efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135015014

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
GORDON LEE ORPHANAGE FUND

A Employer identification number
58-6092862

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
102 SADDLE TRAIL

B Telephone number (see instructions)
(706) 232-3526

City or town, state or province, country, and ZIP or foreign postal code
ROME, GA 30161

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)*▶$ 1,154,438

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	Dividends and interest from securities.	22,412	20,337		
5a	Gross rents				
b	Net rental income or (loss) ____________				
6a	Net gain or (loss) from sale of assets not on line 10	4,458			
b	Gross sales price for all assets on line 6a 637,002				
7	Capital gain net income (from Part IV, line 2) . . .		4,458		
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	12		
12	**Total.** Add lines 1 through 11	26,882	24,807		
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)	650			
c	Other professional fees (attach schedule)	11,509	11,509		
17	Interest				
18	Taxes (attach schedule) (see instructions)	1,631			
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	13,790	11,509		0
25	Contributions, gifts, grants paid	24,000			24,000
26	**Total expenses and disbursements.** Add lines 24 and 25	37,790	11,509		24,000
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-10,908			
b	**Net investment income** (if negative, enter -0-)		13,298		
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	262,569	58,856	58,856
	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)	49,999	49,999	53,598
	b	Investments—corporate stock (attach schedule)	253,137	278,834	334,877
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	547,172	714,011	707,107
	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)	1,112,877	1,101,700	1,154,438
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			
	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	1,112,877	1,101,700	
	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)	1,112,877	1,101,700	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,112,877	1,101,700	

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	1,112,877
2	Enter amount from Part I, line 27a	2	-10,908
3	Other increases not included in line 2 (itemize) ▶	3	2
4	Add lines 1, 2, and 3	4	1,101,971
5	Decreases not included in line 2 (itemize) ▶	5	271
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,101,700

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	Long-Term Capital Gain distribution	P	2012-01-01	2013-12-31
b	Long-Term Capital Gains - schedule attached-see schedule for actual dates	P	2012-01-01	2013-12-31
c	Short-Term Capital Gains - schedule attached-see schedule for actual dates	P	2013-01-01	2013-12-31
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	105	0	0	105
b	0	0	290	-290
c	4,643	0	0	4,643
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	0	0	0	105
b	0	0	0	-290
c	0	0	0	4,643
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	4,458
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	4,643

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	79,417	1,098,716	0 072282
2011	48,000	1,088,573	0 044094
2010	42,000	1,080,019	0 038888
2009	80,745	1,056,672	0 076414
2008	65,637	1,237,846	0 053025

2	**Total** of line 1, column (d)	2	0 284703
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 056941
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,087,950
5	Multiply line 4 by line 3	5	61,949
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	133
7	Add lines 5 and 6	7	62,082
8	Enter qualifying distributions from Part XII, line 4	8	24,000

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	266
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	266
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	266
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	
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	266
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** ▶ 0 **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) ▶GA			
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 ▶GORDON LEE HIGHT II Telephone no ▶(706) 232-3526

Located at ▶102 SADDLE TRAIL ROME GA ZIP+4 ▶301616841

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		No
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
See Additional Data Table				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services. . . . . ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
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	1,044,583
b	Average of monthly cash balances	1b	106,592
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,151,175
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	1,151,175
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,225
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,087,950
6	**Minimum investment return.** Enter 5% of line 5	6	54,398

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	54,398
2a	Tax on investment income for 2013 from Part VI, line 5	2a	266		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	266
3	Distributable amount before adjustments Subtract line 2c from line 1			3	54,132
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	54,132
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	54,132

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	24,000
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	24,000
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	24,000

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					54,132
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.					
b From 2009.	26,907				
c From 2010.					
d From 2011.					
e From 2012.	27,647				
f **Total** of lines 3a through e.		54,554			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 24,000					
a Applied to 2012, but not more than line 2a					
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.					24,000
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).)*		30,132			30,132
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		24,422			
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					0
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		24,422			
10 Analysis of line 9					
a Excess from 2009. . . .					
b Excess from 2010. . . .					
c Excess from 2011. . . .					
d Excess from 2012. . . .	24,422				
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			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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))

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				24,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	22,412	
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	4,458	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Class action proceeds			18	12	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				26,882	

13 Total. Add line 12, columns (b), (d), and (e). 13 26,882

(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

******	2014-04-23	******
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
JENNIFER M BRYNTESON				
Firm's name	READ MARTIN & SLICKMAN CPAs LLP		Firm's EIN	
Firm's address	PO BOX 1614 ROME, GA 301621614		Phone no (706) 291-7390	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
GORDON LEE HIGHT II 102 Saddle Trail Rome, GA 30161	Chairman 1 00	0	0	0
CHARLES A HIGHT JR 144 Featherston Rd SW Rome, GA 30161	Trustee- 0	0	0	0
WRIGHT SMITH 19 Riverview Rd Rome, GA 30161	Trustee- 0	0	0	0
ANITA LOWDEN Angeo Road SW Rome, GA 30161	Trustee- 0	0	0	0
GORDON LEE HIGHT III c/o 102 Saddle Trail Rome, GA 30161	Trustee- 0	0	0	0

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*				
United Methodist Children's Home 500 S Columbia Drive Decatur, GA 30030		Nonprofit	Usual and ordinaryexpenses of	8,000
Georgia Baptist Children's Home 505 Water Works Road Palmetto, GA 30268		Nonprofit	educatingmaintenance andchildren who	8,000
Thornwell Home and School for Children P O Box 60 Clinton, SC 29325		Nonprofit	of orphanagesmay be residentsor institutions	8,000
			the Methodist,fostered byBaptist,	0
			denominations and Presbyterian	0
Total . . . . ▶ **3a**				24,000

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491135015014

TY 2013 Accounting Fees Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Read, Martin & Slickman 990-PF preparation	650			

TY 2013 Cash Deemed Charitable Explanation Statement

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Explanation: THE FOUNDATION'S TRUST AGREEMENT REQUIRES THAT 80% OF NET INCOME BE DISTRIBUTED EACH YEAR. OVER THE PAST FIVE YEARS, THE NET INCOME OF THE TRUST HAS AVERAGED $65,476. THE FOUNDATION ALSO INCURS INVESTMENT EXPENSES EACH YEAR WHICH HAVE AVERAGED $10,844 FOR THE PAST FIVE YEARS. THEREFORE, THE CASH HELD FOR CHARITABLE PURPOSES IS 80% OF $65,476, PLUS $10,844, OR $63,225.

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
See Part IV					637,002	632,544			4,458	

TY 2013 Investments Corporate Stock Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M Company - 50 sh	4,180	7,013
Abbott Labs - 300 sh	9,367	11,499
Altria Group Inc - 500 sh	12,615	19,195
Ashland Inc - 100 sh	9,210	9,704
CF Industries Holdings Inc - 50 sh	9,681	11,652
Cisco Systems, Inc. - 200 sh	4,021	4,486
Coach Inc - 100 sh	4,969	5,613
Covidien PLC - 250 sh	11,826	17,025
Devon Energy Corp New - 200 sh	10,391	12,374
Directv - 200 sh	12,025	13,812
Ebay Inc - 200 sh	10,791	10,973
Ensco PLC - 100 sh	5,327	5,718
Express Scripts Holding Co - 200 sh	10,935	14,048
Garmin Ltd - 300 sh	10,992	13,857
Hertz Global Holdings Inc - 200 sh	5,264	5,724
Intel Corp - 300 sh	6,147	7,787
Kraft Foods Group - 200 sh	9,981	10,782
Marathon Oil Corp - 200 sh	6,722	7,060
Microsoft Corp - 200 sh	4,930	7,482
Molson Coors Brewing Co - 300 sh	14,975	16,845
Nestle S A Spon ADR - 100 sh	6,775	7,359
NVidia Corp - 800 sh	10,080	12,816
Oracle Corp - 200 sh	5,876	7,652
Philip Morris Intl - 100 sh	9,527	8,713
Quest Diagnostics Inc - 100 sh	6,089	5,354
St Jude Medical - 100 sh	4,258	6,195
Trinity Industries Inc - 200 sh	9,385	10,904
Union Pacific Corp - 50 sh	7,824	8,400
Vodafone Group PLC New - 400 sh	10,888	15,724
Wellpoint Inc - 150 sh	9,898	13,859

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WPX Energy Inc - 500 sh	9,776	10,190
Rogers Communications Inc - 200 sh	8,345	9,050
TEVA Pharmaceutical - 150 sh	5,764	6,012

TY 2013 Investments Government Obligations Schedule

Name:	GORDON LEE ORPHANAGE FUND
EIN:	58-6092862
US Government Securities - End of Year Book Value:	
US Government Securities - End of Year Fair Market Value:	
State & Local Government Securities - End of Year Book Value:	49,999
State & Local Government Securities - End of Year Fair Market Value:	53,598

TY 2013 Investments - Other Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Hussman Strategic Growth Fund - 9689.922 sh		100,000	95,833
Palmer Square SSI Alternative - 10688.224 sh		110,000	108,913
Pimco Funds Unconstrained Bd Fund - 11890.438 sh		135,000	131,865
Schooner Fund - 3367.67 sh		85,000	86,347
The Merger Fund - 6901.542 sh		110,000	110,494
Mainstay Marketfield Fund - 3031.724 sh		55,000	56,148
Pimco All Asset All Authority - 6855.15 sh		73,000	67,866
Spdr Dow Jones Industrial Average ETF - 300 sh		46,011	49,641

TY 2013 Other Decreases Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Description	Amount
Mutual Fund timing difference	271

TY 2013 Other Income Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Class Action proceeds	12	12	

TY 2013 Other Increases Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Description	Amount
Cents omitted	2

TY 2013 Other Professional Fees Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Provident Trust Co fiduciary fees	11,509	11,509		

TY 2013 Taxes Schedule

Name: GORDON LEE ORPHANAGE FUND

EIN: 58-6092862

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise tax paid	1,583			
Foreign tax withheld	48			

Proceeds From Broker and Barter Exchange Transactions

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

2013
Form 1099-B
OMB No.
1545-0715
Copy B
For Recipient

Recipient's Name, Street Address, City, State & Zip Code

Gordon Lee Orphanage Fund
Attn: Gordon Lee Hight II
102 Saddle Trail
Rome, GA 30161

Recipient's Social Security Number

58-6092862

Payer's Name, street address, city, state & zip code

River City Bank
Attn: Trust Department
P.O. Box 1791
Rome, GA 30162-1791

7062362123

Payer's Federal Identification no

20-4566095

☐ CORRECTED (if checked)

*Gross Proceeds less commissions and option premiums

Account Number

78.PROVIDENT TRUST COMPANY AS INVESTMENT MANAGEMENT AGENT FOR GORDON LEE ORPHANAGE TRUST UNDER ...

CUSIP No.	1a Date of Sale	1b Acquired Date	1c Type of gain or lo..	Gain/Loss Amount	1d Stock or other symbol	1e Quantity sold	2a Stocks, bonds, etc. *	2b If box checked, loss based on amount in 2a is not allowed	3 Cost or other basis	4 Federal income tax withheld	5 Wash sale loss disallowed	6a Check if a noncovered security	6b Check if basis reported to IRS	7 Bartering	8 Description
LT															
30161N101	02/26/2013	10/05/2011	LT	-1,005.06	EXC	100 000000	3,066 93		4,071.99				X		EXELON CORP COM
984121103	03/11/2013	03/02/2012	LT	249 80	XRX	1,000 000000	8,569 80		8,320 00				X		XEROX CORP COM
68389X105	03/11/2013	03/02/2012	LT	2,370 07	ORCL	400 000000	14,353 67		11,983 60				X		ORACLE CORP COM
17275R102	03/11/2013	02/25/2011	LT	1,599 75	CSCO	500 000000	10,929 75		9,330 00				X		CISCO SYS INC COM
315912105	03/11/2013	11/24/2010	LT	1,161 72	FTHRX	2,904.322000	32,150 84		30,989 12			X	X		FIDELITY INTERMEDIATE TERM BOND FUND
17275R102	03/11/2013	03/02/2012	LT	205 96	CSCO	100.000000	2,185.95		1,979 99				X		CISCO SYS INC COM
315912105	03/11/2013	09/10/2010	LT	677 21	FTHRX	1,612 390000	17,849 16		17,171 95			X	X		FIDELITY INTERMEDIATE TERM BOND FUND
594918104	03/11/2013	01/11/2006	LT	864.83	MSFT	400 000000	11,123 75		10,258.92			X	X		MICROSOFT CORP COM
165167107	05/20/2013	03/02/2012	LT	-506.59	CHK	150 000000	3,152 95		3,659.54				X		CHESAPEAKE ENERGY CORP COM
594918104	05/20/2013	01/11/2006	LT	230 92	MSFT	25 000000	872 10		641 18			X	X		MICROSOFT CORP COM
008474108	05/20/2013	04/17/2012	LT	-713 50	AEM	150.000000	4,418 42		5,131 92				X		AGNICO EAGLE MINES LIMITED
594918104	05/20/2013	03/13/2009	LT	3,238 57	MSFT	175 000000	6,104 76		2,866 19			X	X		MICROSOFT CORP COM
00287Y109	07/02/2013	03/02/2012	LT	1,821 98	ABBV	150 000000	6,309 25		4,487 27			X	X		ABBVIE
G5785G107	07/26/2013	03/02/2012	LT	1 54	MNK	0 250000	10 93		9 39				X		MALLINCKRODT PLC
165167107	07/31/2013	03/02/2012	LT	-157 10	CHK	150 000000	3,502 43		3,659 53				X		CHESAPEAKE ENERGY CORP COM
02553E106	07/31/2013	10/05/2011	LT	1,547 95	AEO	200 000000	3,925.93		2,377 98				X		AMERICAN EAGLE OUTFITTERS NECOM
829800101	07/31/2013	05/16/2011	LT	-447.94	SNGVX	1,947 562000	21,637 41		22,085 35			X	X		SIT US GOVERNMENT SECU FUND
829800101	07/31/2013	02/25/2011	LT	-2 637 41	SNGVX	15,514 184000	172,362 59		175,000 00			X	X		SIT US GOVERNMENT SECU FUND
651639106	09/12/2013	04/17/2012	LT	-3,017 31	NEM	150 000000	4,289 18		7,306 49				X		NEWMONT MINING CORP COM
88579Y101	09/12/2013	09/10/2010	LT	3,500 13	MMM	100 000000	11 859 79		8,359 66			X	X		3M COMPANY
17275R102	09/12/2013	04/17/2012	LT	858 07	CSCO	200 000000	4,879 41		4,021 34				X		CISCO SYS INC COM
829800101	09/12/2013	05/16/2011	LT	-2,994 87	SNGVX	9,075.366000	99,919 78		102,914 65			X	X		SIT US GOVERNMENT SECU FUND
008474108	09/12/2013	04/17/2012	LT	-1,103 99	AEM	150.000000	4,027 93		5,131 92				X		AGNICO EAGLE MINES LIMITED

CUSIP No	1a Date of Sale	1b Acquired Date	1c Type of gain or lo	Gain/Loss Amount	1d Stock or other symbol	1e Quantity sold	2a Stocks, bonds, etc. *	2b If box checked, loss based on amount in 2a is not allowed	3 Cost or other basis	4 Federal income tax withheld	5 Wash sale loss disallowed	6a Check if a noncovered security	6b Check if basis reported to IRS	7 Bartering	8 Description
LT															
284902103	09/27/2013	08/13/2012	LT	-2,796 08	EGO	600 000000	4,013.92		6,810 00				X		ELDORADO GOLD CORP NEW COM
G5785G107	09/27/2013	03/02/2012	LT	189.53	MNK	31.000000	1,354 07		1,164 54				X		MALLINCKRODT PLC
68389X105	09/27/2013	04/17/2012	LT	880 60	ORCL	200 000000	6,756 88		5,876 28				X		ORACLE CORP COM
315912105	10/29/2013	11/24/2010	LT	888 49	FTHRX	3,290 676000	36,000.00		35,111 51			X	X		FIDELITY INTERMEDIATE TERM BOND FUND
284902103	12/03/2013	08/21/2012	LT	-1,388.90	EGO	200 000000	1,106 08		2,494 98				X		ELDORADO GOLD CORP NEW COM
651639106	12/03/2013	04/17/2012	LT	-2,541 63	NEM	100 000000	2,329 36		4,870 99				X		NEWMONT MINING CORP COM
284902103	12/03/2013	08/13/2012	LT	-2,327 84	EGO	400 000000	2,212 16		4,540 00				X		ELDORADO GOLD CORP NEW COM
315912105	12/05/2013	11/24/2010	LT	1,060 81	FTHRX	5,051.487000	54,960 18		53,899 37			X	X		FIDELITY INTERMEDIATE TERM BOND FUND
			LT Total	-290 29											
ST															
17275R102	03/11/2013	04/17/2012	ST	350 56	CSCO	200 000000	4,371 90		4,021 34				X		CISCO SYS INC COM
959802109	03/11/2013	12/14/2012	ST	993 77	WU	700 000000	10,219 77		9,226 00				X		WESTERN UN CO COM
G3157S106	03/11/2013	04/17/2012	ST	457 87	ESV	100 000000	5,784 87		5,327.00				X		ENSCO PLC SHS CLASS A
02553E106	07/31/2013	03/11/2013	ST	-223 07	AEO	200 000000	3,925 93		4,149 00				X		AMERICAN EAGLE OUTFITTERS NECOM
790849103	08/20/2013	03/11/2013	ST	953 40	STJ	100.000000	5,210 90		4,257 50				X		ST JUDE MEDICAL
189754104	08/20/2013	03/11/2013	ST	246 40	COH	100 000000	5,214 90		4,968 50				X		COACH INC COM
037833100	09/11/2013	07/31/2013	ST	275 37	AAPL	20 000000	9,369 17		9,093 80				X		APPLE INC COM
74834L100	09/27/2013	05/20/2013	ST	71 40	DGX	100 000000	6,160 89		6,089 49				X		QUEST DIAGNOSTICS INC
H2906T109	09/27/2013	05/20/2013	ST	1,660 84	GRMN	200.000000	8,988 84		7,328 00				X		GARMIN LTD.
458140100	09/27/2013	12/14/2012	ST	504 91	INTC	200 000000	4,602 91		4,098 00				X		INTEL CORP COM
871829107	12/03/2013	05/20/2013	ST	-648 24	SYY	500 000000	16,811 71		17,459 95				X		SYSCO
			ST Total	4,643 21											
			Grand Total	4,352.92											

Regulated Futures Contracts

9 Profit or (loss) realized in 2013 on closed contracts	10 Unrealized profit or (loss) on open contracts - 12/31/2012	11 Unrealized profit or (loss) on open contracts - 12/31/2013	12 Aggregate profit or (loss) on contracts

State Withholdings

13 State	14 State identification no	15 State tax withheld