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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

- ▶ 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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ROBERT AND RUTH K LEE FOUNDATION			A Employer identification number 56-6562309	
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			B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name Foreign province/state/county Foreign postal code			C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 784,685			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)				

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 <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	14,579	14,202		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,097			
	b Gross sales price for all assets on line 6a 293,117				
	7 Capital gain net income (from Part IV, line 2)		25,097		
	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	39,676	39,299	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	13,268	9,951		3,317
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,282			1,282
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	303	282		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	652			652
	24 Total operating and administrative expenses. Add lines 13 through 23	15,505	10,233	0	5,251
	25 Contributions, gifts, grants paid	32,000			32,000
26 Total expenses and disbursements. Add lines 24 and 25	47,505	10,233	0	37,251	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-7,829				
b Net investment income (if negative, enter -0-)		29,066			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	556	2,285	2,285
	2	Savings and temporary cash investments	27,980	30,706	30,706
	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)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
Liabilities	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	664,654	653,124	751,693
	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)	693,190	686,115	784,684
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	693,190	686,115	
	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)	693,190	686,115	
	31	Total liabilities and net assets/fund balances (see instructions)	693,190	686,115	

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	693,190
2	Enter amount from Part I, line 27a	2	-7,829
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,610
4	Add lines 1, 2, and 3	4	687,971
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,856
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	686,115

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) FMV 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	25,097
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	39,292	726,777	0.054063
2011	34,433	746,702	0.046113
2010	33,304	709,684	0.046928
2009	37,875	629,460	0.060171
2008	41,325	772,411	0.053501

2	Total of line 1, column (d)	2	0.260776
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	0.052155
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	758,397
5	Multiply line 4 by line 3	5	39,554
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	291
7	Add lines 5 and 6	7	39,845
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	37,251

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
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	1	581	
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	581	
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	581	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	134	
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	134	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	447	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
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>		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?	X	
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>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SC		
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>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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 <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

Total number of other employees paid over \$50,000

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	740,695
b	Average of monthly cash balances	1b	29,251
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	769,946
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	769,946
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	11,549
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	758,397
6	Minimum investment return. Enter 5% of line 5	6	37,920

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	37,920
2a	Tax on investment income for 2013 from Part VI, line 5	2a	581
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	581
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,339
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	37,339
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	37,339

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	37,251
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	37,251
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	37,251

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				37,339
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			31,240	
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: ► \$ 37,251				
a Applied to 2012, but not more than line 2a			31,240	
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				6,011
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				31,328
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 XV **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total				3a 32,000
b <i>Approved for future payment</i> NONE				
Total				3b 0

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

Recipient(s) paid during the year

Name

DILIGENT HANDS GRACIOUS HEARTS

Street

PO BOX 2939

City	State	Zip Code	Foreign Country
GREENVILLE	SC	29602	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			5,000

Name

SOUTH CAROLINA CHILDRENS THEATRE

Street

153 AUGUSTA STREET

City	State	Zip Code	Foreign Country
GREENVILLE	SC	29601	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			2,000

Name

A CHILDS HAVEN

Street

1124 RUTHERFORD ROAD

City	State	Zip Code	Foreign Country
GREENVILLE	SC	29609	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			3,000

Name

PUBLIC EDUCATION PARTNERS GREENVILLE

Street

225 S. PLEASANTBURG DRIVE, SUITE B1

City	State	Zip Code	Foreign Country
GREENVILLE	SC	29607	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			2,000

Name

CLEMENTS KINDNESS FUND THE CHILDREN

Street

27 CLEVELAND STREET, SUITE 101

City	State	Zip Code	Foreign Country
GREENVILLE	SC	29601	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			1,500

Name

SPECIALIZED ALTERNATIVES FOR FAMILIES AND YOUTH OF SC, INC

Street

5 CENTURY DRIVE, SUITE 130

City	State	Zip Code	Foreign Country
GREENVILLE	SC	29607	
Relationship	Foundation Status		
NONE	PC		
Purpose of grant/contribution			Amount
GENERAL SUPPORT GRANT			5,000

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

Recipient(s) paid during the year

Name

YMCA JUDSON COMMUNITY CENTER

Street

2 EIGHTH STREET

City

GREENVILLE

State

SC

Zip Code

29611

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

1,500

Name

CARLISLE CHARITABLE FOUNDATION

Street

PO BOX 935

City

KENNEBUNK

State

ME

Zip Code

04043

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

CLARITY, INC

Street

29 N ACADEMY ST

City

GREENVILLE

State

SC

Zip Code

29601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,000

Name

GREENVILLE SYMPHONY ORCHESTRA

Street

200 S MAIN STREET

City

GREENVILLE

State

SC

Zip Code

29601

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name

GREER COMMUNITY MINISTRIES

Street

738 S LINE STREET EXTENSION

City

GREER

State

SC

Zip Code

29651

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

2,500

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Cost, Other Basis and Expenses			Net Gain or Loss		
									Capital Gains/Losses	Other sales	Gross Sales	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
Long Term CG Distributions									Amount		283,117		268,020		25,097	
Short Term CG Distributions									8,673		0		0		0	
1	X	AQR MANAGED FUTURES STI	00203H859			7/12/2013		10/9/2013	6,734	6,973				0	-239	
2	X	ARTISAN INTERNATIONAL FU	04314H204			10/18/2010		2/7/2013	760	655				0	105	
3	X	ARTISAN INTERNATIONAL FU	04314H204			10/18/2010		7/10/2013	2,679	2,204				0	475	
4	X	ARTISAN INTERNATIONAL FU	04314H204			10/18/2010		11/20/2013	3,114	2,291				0	823	
5	X	ARTISAN INTERNATIONAL FU	04314H204			10/18/2010		11/27/2013	801	589				0	212	
6	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		7/10/2013	2,832	2,461				0	371	
7	X	ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	1,860	1,509				0	351	
8	X	ISHARES RUSSELL 2000 GRO	464287648			11/19/2012		2/7/2013	11,639	10,242				0	1,397	
9	X	ISHARES RUSSELL 2000 GRO	464287648			12/19/2012		7/10/2013	11,537	10,776				0	761	
10	X	KALMAR GR W/ VAL SM CAP	483438305			2/11/2013		11/27/2013	2,519	1,816				0	603	
11	X	KEELEY SMALL CAP VAL FD C	487300808			8/12/2011		2/7/2013	4,073	2,947				0	1,126	
12	X	KEELEY SMALL CAP VAL FD C	487300808			10/18/2010		2/7/2013	2,120	1,509				0	611	
13	X	KEELEY SMALL CAP VAL FD C	487300808			10/18/2010		11/27/2013	1,233	709				0	524	
14	X	LAUDUS MONDRIAN INTL FFI	51855Q655			5/10/2012		2/7/2013	842	895				0	-53	
15	X	LAUDUS MONDRIAN INTL FFI	51855Q655			10/18/2010		7/10/2013	978	1,146				0	-168	
16	X	MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		7/10/2013	1,840	1,477				0	363	
17	X	MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		7/10/2013	4,196	3,788				0	408	
18	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		7/10/2013	5,959	4,737				0	1,222	
19	X	MFS VALUE FUND-CLASS I #8	552983694			2/14/2012		11/27/2013	2,600	1,878				0	722	
20	X	MERGER FD SH BEN INT #260	589509108			10/18/2010		7/10/2013	7,788	7,779				0	9	
21	X	ASG GLOBAL ALTERNATIVES	63872T885			10/11/2013		11/27/2013	1,509	1,458				0	51	
22	X	ASG GLOBAL ALTERNATIVES	63872T885			7/12/2013		11/27/2013	17	17				0	0	
23	X	OPPENHEIMER DEVELOPING	683974505			2/11/2013		10/9/2013	6,720	6,539				0	181	
24	X	PIMCO TOTAL RET FD-INST #	683390700			11/21/2012		2/7/2013	4,254	4,398				0	-144	
25	X	PIMCO TOTAL RET FD-INST #	683390700			8/10/2012		2/7/2013	2,773	2,835				0	-62	
26	X	PIMCO TOTAL RET FD-INST #	683390700			10/18/2010		7/10/2013	738	808				0	-70	
27	X	PIMCO TOTAL RET FD-INST #	683390700			8/10/2012		7/10/2013	4,389	4,705				0	-316	
28	X	PIMCO TOTAL RET FD-INST #	683390700			10/5/2010		7/10/2013	672	732				0	-60	
29	X	PIMCO TOTAL RET FD-INST #	683390700			5/10/2012		7/10/2013	2,396	2,527				0	-131	
30	X	PIMCO FOREIGN BD FD USD	683390882			8/12/2011		2/7/2013	1,133	1,113				0	20	
31	X	PIMCO FOREIGN BD FD USD	683390882			8/12/2011		7/10/2013	1,372	1,378				0	-6	
32	X	ROBECO BP LINGSHIRT RES	74925K581			7/12/2013		11/27/2013	778	732				0	46	
33	X	RIDGEWORTH SEIX HY BD-I #	76628T645			10/18/2010		2/7/2013	6,695	6,458				0	237	
34	X	VANGUARD FTSE EMERGING	922042858			10/18/2010		10/9/2013	5,653	6,538				0	-885	
35	X	VANGUARD REIT VIPER	922085553			11/19/2012		2/7/2013	750	687				0	63	
36	X	CREDIT SUISSE COMM RET S	22544R305			8/12/2011		10/9/2013	2,231	2,788				0	-557	
37	X	CREDIT SUISSE COMM RET S	22544R305			10/18/2010		10/9/2013	4,489	5,550				0	-1,061	
38	X	DIAMOND HILL LONG-SHORT	25264S833			8/10/2012		2/7/2013	1,397	1,269				0	128	
39	X	DIAMOND HILL LONG-SHORT	25264S833			10/18/2010		7/10/2013	16,992	13,073				0	3,909	
40	X	DODGE & COX INTL STOCK F	256206103			11/14/2007		2/7/2013	1,579	2,144				0	-565	
41	X	DODGE & COX INTL STOCK F	256206103			11/14/2007		7/10/2013	789	1,033				0	-244	
42	X	DODGE & COX INTL STOCK F	256206103			3/3/2008		7/10/2013	1,592	1,778				0	-186	
43	X	DODGE & COX INTL STOCK F	256206103			3/3/2008		10/9/2013	2,483	2,576				0	-93	
44	X	DODGE & COX INTL STOCK F	256206103			3/3/2008		11/27/2013	1,451	1,411				0	40	
45	X	DODGE & COX INTL STOCK F	256206103			10/18/2010		11/27/2013	696	570				0	116	
46	X	DODGE & COX INCOME FD C	256210105			11/21/2012		2/7/2013	7,440	7,466				0	-26	
47	X	DODGE & COX INCOME FD C	256210105			8/10/2012		7/10/2013	3,773	3,754				0	19	
48	X	DODGE & COX INCOME FD C	256210105			10/24/2011		7/10/2013	28	28				0	0	
49	X	DODGE & COX INCOME FD C	256210105			5/10/2012		7/10/2013	4,102	4,182				0	-80	
50	X	DODGE & COX INCOME FD C	256210105			8/10/2012		7/10/2013	3,983	4,090				0	-107	
51	X	DODGE & COX INCOME FD C	256210105			11/14/2007		7/10/2013	616	578				0	38	
52	X	DREYFUS EMG MKT DEBT LO	261980494			10/18/2010		2/7/2013	7,234	7,070				0	164	
53	X	DREYFUS EMG MKT DEBT LO	261980494			10/18/2010		10/10/2013	7,015	7,464				0	-449	
54	X	DREYFUS EMG MKT DEBT LO	261980494			8/12/2011		10/10/2013	6,427	6,730				0	-303	
55	X	JP MORGAN MID CAP VALUE	339128100			2/11/2013		7/10/2013	2,875	2,592				0	283	
56	X	JP MORGAN MID CAP VALUE	339128100			8/12/2011		7/10/2013	1,589	1,052				0	537	
57	X	JP MORGAN MID CAP VALUE	339128100			8/12/2011		11/27/2013	1,229	750				0	479	
58	X	GATEWAY FUND - Y #1986	367829884			8/10/2012		7/10/2013	18,760	18,338				0	422	
59	X	GATEWAY FUND - Y #1986	367829884			2/11/2013		7/10/2013	11,600	11,464				0	136	
60	X	HARBOR CAPITAL APRCTON	411511504			2/11/2013		7/10/2013	14,117	13,039				0	1,078	
61	X	HARBOR CAPITAL APRCTON	411511504			10/18/2010		7/10/2013	1,015	723				0	292	
62	X	HARBOR CAPITAL APRCTON	411511504			10/18/2010		10/9/2013	2,641	1,786				0	855	
63	X	HARBOR CAPITAL APRCTON	411511504			10/18/2010		11/27/2013	876	550				0	326	
64	X	HARBOR CAPITAL APRCTON	411511504			10/18/2010		2/7/2013	3,837	2,336				0	1,501	
65	X	HUSSMAN STRATEGIC GROW	448108100			10/18/2010		2/7/2013	10,347	12,957				0	-2,610	
66	X	HUSSMAN STRATEGIC GROW	448108100			2/4/2011		2/7/2013	2,184	2,500				0	-316	
67	X	HUSSMAN STRATEGIC GROW	448108100			4/28/2011		2/7/2013	730	848				0	-118	
68	X	HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	3,890	4,431				0	-541	

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

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	Totals			Net Gain or Loss		
									Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss			
	Long Term CG Distributions	Amount	8,673					Capital Gains/Losses	293,117	268,020	25,097			
	Short Term CG Distributions							Other sales	0	0	0			
									Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	ISHARES CORE S & P 500 ETF			8/8/2012		2/7/2013	1,823	1,687				0	136
70	X	ISHARES CORE S & P 500 ETF			10/19/2010		7/10/2013	15,588	11,163				0	4,425
71	X	ISHARES CORE S & P 500 ETF			8/8/2012		11/27/2013	1,093	844				0	249

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

		1,282	0	0	1,282
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,282			1,282

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

		303	282	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	282	282		
2	ESTIMATED EXCISE PAYMENTS	21			

Part I, Line 23 (990-PF) - Other Expenses

		652	0	0	652
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	GRANT ADMINISTRATION FEE	652			652

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
1				0	751,693
2	ARTISAN INTERNATIONAL FUND 661		0	29,234	41,079
3	DODGE & COX INCOME FD COM 147		0	30,093	31,979
4	HARBOR CAPITAL APRCTION-INST 2012		0	33,879	55,913
5	MERGER FD SH BEN INT 260		0	14,880	15,063
6	PIMCO TOTAL RET FD-INST 35		0	32,181	31,548
7	PIMCO FOREIGN BD FD USD H-INST 103		0	4,523	4,489
8	T ROWE PRICE SHORT TERM BD FD 55		0	25,075	24,920
9	ARTISAN MID CAP FUND-INSTL 1333		0	25,470	31,634
10	FID ADV EMER MKTS INC- CL I 607		0	13,240	13,016
11	ISHARES S & P 500 INDEX FUND		0	11,272	16,152
12	LAUDUS MONDRIAN INTL FI-INST 2940		0	5,333	4,740
13	DODGE & COX INT'L STOCK FD 1048		0	26,450	40,549
14	MFS VALUE FUND-CLASS I 893		0	26,673	37,313
15	DREYFUS EMG MKT DEBT LOC C-I 6083		0	31,568	30,453
16	DRIEHAUS ACTIVE INCOME FUND		0	23,387	23,490
17	JP MORGAN MID CAP VALUE-I 758		0	12,876	20,576
18	ASG GLOBAL ALTERNATIVES-Y 1993		0	29,950	29,768
19	VANGUARD EMERGING MARKETS ETF		0	38,720	37,396
20	OPPENHEIMER DEVELOPING MKT-Y 788		0	33,961	37,900
21	SPDR DJ WILSHIRE INTERNATIONAL REA		0	30,151	30,776
22	ROBECO BP LNG/SHRT RES-INS		0	21,744	23,573
23	DIAMOND HILL LONG-SHORT FD CL I 11		0	12,101	16,149
24	RIDGEWORTH SEIX HY BD-I 5855		0	42,908	42,671
25	KALMAR GR W/ VAL SM CAP-INS #4		0	15,625	20,642
26	CREDIT SUISSE COMM RT ST-CO 2156		0	36,489	30,560
27	KEELEY SMALL CAP VAL FD CL I 2251		0	11,798	20,608
28	VANGUARD REIT VIPER		0	25,537	30,408
29	AQR MANAGED FUTURES STR-I		0	8,006	8,328

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	44
2	MUTUAL FUND & CTF INCOME ADDITION	2	2,566
3	Total	3	2,610

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	1,541
2	PY RETURN OF CAPITAL ADJUSTMENT	2	315
3	Total	3	1,856

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

Long Term CG Distributions										Short Term CG Distributions										Amount	
Description of Property Sold										Description of Property Sold										Amount	
CUSIP #										CUSIP #										Amount	
How Acquired										How Acquired										Amount	
Date Acquired										Date Acquired										Amount	
Date Sold										Date Sold										Amount	
Gross Sales Price										Gross Sales Price										Amount	
Depreciation Allowed										Depreciation Allowed										Amount	
Adjustments										Adjustments										Amount	
Cost or Other Basis Plus Expense of Sale										Cost or Other Basis Plus Expense of Sale										Amount	
Gain or Loss										Gain or Loss										Amount	
F M V as of 12/31/69										F M V as of 12/31/69										Amount	
Adjusted Basis as of 12/31/69										Adjusted Basis as of 12/31/69										Amount	
Excess of FMV Over Adj. Basis										Excess of FMV Over Adj. Basis										Amount	
Gains Minus Excess of FMV Over Adjusted Basis or Losses										Gains Minus Excess of FMV Over Adjusted Basis or Losses										Amount	
1. AOR MANAGED FUTURES STR-I #15213										2. ARTISAN INTERNATIONAL FUND #691										239	
3. ARTISAN INTERNATIONAL FUND #691										4. ARTISAN INTERNATIONAL FUND #691										475	
5. ARTISAN INTERNATIONAL FUND #691										6. ARTISAN INTERNATIONAL FUND #691										212	
7. ARTISAN MID CAP FUND-INS #1333										8. ARTISAN MID CAP FUND-INS #1333										351	
9. ISHARES RUSSELL 2000 GROWTH										10. ISHARES RUSSELL 2000 GROWTH										781	
11. KALMAR GR W VAL SM CAP-INS #4										12. KEELEY SMALL CAP VAL FD CL I #2251										126	
13. KEELEY SMALL CAP VAL FD CL I #2251										14. KEELEY SMALL CAP VAL FD CL I #2251										524	
15. LAUDUS MONDRIAN INTL FI-INST #2946										16. LAUDUS MONDRIAN INTL FI-INST #2946										-53	
17. MFS VALUE FUND-CLASS I #893										18. MFS VALUE FUND-CLASS I #893										-168	
19. MFS VALUE FUND-CLASS I #893										20. MFS VALUE FUND-CLASS I #893										383	
21. MERGER FUND SH BEN INT #250										22. MERGER FUND SH BEN INT #250										408	
23. ASG GLOBAL ALTERNATIVES-Y #1993										24. ASG GLOBAL ALTERNATIVES-Y #1993										1,222	
25. OPPENHEIMER DEVELOPING MKT-Y #7										26. PIMCO TOTAL RET FD-INST #35										722	
27. PIMCO TOTAL RET FD-INST #35										28. PIMCO TOTAL RET FD-INST #35										9	
29. PIMCO TOTAL RET FD-INST #35										30. PIMCO TOTAL RET FD-INST #35										51	
31. PIMCO FOREIGN BD FD USD H-INST #1										32. PIMCO FOREIGN BD FD USD H-INST #1										181	
33. ROBOCO BP LONGSHRT RES-INS										34. RIDGECORP SEIX HY BD-I #8555										-144	
35. VANGUARD FTSE EMERGING MARKET										36. VANGUARD FTSE EMERGING MARKET										-62	
37. CREDIT SUISSE COMM RET ST-I #2156										38. CREDIT SUISSE COMM RET ST-I #2156										237	
39. DIAMOND HILL LONG-SHORT FD CL I #5264S833										40. DODGE & COX INTL STOCK FD #1048										-85	
41. DODGE & COX INTL STOCK FD #1048										42. DODGE & COX INTL STOCK FD #1048										-557	
43. DODGE & COX INTL STOCK FD #1048										44. DODGE & COX INTL STOCK FD #1048										128	
45. DODGE & COX INCOME FD COM #147										46. DODGE & COX INCOME FD COM #147										-48	
47. DODGE & COX INCOME FD COM #147										48. DODGE & COX INCOME FD COM #147										237	
49. DODGE & COX INCOME FD COM #147										50. DODGE & COX INCOME FD COM #147										-885	
51. DODGE & COX INCOME FD COM #147										52. DREYFUS EMG MKT DEBT LOC C-I #608										63	
53. DREYFUS EMG MKT DEBT LOC C-I #608										54. DREYFUS EMG MKT DEBT LOC C-I #608										-93	
55. JP MORGAN MID CAP VALUE-I #758										56. JP MORGAN MID CAP VALUE-I #758										40	
57. JP MORGAN MID CAP VALUE-I #758										58. GATEWAY FUND - Y #1886										116	
59. GATEWAY FUND - Y #1886										60. HARBOR CAPITAL APRTION-INST #20										-26	
61. HARBOR CAPITAL APRTION-INST #20										62. HARBOR CAPITAL APRTION-INST #20										19	
63. HARBOR CAPITAL APRTION-INST #20										64. HARBOR CAPITAL APRTION-INST #20										0	
65. HARBOR CAPITAL APRTION-INST #20										66. HUSSMAN STRATEGIC GROWTH FUND										184	
67. HUSSMAN STRATEGIC GROWTH FUND										68. HUSSMAN STRATEGIC GROWTH FUND										-449	
69. ISHARES CORE S & P 500 ETF										70. ISHARES CORE S & P 500 ETF										-303	
71. ISHARES CORE S & P 500 ETF										72. ISHARES CORE S & P 500 ETF										283	
73. ISHARES CORE S & P 500 ETF										74. ISHARES CORE S & P 500 ETF										537	
75. ISHARES CORE S & P 500 ETF										76. ISHARES CORE S & P 500 ETF										478	
77. ISHARES CORE S & P 500 ETF										78. ISHARES CORE S & P 500 ETF										422	
79. ISHARES CORE S & P 500 ETF										80. ISHARES CORE S & P 500 ETF										136	
81. ISHARES CORE S & P 500 ETF										82. ISHARES CORE S & P 500 ETF										1,078	
83. ISHARES CORE S & P 500 ETF										84. ISHARES CORE S & P 500 ETF										292	
85. ISHARES CORE S & P 500 ETF										86. ISHARES CORE S & P 500 ETF										855	
87. ISHARES CORE S & P 500 ETF										88. ISHARES CORE S & P 500 ETF										328	
89. ISHARES CORE S & P 500 ETF										90. ISHARES CORE S & P 500 ETF										1,501	
91. ISHARES CORE S & P 500 ETF										92. ISHARES CORE S & P 500 ETF										-2,810	
93. ISHARES CORE S & P 500 ETF										94. ISHARES CORE S & P 500 ETF										-316	
95. ISHARES CORE S & P 500 ETF										96. ISHARES CORE S & P 500 ETF										-118	
97. ISHARES CORE S & P 500 ETF										98. ISHARES CORE S & P 500 ETF										-541	
99. ISHARES CORE S & P 500 ETF										100. ISHARES CORE S & P 500 ETF										136	
101. ISHARES CORE S & P 500 ETF										102. ISHARES CORE S & P 500 ETF										4,425	
103. ISHARES CORE S & P 500 ETF										104. ISHARES CORE S & P 500 ETF										248	
105. ISHARES CORE S & P 500 ETF										106. ISHARES CORE S & P 500 ETF										248	

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

Part VIII, Line 1 1990-PF - Compensation of Officers, Directors, Trustees and Foundation Managers											
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
Wells Fargo Bank N.A. Trust Tax D	X	1 W 4th St 4th Floor MAC	D4000-041	NC	27101-3818		TRUSTEE	4 00	13,268		
									13,268	0	0

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

	Date		Amount
1 Credit from prior year return		1	113
2 First quarter estimated tax payment	5/7/2013	2	21
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	134

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	<u>31,240</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>31,240</u>

Account Name: Robert and Ruth K Lee Foundation

EIN: 56-6562309

South Carolina does not require and prefers that a copy of the 990-PF is not filed with their office.