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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
POPE-BROWN FOUNDATION

A Employer identification number
57-6173490

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
POST OFFICE BOX 190

B Telephone number (see instructions)
(803) 276-2532

City or town, state or province, country, and ZIP or foreign postal code
NEWBERRY, SC 29108

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,568,830

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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	4,366	4,366		
	4	Dividends and interest from securities	24,439	24,439		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	84,955			
	b	Gross sales price for all assets on line 6a 743,227				
	7	Capital gain net income (from Part IV, line 2)		84,955		
	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	113,760	113,760		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,069	2,069		
	c	Other professional fees (attach schedule)	17,109	17,109		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	332	332		
	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	19,510	19,510		0
	25	Contributions, gifts, grants paid	65,000			65,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	84,510	19,510		65,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	29,250			
	b	**Net investment income** (if negative, enter -0-)		94,250		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	86,412	18,594	18,594
	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)	938,882	1,056,554	1,467,779
	c	Investments—corporate bonds (attach schedule)	107,470	86,866	82,457
	11	Investments—land, buildings, and equipment basis ▶ ___ Less accumulated depreciation (attach schedule) ▶ ___			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	1,132,764	1,162,014	1,568,830
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	
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	1,132,764	1,162,014	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,132,764	1,162,014	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,132,764	1,162,014	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,132,764
2	Enter amount from Part I, line 27a	2	29,250
3	Other increases not included in line 2 (itemize) ▶ ___	3	
4	Add lines 1, 2, and 3	4	1,162,014
5	Decreases not included in line 2 (itemize) ▶ ___	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,162,014

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)
1 a	SEE ATTACHED STATEMENT	P	2013-01-01	2013-12-31
b	SEE ATTACHED STATEMENT	P	2008-01-01	2013-12-31
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	376,834		373,055	3,779
b	366,393		285,217	81,176
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				3,779
b				81,176
c				
d				
e				

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	84,955
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	3,779

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 page 18 of 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	61,500	1,287,524	0 047766
2011	63,500	1,255,652	0 050571
2010	68,356	1,206,682	0 056648
2009	68,880	1,105,235	0 062322
2008	75,919	1,360,100	0 055819

2	**Total** of line 1, column (d).	2	0 273126
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 054625
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	1,399,977
5	Multiply line 4 by line 3.	5	76,474
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	943
7	Add lines 5 and 6.	7	77,417
8	Enter qualifying distributions from Part XII, line 4.	8	65,000

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	1,885
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	
3	Add lines 1 and 2			3	1,885
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	1,885
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	646		
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	646
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	1,239
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	Yes	
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 General Instruction G? *If "No," attach explanation*	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THOMAS H POPE III Telephone no ▶(803) 276-2532

Located at ▶PO BOX 190 NEWBERRY SC ZIP+4 ▶29108

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 |

			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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **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 page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
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		
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**

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? ☐ 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

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**

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
CARROLL B HART PO BOX 127 BELTON, SC 29627	TRUSTEE 1 00	0	0	0
THOMAS H POPE III PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0
GARY T POPE PO BOX 190 NEWBERRY, SC 29108	TRUSTEE 1 00	0	0	0

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

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

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	
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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,393,188
b	Average of monthly cash balances	1b	28,108
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,421,296
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	1,421,296
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,319
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,399,977
6	**Minimum investment return.** Enter 5% of line 5	6	69,999

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	69,999
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,885		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,885
3	Distributable amount before adjustments Subtract line 2c from line 1			3	68,114
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	68,114
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	68,114

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	65,000
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	65,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,000

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				68,114
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			17,671	
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.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 65,000				
a Applied to 2012, but not more than line 2a			17,671	
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.				47,329
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				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				20,785
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)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

THOMAS H POPE III
PO BOX 190
NEWBERRY, SC 29108
(803) 276-2532

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

NO REQUIRED FORM

c Any submission deadlines

NO CURRENT DEADLINES PERIODIC CONSIDERATION OF REQUESTS

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

CONTRIBUTIONS MADE TO SECTION 501(C)(3) ORGANIZATIONS IN SOUTH CAROLINA OR THE SOUTHEASTERN UNITED STATES

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 Additional Data Table				
Total . . . . ▶ **3a**				65,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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			14	4,366	
4 Dividends and interest from securities. . . .			14	24,439	
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	84,955	
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). .				113,760	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 113,760

(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)

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

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

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

****** | 2014-05-08 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
AGNES E ASMAN		2014-05-08	☑	P00196498

Firm's name ▶ AGNES E ASMAN CPA		Firm's EIN ▶
Firm's address ▶ P O BOX 61105 COLUMBIA, SC 29260		Phone no (803) 787-6325

Form 990PF Part XV Line 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*				
NEWBERRY OPERA HOUSE FDN 1201 MCKIBBEN STREET NEWBERRY,SC 29108	N/A	PUB CHARITY	CHARITABLE	30,000
BELTON CENTER FOR THE ARTS POST OFFICE BOX 368 BELTON,SC 29627	N/A	PUB CHARITY	CHARITABLE	3,500
ETV ENDOWMENT OF SC INC 401 E KENNEDY STSTE B-1 SPARTANBURG,SC 29302	N/A	PUB CHARITY	CHARITABLE	6,000
PEACE CENTER FOUNDATION 101 WEST BROAD STREET GREENVILLE,SC 29601	N/A	PUB CHARITY	CHARITABLE	5,000
SC HISTORICAL SOCIETY FIREPRF BLDG100 MEETING CHARLESTON,SC 294012299	N/A	PUB CHARITY	CHARITABLE	3,000
USC EDUCATIONAL FDN 1700 COLLEGE STREET COLUMBIA,SC 292019980	N/A	PUB CHARITY	CHARITABLE	6,000
THE BELTON AREA MUSEUM ASSOCI 100 NORTH MAIN STREET BELTON,SC 29627	N/A	PUB CHARITY	CHARITABLE	3,000
RAINEY HOSPICE OF THE UPSTATE INC 1835 ROGERS ROAD ANDERSON,SC 296212278	N/A	PUB CHARITY	CHARITABLE	5,000
BELTON-HONEA PATH HIGH SCHOOL 11000 BELTONHONEAPATH HWY HONEA PATH,SC 296549508	N/A	PUB CHARITY	CHARITABLE	3,500
Total . . . . ▶ **3a**				65,000

TY 2013 Accounting Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,069	2,069		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128018654

TY 2013 Compensation Explanation

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Person Name	Explanation
CARROLL B HART	
THOMAS H POPE III	
GARY T POPE	

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128018654

TY 2013 Investments Corporate Bonds Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ENBRIDGE INC	55,960	51,165
PNC FUNDING CORP	30,906	31,292

TY 2013 Investments Corporate Stock Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCENTURE PLC	7,729	12,333
ADOBE SYSTEM INC	18,391	23,053
ALEXION PHARMACEUTICALS INC	20,029	23,919
AMERICAN EXPRESS CO	13,847	22,229
AMERICAN TOWER CORP		
AMGEN INC	23,441	28,520
APPLE INC	36,747	53,297
AUTOMATIC DATA PROCESSING INC	17,660	21,412
BANK AMER CORP	14,620	20,708
BIOGEN IDEC INC		
BLACKROCK INC	23,090	39,559
BOEING COMPANY		
BROADCOM CORP		
CBS CORPORATION	14,062	34,738
CELGENE CORP	6,871	19,431
CHARLES SCHWAB CORP	12,439	14,950
CHEVRON CORPORATION	10,635	12,491
COCA COLA CO	20,702	26,851
COMCAST CORP	5,210	7,795
CONTINENTAL RESOURCES INC	11,518	12,940
CUMMINS INC	26,016	28,194
DEERE & CO		
DELPHI AUTOMOTIVE PLC	17,296	20,444
DIRECTV		
DISNEY WALT CO	23,103	35,526
EATON CORP PLC	18,578	22,455
EBAY INC	18,336	27,432
ELI LILLY & CO		
EMC CORP/MASS		
EMERSON ELECTRIC	17,893	29,827

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXXON MOBIL CORPORATION	8,933	13,662
FACEBOOK INC-A	12,072	22,679
FLUOR CORP NEW	12,104	15,255
GENERAL ELECTRIC CORP	14,948	23,125
GENERAL MOTORS CO	13,502	13,691
GILEAD SCIENCES	14,389	36,799
GOOGLE INC CL A	32,513	48,191
HOME DEPOT INC	10,182	20,585
HONEYWELL INTERNATIONAL	16,258	35,634
INTEL CORP		
INTERNATIONAL PAPR CO	10,541	14,709
INTL BUSINESS MACHINES CORP		
JOHNSON & JOHNSON	30,061	41,216
JP MORGAN CHASE & CO	22,196	28,948
LAUDER ESTEE COS INC CL A	12,299	13,181
LIBERTY GLOBAL PLC CL A	14,251	19,580
LOWES COS INC	19,698	27,500
LYONDELLBASELL INDUSTRIES NV	11,262	16,859
MERCK & CO INC		
MICROSOFT CORP	7,697	14,964
MONDELEZ INTERNATIONAL INC	8,814	14,120
MONSANTO CO NEW	12,075	15,152
NESTLE SA SPONSORED	10,810	13,982
NEWS CORP INC		
NIKE INC CLASS B COM	16,575	22,412
NOBLE ENERGY INC	14,670	17,028
NUCOR CORP	13,093	13,879
PENTAIR LTD	11,596	17,087
PEPSICO INC	14,389	29,029
PFIZER INC	20,989	24,963

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIONEER NAT RES CO	21,120	18,407
PNC FINANCIAL SERVICES GROUP	9,606	11,637
PRECISION CASTPARTS CORP	13,502	16,158
PVH CORP	13,353	13,602
QUALCOMM INC	21,579	31,185
ROCHE HLDG LTD SPONSORED	12,693	13,689
SALESFORCE.COM	10,800	13,798
SANOFI SPONSORED		
SCHLUMBERGER LTD	11,984	15,319
SOUTHWESTERN ENERGY CO		
STARBUCKS CORP	17,620	23,517
STATE STREET CORP	16,657	20,182
STRYKER CORP		
TARGET CORP		
TEXAS INSTRUMENTS	16,808	21,516
TIME WARNER CABLE INC		
TOYOTA MOTOR CORP SPONSORED	10,321	13,411
TWENTY-FIRST CENTURY FOX INC	15,473	22,861
UNILEVER NV NY SHARES		
UNION PAC CORP	23,096	29,400
UNITED CONTINENTAL HOLDINGS	6,515	6,999
UNITED PARCEL SVC	15,874	21,541
V F CORP		
WALGREEN CO	11,200	13,498
WAL-MART STORES INC		
WELLS FARGO & CO	19,023	28,375
WEYERHAUSER CO		
BB&T CORP PREFERRED	25,200	20,350
WELLS FARGO & CO PFD		
IPATH S&P 500 VIX SHORT TERM		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES DJ SELECT DIVIDEND INDEX FD		

TY 2013 Other Professional Fees Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCBT WEALTH MGMT FEES	8,870	8,870		
GREENWOOD CAPITAL ASSOCIATES	8,239	8,239		

TY 2013 Taxes Schedule

Name: POPE-BROWN FOUNDATION

EIN: 57-6173490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID ON DIVIDEND I	332	332		

The Pope-Brown Foundation 57-6173490
2013 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
SHORT TERM					
100 shs Boeing Company	Various	1/11/2013	7 396 43	7 530 76	[illegible]
175 shs Target Corp	10/23/2012	1/11/2013	10 614 80	11 023 24	[illegible]
185 shs DirecTV	1/19/2012	1/14/2013	9 513 65	8 093 42	1,420 23
175 shs Merck & Co Inc	1/25/2012	1/14/2013	7 447 55	6 867 57	579 98
75 shs Boeing Company	Various	1/16/2013	5 629 73	5 724 91	[illegible]
150 shs Southwestern Energy	9/18/2012	1/16/2013	4 837 09	5 245 01	[illegible]
50 shs V F Corp	9/14/2012	1/16/2013	7 499 56	7 777 41	[illegible]
150 shs Boeing Company	Various	1/28/2013	11 094 44	11 253 62	[illegible]
35 shs Celgene Corp	Various	1/28/2013	3,451 71	2 423 53	1 028 18
360 shs Unilever NV NY	Various	1/28/2013	14,304 46	12 030 97	2 273 49
75 shs Time Warner Cable Inc	5/1/2012	2/12/2013	6,554 87	6 001 07	553 80
130 shs WalMart Stores Inc	Various	2/22/2013	8 963 30	9 598 89	[illegible]
150 shs DirecTV	Various	2/25/2013	7,323 84	7 623 56	[illegible]
180 shs CNH Global N.V	1/28/2013	3/13/2013	7 924 58	8 421 50	[illegible]
75 shs Sanofi Spons ADR	10/11/2012	3/22/2013	3 679 15	3 360 00	319 15
170 shs WalMart Stores Inc	Various	3/22/2013	12,290 73	11,866 21	424 52
80 shs Goldman Sachs Group	1/16/2013	3/25/2013	12,002 85	10 945 17	1 057 68
275 shs Broadcom Corp Cl A	Various	4/8/2013	9,167 33	8,595 40	571 93
175 shs Johnson Ctls Inc	1/14/2013	4/8/2013	5,898 10	5 494 61	403 49
130 shs Cameron Int'l Corp	2/26/2013	4/22/2013	7,606 94	8,186 69	[illegible]
80 shs Noble Energy Inc	8/3/2012	4/22/2013	8 521 68	7,039 69	1,481 99
3333 sh CST Brands Inc	3/18/2013	5/14/2013	10 71	10 94	[illegible]
170 shs Lyondellbasell Ind NV	Various	5/15/2013	10,292 44	8,933 26	1,359 18
90 shs Oracle Corp Com	3/15/2013	5/20/2013	3 046 10	3,145 41	[illegible]
115 shs Deere & Co	Various	6/3/2013	10 006 05	9 795 22	210 83
400 shs Weyerhaeuser Co	Various	6/5/2013	12,004 03	10 894 34	1,109 69
237 units Ipath S&P 500 VIX ST	9/28/2012	6/12/2013	4 524 46	8 458 44	[illegible]
23 shs CST Brands Inc	4/8/2013	6/21/2013	758 43	730 68	27 75
380 shs Oracle Corp Com	Various	8/5/2013	12 312 61	13 312 39	[illegible]
145 shs News Corp/New Cl A	Various	8/21/2013	2 322 96	1 730 22	592 74
150 shs Deere & Co	Various	8/27/2013	12 538 63	12 947 94	[illegible]
150 shs Kinder Morgan Inc	1/11/2013	8/27/2013	5 566 69	5,590 23	[illegible]
115 shs Verizon Comm.	4/8/2013	8/27/2013	5 406 06	5 631 08	[illegible]
435 shs Corning Inc	5/17/2013	9/4/2013	6,164 36	6 738 15	[illegible]
175 shs Kellogg Company	4/8/2013	9/4/2013	10 614 44	11 137 20	[illegible]
95 shs Monsanto Co New	Various	9/6/2013	9 478 79	8 286 57	1 192 22
505 shs Intel Corp	Various	9/9/2013	11,437 24	12 366 45	[illegible]
175 shs Stryker Corp	9/28/2012	9/13/2013	12,166 44	9 852 25	2,314 19
210 shs Valero Energy Corp	Various	9/13/2013	7 601 92	8,251 94	[illegible]
225 shs Procter & Gamble Co	Various	9/24/2013	17 730 30	17 796 00	[illegible]
210 shs Eli Lilly & Co	Various	10/11/2013	10 078 38	11 123 84	[illegible]
100 shs Merck & Co Inc	11/16/2012	10/22/2013	4 710 08	4 404 42	305 66
205 shs EMC Corp / Mass	9/4/2013	10/29/2013	4 848 22	5 325 41	[illegible]
535 shs Cisco Systems Inc	8/28/2013	11/8/2013	11,338 70	13 272 94	[illegible]
40 shs Salesforce.com	5/20/2013	11/21/2013	2,167 96	1,708 03	459 93
1,155 shs Ford Motor Co Del	Various	12/23/2013	17 895 02	16 418 10	1 476 92
TOTAL SHORT TERM			376,833.81	373,054.68	3,779.13

The Pope-Brown Foundation — 57-6173490

2013 DETAIL OF GAIN AND LOSSES FROM SECURITY SALES

DESCRIPTION	DATE ACQD	DATE SOLD	SALES PRICE	COST	GAIN / (LOSS)
LONG TERM					
150 shs Boeing Company	10/7/2011	1/11/2013	11 094 64	8,669 83	2 424 81
370 shs EMC Corp / Mass	Various	1/14/2013	8 863 70	8 350 57	513 13
140 shs Celgene Corp	Various	1/16/2013	13 245 30	8,124 88	5 120 42
205 shs CBS Corporation Cl B	Various	1/23/2013	8 532 42	4 744 46	3 787 96
25 shs Celgene Corp	8/8/2011	1/28/2013	2 465 50	1 452 21	1 013 29
540 shs Intel Corp	Various	1/28/2013	11 339 74	8,625 59	2 714 15
120 shs Sanofi Spons ADR	1/25/2012	1/28/2013	5 746 62	4,330 07	1 416 55
360 shs Broadcom Corp Cl A	Various	2/11/2013	11,629 00	12,539 69	[illegible]
440 shs EMC Corp / Mass	Various	2/11/2013	10 807 26	10,280 47	526 79
350 shs Microsoft Corp	Various	2/11/2013	9 523 31	9 546 83	[illegible]
125 shs Time Warner Cable Inc	2/10/2012	2/12/2013	10 924 78	9 369 05	1 555 73
125 shs Merck & Co Inc	Various	2/13/2013	5 128 64	4 880 20	248 44
105 shs Sanofi Spons ADR	1/25/2012	2/13/2013	4 821 37	3 788 82	1 032 55
165 shs DirecTV	Various	2/25/2013	8 056 22	7,081 74	974 48
175 shs Sanofi Spons ADR	Various	3/22/2013	8 584 70	6,455 97	2 128 73
125 shs Exxon Mobil Corp	5/11/2010	3/22/2013	11,041 20	7 986 92	3,054 28
40 shs Biogen Idec Inc	10/11/2011	4/5/2013	7 175 24	3,910 15	3 265 09
65 shs Broadcom Corp Cl A	2/8/2012	4/8/2013	2 166 82	2,410 69	[illegible]
290 shs Unilever NV NY	Various	4/8/2013	12,052 01	9 643 35	2,408 66
35 shs Biogen Idec Inc	10/11/2011	4/8/2013	6 866 16	3,421 38	3 444 78
130 shs Exxon Mobil Corp	Various	4/22/2013	11 140 59	7 992 38	3 148 21
370 shs General Electric Corp	Various	4/26/2013	7 937 39	6 009 75	1,927 64
30 shs Int'l Bus. Mach. Corp	Various	4/26/2013	5 749 09	3,384 16	2,364 93
450 shs Mondelez Int'l Inc	Various	5/13/2013	13 864 63	10,129 77	3 734 86
180 shs EMC Corp / Mass	Various	5/17/2013	4 130 90	4 702 13	[illegible]
1 sh Wells Fargo & Co 8% Pfd	1/2/2009	5/20/2013	0 39	0 67	[illegible]
160 shs Nestle SA Spons ADR	2/3/2012	6/5/2013	10 566 12	9 220 10	1 346 02
145 shs Schlumberger Ltd	Various	6/5/2013	10 743 74	7,537 73	3,206 01
235 shs Qualcom Inc	Various	7/19/2013	14 454 48	10 518 36	3 936 12
150 shs American Tower Corp	Various	7/22/2013	11 143 84	9 371 38	1,772 46
5 shs Apple Inc	10/22/2010	7/26/2013	2 113 91	1 550 90	563 01
125 shs Ebay Inc	12/13/2011	9/6/2013	6 320 07	3 909 28	2 410 79
65 shs Eli Lilly & Co	7/25//12	9/18/2013	3,448 58	2 865 25	583 33
35 shs Eli Lilly & Co	7/25/2012	10/11/2013	1 679 73	1 542 83	136 90
125 shs Int'l Bus. Mach. Corp	Various	10/22/2013	21 808 39	14 503 54	7 304 85
175 shs Merck & Co Inc	Various	10/22/2013	8 242 63	7 185 91	1 056 72
275 shs EMC Corp / Mass	5/29/2012	10/29/2013	6 503 72	6 922 52	[illegible]
210 shs Gilead Sciences Inc	8/21/2012	11/8/2013	14,692 43	6 071 54	8 620 89
300 units Ishares DJ Select	6/28/2011	12/6/2013	20 957 64	15,581 61	5 376 03
20,000 units PNC Funding Corp	2/1/2012	12/6/2013	20 830 20	20 604 20	226 00
TOTAL LONG TERM			366,393 10	285,216.88	81,176.22
TOTAL 2013 CAPITAL GAINS & LOSSES			743,226.91	658,271.56	84,955.35