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
FURNITURE BRANDS INTERNATIONAL CHARITABLE TRU

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041

City or town | State | ZIP code
Winston Salem | NC | 27101-3818

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number
56-6047870

B Telephone number (see instructions)
(888) 730-4933

C If exemption application is pending, check here ▶ ☐

D 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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 9,765,272

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)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	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	182,666	182,666		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	383,954			
	b	Gross sales price for all assets on line 6a 2,948,092				
	7	Capital gain net income (from Part IV, line 2)		383,954		
	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	566,620	566,620	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	64,052	48,039		16,013
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	600			600
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	7,062	2,732		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	71,714	50,771	0	16,613
	25	Contributions, gifts, grants paid	237,900			237,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	309,614	50,771	0	254,513
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	257,006			
	b	**Net investment income** (if negative, enter -0-)		515,849		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	5,280		
	2	Savings and temporary cash investments	401,540	355,683	355,683
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	4,824,156		
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,516,194	7,649,569	9,409,590
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,747,170	8,005,252	9,765,273
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,747,170	8,005,252	
	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)	7,747,170	8,005,252	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7,747,170	8,005,252	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	7,747,170
2	Enter amount from Part I, line 27a	2	257,006
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	20,508
4	Add lines 1, 2, and 3	4	8,024,684
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	19,432
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,005,252

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

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	383,954
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	0

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	262,742	8,345,823	0.031482
2011	325,065	8,059,469	0.040333
2010	253,291	7,378,327	0.034329
2009	343,255	6,392,378	0.053698
2008	427,642	7,580,126	0.056416

2	**Total** of line 1, column (d)	2	0.216258
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043252
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,092,339
5	Multiply line 4 by line 3	5	393,262
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,158
7	Add lines 5 and 6	7	398,420
8	Enter qualifying distributions from Part XII, line 4	8	254,513

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	10,317
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	10,317
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	10,317
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,661		
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	4,661
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	5,656
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax ▶**	**Refunded ▶**		11	0

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. ▶ $ ______ **(2)** On foundation managers. ▶$ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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?	4b	N/A	
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)*

		Line	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 ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933
Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818

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

		Line	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

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

			Line	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?	☐ 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)?		1b		X
	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 ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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.)*		3b	N/A	
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)*

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)? (see instructions) ☐ 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)? **5b** N/A

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** No: 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? **7b** N/A

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
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, I	TRUSTEE 4.00	64,052		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,869,238
b	Average of monthly cash balances	1b	361,563
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,230,801
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	
3	Subtract line 2 from line 1d	3	9,230,801
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	138,462
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,092,339
6	**Minimum investment return.** Enter 5% of line 5	6	454,617

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	454,617
2a	Tax on investment income for 2013 from Part VI, line 5	2a	10,317		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,317
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	444,300
4	Recoveries of amounts treated as qualifying distributions			4	2,900
5	Add lines 3 and 4			5	447,200
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	447,200

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	254,513
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	254,513
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	254,513

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				447,200
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			129,307	
b	Total for prior years: 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 254,513				
a	Applied to 2012, but not more than line 2a			129,307	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				125,206
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013. *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				321,994
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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

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 ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed . . .					0
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .					0
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter: (1) Value of all assets . . .					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					0
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) . .					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . .					0
(3) Largest amount of support from an exempt organization . . .					0
(4) Gross investment income . . .					0

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:

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 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* See Attached Statement				
Total ▶ **3a**				237,900
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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	182,666	
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	383,954	
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		566,620	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 566,620

(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

			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
		Not Applicable	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ SVP Wells Fargo Bank N.A. | 4/7/2014 | ▶ SVP Wells Fargo Bank N.A.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
JOSEPH J. CASTRIANO		4/7/2014		P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name SEE ATTACHED			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship NONE	**Foundation Status** PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			**Amount** 237,900
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**
Name			
Street			
City	**State**	**Zip Code**	**Foreign Country**
Relationship	**Foundation Status**		
Purpose of grant/contribution			**Amount**

Wells Fargo
Tax Transaction Detail Beneficiary Distributions
THOMASVILLE FURNITURE IND FDN
Trust Year Ending 12/31/2013

Tax Code/Desc			Paid For	Transactions		Income	Principal
			430337683	FURNITURE BRANDS INTERNATIONAL IN			
01/15/13				0 Units	Reg Code· 000	-1,000.00	0 00
Added:	019S	03/18/13		CASH DISBURSEMENT TRAN # EA022562000001 DIST TO/FOR BENEFICIARY/CLIENT PER FURNITURE BRANDS CHARITABLE TRUST NAT'L SOCIETY TO PREVENT BLINDNESS			
03/22/13				0 Units	Reg Code· 000	-6,000 00	0.00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032581000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST REGIONAL REHABILITATION CENTER			
03/22/13				0 Units	Reg Code: 000	-5,000 00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032583000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST THE LEUKEMIA & LYMPHOMA SOCIETY GATEWAY CHAPTER			
03/22/13				0 Units	Reg Code: 000	-5,000.00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT			
Modified:	TM6	11/26/13		TRAN # EA032584000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST CENTER FOR HEARING & SPEECH			
03/22/13				0 Units	Reg Code. 000	-3,000.00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032586000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST CATAWBA SCIENCE CENTER			
03/22/13				0 Units	Reg Code: 000	-5,000.00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032588000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST GIRLS ON THE RUN - ST LOUIS			
03/22/13				0 Units	Reg Code· 000	-5,000.00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032591000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST URBAN LEAGUE GUILD OF METROPOLITAN ST. LOUIS			
03/22/13				0 Units	Reg Code. 000	-18,000 00	0.00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032592000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST SILLER			

Tax Code/Desc			Paid For	Transactions		Income	Principal
			430337683	FURNITURE BRANDS INTERNATIONAL IN			
03/22/13				0 Units	Reg Code. 000	-10,000.00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032595000001 CHARITABLE CASH CONTRIBUTION PER FURNITURE BRANDS CHARITABLE TRUST NORTHSIDE COMMUNITY SCHOOL			
03/22/13				0 Units	Reg Code· 000	-10,000.00	0 00
Added:	031	04/03/13		CASH DISBURSEMENT TRAN # EA032599000001 CHARITABLE CASH CONTRIBUTION PER THE FURNITURE BRANDS CHARITABLE TRUST MARCH OF DIMES			
06/17/13				0 Units	Reg Code: 000	-7,500 00	0 00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023218000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST AMERICAN RED CROSS			
06/17/13				0 Units	Reg Code: 000	-5,000.00	0.00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023220000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST BE THE MATCH MARROW REGISTRY			
06/17/13				0 Units	Reg Code: 000	-1,000 00	0 00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023222000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST BIG BROTHERS, BIG SISTERS OF WESTERN, NC			
06/17/13				0 Units	Reg Code: 000	-5,000.00	0.00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023225000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST CYSTIC FIBROSIS FOUNDATION			
06/17/13				0 Units	Reg Code· 000	-3,000.00	0.00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023229000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST COMMUNITIES IN SCHOOLS OF CALDWELL COUNTY, INC.			

Tax Code/Desc			Paid For	Transactions		Income	Principal
			430337683	FURNITURE BRANDS INTERNATIONAL IN			
06/17/13				0 Units	Reg Code: 000	-10,000 00	0 00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023230000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST FOUNDATION OF THE CALDWELL COMMUNITY COLLEGE AND TECHNICAL INSTITUTE, INC			
06/17/13				0 Units	Reg Code: 000	-5,000 00	0 00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023233000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST OLD NORTH ST LOUIS RESTORATION GROUP, INC.			
06/17/13				0 Units	Reg Code: 000	-7,500 00	0.00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023235000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST THOMASVILLE CHAMBER FOUNDATION			
06/17/13				0 Units	Reg Code: 000	-1,000 00	0 00
Added:	061	07/02/13		CASH DISBURSEMENT TRAN # EA023236000001 CHARITABLE CASH CONTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST WESTERN PIEDMONT FOUNDATION, INC.			
08/09/13				0 Units	Reg Code: 000	-3,400 00	0 00
Added:	081	09/02/13		CASH DISBURSEMENT TRAN # EA013011000001 DIST TO/FOR BENEFICIARY/CLIENT FBO JENNIFER BECK STUDENT ID 900449418 APPALACHIAN STATE UNIVERSITY OFFICE OF STUDENT FINANCIAL AID			
09/06/13				0 Units	Reg Code: 000	-5,000.00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008119000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST AUTISM SPEAKS PER CTAC APPROVED 09/05/2013			
09/06/13				0 Units	Reg Code: 000	-3,000 00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008122000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST SPECIAL SPACES ST LOUIS PER CTAC APPROVED 09/05/2013			

Tax Code/Desc			Paid For	Transactions		Income	Principal
			430337683	FURNITURE BRANDS INTERNATIONAL IN			
09/06/13				0 Units	Reg Code: 000	-5,000.00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008148000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST CALDWELL MEMORIAL HOSPITAL FDN PER CTAC APPROVED 09/05/2013			
09/06/13				0 Units	Reg Code: 000	-1,000 00	0.00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008161000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST VARIETY THE CHILDREN'S CHARITY OF ST. LOUIS PER CTAC APPROVED 09/05/2013			
09/06/13				0 Units	Reg Code: 000	-15,000 00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008162000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST YMCA - THOMASVILLE, NC PER CTAC APPROVED 09/05/2013			
09/06/13				0 Units	Reg Code: 000	-2,500 00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008165000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST THE LEUKEMIA SOCIETY GATEWAY CHAPTER IN MEMORY OF JULIE PETERS PER CTAC APPROVED 09/05/2013			
09/06/13				0 Units	Reg Code: 000	-5,000 00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008166000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST FOUNDATION FOR PUBLIC BROADCASTING IN MISSISSIPPI PER CTAC APPROVED 09/05/2013			
09/06/13				0 Units	Reg Code. 000	-15,000 00	0.00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008180000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST YMCA - ST LOUIS PER CTAC APPROVED 09/05/2013			

Tax Code/Desc			Paid For	Transactions		Income	Principal
			430337683	FURNITURE BRANDS INTERNATIONAL IN			
09/06/13				0 Units	Reg Code· 000	-5,000 00	0 00
Added:	091	10/03/13		CASH DISBURSEMENT TRAN # EA008200000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF FURNITURE BRANDS CHARITABLE TRUST THOMASVILLE CITY SCHOOLS EDUCATIONAL FUND PER DDR APPROVED 09/05/2013			
10/21/13				0 Units	Reg Code. 000	-1,250 00	0 00
Added:	101	11/05/13		CASH DISBURSEMENT TRAN # EA027623000001 DISCRETIONARY DISTRIBUTION FALL 2013 FBO BRADLEY HULIN ID#982850 NC STATE UNIVERSITY PER DPR APPROVED 10/17/2013			
10/21/13				0 Units	Reg Code. 000	-1,250.00	0 00
Added:	101	11/05/13		CASH DISBURSEMENT TRAN # EA027626000001 DISCRETIONARY DISTRIBUTION FALL 2013 FBO JASON HULIN ID#982860 NC STATE UNIVERSITY PER DPR APPROVED 10/17/2013			
12/03/13				0 Units	Reg Code· 000	-25,000.00	0 00
Added:	121	01/03/14		CASH DISBURSEMENT TRAN # EA003619000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST UNITED STATES FUND FOR UNICEF PER CTAC APPROVED 11/27/2013			
12/03/13				0 Units	Reg Code. 000	-5,000.00	0 00
Added:	121	01/03/14		CASH DISBURSEMENT TRAN # EA003621000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST GIRLS ON THE RUN OF ST. LOUIS PER CTAC APPROVED 11/27/2013			
12/03/13				0 Units	Reg Code· 000	-5,000.00	0 00
Added:	121	01/03/14		CASH DISBURSEMENT TRAN # EA003625000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST MARIAN MIDDLE SCHOOL PER CTAC APPROVED 11/27/2013			
12/03/13				0 Units	Reg Code: 000	-25,000.00	0 00
Added:	121	01/03/14		CASH DISBURSEMENT TRAN # EA003628000001 DISCRETIONARY DISTRIBUTION ON BEHALF OF THE FURNITURE BRANDS CHARITABLE TRUST AMERICAN RED CROSS PER CTAC APPROVED 11/27/2013			

Tax Code/Desc			Paid For	Transactions		Income	Principal
			430337683	FURNITURE BRANDS INTERNATIONAL IN			
12/18/13				0 Units	Reg Code· 000	-1,250 00	0 00
Added:	121	01/03/14		CASH DISBURSEMENT TRAN # EA029044000001 DISCRETIONARY DISTRIBUTION SPRING 2014 FBO BRADLEY HULIN ID#982850 NC STATE UNIVERSITY PER CTAC APPROVED 10/17/13			
12/18/13				0 Units	Reg Code· 000	-1,250 00	0.00
Added:	121	01/03/14		CASH DISBURSEMENT TRAN # EA029045000001 DISCRETIONARY DISTRIBUTION SPRING 2014 FBO JASON HULIN ID#982860 NC STATE UNIVERSITY PER CTAC APPROVED 10/17/2013			
				Total For: ITURE BRANDS INTERNATIONAL INC		-237,900 00	0 00
						-237,900 00	0 00
					Total for Distributions:	-237,900 00	0.00

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	54,783	Capital Gains/Losses	2,948,092	2,564,138	383,954
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	DODGE & COX INCOME FD C	256210105			9/10/2009		10/28/2013	23,754	22,500				0	1,254
2	X	DODGE & COX INCOME FD C	256210105			9/10/2009		10/28/2013	23,754	22,500				0	1,254
3	X	DODGE & COX INCOME FD C	256210105			9/8/2008		10/28/2013	289,399	261,180				0	28,219
4	X	DREYFUS/THE BOSTON CA S	26203E851			5/3/2007		4/10/2013	157,123	143,617				0	13,506
5	X	DREYFUS/THE BOSTON CA S	26203E851			5/3/2007		4/10/2013	115,967	105,998				0	9,969
6	X	DREYFUS/THE BOSTON CA S	26203E851			5/3/2007		4/16/2013	11,215	10,521				0	694
7	X	JP MORGAN MID CAP VALUE-	339128100			9/16/2008		10/28/2013	120,377	74,992				0	45,385
8	X	JP MORGAN MID CAP VALUE-	339128100			9/16/2008		10/28/2013	29,623	18,455				0	11,168
9	X	ISHARES RUSSELL 2000 ETF	464287655			4/9/2013		10/28/2013	124,794	103,972				0	20,822
10	X	ALLIANZGI NFJ DIV VAL FD-IN	018918227			10/1/2008		10/28/2013	125,000	108,970				0	16,030
11	X	AMER CENT SMALL CAP GRW	025083320			5/3/2007		10/28/2013	125,000	82,636				0	42,364
12	X	JPMORGAN HIGH YIELD FUN	4812C0803			9/16/2008		5/24/2013	114,638	100,000				0	14,638
13	X	JPMORGAN HIGH YIELD FUN	4812C0803			9/16/2008		5/24/2013	53,804	46,934				0	6,870
14	X	LAZARD EMERGING MKTS PT	52106N889			10/1/2008		10/28/2013	58,722	49,997				0	8,725
15	X	LAZARD EMERGING MKTS PT	52106N889			6/15/2009		10/28/2013	21,333	14,993				0	6,340
16	X	LAZARD EMERGING MKTS PT	52106N889			3/10/2009		10/28/2013	15,898	7,496				0	8,402
17	X	LAZARD EMERGING MKTS PT	52106N889			9/16/2008		10/28/2013	113,561	100,006				0	13,555
18	X	LAZARD EMERGING MKTS PT	52106N889			9/16/2008		10/28/2013	85,171	75,004				0	10,167
19	X	LAZARD EMERGING MKTS PT	52106N889			10/1/2008		10/28/2013	70,467	59,996				0	10,471
20	X	LAZARD EMERGING MKTS PT	52106N889			3/10/2009		10/28/2013	15,898	7,496				0	8,402
21	X	LAZARD EMERGING MKTS PT	52106N889			6/15/2009		10/28/2013	21,333	14,993				0	6,340
22	X	PIMCO TOTAL RETN FD II INS	693390551			9/10/2009		10/28/2013	22,304	22,498				0	-194
23	X	PIMCO TOTAL RETN FD II INS	693390551			9/10/2009		10/28/2013	22,304	22,498				0	-194
24	X	PIMCO TOTAL RETN FD II INS	693390551			9/8/2008		10/28/2013	227,279	227,279				0	0
25	X	PIMCO COMMODITY REAL RE	722005667			9/16/2008		7/15/2013	29,855	75,001				0	-45,146
26	X	PIMCO COMMODITY REAL RE	722005667			1/5/2009		7/15/2013	21,708	24,998				0	-3,290
27	X	PIMCO COMMODITY REAL RE	722005667			10/1/2008		7/15/2013	10,498	25,002				0	-14,504
28	X	T ROWE PRICE BLUE CHIP G	77954Q106			10/1/2008		10/28/2013	125,000	62,758				0	62,242
29	X	T ROWE PRICE REAL ESTATE	779919109			9/16/2008		10/28/2013	109,165	89,039				0	20,126
30	X	VANGUARD INFLAT-PROT SE	922031737			9/16/2008		7/16/2013	65,568	61,173				0	4,395
31	X	VANGUARD INFLAT-PROT SE	922031737			10/1/2008		7/16/2013	72,668	64,992				0	7,676
32	X	VANGUARD INFLAT-PROT SE	922031737			9/10/2009		7/16/2013	8,132	7,502				0	630
33	X	VANGUARD INFLAT-PROT SE	922031737			9/16/2008		7/16/2013	65,568	61,173				0	4,395
34	X	WELLS FARGO ADV ENTERPR	949915367			9/16/2008		10/28/2013	131,613	74,995				0	56,618
35	X	WELLS FARGO ADV ENTERPR	949915367			9/16/2008		10/28/2013	18,387	10,477				0	7,910
36	X	VANGUARD INFLAT-PROT SE	922031737			10/1/2008		7/16/2013	83,858	75,000				0	8,858
37	X	PIMCO COMMODITY REAL RE	722005667			9/10/2009		7/15/2013	5,628	7,501				0	-1,873
38	X	PIMCO COMMODITY REAL RE	722005667			3/10/2009		7/15/2013	40,561	39,996				0	565
39	X	PIMCO COMMODITY REAL RE	722005667			9/16/2008		7/15/2013	29,855	75,001				0	-45,146
40	X	PIMCO COMMODITY REAL RE	722005667			10/1/2008		7/15/2013	10,498	25,002				0	-14,504
41	X	PIMCO COMMODITY REAL RE	722005667			1/5/2009		7/15/2013	21,708	24,998				0	-3,290
42	X	PIMCO COMMODITY REAL RE	722005667			3/10/2009		7/15/2013	40,561	39,996				0	565
43	X	PIMCO COMMODITY REAL RE	722005667			9/10/2009		7/15/2013	5,628	7,501				0	-1,873
44	X	VANGUARD INFLAT-PROT SE	922031737			9/10/2009		7/16/2013	8,132	7,502				0	630

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		600	0	0	600
	Description				
1	TAX PREP FEES	600			600

Part I, Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		7,062	2,732	0	0
1	FOREIGN TAX WITHHELD	2,732	2,732		
2	ESTIMATED EXCISE PAYMENTS	4,330			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
			0	7,649,569	9,409,590
1				0	
2	DELAWARE POOLED TR INTL EQUITY 31		0	655,040	547,564
3	DODGE & COX INCOME FD COM 147		0	437,325	480,667
4	PIMCO LOW DURATION FD I 36		0	772,303	773,607
5	PIMCO TOTAL RETN FD II INST 153		0	484,701	475,829
6	PIMCO FOREIGN BD FD USD H-INST 103		0	223,364	239,442
7	T ROWE PRICE BLUE CHIP GRWTH 93		0	647,325	1,432,306
8	FID ADV EMER MKTS INC- CL I 607		0	325,000	371,586
9	T ROWE PRICE REAL ESTATE FD 122		0	400,248	541,547
10	ISHARES RUSSELL 2000		0	165,616	206,725
11	ING INTERNATIONAL REAL EST-I 2664		0	253,267	271,187
12	DODGE & COX INT'L STOCK FD 1048		0	582,535	711,784
13	AMER CENT SMALL CAP GRWTH INST 33		0	180,183	284,072
14	JP MORGAN MID CAP VALUE-I 758		0	221,518	381,988
15	EATON VANCE FLOATING RATE FD-I 924		0	218,442	217,821
16	JPMORGAN HIGH YIELD FUND SS 3580		0	143,072	160,402
17	WELLS FARGO ADV ENTERPR CL I 3118		0	229,469	435,726
18	OPPENHEIMER DEVELOPING MKT-Y 788		0	800,000	789,698
19	ALLIANZ NFJ DIVIDEND VAL FD 4657		0	648,522	829,673
20	CREDIT SUISSE COMM RT ST-CO 2156		0	261,639	257,966

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	250
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	17,358
3	RETURN OF PY GRANTS	3	2,900
4	Total	4	20,508

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	17,112
2	PY RETURN OF CAPITAL ADJUSTMENT	2	2,320
3	Total	3	19,432

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	54,783
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						2,893,309	0	0	2,564,138	329,171	0	0	0	329,171
1	DODGE & COX INCOME FD COM #147	256210105		9/10/2009	10/28/2013	23,754		0	22,500	1,254	0	0	0	1,254
2	DODGE & COX INCOME FD COM #147	256210105		9/10/2009	10/28/2013	23,754		0	22,500	1,254	0	0	0	1,254
3	DODGE & COX INCOME FD COM #147	256210105		9/8/2008	10/28/2013	289,399		0	261,180	28,219	0	0	0	28,219
4	DREYFUS/THE BOSTON CA S/C - I #694	26203E851		5/3/2007	4/10/2013	157,123		0	143,617	13,506	0	0	0	13,506
5	DREYFUS/THE BOSTON CA S/C - I #694	26203E851		5/3/2007	4/10/2013	115,967		0	105,998	9,969	0	0	0	9,969
6	DREYFUS/THE BOSTON CA S/C - I #694	26203E851		5/3/2007	4/16/2013	11,215		0	10,521	694	0	0	0	694
7	JP MORGAN MID CAP VALUE-I #758	339128100		9/16/2008	10/28/2013	120,377		0	74,992	45,385	0	0	0	45,385
8	JP MORGAN MID CAP VALUE-I #758	339128100		9/16/2008	10/28/2013	29,623		0	18,455	11,168	0	0	0	11,168
9	ISHARES RUSSELL 2000 ETF	464287655		4/9/2013	10/28/2013	124,794		0	103,972	20,822	0	0	0	20,822
10	ALLIANZGI NFJ DIV VAL FD-INS #4657	018918227		10/1/2008	10/28/2013	125,000		0	108,970	16,030	0	0	0	16,030
11	AMER CENT SMALL CAP GRWTH INST #	025083320		5/3/2007	10/28/2013	125,000		0	82,636	42,364	0	0	0	42,364
12	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		9/16/2008	5/24/2013	114,638		0	100,000	14,638	0	0	0	14,638
13	JPMORGAN HIGH YIELD FUND SS #358	4812C0803		9/16/2008	5/24/2013	53,804		0	46,934	6,870	0	0	0	6,870
14	LAZARD EMERGING MKTS PTFL #638	52106N889		10/1/2008	10/28/2013	58,722		0	49,997	8,725	0	0	0	8,725
15	LAZARD EMERGING MKTS PTFL #638	52106N889		6/15/2009	10/28/2013	21,333		0	14,993	6,340	0	0	0	6,340
16	LAZARD EMERGING MKTS PTFL #638	52106N889		3/10/2009	10/28/2013	15,898		0	7,496	8,402	0	0	0	8,402
17	LAZARD EMERGING MKTS PTFL #638	52106N889		9/16/2008	10/28/2013	113,561		0	100,006	13,555	0	0	0	13,555
18	LAZARD EMERGING MKTS PTFL #638	52106N889		9/16/2008	10/28/2013	85,171		0	75,004	10,167	0	0	0	10,167
19	LAZARD EMERGING MKTS PTFL #638	52106N889		10/1/2008	10/28/2013	70,467		0	59,996	10,471	0	0	0	10,471
20	LAZARD EMERGING MKTS PTFL #638	52106N889		3/10/2009	10/28/2013	15,898		0	7,496	8,402	0	0	0	8,402
21	LAZARD EMERGING MKTS PTFL #638	52106N889		6/15/2009	10/28/2013	21,333		0	14,993	6,340	0	0	0	6,340
22	PIMCO TOTAL RETN FD II INST #153	693390551		9/10/2009	10/28/2013	22,304		0	22,498	-194	0	0	0	-194
23	PIMCO TOTAL RETN FD II INST #153	693390551		9/10/2009	10/28/2013	22,304		0	22,498	-194	0	0	0	-194
24	PIMCO TOTAL RETN FD II INST #153	693390551		9/8/2008	10/28/2013	227,279		0	227,279	0	0	0	0	0
25	PIMCO COMMODITY REAL RET STRAT-	722005667		9/16/2008	7/15/2013	29,855		0	75,001	-45,146	0	0	0	-45,146
26	PIMCO COMMODITY REAL RET STRAT-	722005667		1/5/2009	7/15/2013	21,708		0	24,998	-3,290	0	0	0	-3,290
27	PIMCO COMMODITY REAL RET STRAT-	722005667		10/1/2008	7/15/2013	10,498		0	25,002	-14,504	0	0	0	-14,504
28	T ROWE PRICE BLUE CHIP GRWTH #93	77954Q106		10/1/2008	10/28/2013	125,000		0	62,758	62,242	0	0	0	62,242
29	T ROWE PRICE REAL ESTATE FD #122	779919109		9/16/2008	10/28/2013	109,165		0	89,039	20,126	0	0	0	20,126
30	VANGUARD INFLAT-PROT SECS-ADM #	922031737		9/16/2008	7/16/2013	65,568		0	61,173	4,395	0	0	0	4,395
31	VANGUARD INFLAT-PROT SECS-ADM #	922031737		10/1/2008	7/16/2013	72,668		0	64,992	7,676	0	0	0	7,676
32	VANGUARD INFLAT-PROT SECS-ADM #	922031737		9/10/2009	7/16/2013	8,132		0	7,502	630	0	0	0	630
33	VANGUARD INFLAT-PROT SECS-ADM #	922031737		9/16/2008	7/16/2013	65,568		0	61,173	4,395	0	0	0	4,395
34	WELLS FARGO ADV ENTERPR CL I #31	949915367		9/16/2008	10/28/2013	131,613		0	74,995	56,618	0	0	0	56,618
35	WELLS FARGO ADV ENTERPR CL I #31	949915367		9/16/2008	10/28/2013	18,387		0	10,477	7,910	0	0	0	7,910
36	VANGUARD INFLAT-PROT SECS-ADM #	922031737		10/1/2008	7/16/2013	83,858		0	75,000	8,858	0	0	0	8,858
37	PIMCO COMMODITY REAL RET STRAT-	722005667		9/10/2009	7/15/2013	5,628		0	7,501	-1,873	0	0	0	-1,873
38	PIMCO COMMODITY REAL RET STRAT-	722005667		3/10/2009	7/15/2013	40,561		0	39,996	565	0	0	0	565
39	PIMCO COMMODITY REAL RET STRAT-	722005667		9/16/2008	7/15/2013	29,855		0	75,001	-45,146	0	0	0	-45,146
40	PIMCO COMMODITY REAL RET STRAT-	722005667		10/1/2008	7/15/2013	10,498		0	25,002	-14,504	0	0	0	-14,504
41	PIMCO COMMODITY REAL RET STRAT-	722005667		1/5/2009	7/15/2013	21,708		0	24,998	-3,290	0	0	0	-3,290
42	PIMCO COMMODITY REAL RET STRAT-	722005667		3/10/2009	7/15/2013	40,561		0	39,996	565	0	0	0	565
43	PIMCO COMMODITY REAL RET STRAT-	722005667		9/10/2009	7/15/2013	5,628		0	7,501	-1,873	0	0	0	-1,873
44	VANGUARD INFLAT-PROT SECS-ADM #	922031737		9/10/2009	7/16/2013	8,132		0	7,502	630	0	0	0	630

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	331
2	First quarter estimated tax payment	4/15/2013	2	835
3	Second quarter estimated tax payment	6/15/2013	3	1,165
4	Third quarter estimated tax payment	9/15/2013	4	1,165
5	Fourth quarter estimated tax payment	12/15/2013	5	1,165
6	Other payments		6	
7	Total		7	4,661

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										64,052	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	64,052		

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	129,307
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	129,307