONE	PC	GENERAL SUPPORT	2,000
WILLINGWAY FOUNDATION 311 JONES MILL ROAD STATEBORO,GA 30458	NONE	PC	GENERAL SUPPROT	5,000
WILSON CO LIVESTOCK ASSOC 41086 S GOLDSBORO ST WILSON,NC 27895	NONE	PC	GENERAL SUPPORT	6,000
WOODBURY FOREST SCHOOL 898 WOODBURY FOREST ROAD WOODBURY FOREST,VA 22989	NONE	PC	GENERAL SUPPORT	55,000
WUNC 120 FRIDAY CENTER DR CHAPEL HILL,NC 27517	NONE	PC	GENERAL SUPPORT	1,000
YMCA OF THE TRIANGLE AREA INC 801 CORPORATE CENTER DR 200 RALEIGH,NC 27607	NONE	PC	GENERAL SUPPORT	5,000
Total  3a				564,000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization ELLA ANN L & FRANK B HOLDING FOUNDATION	Employer identification number 56-2002528
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ELLA ANN L & FRANK B HOLDING FOUNDATION	Employer identification number 56-2002528
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	ELLA & FRANK HOLDING CLAT 1723 CANTERBURY ROAD RALEIGH, NC 27608 	\$ 331,919	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization ELLA ANN L & FRANK B HOLDING FOUNDATION	Employer identification number 56-2002528
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization ELLA ANN L & FRANK B HOLDING FOUNDATION	Employer identification number 56-2002528
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		
—	<div></div>	<div></div>	<div></div>
	<div>(e) Transfer of gift</div>		
	<div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div>		

TY 2013 Accounting Fees Schedule

Name: ELLA ANN L & FRANK B HOLDING FOUNDATION

EIN: 56-2002528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
THOMAS JUDY & TUCKER	1,950	975		975

TY 2013 Investments Corporate
Bonds Schedule

Name: ELLA ANN L & FRANK B HOLDING FOUNDATION
EIN: 56-2002528

Name of Bond	End of Year Book Value	End of Year Fair Market Value
300,000 UTS TPREF FUNDING III	250,000	0
250,000 UTS TPREF FUNDING I	262,831	0
200,000 UTS US CAPITAL FUNDING I	200,000	0
100,000 UTS US CAPITAL FUNDING III	99,534	0
100,000 UTS MM CAPS FDG I LTD 9.48%	91,505	65,000
100,000 UTS IUS CAPITAL FUNDING II	99,000	0
300,000 UTS FIRST EMPIRE CAP TR II	327,804	305,970
100,000 UTS OCEAN SHORE CAP TR I	79,043	56,800
200,000 UTS PREFERRED TERM SECS LTD	177,355	180,000
100,000 UTS CNB INVT TR II	104,905	100,000
105,000 UTS FIRST FINANCIAL CAP TR I SER B 7%	56,528	115,725
FIRST CITIZENS BANCORP INC SUB 6.8%	450,000	516,890
250,000 UTS FIRST FINL CAP TR I CAP SEC SER B 7%	121,657	237,500
200,000 UTS FCB/SC CAP TR I 8.25%	206,105	198,500
25,000 UTS BB&T CORP SER E 5.625%	631,250	508,750
4000 UTS BB&T CORP SER E 5.625%	101,200	81,400
8,000 BB&T CORP DEP SHS SER F	200,000	150,000
5,000 BB&T CORP DEP SHS SER F	124,250	93,750
200,000 UTS ASTORIA FINL CORP SR NT 5%	200,000	214,528
100,000 UTS BAC CAP TR XIV	79,000	73,550
250,000 UTS FIRST EMPIRE CAP TR II PFD	256,962	254,975
120,000 UTS FIRST TENN CAP II CAP SECS B	113,400	117,000
200,000 UTS FIRST TENN CAP II CAP SECS B	200,000	195,000
200,000 UTS SYNOVUS FINL CORP SUB NT	193,250	206,500
100,000 UTS SYNOVUS FINL CORP SUB NT	97,750	103,250
100,000 UTS SYNOVUS FINL CORP SUB NT	97,750	103,250
100,000 UTS WACHOVIA CAP TR III	99,750	91,500
35,000 SHS BB&T (BBT PRE)	850,449	712,250
250,000 UTS VANTAGE SOUTH	250,000	250,000
200,000 UTS FIRST TENN CAP II CAP SECS B	197,500	195,000
200,000 UTS CATAWBA VY CAP TR 11	120,000	120,000

TY 2013 Investments Corporate

Stock Schedule

Name:

ELLA ANN L & FRANK B HOLDING FOUNDATION

EIN:

56-2002528

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,482 SHS AMERISERV FINANCIAL	25,935	38,089
1,891 SHS FIRST CITIZENS BANK CL A	252,236	420,993
1,411 SHS AMERISERV FINANCIAL	34,560	36,264
200 SHS FIRST CITIZENS BANK CL B	32,300	40,820
200 SHS FIRST CITIZENS BANK CL A	35,913	44,526
2,000 SHS VIRGINIA BANK BANCSHARES	34,525	28,120
285 SHS FIRST CITIZENS BANK SC	198,036	192,375
3,345 SHS NORTH STATE TELECOMM	219,463	224,115
250,000 UTS WACCAMAW STATE TRUST	250,000	500
1,000 SHS COCA COLA COMPANY	33,718	41,310
500 SHS KIMBERLY CLARK CORP	35,204	52,230
333 SHS KRAFT FOOD INC CL A	12,876	17,952
500 SHS PROCTOR & GAMBLE CO	32,212	40,705
1,000 SHS SCANA CORP	42,754	46,930
250 SHS CLOVER COMMUNITY BANKSHARES	218,710	225,000
500 SHS FIRST TENNESSEE BANK	375,000	360,625
1,000 SHS FIRST TENNESSEE BANK	705,000	721,250
8,000 SHS JPMORGAN CHASE BANK 5.5% PFD	200,000	164,560
4,000 SHS TAYLOR CAPITAL GROUP INC	100,000	104,000
2,000 SHS TAYLOR CAPITAL GROUP INC	50,000	52,000
1,000 SHS ALTRIA GROUP INC. COM	28,628	38,390
500 SHS CHEVRON	51,282	62,455
1,000 SHS DOMINION RES INC VA COM	53,761	64,690
1,000 SHS DUPONT EI DENEMOURS	50,680	64,970
1,000 SHS GENERAL MILLS	38,236	49,910
1,000 SHS JOHNSON & JOHNSON	68,342	91,590
1,000 SHS KELLOGG CO	48,778	61,070
667 SHS KRAFT FOODS GROUP INC	31,224	35,958
1,000 SHS MONDELEZ (FROM KRAFT SPLIT)	23,841	35,300
500 SHS PEPSICO	35,977	41,470

Name of Stock	End of Year Book Value	End of Year Fair Market Value
500 SHS PHILIP MORRIS INTL INC COM	37,547	43,565
1,000 SHS PIEDMONT NAT GAS INC COM	33,064	33,160
500 SHS PROCTER & GAMBLE	31,710	40,705
1,000 SHS SOUTHERN COMPANY	47,593	41,110
500 SHS CONOCOPHILLIPS	26,557	35,325
500 SHS CONOCOPHILLIPS	26,955	35,325
500 SHS PHILLIPS 66	7,892	19,283
600 SHS FCB SC PRFD SERIES F	19,800	19,800
4000 SHS ASTORIA FINANCIAL	100,000	87,680
8000 SHS WFS FINANCIAL CORPORATION	202,800	208,160
1,344 SHS LYONDELLBASELL INDUSTRIES	103,252	107,896
3,379 SHS ACTIVISION BLIZZARD INC	58,184	60,248
1,604 SHS AETNA INC	102,102	110,018
2,717 SHS CSX CORP	71,530	78,169
1,302 SHS CVS CAREMARK CORP	82,003	93,184
1,984 SHS CA INC	61,504	66,762
2,064 SHS CARDINAL HEALTH INC	122,170	137,896
693 SHS CHEVRON CORP	83,602	86,563
1,220 SHS CHUBB CORP	113,507	117,889
3,704 SHS CISCO SYSTEMS	83,582	83,081
1,733 SHS COMCAST CORP	82,789	90,055
671 SHS DIAMOND OFFSHORE DRILLING INC	41,900	38,193
474 SHS ENERGIZER HLDGS INC	46,525	51,305
438 SHS EXXON MOBIL CORP	39,379	44,326
1,264 SHS FLUOR CORP	96,732	101,487
3,570 SHS GENERAL ELECTRIC	92,529	100,067
2,301 SHS ISHARES S&P 500	189,033	196,643
755 SHS JOHNSON & JOHNSON	69,708	69,150
700 SHS KIMBERLY CLARK CORP	71,485	73,122
2,928 SHS KROGER CO	122,925	115,744

Name of Stock	End of Year Book Value	End of Year Fair Market Value
727 SHS LEAR CORPORATION	56,318	58,865
1,308 SHS ELI LILLY & CO	65,172	66,708
643 SHS LOCKHEED MARTIN CORP	85,211	95,588
1,497 SHS MACY'S INC	70,433	79,940
910 SHS MARATHON PETROLEUM CORP	68,648	83,474
1,607 SHS MEDTRONIC INC	91,337	92,225
1,536 SHS MICROSOFT CORP	55,186	57,462
2,390 SHS NEWELL RUBBERMAID	70,550	77,460
1,183 SHS NORTHROP GRUMMAN CORP	124,750	135,584
3,037 SHS PFIZER CORP	93,449	93,023
982 SHS ROYAL DUTCH SHELL	65,373	69,987
1,483 SHS PLUM CREEK TIMBER CO	68,154	68,974
1,553 SHS STATE STR CORP	108,742	113,975
1,742 SUNCOR ENERGY INC	62,972	61,057
1,022 TIME WARNER INC	69,133	71,254
1,393 WYNDHAM WORLDWIDE CORP	93,690	102,650

TY 2013 Legal Fees Schedule

Name: ELLA ANN L & FRANK B HOLDING FOUNDATION

EIN: 56-2002528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WARD & SMITH	722	361		361

TY 2013 Other Assets Schedule

Name: ELLA ANN L & FRANK B HOLDING FOUNDATION

EIN: 56-2002528

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	35,063		

TY 2013 Other Expenses Schedule**Name:** ELLA ANN L & FRANK B HOLDING FOUNDATION**EIN:** 56-2002528

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	201	0		201
BANK CHARGES	465	465		0
AGENCY FEES	2,747	2,747		0
MISCELLANEOUS INVESTMENT EXPENSE	17	17		0

TY 2013 Other Income Schedule

Name: ELLA ANN L & FRANK B HOLDING FOUNDATION

EIN: 56-2002528

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTION	244		244

TY 2013 Taxes Schedule**Name:** ELLA ANN L & FRANK B HOLDING FOUNDATION**EIN:** 56-2002528

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX ESTIMATES	53,396	0		0
FOREIGN TAX	125	125		0