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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 separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

THE HOWARD FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

1 WEST 4TH STREET D4000-041

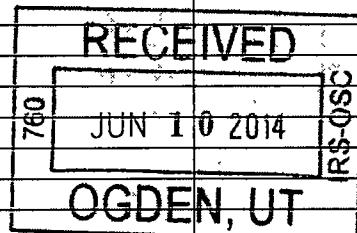
City or town, state or province, country, and ZIP or foreign postal code

WINSTON SALEM, NC 27101

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

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
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 991,212.	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.)

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		24,993	24,531		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		70,105			
b Gross sales price for all assets on line 6a	1,105,582				
7 Capital gain net income (from Part IV, line 2)			70,105		
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)		22	22		STMT 3
12 Total. Add lines 1 through 11		95,120	94,658		
13 Compensation of officers, directors, trustees, etc.		NONE	NONE		NONE
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)	STMT 4	600	NONE	NONE	600
c Other professional fees (attach schedule)	STMT 5	6,966	6,966		
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 6	7,322	434		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		14,888	7,400	NONE	600
25 Contributions, gifts, grants paid		45,850			45,850
26 Total expenses and disbursements Add lines 24 and 25		60,738	7,400	NONE	46,450
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		34,382			
b Net investment income (if negative, enter -0-)			87,258		
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
1	Cash - non-interest-bearing	942.	NONE	
2	Savings and temporary cash investments	29,296.	35,945.	35,945.
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 ►	NONE		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10	a Investments-U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	STMT 7.	665,567.	903,620.
	c Investments - corporate bonds (attach schedule)	STMT 9.		955,267.
11	Investments-land, buildings, and equipment basis			
	Less: accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	STMT 10.	206,400.	
14	Land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	902,205.	939,565.	991,212.
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)		NONE	
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
27	Capital stock, trust principal, or current funds	902,205.	939,565.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	902,205.	939,565.	
31	Total liabilities and net assets/fund balances (see instructions)	902,205.	939,565.	

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	902,205.
2	Enter amount from Part I, line 27a	2	34,382.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 11	3	3,961.
4	Add lines 1, 2, and 3	4	940,548.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 12	5	983.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	939,565.

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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 PUBLICLY TRADED SECURITIES					
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 1,105,582.		1,035,477.		70,105.	
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			70,105.
a					
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		70,105.
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	{ 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 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	46,649.	920,255.	0.050691
2011	46,182.	942,701.	0.048989
2010	60,435.	895,775.	0.067467
2009	53,939.	789,500.	0.068320
2008	65,643.	1,032,562.	0.063573
2 Total of line 1, column (d)		2	0.299040
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	0.059808
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	961,131.
5 Multiply line 4 by line 3		5	57,483.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	873.
7 Add lines 5 and 6		7	58,356.
8 Enter qualifying distributions from Part XII, line 4		8	46,450.
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 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)
1b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
1c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).	
1	1,745.	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-	
3	Add lines 1 and 2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	
6	Credits/Payments	
6a	2013 estimated tax payments and 2012 overpayment credited to 2013	4,034.
6b	Exempt foreign organizations - tax withheld at source	NONE
6c	Tax paid with application for extension of time to file (Form 8868)	NONE
6d	Backup withholding erroneously withheld	
7	Total credits and payments. Add lines 6a through 6d	4,034.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
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	2,289.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 1,748. Refunded ► 11	541.

Part VII-A Statements Regarding Activities

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

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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.

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

NC

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>SEE STATEMENT 13</u>	Telephone no. ►
Located at ►		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>	and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	During the year did the foundation (either directly or indirectly).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	
1c	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?	<input checked="" type="checkbox"/>
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).	
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ►		
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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2b		<input checked="" type="checkbox"/>
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (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?	
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		<input checked="" type="checkbox"/>

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		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
(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 ►						
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
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

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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ►				NONE

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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		NONE

Total number of others receiving over \$50,000 for professional services ►		NONE

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	NONE	-----
2	-----	-----
3	-----	-----
4	-----	-----

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	NONE	-----
2	-----	-----

All other program-related investments. See instructions.

3	NONE	-----
Total. Add lines 1 through 3 ►		

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	944,235.
b Average of monthly cash balances	1b	31,533.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	975,768.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	975,768.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,637.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	961,131.
6 Minimum investment return. Enter 5% of line 5	6	48,057.

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	48,057.
2a Tax on investment income for 2013 from Part VI, line 5	2a	1,745.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,745.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	46,312.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	46,312.
6 Deduction from distributable amount (see instructions)	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	46,312.

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	46,450.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4.	4	46,450.
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	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,450.

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				46,312.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only				NONE
b Total for prior years 20 11 ,20 20			NONE	
3 Excess distributions carryover, if any, to 2013				
a From 2008	14,469.			
b From 2009	14,786.			
c From 2010	17,064.			
d From 2011	227.			
e From 2012	4,670.			
f Total of lines 3a through e		51,216.		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 46,450.				
a Applied to 2012, but not more than line 2a				NONE
b Applied to undistributed income of prior years (Election required - see instructions)			NONE	
c Treated as distributions out of corpus (Election required - see instructions)			NONE	
d Applied to 2013 distributable amount				46,312.
e Remaining amount distributed out of corpus	138.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		51,354.		
b Prior years' undistributed income Subtract line 4b from line 2b			NONE	
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			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions				NONE
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		14,469.		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		36,885.		
10 Analysis of line 9:				
a Excess from 2009	14,786.			
b Excess from 2010	17,064.			
c Excess from 2011	227.			
d Excess from 2012	4,670.			
e Excess from 2013	138.			

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)				
<i>a Paid during the year</i>				
SEE STATEMENT 18				45,850.
Total			► 3a	45,850.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	24,993.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				18	70,105.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a						
b <u>CLASS ACT STMNT</u>				01	22.	
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e)				95,120.	
13 Total Add line 12, columns (b), (d), and (e)				13	95,120.

Part VI P Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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? | Yes | No |
| | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | X |
| (2) | Other assets | 1a(2) | X |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | X |
| (4) | Reimbursement arrangements | 1b(4) | X |
| (5) | Loans or loan guarantees | 1b(5) | X |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

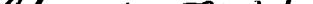
- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

D-11 Yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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) is based on all information of which preparer has any knowledge

**Sign
Here**

 05/09/2014
Signature of officer or trustee Date

►Trustee

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name DERRICK PUCKETT	Preparer's signature <i>Derrick Puckett</i>	Date 05/09/2014	Check <input type="checkbox"/> if self-employed	PTIN P01031673
	Firm's name ► WELLS FARGO BANK, N.A.	Firm's EIN ► 94-3080771			
	Firm's address ► 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262	Phone no 800-691-8916			

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AQR MANAGED FUTURES STR-I #15213	21.	
ABERDEEN EMERG MARKETS-INST #5840	490.	490.
ARTISAN FDS INC INTL FD INVESTITOR CLASS	416.	416.
DREYFUS EMG MKT DEBT LOC C-I #6083	771.	771.
FID ADV EMER MKTS INC- CL I #607	1, 078.	1, 078.
GATEWAY FUND - Y #1986	314.	314.
ISHARES S&P 500 INDEX FUND	1, 952.	1, 952.
ISHARES S & P 500/BARRA VALUE	1, 914.	1, 914.
ISHARES TR-S&P MIDCAP 400 GROWTH IND	310.	310.
ISHARES S&P MIDCAP 400/BARRA VALUE	408.	408.
ISHARES S & P SMALLCAP 600 INDEX FUND	281.	281.
JPMORGAN HIGH YIELD FUND SS #3580	1, 631.	1, 631.
LOOMIS SAYLES BOND FD INSTL #1162	2, 617.	2, 617.
PIMCO FDS PAC INV'T MGMT SER TOTAL RETURN	729.	729.
PIMCO FOREIGN BOND FUND-INST	452.	452.
PIMCO COMMODITY REAL RET STRAT-I#45	347.	347.
RIDGEWORTH SEIX HY BD-I #5855	1, 277.	1, 277.
SPDR DJ WILSHIRE INTERNATIONAL REAL	686.	686.
MFC SELECT SECTOR SPDR TR SHS BEN INT-MA	112.	112.
HEALTH CARE SELECT SECTOR SPDR FD	179.	179.
CONSUMER STAPLES SELECT SECTOR SPDR FD	237.	237.
CYCLICAL/TRANS SEL SECTOR SPDR FD	173.	173.
SECTO SPDR TRUST (ENERGY) SHARES OF BENE	192.	192.
FINANCIAL SELECT SECTOR SPDR FD	207.	207.
INDUSTRIAL SELECT SECTOR SPDR FD	198.	198.
TECHNOLOGY SELECT SECTOR SPDR FD	400.	400.
TOUCHSTONE SMALL CAP CORE-IN #555	732.	732.
TWEEDY BROWNE FD INC GLOBAL VALUE FD	725.	725.
VANGUARD INTERMEDIATE TERM B	474.	474.
VANGUARD SHORT TERM BOND ETF	383.	383.
VANGUARD FTSE DEVELOPED ETF	2, 262.	2, 262.
VANGUARD MSCI EMERGING MARKETS EFT	1, 481.	1, 481.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD REIT VIPER	1,541.	1,079.
FEDERATED TREAS OBL FD 68	3.	3.
TOTAL	24,993.	24,531.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION SETTLEMENT	22.	22.
TOTALS	22.	22.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	600.		600.	
TOTALS	600.	NONE	NONE	600.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WELLS FARGO BANK - AGENT	6,966.	6,966.
TOTALS	6,966.	6,966.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	2,854.	
FEDERAL ESTIMATES - PRINCIPAL	4,034.	
FOREIGN TAXES ON QUALIFIED FOR	348.	348.
FOREIGN TAXES ON NONQUALIFIED	86.	86.
TOTALS	7,322.	434.

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
04315J837 ARTIO INTERN		
256206103 DODGE & COX INTER		
256210105 DODGE & COX INC		
318142Y401 GOLDMAN SACHS GROWTH		
413838202 OAKMARK FUNDS		
47103C241 PERKINS MID CAP	48,282.	47,333.
4812C0803 JPMORGAN HIGH YIELD	96,563.	97,398.
543495840 LOOMIS SAYLES BD	55,727.	55,313.
693390700 PIMCO TOT. RTN	18,514.	19,198.
693390882 PIMCO FOREIGN		
693391559 PIMCO EMERGING MARKET		
780905451 ROYCE PREMIER FUND		
784924425 SSGA EMERGING MKT		
922031869 VANGUARD INFLATION P		
922040100 VANGUARD INSTIT		
94984B181 WELLS FARGO ADV. INT		
94985D705 WELLS FARGO ADVANT		
949915565 WELLS FARGO ADV. END		
961323409 WESTPORT FUNDS SELEC		
314172560 FEDERATED STRAT VAL		
44980Q518 ING INTERNATIONAL RE		
722005667 PIMCO COMMODITY REAL		
779919109 T ROWE PRICE REAL ES		
87234N302 TCW FUNDS SELECT EQU		
22544R305 CREDIT SUISSE COMM R		
25264S833 DIAMOND HILL LONG-SH		
367829884 GATEWAY FUND - Y #19		
448108100 HUSSMAN STRATEGIC GR		
464287465 ISHARES MSCI EAFFE		
	19,319.	18,478.

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
464287606 ISHARES S&P MIDCAP 4	15,601.	21,327.
464287705 ISHARES S&P MIDCAP 4	15,263.	21,154.
464287804 ISHARES CORE S&P SMA		
589509108 MERGER FD SH BEN INT		
78463X863 SPDR DJ WILSHIRE INT		
81369Y100 AMEX MATERIALS SPDR		
81369Y209 AMEX HEALTH CARE SPD		
81369Y308 CONSUMER STAPLES SEC		
81369Y407 AMEX CONSUMER DISCR		
81369Y506 AMEX ENERGY SELECT S		
81369Y605 AMEX FINANCIAL SELEC		
81369Y704 AMEX INDUSTRIAL SPDR		
81369Y803 AMEX TECHNOLOGY SELE		
922042858 VANGUARD MSCI EMERGI		
922908553 VANGUARD REIT VIPER		
315920702 FIDELITY ADVISORS		
464287200 ISHARES CORE S&P 500		
464287408 ISHARES S&P 500 VAL		
89155H256 TOUCHTONE SMALL CAP		
003021714 ABERDEEN EMERGING		
04314H204 ARTISAN INTERNATION		
901165100 TWEEDY BROWNE FD INC		
00203H859 AQR MANAGED FUTURES		
74925K581 ROBECO BOSTON		
TOTALS	903,620.	955,267.

DESCRIPTION

256210105 DODGE & COX INCOME F
4812C0803 JPMORGAN HIGH YIELD F
543495840 LOOMIS SAYLES BOND F
693390700 PIMCO TOTAL RET FD-I
693390882 PIMCO FOREIGN BD FD
693391559 PIMCO EMERG MKTS BD-
922031869 VANGUARD INFLAT PROT
94985D582 WELLS FARGO ADV INTL

TOTALS

COST/

FMV

C OR F

DESCRIPTION

44980Q518 ING INTERN RE
722005667 PIMCO COMMODITY REAL
779919109 T ROWE PRICE REAL
261980494 DREYFUS EMG MKT DEBT
51855Q655 LAUDUS MONDRIAN INTL
693390882 PIMCO FOREIGN BD FD
76628T645 RIDGEWORTH SEIX HY B
921937819 VANGUARD INTERMEDIAT
921937827 VANGUARD SHORT TERM

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE ROUNDING	3,960. 1.
TOTAL	3,961.

STATEMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND POSTING DATE AFTER TYE ROC BASIS ADJUSTMENTS	585. 398. -----
TOTAL	983. =====

STATEMENT 12

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF

=====

NAME: WELLS FARGO BANK, INC

ADDRESS: ONE WEST 4TH STREET, D4000-062
WINSTON-SALEM, NC 27101-4000

TELEPHONE NUMBER: (800) 352-3705

STATEMENT 13

THE HOWARD FOUNDATION

56-2050997

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SAINT MARY'S SCHOOL

ADDRESS:

900 HILLSBOROUGH STREET

RALEIGH, NC 27611-6928

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

WHITE MEMORIAL PRESBYTERIAN CHURCH

ADDRESS:

1704 OBERLIN ROAD

RALEIGH, NC 27608

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 19,000.

RECIPIENT NAME:

YMCA OF THE TRIANGLE

CAMPANNUALFUND

ADDRESS:

218 SEA GULL LANDING

ARAPAHOE, NC 28510

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

STATEMENT 14

THE HOWARD FOUNDATION

56-2050997

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

UNC CHAPEL HILL KENAN-FLAGER
BUSINESS SCHOOL FOUNDATION

ADDRESS:

PO BOX 309
CHAPEL HILL, NC 27514-9931

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NC MUSEUM OF HISTORY ASSOCIATES

ADDRESS:

FIVE EAST EDENTON STREET
RALEIGH, NC 27690-0106

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

FRIENDS OF NC MUSEUM OF NA
SCIENCES

ADDRESS:

PO BOX 26928
RALEIGH, NC 27611-6928

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

STATEMENT 15

THE HOWARD FOUNDATION

56-2050997

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:
STEP-UP MINISTRIES

ADDRESS:
1701 OBERLIN ROAD
RALEIGH, NC 27608

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
WAKEMED FOUNDATION

ADDRESS:
3000 NEW BERN AVENUE
RALEIGH, NC

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID 3,350.

RECIPIENT NAME:
TRIANGLE UNITED WAY

ADDRESS:
PO BOX 110387
RTP, NC 27709

RELATIONSHIP:
NONE

PURPOSE OF GRANT:
GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:
PC

AMOUNT OF GRANT PAID 2,500.

THE HOWARD FOUNDATION

56-2050997

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

ALLIANCE MEDICAL MINISTRY

ADDRESS:

101 DONALD ROSS DRIVE
RALEIGH, NC 27610

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

RALEIGH FINE ARTS SOCIETY

ADDRESS:

PO BOX 10614
RALEIGH, NC 27603-1689

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

UNC-TV

ADDRESS:

PO BOX 6000067
RALEIGH, NC 27675-900

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 1,000.

STATEMENT 17

THE HOWARD FOUNDATION

56-2050997

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

CONVERSE COLLEGE

ADDRESS:

580 EAST MAIN STREET
SPARTANBURG, SC 29302-0006

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL PURPOSE

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

TOTAL GRANTS PAID: 45,850.

=====

STATEMENT 18

Cert Mail Num - Fed	Account	Name	Tax ID	Tax Due - 990PF	Tax Due	Over Paymen	Prep Code
7006 2760 0002 3331 4662	1019009368	THE HOWARD FOUNDATION	56-2050997	0 00	0 00	2289 00	501
7006 2760 0002 3331 4662	2019562838	SCANA SUMMER FOUNDATION	57-0784136	0 00	0 00	0 00	552
7006 2760 0002 3331 4662	2525890178	BARNES FAMILY FOUNDATION	74-2872672	0 00	0 00	108 00	501
7006 2760 0002 3331 4662	4025849437	GERALD & OLIVA SHAPIRO FAM FDN	27-1521392	0 00	0 00	0 00	598
7006 2760 0002 3331 4662	9525000070	EDWIN GILBERT TRUST U/W	06-6044834	0 00	0 00	0 00	501