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## Return of Private Foundation

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

2013

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► Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

M &amp; S LOVE FOUNDATION

A Employer identification number

56-6040789

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

Room/suite

1525 WEST WT HARRIS BLVD

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

CHARLOTTE, NC 28262

B Telephone number (see instructions)

800-352-3705

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeC If exemption application is pending, check here . . . . . 

H Check type of organization:

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationD 1 Foreign organizations, check here . . . . . 2 Foreign organizations meeting the 85% test, check here and attach computation . . . . . E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . 

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 2,425,500.

J Accounting method:  Cash  Accrual 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 . . . . .				
5a Gross rents . . . . .				
b Net rental income or (loss) _____				
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a 1,993,097.				
7 Capital gain net income (from Part IV, line 2) .				
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .				
c Gross profit or (loss) (attach schedule) . . . . .				
11 Other income (attach schedule) . . . . .				
12 Total. Add lines 1 through 11 . . . . .	390,623.	389,686.		
13 Compensation of officers, directors, trustees, etc . . . . .				
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. 2 .	1,000.		NONE	
c Other professional fees (attach schedule) STMT. 3 .	17,462.	13,096.		
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) STMT. 4 .	2,801.	735.		
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 . . . . .	21,263.	13,831.	NONE	1,000.
25 Contributions, gifts, grants paid . . . . .	111,000.			111,000.
26 Total expenses and disbursements Add lines 24 and 25	132,263.	13,831.	NONE	112,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements . . . . .	258,360.			
b Net investment income (if negative, enter -0-) . . . . .		375,855.		
c Adjusted net income (if negative, enter -0-) . . . . .				

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing . . . . .	3,897.	167.	167.
	2	Savings and temporary cash investments . . . . .	49,432.	35,367.	35,367.
	3	Accounts receivable ►			NONE
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			NONE
		Less allowance for doubtful accounts ►			
	5	Grants receivable . . . . .			NONE
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			NONE
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►	NONE		
	8	Inventories for sale or use . . . . .			NONE
	9	Prepaid expenses and deferred charges . . . . .			NONE
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .	STMT 5.		
	b	Investments - corporate stock (attach schedule) . . . . .	STMT 6.	1,471,042.	1,671,183.
	c	Investments - corporate bonds (attach schedule) . . . . .	STMT 7.	56,336.	713,415.
	11	Investments - land, buildings, and equipment basis . . . . .			
		Less accumulated depreciation ►			
	12	Investments - mortgage loans . . . . .			NONE
	13	Investments - other (attach schedule) . . . . .	STMT 8.	646,105.	NONE
	14	Land, buildings, and equipment basis . . . . .			
		Less accumulated depreciation ►			NONE
	15	Other assets (describe ►) . . . . .			NONE
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		1,963,776.	2,219,991.
					2,425,500.
Liabilities	17	Accounts payable and accrued expenses . . . . .			NONE
	18	Grants payable . . . . .			NONE
	19	Deferred revenue . . . . .			NONE
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			NONE
	21	Mortgages and other notes payable (attach schedule) . . . . .			NONE
	22	Other liabilities (describe ►) . . . . .			NONE
	23	Total liabilities (add lines 17 through 22) . . . . .			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/>				
	check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .		1,963,776.	2,219,991.
	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) . . . . .		1,963,776.	2,219,991.
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .		1,963,776.	2,219,991.

**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	1,963,776.
2	Enter amount from Part I, line 27a . . . . .	2	258,360.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	1,210.
4	Add lines 1, 2, and 3 . . . . .	4	2,223,346.
5	Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	3,355.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	2,219,991.

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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)
<b>1a</b> 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 1,993,097.		1,641,658.	351,439.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) FM V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	351,439.		
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	351,439.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3		

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

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

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

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

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

**1 Enter the appropriate amount in each column for each year, see 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	106,336.	2,197,445.	0.048391
2011	91,590.	2,166,007.	0.042285
2010	91,317.	2,025,763.	0.045078
2009	104,558.	1,794,815.	0.058256
2008	94,215.	2,135,068.	0.044127
<b>2 Total of line 1, column (d)</b>			0.238137
<b>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</b>			0.047627
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			2,331,261.
<b>5 Multiply line 4 by line 3</b>			111,031.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			3,759.
<b>7 Add lines 5 and 6</b>			114,790.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			112,000.
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.			

<b>Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)</b>										
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)	1 7,517.								
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .									
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-) . . . . .									
3	Add lines 1 and 2 . . . . .	2 7,517.								
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	4 NONE								
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-. . . . .	5 7,517.								
6	<b>Credits/Payments</b>	<table border="1" style="margin-left: 20px;"> <tr><td>6a</td><td>2,660.</td></tr> <tr><td>6b</td><td>NONE</td></tr> <tr><td>6c</td><td>NONE</td></tr> <tr><td>6d</td><td></td></tr> </table>	6a	2,660.	6b	NONE	6c	NONE	6d	
6a	2,660.									
6b	NONE									
6c	NONE									
6d										
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . . .									
b	Exempt foreign organizations - tax withheld at source . . . . .									
c	Tax paid with application for extension of time to file (Form 8868) . . . . .									
d	Backup withholding erroneously withheld . . . . .									
7	Total credits and payments Add lines 6a through 6d . . . . .	7 2,660.								
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8								
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ► . . . . .	9 4,857.								
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ► . . . . .	10								
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> ► <input type="checkbox"/> <b>NONE</b> <b>Refunded</b> ►	11								
<b>Part VII-A Statements Regarding Activities</b>										
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>										
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
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? . . . . . <i>If "Yes," attach a detailed description of the activities</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>NC</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i> . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV.</i> . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No								

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

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	Telephone no. ► (800) 352-3705	
Located at ► 1 W 4TH STREET, WINSTON SALEM, NC ZIP+4 ► 27101		
15	► 15	
16	Yes	No 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**

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . .	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . .	<input type="checkbox"/> Yes	X 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	X 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	X 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)? . . . . .		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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? . . . . .		
1b		
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	X 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) . . . . .		
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. ►		
1c		
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	X 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? . . . . .		
4a		X
4b		X

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

5a	During the year did the foundation pay or incur any amount to:					
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .				5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►		<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .		<input type="checkbox"/> Yes	<input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .				6b	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? . . . . .		<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
CHARLES LOVE 401 S TRYON STREET, CHARLOTTE, NC 28202	TRUSTEE 1	-0-	-0-	-0-
JULIAN LOVE 401 S TRYON STREET, 2ND FLOOR, CHARLOTTE, NC 28202	TRUSTEE 1	-0-	-0-	-0-
LELA P. LOVE 401 S TRYON STREET, 2ND FLOOR, CHARLOTTE, NC 28028	TRUSTEE 1	-0-	-0-	-0-
SPENCER LOVE 401 S TRYON STREET, 2ND FLOOR, CHARLOTTE, NC 28028	TRUSTEE 1	-0-	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		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
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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

1NONE

2

3

4

Expenses

**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

1NONE

2

All other program-related investments. See instructions

3NONE

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

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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 2,321,280.
b	Average of monthly cash balances	1b 45,482.
c	Fair market value of all other assets (see instructions)	1c NONE
d	<b>Total</b> (add lines 1a, b, and c)	1d 2,366,762.
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 2,366,762.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 35,501.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,331,261.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6 116,563.

**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	1 116,563.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,517.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 7,517.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 109,046.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 109,046.
6	Deduction from distributable amount (see instructions)	6 NONE
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 109,046.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a 112,000.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b
b	Program-related investments - total from Part IX-B	2 NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a NONE
3	Amounts set aside for specific charitable projects that satisfy the	3b NONE
a	Suitability test (prior IRS approval required)	4 112,000.
b	Cash distribution test (attach the required schedule)	5 N/A
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6 112,000.
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)	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	

**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 . . . . .				109,046.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only . . . . .			105,356.	
b Total for prior years 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 . . . . .	NONE			
b From 2009 . . . . .	NONE			
c From 2010 . . . . .	NONE			
d From 2011 . . . . .	NONE			
e From 2012 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 112,000.			105,356.	
a Applied to 2012, but not more than line 2a . . . . .				
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 . . . . .				6,644.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
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 . . . . .				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				102,402.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2009 . . . . .	NONE			
b Excess from 2010 . . . . .	NONE			
c Excess from 2011 . . . . .	NONE			
d Excess from 2012 . . . . .	NONE			
e Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section 509(a)(2)(B).

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	
2a	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).)

N/A

- 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.

N/A

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

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

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

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

- c Any submission deadlines.**

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

**Part XV. Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
BOY SCOUTS OF AMERICA MECKLENBURG COUNTY COUN 1410 EAST 7TH STREET CHARLOTTE NC 28204	NONE	PC	GENERAL SUPPORT	1,000.
CHINA CALIFORNIA HEART WATCH 19 MISTRAL LANE IRVINE CA 92602	NONE	PC	GENERAL PURPOSE	10,000.
ARCHBOLD EXPENDITURES 123 MAIN STREET DRIVE VENUS FL 33960	NONE	PC	GENERAL PURPOSE	25,000.
ELON UNIVERISTY PO BOX 398 ELON NC 27244	NONE	PC	GENERAL PURPOSE	50,000.
NC SCHOOL OF THE ARTS 1533 S. MAIN STREET WINSTON SALEM NC 27127-2	NONE	PC	GENERAL SUPPORT	25,000.
<b>Total</b>			► 3a	111,000.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

**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****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****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)**

14 39,184.

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

13 390,623.

(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). (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.

(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**

Signature of officer or trustee

04/15/2014

Dat

► CO-TRUSTEES

**Title**

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>DAVID APPLE</b>	Preparer's signature 	Date <b>04/15/2014</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00555848</b>
	Firm's name <b>► WELLS FARGO BANK, N.A.</b>	Firm's EIN ► <b>94-3080771</b>			
	Firm's address <b>► 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28262</b>	Phone no <b>800-691-8916</b>			

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABERDEEN EMERG MARKETS-INST #5840	1,314.	1,314.
DREYFUS EMG MKT DEBT LOC C-I #6083	1,289.	1,289.
OAKMARK FD CL I	1,632.	1,632.
ISHARES S&P 500 INDEX FUND	2,112.	2,112.
ISHARES TR-S&P MIDCAP 400 GROWTH IND	361.	361.
ISHARES S&P MIDCAP 400/BARRA VALUE	634.	634.
ISHARES SMALLCAP 600/ BARRA FD	344.	344.
ISHARES S & P SMALLCAP 600/GRO	404.	404.
ISHARES 1-3 YEAR INTERNATIONAL	57.	57.
LAZARD EMERGING MKTS PTEL #638	1,966.	1,966.
WESTERN ASSET SHRT-TRM BND-I	2,375.	2,375.
MAINSTAY CONVERTIBLE FD CL I #2584	1,294.	1,294.
PIMCO FDS PAC INVT MGMT SER LOW DURATION	2,388.	2,388.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	2,426.	2,426.
PIMCO EMERG MKTS BD-INST #137	2,775.	2,775.
ROWE T PRICE SMALL CAP STOCK FD	524.	524.
T ROWE PRICE INST FLOAT RATE #170	841.	841.
SPDR DJ WILSHIRE INTERNATIONAL REAL	1,268.	1,268.
TEMPLETON FRONTIER MARKET-AD #674	915.	915.
VANGUARD DEVELOPED MKTS INDEX #227	3,365.	3,365.
VANGUARD INTERMEDIATE TERM B	2,162.	2,162.
VANGUARD SHORT TERM BOND ETF	813.	813.
VANGUARD HIGH YIELD CORP-ADM #529	4,306.	4,306.
VANGUARD REIT VIPER	3,131.	2,194.
WELLS FARGO ADV INTL BOND-IS #4705	483.	483.
FEDERATED TREAS OBL FD 68	5.	5.
TOTAL	39,184.	38,247.

## 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	1,000.	-	-	1,000.
TOTALS	1,000.	NONE	NONE	1,000.

## FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CUSTODIAN & MANAGEMENT FEES (A)	17,462.	13,096.
TOTALS	17,462.	13,096.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	2,066. 631. 104.	631. 104.
TOTALS	2,801.	735.

M & S LOVE FOUNDATION

56-6040789

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

912828AJ9 US TREASURY NOTES

TOTALS

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BOOK VALUE	ENDING FMV	ENDING
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025076209	AMERICAN CENTURY EQUITY FUND
131618795	CALVERT SOCIAL INVESTMENT FUND
26203E836	DREYFUS/ THE BOSTON C
38142Y401	GOODMAN SACHS GROWTH FUND
411511306	HARBOR INTERNATIONAL FUND
44980Q518	ING INTERNATIONAL REINSURANCE FUND
52106N889	LAZARD EMERGING MARKETS FUND
722005667	PIMCO COMMODITY REAL ASSET FUND
77954Q106	T. ROWE PRICE BLUE CHIP FUND
780905451	ROYCE PREMIER FUND
901165100	TWEEDY BROWNE FD GLOBE FUND
922908553	VANGUARD REIT VIPER FUND
92934R769	CRM MID CAP VALUE FUND
003021714	ABERDEEN EMERGING MARKETS FUND
26852M105	EII INTERNATIONAL PRIME FUND
413838103	OAKMARK FUND - I
464287887	ISHARES S&P SMALL-CAP FUND
779572106	T. ROWE PRICE SMALL CAP FUND
464287200	ISHARES CORE S & P 500 FUND
464287606	S&P MID-CAP FUND
464287705	ISHARES S&P MID-CAP FUND
464287879	ISHARES S&P SMALL-CAP FUND
78463X863	SPDR DJ WILSHIRE INT'L INDEX FUND
870297801	MLN ELEMENTS ROGERS FUND
88019R641	TEMPLETON FRONTIER M
921909701	VANGUARD DEVELOPED MARKETS FUND
922042874	FTSE EUROPE FUND

**TOTALS**

1,471,042. 1,671,183.  
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## FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
693390841 PIMCO HIGH YIELD FD- 922031737 VANGUARD INFILATION P	33,762.	35,000.
921937850 VANGUARD SHORT TERM 94985D582 WELLS FARGO ADV INTL	26,175.	33,636.
693391559 PIMCO EMERG MKTS BD- 025076209 AMERICAN CENTURY		
131618795 CALVERT SOCIAL INV 92934R769 CRM MID CAP VALUE		
26203E836 DREYFUS? THE BOSTON 38142Y401 GOLDMAN SACHS GROWTH		
780905451 ROYCE PREMIER 04315J837 ARTIO INTER. EQ		
411511306 HARBOR INTER. FD 52106N889 LAZARD EMERGING MKT		
921937819 VANGUARD INTERMEDIAT 922031208 VANGUARD HIGH YIELD		
261980494 DREYFUS EMG MKT DEBT 464288125 ISHARES 1-3 YEAR INT		
52469E807 WESTERN ASSET SHRT-T 56063N600 MAINSTAY CONVERTIBLE		
77958B402 T ROWE PRICE INST FL 921937827 VANGUARD SHORT TERM		
922031760 VANGUARD HIGH YIELD		
TOTALS	713,415.	718,783.

## FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		COST / FMV	C OR F
722005667 PIMCO COMMODITY REAL		C	
693390304 PIMCO LOW DURATION F		C	
693390841 PIMCO HIGH YIELD FD-		C	
693391559 PIMCO EMERG MKTS BD-		C	
921937819 VANGUARD INTERMEDIAT		C	
921937827 VANGUARD SHORT TERM		C	
922031737 VANGUARD INFLAT- PROT		C	
922031760 VANGUARD HIGH YIELD		C	

TOTALS

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

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DESCRIPTION AMOUNT

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MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE 1,209.  
ROUNDING 1.

TOTAL 1,210.

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STATEMENT 9

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

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DESCRIPTION AMOUNT

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MUTUAL FUND POSTING DATE AFTER TYE	2,353.
ROC BASIS ADJUSTMENT	1,002.

TOTAL	3,355.
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STATEMENT 10