Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE RAFTELIS FOUNDATION

A Employer identification number
56-2105040

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
17533 PARADISE COVE COURT

B Telephone number
704-373-1199

City or town, state or province, country, and ZIP or foreign postal code
CORNELIUS, NC 28031-7605

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 431,188.

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

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

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

		(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	1,000.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,193.	7,193.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	15,860.			
	b Gross sales price for all assets on line 6a 40,596.				
	7 Capital gain net income (from Part IV, line 2)		15,860.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	24,053.	23,053.		
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 STMT 2	2,286.	2,286.		0.
	b Accounting fees STMT 3	2,300.	2,300.		0.
	c Other professional fees STMT 4	2,351.	2,351.		0.
	17 Interest				
	18 Taxes STMT 5	499.	499.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	106.	106.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,542.	7,542.		0.
	25 Contributions, gifts, grants paid	27,844.			27,844.
	26 **Total expenses and disbursements.** Add lines 24 and 25	35,386.	7,542.		27,844.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<11,333.>			
	b **Net investment income** (if negative, enter -0-)		15,511.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	17,376.	16,159.	16,159.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	337,624.	415,029.	415,029.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	355,000.	431,188.	431,188.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	355,000.	431,188.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	355,000.	431,188.	
	31 **Total liabilities and net assets/fund balances**	355,000.	431,188.	

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	355,000.
2	Enter amount from Part I, line 27a	2	<11,333.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	87,521.
4	Add lines 1, 2, and 3	4	431,188.
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	431,188.

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	PERSHING PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAIN DISTRIBUTIONS	P		
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	35,964.		24,736.	11,228.
b	4,632.			4,632.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				11,228.
b				4,632.
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 15,860.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	36,333.	358,179.	.101438
2011	67,127.	354,852.	.189169
2010	68,016.	388,822.	.174928
2009	30,915.	341,742.	.090463
2008	57,074.	425,384.	.134171

2	Total of line 1, column (d)	2	.690169
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	.138034
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	369,103.
5	Multiply line 4 by line 3	5	50,949.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	155.
7	Add lines 5 and 6	7	51,104.
8	Enter qualifying distributions from Part XII, line 4	8	27,844.

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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	310.
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	310.
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	310.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
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	0.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	310.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
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		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GEORGE RAFTELIS Telephone no. ▶ 704-373-1199

Located at ▶ 17533 PARADISE COVE COURT, CORNELIUS, NC ZIP+4 ▶ 28031-7605

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	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? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	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.

(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
GEORGE RAFTELIS 17533 PARADISE COVE COURT CORNELIUS, NC 28031	PRESIDENT 5.00	0.	0.	0.

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2013)

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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	359,999.
b	Average of monthly cash balances	1b	14,725.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	374,724.
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	374,724.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,621.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	369,103.
6	**Minimum investment return.** Enter 5% of line 5	6	18,455.

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	18,455.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 310.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	310.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	18,145.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	18,145.
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	18,145.

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	27,844.
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	27,844.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	27,844.

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				18,145.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 36,854.				
b From 2009 13,870.				
c From 2010 48,619.				
d From 2011 49,482.				
e From 2012 18,862.				
f **Total** of lines 3a through e	167,687.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 27,844.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				18,145.
e Remaining amount distributed out of corpus	9,699.			
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	177,386.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	36,854.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	140,532.			
10 Analysis of line 9:				
a Excess from 2009 13,870.				
b Excess from 2010 48,619.				
c Excess from 2011 49,482.				
d Excess from 2012 18,862.				
e Excess from 2013 9,699.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
DAVIDSON COMMUNITY PLAYERS 209 DELBURG ST, STE 132 DAVIDSON, NC 28036	NONE	PUBLIC CHARITY	COMMUNITY ARTS	1,000.
GEORGETOWN SOIL AND WATER 1837 NORTH FRASER STREET GEORGETOWN, SC 29440	NONE	GOVERNMENT ORGANIZATION	NATURE CONSERVATION	250.
HOSPICE AND COMMUNITY CARE PO BOX 993 ROCK HILL, SC 29731	NONE	PUBLIC CHARITY	CARE FOR TERMINALLY ILL	150.
BARIUM SPRINGS PO BOX 1 BARIUM SPRINGS, NC 28010	NONE	PUBLIC CHARITY	HOME FOR CHILDREN	300.
BLUMENTHAL PERFORMING ARTS 130 NORTH TRYON STREET CHARLOTTE, NC 28202	NONE	PUBLIC CHARITY	PERFORMING ARTS SOCIETY	2,500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	27,844.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	7,193.	
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	15,860.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		23,053.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 23,053.

(See worksheet in line 13 instructions to verify calculations.)

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

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

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

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

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
N/A		

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

Signature of officer or trustee: [signature] Date: 5/15/14 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
ELIZABETH P. MURPHY	[signature]	04/23/14		P00653168

Firm's name ▶ DIXON HUGHES GOODMAN LLP — Firm's EIN ▶ 56-0747981

Firm's address ▶ 6525 MORRISON BLVD., STE 500 CHARLOTTE, NC 28211 — Phone no. 704-367-7020

Form **990-PF** (2013)

323622
10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROOKGREEN GARDENS P.O. BOX 3368 PAWLEYS ISLAND, SC 29585	NONE	PUBLIC CHARITY	NON-PROFIT SCULPTURE GARDENS	90.
CAROLINA RAPTOR CENTER 6000 SAMPLE RD HUNTERSVILLE, NC 28078	NONE	PUBLIC CHARITY	REHABILITATION OF INJURED RAPTORS	1,000.
COLLEGIATE FORENSIC ASSOCIATION 204 HENRY ST ASHLAND, VA 23005	NONE	PUBLIC CHARITY	ASSOCIATION FOR THE PROMOTION OF DEBATE	150.
DAVIDSON COLLEGE PRESBYTERIAN CHURCH 100 N MAIN STREET DAVIDSON, NC 28036	NONE	PUBLIC CHARITY	CHURCH	5,000.
AFG 1600 CORPORATE LANDING PKWY VIRGINIA BEACH, VA 23454	NONE	PUBLIC CHARITY	REHABILITATION	708.
DUKE UNIVERSITY P.O. BOX 90581 DURHAM, NC 27708	NONE	PUBLIC CHARITY	UNIVERSITY	8,000.
LIGHTHAVEN 1289 MCENTIRE RD TRYON, NC 28782	NONE	PUBLIC CHARITY	CHURCH	700.
THE PINES 400 AVINGER LANE DAVIDSON, NC 28036	NONE	PUBLIC CHARITY	RETIREMENT CENTER	250.
PRESBYTERY OF CHARLOTTE 2831 N. SHARON AMITY ROAD CHARLOTTE, NC 28205	NONE	PUBLIC CHARITY	CHURCH	2,000.
FRIEDBERG ELEMENTARY SCHOOL 1131 FRIEDBERG CHURCH ROAD WINSTON-SALEM, NC 27127	NONE	PUBLIC CHARITY	SCHOOL	196.
Total from continuation sheets				23,644.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WFAE 8801 JM KEYNES DRIVE, SUITE 91 CHARLOTTE, NC 28262	NONE	PUBLIC CHARITY	PUBLIC RADIO	2,000.
DAVIDSON COLLEGE 405 N MAIN STREET DAVIDSON, NC 28035	NONE	PUBLIC CHARITY	UNIVERSITY	1,200.
GOLD COAST GREYHOUND ADOPTIONS P.O. BOX 6501 CLEARWATER, FL 33758	NONE	PUBLIC CHARITY	ANIMAL RESCUE	100.
MOTHERING ACROSS CONTINENTS 310 ARLINGTON AVE, STE 303 CHARLOTTE, NC 28203	NONE	PUBLIC CHARITY	INTERNATIONAL MENTORING FOR CHILDREN	250.
WAKE FOREST UNIVERSITY FAMILY BUSINESS CENTER 200 N. COLLEGE STREET, SUITE 150 CHARLOTTE, NC 28202	NONE	PUBLIC CHARITY	UNIVERSITY SPONSORED COMMUNITY ORGANIZATION	2,000.
Total from continuation sheets				

323631
05-01-13

BRAGG FINANCIAL ADVISORS, INC.
1031 S Caldwell Street, Suite 200
Charlotte, NC 28203
advisors@braggfinancial com
(704) 377-0261 (888) 353-0261

[redacted]

Queens Road Securities, LLC

CORESTONE ACCOUNT™

Account Number:
Statement Period: 12/01/2013 - 12/31/2013

THE RAFTELIS FOUNDATION
GEORGE OR EVA RAFTELIS
17533 PARADISE COVE COURT
CORNELIUS NC 28031-7605

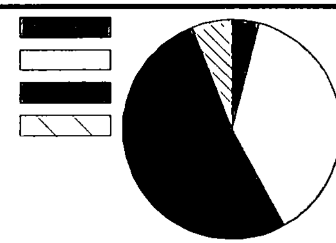
Your Investment Advisor:
BENTON SELLERS BRAGG
(704) 377-0261

Valuation at a Glance

	This Period
Beginning Account Value	**$425,905.84**
Cash Deposits	1,000.00
Cash Withdrawals	-302.02
Dividends/Interest	6,703.66
Change in Account Value	-2,118.92
Ending Account Value	**$431,188.56**
Estimated Annual Income	$7,314.29

Asset Allocation

	Last Period	This Period	% Allocation
Cash, Money Funds, and Bank Deposits	12,875.18	16,159.40	4%
Equities	162,305.97	164,111.61	38%
Mutual Funds	225,957.55	226,399.55	52%
Exchange-Traded Products	24,767.14	24,518.00	6%
Account Total (Pie Chart)	**$425,905.84**	**$431,188.56**	**100%**



Pie Chart allocation only includes products that are of positive value.

[redacted]

Client Service Information

Your Investment Advisor: BSB	Contact Information	Client Service Information
BENTON SELLERS BRAGG BRAGG FINANCIAL ADVISORS 1031 S. CALDWELL ST., STE. 200 CHARLOTTE NC 28203-3517	**Telephone Number:** (704) 377-0261 **Fax Number:** (704) 334-9754 **E-Mail Address:** advisors@braggfinancial.com	**Service Hours:** Monday - Friday 08 30 a.m - 05 00 p.m. (EST) **Client Service Telephone Number:** (704) 377-0261 **Web Site:** WWW.BRAGGFINANCIAL.COM To report a lost or stolen Debit Card or check call (704) 377-0261, 24 hours a day, 7 days a week.

Your Account Information

Tax Lot Default Disposition Method

Default Method for Mutual Funds: FIRST IN FIRST OUT
Default Method for Stocks in a Dividend Reinvestment Plan: FIRST IN FIRST OUT
Default Method for all Other Securities: FIRST IN FIRST OUT

Electronic Delivery

You are currently enrolled to receive the following account communications via electronic delivery:
Statements and Reports
Trade Confirmations
Tax Documents
Notifications
Please log in to your account to make any changes to your electronic delivery preferences.

E-mail notifications are delivered to the following e-mail address(es):
e######@bellsouth.net
g########@raftelis.com
The above e-mail address is partially masked for your security. Please log into your account to review the full e-mail address.

Portfolio Holdings

Opening Date	Quantity	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 4.00% of Portfolio									
Cash Balance				54.58	0.00				
Margin Balance				0.00	9.60				
Money Market									
FEDERATED NC MUNI CASH TRUST									
11/30/13	16,149.800	0000002100	12/31/13	12,820.60	16,149.80	0.00	1.52	0.01%	0.01%
Total Money Market				**$12,820.60**	**$16,149.80**	**$0.00**	**$1.52**		
Total Cash, Money Funds, and Bank Deposits				**$12,875.18**	**$16,159.40**	**$0.00**	**$1.52**		

[redacted]

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Queens Road Securities, LLC

CORESTONE ACCOUNT™

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 38.00% of Portfolio								
Common Stocks								
GRAINGER WW INC			Security Identifier: GWW					
Dividend Option Cash			CUSIP. 384802104					
150.00 of these shares are in your margin account								
02/06/06 *,3	16 000	72.1070	1,153.71	255 4200	4,086.72	2,933.01	59.52	1.45%
12/29/08 *,3	111.000	0.0000	0.00	255.4200	28,351.62	28,351.62	412.92	1.45%
Total Noncovered	**127.000**		**1,153.71**		**32,438.34**	**31,284.63**	**472.44**	
06/29/05 *,3	23.000	Gifted	1,270.64	255.4200	5,874.66	4,604.02	85.56	1.45%
		Gift Fair Market Value: $4,909.12 Date of Gift 04/09/2012						
Total Depreciated Gift	**23.000**		**1,270.64**		**5,874.66**	**4,604.02**	**85.56**	
Total	**150.000**		**$2,424.35**		**$38,313.00**	**$35,888.65**	**$558.00**	
MCDONALDS CORP			Security Identifier: MCD					
Dividend Option Cash			CUSIP: 580135101					
253.00 of these shares are in your margin account								
12/22/11	253.000	98.9500	25,034.35	97.0300	24,548.59	-485.76	819.72	3.33%
ORACLE CORP COM			Security Identifier: ORCL					
Dividend Option: Cash			CUSIP: 68389X105					
488.00 of these shares are in your margin account								
12/29/08 *,3	488.000	0.0000	0.00	38.2600	18,670.88	18,670.88	234.24	1.25%
PROCTER & GAMBLE CO COM			Security Identifier: PG					
Dividend Option: Cash			CUSIP: 742718109					
139.00 of these shares are in your margin account								
12/29/08 *,3	139.000	0 0000	0.00	81.4100	11,315.99	11,315.99	334.43	2.95%
TJX COMPANIES INC (NEW)			Security Identifier: TJX					
Dividend Option. Cash			CUSIP. 872540109					
795.00 of these shares are in your margin account								
03/29/05 *,3	795.000	12.4070	9,863.76	63.7300	50,665.35	40,801.59	461.10	0.91%

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
UNITED TECHNOLOGIES CORP COM			Security Identifier: UTX					
Dividend Option Cash			CUSIP. 913017109					
181.00 of these shares are in your margin account								
02/26/02 *,3	60.000	35.7800	2,146.81	113.8000	6,828.00	4,681.19	141.60	2 07%
09/25/02 *,3	121.000	28.3700	3,432.77	113.8000	13,769.80	10,337.03	285.56	2.07%
Total Noncovered	**181.000**		**5,579.58**		**20,597.80**	**15,018.22**	**427.16**	
Total	**181.000**		**$5,579.58**		**$20,597.80**	**$15,018.22**	**$427.16**	
Total Common Stocks			**$42,902.04**		**$164,111.61**	**$121,209.57**	**$2,834.65**	
Total Equities			**$42,902.04**		**$164,111.61**	**$121,209.57**	**$2,834.65**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 52.00% of Portfolio								
AMERICAN HIGH INCOME TRUST CLASS F-2			Security Identifier: AHIFX					
Open End Fund			CUSIP 026547828					
Dividend Option· Cash, Capital Gains Option: Cash								
07/18/12 *	909.918	11.0000	10,009.00	11.3600	10,336.67	327.67	681.10	6.58%
CAPITAL WORLD BOND FUND CLASS F-2			Security Identifier: BFWFX					
Open End Fund			CUSIP· 140541822					
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
09/20/10 *	361.969	20.7230	7,501.00	20.0800	7,268.34	-232.66	166.00	2.28%
12/10/10 *	684.597	20.4630	14,009.00	20.0800	13,746.71	-262.29	313.95	2.28%
Reinvestments to Date *	74.373	20.5720	1,529.98	20 0800	1,493.41	-36 57	34.11	2.28%
Total Noncovered	**1,120.939**		**23,039.98**		**22,508.46**	**-531.52**	**514.06**	
Reinvestments to Date	59.449	20.7220	1,231.93	20.0800	1,193.73	-38.20	27.26	2.28%
Total Covered	**59.449**		**1,231.93**		**1,193.73**	**-38.20**	**27.26**	
Total	**1,180.388**		**$24,271.91**		**$23,702.19**	**-$569.72**	**$541.32**	
DODGE & COX STOCK FUND			Security Identifier: DODGX					
Open End Fund			CUSIP· 256219106					
Dividend Option: Reinvest; Capital Gains Option· Reinvest								
12/29/06 *,3	8.602	154.0660	1,325.28	168.8700	1,452.62	127.34	18.11	1.24%
12/29/06 *,3	0.420	153.9050	64.64	168.8700	70.93	6.29	0.88	1.24%
12/29/06 *,3	0.917	154.1000	141.31	168.8700	154.85	13.54	1.93	1.24%
03/30/07 *,3	0.184	154.8370	28.49	168.8700	31.07	2.58	0.39	1.24%
03/30/07 *,3	1.329	154 5750	205.43	168.8700	224.43	19.00	2.80	1.24%
03/30/07 *,3	1.685	154.5880	260.48	168.8700	284.55	24.07	3.55	1.24%
06/29/07 *,3	0.957	162.1420	155.17	168.8700	161.61	6.44	2.01	1.24%

[redacted]

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1031 S Caldwell Street, Suite 200
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(704) 377-0261 (888) 353-0261

Queens Road Securities, LLC

CORESTONE ACCOUNT™

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
DODGE & COX STOCK FUND *(continued)*								
09/28/07 *,3	0.893	158.8020	141.81	168.8700	150.80	8.99	1.88	1.24%
Reinvestments to Date *	58.391	119.2780	6,964.77	168.8700	9,860.49	2,895.72	122.91	1.24%
Total Noncovered	**73.378**		**9,287.38**		**12,391.35**	**3,103.97**	**154.46**	
Reinvestments to Date	2.820	132.7270	374.29	168 8700	476.21	101.92	5.93	1.24%
Total Covered	**2.820**		**374.29**		**476.21**	**101.92**	**5.93**	
Total	**76.198**		**$9,661.67**		**$12,867.56**	**$3,205.89**	**$160.39**	
EUROPACIFIC GROWTH FUND CLASS F-1			**Security Identifier: AEGFX**					
Open End Fund			CUSIP 298706409					
Dividend Option. Reinvest, Capital Gains Option· Reinvest								
02/21/03 *,3	33.332	21.9290	730.94	48.8000	1,626.60	895.66	14.55	0.89%
12/19/03 *,3	5.345	29.2820	156 51	48.8000	260.84	104.33	2.33	0.89%
12/24/03 *,3	135.272	29.6700	4,013.50	48.8000	6,601.27	2,587.77	59.06	0.89%
12/20/04 *,3	9.259	34.2620	317.23	48.8000	451.84	134.61	4.04	0.89%
12/28/05 *,3	8.640	40 7400	351.99	48.8000	421.63	69.64	3.77	0.89%
12/28/05 *,3	16.006	40.7390	652.07	48.8000	781.09	129.02	6.99	0.89%
12/27/06 *,3	6.631	45.7790	303.56	48 8000	323.59	20.03	2.90	0.89%
12/27/06 *,3	8.692	45.7820	397.94	48.8000	424.17	26.23	3.79	0.89%
12/27/06 *,3	23.993	45.7810	1,098.42	48.8000	1,170.86	72.44	10.48	0.89%
Reinvestments to Date *	116.794	39.3120	4,591.44	48.8000	5,699.55	1,108.11	50.99	0.89%
Total Noncovered	**363.964**		**12,613.60**		**17,761.44**	**5,147.84**	**158.90**	
Reinvestments to Date	9.628	43.3000	416.89	48.8000	469.85	52.96	4.21	0.89%
Total Covered	**9.628**		**416.89**		**469.85**	**52.96**	**4.21**	
Total	**373.592**		**$13,030.49**		**$18,231.29**	**$5,200.80**	**$163.11**	
THE GROWTH FUND OF AMERICA CLASS F-1			**Security Identifier: GFAFX**					
Open End Fund			CUSIP 399874403					
Dividend Option Cash; Capital Gains Option· Cash								
12/24/03 *,3	245.693	24.1130	5,924.40	42.7400	10,500.92	4,576.52	28.64	0.27%

[redacted]

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
HARBOR INTERNATIONAL FUND			**Security Identifier: HAINX**					
INSTITUTIONAL CLASS			CUSIP. 411511306					
Open End Fund								
Dividend Option. Cash; Capital Gains Option· Cash								
04/08/05 *,3	4.799	43.5530	209 01	71.0100	340.78	131.77	7 18	2.10%
03/29/07 *,3	125.078	64.0320	8,009 00	71.0100	8,881.79	872.79	187.02	2.10%
01/25/08 *	141.889	63.4930	9,009.00	71.0100	10,075.53	1,066.53	212.16	2.10%
Total Noncovered	**271.766**		**17,227.01**		**19,298.10**	**2,071.09**	**406.36**	
Total	**271.766**		**$17,227.01**		**$19,298.10**	**$2,071.09**	**$406.36**	
T ROWE PRICE MID-CAP VALUE			**Security Identifier: TRMCX**					
Open End Fund			CUSIP· 77957Y106					
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
04/08/05 *,3	78.672	22.5170	1,771.49	30.0500	2,364.09	592.60	17.31	0.73%
04/08/05 *,3	15.051	22.5170	338.91	30.0500	452.28	113.37	3.31	0.73%
12/14/05 *,3	6.254	23 5790	147.46	30.0500	187.93	40.47	1.38	0.73%
12/14/05 *,3	19.152	23.5800	451.61	30.0500	575.52	123.91	4.21	0.73%
12/14/05 *,3	29.315	23.5800	691.24	30 0500	880.92	189.68	6.45	0.73%
12/20/06 *,3	54.804	25.4100	1,392.57	30.0500	1,646 86	254.29	12.06	0.73%
12/20/06 *,3	7.406	25.4090	188.18	30.0500	222.55	34.37	1.63	0.73%
12/20/06 *,3	17.478	25.4100	444.12	30.0500	525.21	81.09	3.84	0.73%
Reinvestments to Date *	178.209	20.6620	3,682.08	30.0500	5,355.18	1,673.10	39.20	0.73%
Total Noncovered	**406.341**		**9,107.66**		**12,210.54**	**3,102.88**	**89.39**	
Reinvestments to Date	48.792	26.1270	1,274.80	30.0500	1,466.21	191.41	10.73	0.73%
Total Covered	**48.792**		**1,274.80**		**1,466.21**	**191.41**	**10.73**	
Total	**455.133**		**$10,382.46**		**$13,676.75**	**$3,294.29**	**$100.12**	
ROYCE TOTAL RETURN FUND			**Security Identifier: RYTRX**					
INVESTMENT CLASS			CUSIP· 780905881					
Open End Fund								
Dividend Option. Reinvest; Capital Gains Option· Reinvest								
12/29/03 *,3	1.823	10.7730	19.64	16.4700	30.02	10.38	0.26	0.86%
03/10/04 *,3	2.722	10.9590	29.83	16.4700	44.83	15.00	0.39	0.86%
06/10/04 *,3	4.068	11.0200	44.83	16.4700	67.00	22.17	0.58	0.86%
09/10/04 *,3	2.666	11.2420	29.97	16.4700	43.91	13.94	0.38	0.86%
12/02/04 *,3	16.734	12.0200	201.14	16.4700	275.61	74.47	2.37	0.86%
12/02/04 *,3	6.057	12.0190	72.80	16.4700	99.76	26.96	0.86	0.86%
12/02/04 *,3	4.558	12.0210	54.79	16.4700	75.07	20.28	0.65	0.86%
03/10/05 *,3	2.487	12 2920	30.57	16.4700	40.96	10.39	0.35	0.86%
04/08/05 *,3	746.888	12.0500	9,000.00	16.4700	12,301.24	3,301.24	105.91	0.86%
06/10/05 *,3	5.596	12.2110	68.33	16.4700	92.17	23.84	0.79	0.86%
09/09/05 *,3	7.048	12.9600	91.34	16.4700	116.08	24.74	1.00	0.86%

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
ROYCE TOTAL RETURN FUND *(continued)*								
12/02/05 *,3	75.600	12.7600	964.66	16.4700	1,245.13	280.47	10.72	0.86%
12/02/05 *,3	5.391	12.7600	68.79	16 4700	88.79	20.00	0.76	0.86%
12/02/05 *,3	8.534	12.7600	108.89	16.4700	140.55	31.66	1.21	0.86%
03/10/06 *,3	4.653	13.2500	61.65	16.4700	76.63	14.98	0.66	0.86%
06/09/06 *,3	7.922	12.9990	102.98	16.4700	130.48	27.50	1.12	0.86%
09/11/06 *,3	5.292	13.0610	69.12	16.4700	87.16	18.04	0.75	0.86%
12/05/06 *,3	64.150	13.8400	887.84	16.4700	1,056.55	168.71	9.10	0.86%
12/05/06 *,3	4.471	13.8400	61.88	16.4700	73.64	11.76	0.63	0.86%
12/05/06 *,3	0.726	13.8430	10.05	16.4700	11.96	1 91	0 10	0.86%
03/09/07 *,3	5 192	13.8890	72.11	16.4700	85.51	13.40	0.74	0.86%
06/11/07 *,3	6.096	14.8290	90.40	16.4700	100.40	10.00	0.86	0.86%
09/11/07 *,3	6.456	14.0490	90.70	16.4700	106.33	15.63	0.92	0.86%
Reinvestments to Date *	274.046	12.1660	3,334.16	16.4700	4,513.54	1,179.38	38.86	0.86%
Total Noncovered	**1,269.176**		**15,566.47**		**20,903.32**	**5,336.85**	**179.97**	
Reinvestments to Date	232.942	14.8520	3,459.74	16.4700	3,836.56	376.82	33.03	0.86%
Total Covered	**232.942**		**3,459.74**		**3,836.56**	**376.82**	**33.03**	
Total	**1,502.118**		**$19,026.21**		**$24,739.88**	**$5,713.67**	**$213.00**	
VANGUARD EXPLORER FUND			**Security Identifier: VEXPX**					
Open End Fund			CUSIP. 921926101					
Dividend Option. Reinvest; Capital Gains Option. Reinvest								
106.68 of these shares are in your margin account								
12/29/03 *,3	33.160	66.2250	2,196.02	103.4000	3,428.75	1,232.73	1.32	0.03%
12/29/03 *,3	9.947	66.2250	658.74	103 4000	1,028.52	369 78	0.40	0 03%
12/27/04 *,3	0.199	73.8690	14.70	103.4000	20.58	5.88	0.01	0.03%
12/29/05 *,3	4.182	75.6480	316.36	103.4000	432.42	116 06	0.17	0.03%
12/29/05 *,3	12.349	75.6480	934.18	103.4000	1,276.89	342.71	0.49	0.03%
12/29/05 *,3	0.613	75.6120	46.35	103.4000	63.38	17.03	0.02	0.03%
12/18/06 *,3	0.608	75.3620	45.82	103.4000	62.87	17.05	0.02	0.03%
12/18/06 *,3	1.606	75.4230	121.13	103.4000	166.06	44.93	0.06	0.03%
12/18/06 *,3	12.487	75.4220	941.80	103.4000	1,291.16	349.36	0.50	0.03%
Reinvestments to Date *	17.944	67.1710	1,205.32	103.4000	1,855.41	650.09	0.72	0.03%

[redacted]

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
VANGUARD EXPLORER FUND *(continued)*								
Total Noncovered	**93.095**		**6,480.42**		**9,626.04**	**3,145.62**	**3.71**	
Reinvestments to Date	13.583	94.5370	1,284.09	103.4000	1,404.47	120.38	0 55	0.03%
Total Covered	**13.583**		**1,284.09**		**1,404.47**	**120.38**	**0.55**	
Total	**106.678**		**$7,764.51**		**$11,030.51**	**$3,266.00**	**$4.26**	
VANGUARD WINDSOR II FUND			**Security Identifier: VWNFX** CUSIP. 922018205					
Open End Fund								
Dividend Option: Cash; Capital Gains Option· Cash								
331.66 of these shares are in your margin account								
11/23/05 *,3	113.644	32.7640	3,723.48	36.7700	4,178.69	455.21	83.41	1.99%
11/23/05 *,3	218.020	32.7640	7,143.29	36.7700	8,016.60	873.31	160.03	1.99%
Total Noncovered	**331.664**		**10,866.77**		**12,195.29**	**1,328.52**	**243.44**	
Total	**331.664**		**$10,866.77**		**$12,195.29**	**$1,328.52**	**$243.44**	
VANGUARD SHORT-TERM INFLATION-PROTECTED			**Security Identifier: VTAPX** CUSIP· 922020706					
SECURITIES INDEX FUND ADMIRAL CLASS								
Open End Fund								
Dividend Option Cash; Capital Gains Option. Cash								
08/06/13	161.031	24.8960	4,009.00	24.7000	3,977 47	-31.53	2.25	0.05%
VANGUARD GNMA FUND			**Security Identifier: VFIIX** CUSIP· 922031307					
Open End Fund								
Dividend Option. Cash; Capital Gains Option. Cash								
09/20/10 *	830.106	11.0030	9,133.90	10.4200	8,649.70	-484.20	196.02	2.26%
07/18/12 *	450.857	11.1100	5,009.00	10.4200	4,697.93	-311.07	106.46	2.26%
Total Noncovered	**1,280.963**		**14,142.90**		**13,347.63**	**-795.27**	**302.48**	
Total	**1,280.963**		**$14,142.90**		**$13,347.63**	**-$795.27**	**$302.48**	
VANGUARD SHORT-TERM INVESTMENT GRADE			**Security Identifier: VFSTX** CUSIP· 922031406					
FUND INVESTOR SHARES								
Open End Fund								
Dividend Option· Cash, Capital Gains Option. Cash								
1,249.69 of these shares are in your margin account								
12/28/05 *,3	277.973	10.5280	2,926.63	10.7000	2,974 31	47.68	53.63	1.80%
12/28/05 *,3	52.595	10.5280	553.74	10.7000	562.77	9.03	10.15	1.80%
03/26/07 *,3	1,602.262	10.6160	17,009.00	10.7000	17,144.20	135.20	309.15	1.80%
Total Noncovered	**1,932.830**		**20,489.37**		**20,681.28**	**191.91**	**372.93**	
Total	**1,932.830**		**$20,489.37**		**$20,681.28**	**$191.91**	**$372.93**	
VANGUARD INTERMEDIATE TERM			**Security Identifier: VFIDX** CUSIP 922031810					
CORP BOND FUND ADMIRAL SHARES								
Open End Fund								
Dividend Option· Cash, Capital Gains Option. Cash								
04/10/13	1,272.016	10.2270	13,009 00	9.6700	12,300.40	-708.60	417.11	3.39%

[redacted]

BRAGG FINANCIAL ADVISORS, INC.
1031 S Caldwell Street, Suite 200
Charlotte, NC 28203
advisors@braggfinancial com
(704) 377-0261 (888) 353-0261

Queens Road Securities, LLC

CORESTONE ACCOUNT™

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings *(continued)*

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
VANGUARD INTERMEDIATE-TERM CORPORATE BOND FUND Open End Fund Dividend Option: Cash; Capital Gains Option: Cash 2,017.95 of these shares are in your margin account			**Security Identifier: VFICX** CUSIP. 922031885					
01/10/03 *,3	2,017.953	9.9840	20,148.24	9.6700	19,513.61	-634.63	641.43	3 28%
Total Mutual Funds			**$199,962.94**		**$226,399.55**	**$26,436.61**	**$4,277.94**	

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 6.00% of Portfolio								
ISHARES TR TIPS BD ETF Dividend Option. Cash; Capital Gains Option. Cash 140.00 of these shares are in your margin account			**Security Identifier: TIP** CUSIP 464287176					
07/12/10 *	95.000	105.9310	10,063.40	109.9000	10,440.50	377.10	119.86	1.14%
09/20/10 *	45.000	107.9430	4,857.45	109.9000	4,945.50	88 05	56.77	1 14%
Total Noncovered	**140.000**		**14,920.85**		**15,386.00**	**465.15**	**176.63**	
Total	**140.000**		**$14,920.85**		**$15,386.00**	**$465.15**	**$176.63**	
VANGUARD SCOTTSDALE FDS VANGUARD SHORT TERM GOVT BOND INDEX FD ETF SHS Dividend Option. Cash; Capital Gains Option: Cash 150.00 of these shares are in your margin account			**Security Identifier: VGSH** CUSIP. 92206C102					
07/12/10 *	30.000	60.9100	1,827.30	60 8800	1,826.40	-0.90	4.71	0.25%
09/20/10 *	120.000	60.8660	7,303.96	60.8800	7,305.60	1.64	18.84	0.25%
Total Noncovered	**150.000**		**9,131.26**		**9,132.00**	**0.74**	**23.55**	
Total	**150.000**		**$9,131.26**		**$9,132.00**	**$0.74**	**$23.55**	
Total Exchange-Traded Products			**$24,052.11**		**$24,518.00**	**$465.89**	**$200.18**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$283,076.49**	**$431,188.56**	**$148,112.07**	**$0.00**	**$7,314.29**

[redacted]

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

3 The cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

Portfolio Holdings Disclosures

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices have been obtained from sources which we believe to be reliable. Pershing may not use the closing price of the particular exchange or marketplace where your position was purchased as the "Market Price." Securities for which a price is not available are marked ""N/A"" and are omitted from the Total.

The estimated annual income (EAI) and estimated current yield (ECY) figures are estimates and for informational purposes only. These figures are not considered to be a forecast or guarantee of future results. These figures are computed using information from providers believed to be reliable, however, no assurance can be made as to the accuracy Since interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political, and business conditions, they should not be relied on for making investment, trading, or tax decisions. These figures assume that the position quantities, interest and dividend rates, and prices remain constant. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating them. Refer to www.pershing.com/business_continuity.html for specific details as to formulas used to calculate the figures. Accrued interest represents interest earned but not yet received.

THE AS OF PRICE DATE ONLY APPEARS WHEN THE PRICE DATE DOES NOT EQUAL THE STATEMENT DATE.

Reinvestment

The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments. Upon written request to your financial institution, information pertaining to these transactions, including the time of execution and the name of the person from whom your security was purchased. In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow.

Option Disclosure

Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm. In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised automatically pursuant to the exercise by exception procedure of the Options Clearing Corporation. Additional information regarding this procedure is available upon written request to your introducing firm.

Foreign Currency Transactions

Pershing may execute foreign currency transactions as principal for your account. Pershing may automatically convert foreign currency to or from U.S. dollars for dividends and similar corporate action transactions unless you instruct your financial organization otherwise. Pershing's currency conversion rate will not exceed the highest interbank conversion rate identified from customary banking sources on the conversion date or the prior business day, increased by up to 1%, unless a particular rate is required by applicable law. Your financial organization may also increase the currency conversion rate. This conversion rate may differ from rates in effect on the date you executed a transaction, incurred a charge, or received a credit. Transactions converted by agents (such as depositories) will be billed at the rates such agents use.

Proxy Vote

Securities not fully paid for in your margin account may be lent by Pershing to itself or others in accordance with the terms outlined in the Margin Agreement. The right to vote your shares held on margin may be reduced by the amount of shares on loan. The Proxy Voting Instruction Form sent to you may reflect a smaller number of shares entitled to vote than the number of shares in your margin account.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PERSHING	7,193.	0.	7,193.	7,193.	
TO PART I, LINE 4	7,193.	0.	7,193.	7,193.	

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,286.	2,286.		0.
TO FM 990-PF, PG 1, LN 16A	2,286.	2,286.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,300.	2,300.		0.
TO FORM 990-PF, PG 1, LN 16B	2,300.	2,300.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	2,341.	2,341.		0.
POSTAGE EXPENSE	10.	10.		0.
TO FORM 990-PF, PG 1, LN 16C	2,351.	2,351.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	61.	61.		0.
DEPARTMENT OF TREASURY	438.	438.		0.
TO FORM 990-PF, PG 1, LN 18	499.	499.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCE CHARGES	106.	106.		0.
TO FORM 990-PF, PG 1, LN 23	106.	106.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
NET CHANGE IN MARKET VALUE OF SECURITIES HELD	87,521.
TOTAL TO FORM 990-PF, PART III, LINE 3	87,521.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PERSHING - SEE ATTACHED	415,029.	415,029.
TOTAL TO FORM 990-PF, PART II, LINE 10B	415,029.	415,029.

Check for $310 was sent.

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. THE RAFTELIS FOUNDATION	Enter filer's identifying number Employer identification number (EIN) or 56-2105040
	Number, street, and room or suite no. If a P.O. box, see instructions. 17533 PARADISE COVE COURT	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CORNELIUS, NC 28031-7605	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ GEORGE RAFTELIS
17533 PARADISE COVE COURT - CORNELIUS, NC 28031-7605
Telephone No. ▶ 704-373-1199 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2013 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 310.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 310.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment 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 ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	310.
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	310.
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	310.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	310.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	310.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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