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Form 990-PF

Return of Private Foundation

2013

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Open to Public Inspection

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

| | | |
|---|---|---|
| Name of foundation CHARLES B & MARY M MCLIN FOUNDATION | | A Employer identification number 59-7148365 |
| Number and street (or P O box number if mail is not delivered to street address) PO BOX 1406 | | B Telephone number (see instructions) (352) 383-2140 |
| City or town, state or province, country, and ZIP or foreign postal code MOUNT DORA, FL 32756 | | |
| G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,907,961 | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue | 1 Contributions, gifts, grants, etc, received (attach schedule) | | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities. | 59,951 | 59,951 | 59,951 | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 16,384 | | | |
| | b Gross sales price for all assets on line 6a 162,911 | | | | |
| | 7 Capital gain net income (from Part IV, line 2) . . . | | 16,384 | | |
| | 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 | 76,335 | 76,335 | 59,951 | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 18,954 | 9,477 | | 9,477 |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | 1,025 | | | 1,025 |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) \$ 1,247 | 1,247 | 473 | | |
| | 19 Depreciation (attach schedule) and depletion . . . | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | 41 | 15 | | 26 |
| | 24 Total operating and administrative expenses. | | | | |
| | Add lines 13 through 23 | 21,267 | 9,965 | | 10,528 |
| | 25 Contributions, gifts, grants paid. | 54,037 | | | 54,037 |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 75,304 | 9,965 | | 64,565 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a Excess of revenue over expenses and disbursements | 1,031 | | | |
| | b Net investment income (if negative, enter -0-) . . . | | 66,370 | | |
| | c Adjusted net income (if negative, enter -0-) . . . | | | 59,951 | |

| Part III Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | Beginning of year | End of year | |
|---------------------------------------|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | | | | |
| 1 | Cash—non-interest-bearing | 574 | | |
| 2 | Savings and temporary cash investments | 46,674 | 74,522 | 74,523 |
| 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) ► 25,000 | | 25,000 | 25,000 |
| | Less allowance for doubtful accounts ► | | | |
| 8 | Inventories for sale or use | | | |
| 9 | Prepaid expenses and deferred charges | | 776 | |
| 10a | Investments—U S and state government obligations (attach schedule) | | | |
| b | Investments—corporate stock (attach schedule) | 678,012 | 729,020 | 1,151,096 |
| c | Investments—corporate bonds (attach schedule) | 802,934 | 627,319 | 647,332 |
| 11 | Investments—land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) | | 74,453 | |
| 14 | Land, buildings, and equipment basis ► | | | |
| | Less accumulated depreciation (attach schedule) ► | | | |
| 15 | Other assets (describe ►) | | | 10,010 |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,528,194 | 1,531,090 | 1,907,961 |
| 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 | | | | |
| 24 | Unrestricted | 1,528,194 | 1,531,090 | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| 27 | Foundations that do not follow SFAS 117, check here ► | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| 28 | Capital stock, trust principal, or current funds | | | |
| 29 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| 30 | Total net assets or fund balances (see page 17 of the instructions) | 1,528,194 | 1,531,090 | |
| 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 1,528,194 | 1,531,090 | |

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 | 1,528,194 |
| 2 | Enter amount from Part I, line 27a | 2 | 1,031 |
| 3 | Other increases not included in line 2 (itemize) ► | 3 | 1,865 |
| 4 | Add lines 1, 2, and 3 | 4 | 1,531,090 |
| 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 | 1,531,090 |

Part IV Capital Gains and Losses for Tax on Investment Income

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 | 90,295 | | |
| 2011 | 91,465 | 1,663,344 | 0 05499 |
| 2010 | 86,847 | 1,615,886 | 0 05375 |
| 2009 | 109,897 | 1,364,322 | 0 08055 |
| 2008 | 104,614 | 1,848,117 | 0 05661 |
| 2 Total of line 1, column (d). | | | 0 24589 |
| 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 | | | 0 04918 |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. | | | 1,816,583 |
| 5 Multiply line 4 by line 3. | | | 89,330 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | | | 664 |
| 7 Add lines 5 and 6. | | | 90,000 |
| 8 Enter qualifying distributions from Part XII, line 4. | | | 64,561 |

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 <input type="checkbox"/> and enter "N/A" on line 1 | | |
| b | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | 1 | 1,327 |
| c | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | | |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2. | 3 | 1,327 |
| 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 | 1,327 |
| 6 | Credits/Payments | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 776 |
| 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 | 776 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 551 |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | | | |
|----|--|------------------------------|-----------------------------|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| | <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | |
| 1c | Did the foundation file Form 1120-POL for this year? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | | |
| | (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| | <i>If "Yes," attach a detailed description of the activities.</i> | | |
| 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 | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| b | If "Yes," has it filed a tax return on Form 990-T for this year? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| | <i>If "Yes," attach the statement required by General Instruction T.</i> | | |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | | |
| | ● By language in the governing instrument, or | | |
| | ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | <input type="checkbox"/> Yes | |
| 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. | <input type="checkbox"/> Yes | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) | | |
| | <input type="checkbox"/> FL | | |
| 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 . | <input type="checkbox"/> 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 | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. | <input type="checkbox"/> Yes | <input type="checkbox"/> 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 ► FNB MOUNT DORA TRUST DEPT | Telephone no ► (352) 383-2140 |
| | Located at ► 714 N DONNELLY ST MOUNT DORA FL | ZIP +4 ► 32757 |

| | | |
|----|---|----|
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► | 15 |
|----|---|----|

| | | | | |
|----|---|----|-----|----|
| 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 | Yes | 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.**

| | | | | |
|----|--|------------------------------|--|--|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? | | | |
| | 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? | | | |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| | If "Yes," list the years ► 20____, 20____, 20____, 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | | | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | |
| b | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) | | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | | |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? | | | |

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

| | | | | |
|----|--|---|----|----|
| 5a | During the year did the foundation pay or incur any amount to | | | |
| | (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | | 5b | No |
| | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| | <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 6b | No |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | | |
| | <i>If "Yes" to 6b, file Form 8870.</i> | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 7b | No |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | | | |

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 |
|---|---|---|---|---------------------------------------|
| FIRST NATL BANK OF MT DORA PO BOX 1406 MOUNT DORA, FL 32756 | Trustee 8 00 | 18,954 | | |

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".

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

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 | 1,783,367 |
| b | Average of monthly cash balances. | 1b | 60,886 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 1,844,253 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | 0 |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | |
| 3 | Subtract line 2 from line 1d. | 3 | 1,844,253 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 27,664 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,816,589 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 90,829 |

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 | 90,829 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. | 2a | 1,327 |
| b | Income tax for 2013 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 1,327 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 89,502 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 89,502 |
| 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 | 89,502 |

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 | 64,565 |
| 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 | 3a | |
| a | Suitability test (prior IRS approval required). | 3b | |
| b | Cash distribution test (attach the required schedule). | 4 | 64,565 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 6 | 64,565 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | | |

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 89,502 |
| 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. | 34,219 | | | |
| c From 2010. | 6,934 | | | |
| d From 2011. | 10,161 | | | |
| e From 2012. | 91,069 | | | |
| f Total of lines 3a through e. | 142,383 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ _____ 64,565 | | | | |
| 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). | 0 | | | |
| d Applied to 2013 distributable amount. | | | | 64,565 |
| 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).) | 24,937 | | | 24,937 |
| 6 Enter the net total of each column as indicated below: | 117,446 | | | |
| 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 | | | | 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 | 117,446 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2009. | 9,282 | | | |
| b Excess from 2010. | 6,934 | | | |
| c Excess from 2011. | 10,161 | | | |
| d Excess from 2012. | 91,069 | | | |
| 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 <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | | |
| 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a Paid during the year See Additional Data Table | | | | |
| Total | | | ► 3a | 54,037 |
| b Approved for future payment | | | | |
| Total | | | ► 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments. | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities. | | | 14 | 59,951 | |
| 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 | 16,384 | |
| 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). | | | | | 76,335 |
| 13 | Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.) | | | | 13 | 76,335 |

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

b Other transactions

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

b If "Yes," complete the following schedule

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

Sign _____
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 _____

* * * * *

2014-05-13

* * * * *

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

| | | | | |
|---|---|--|--|-----------|
| Paid Preparer Use Only | CLARE L GARNER JR CPA | | employed <input checked="" type="checkbox"/> | PU0120475 |
| | Firm's name ► Greenlee Kurras Rice & Brown PA CPAs | | Firm's EIN <input type="checkbox"/> | |
| | Firm's address ► 627 Donnelly Street Mount Dora, FL 32757 | | Phone no (352) 383-6300 | |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|---------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| GOLDEN TRIANGLE YMCA 32029 MERRY ROAD TAVARES, FL 32778 | N/A | PUB CH | YOUTH SPORTS PROGRAMS | 2,500 |
| CHRISTIAN HOME BIBLE SCHOOL 200 W 13TH AVE MOUNT DORA, FL 32757 | N/A | PUB CH | BOOSTER CLUB MEMBERSHIP / ATHLETICS / ROBOTICS | 12,000 |
| MOUNT DORA HIGH SCHOOL 700 N HIGHLAND ST MOUNT DORA, FL 32757 | N/A | GOVT | FBLA / ATHLETICS | 1,500 |
| TAKE STOCK IN CHILDREN LAKESUMTER 910 N DIXIE AVE LEESBURG, FL 34748 | N/A | PUB CH | ANNUAL SPELLING BEE & SCHOLARSHIP PROGRAM | 5,000 |
| FLORIDA LAKES SYMPHONY ORCHESTRA PO BOX 524 GROVELAND, FL 34736 | N/A | PUB CH | COMMUNITY SYMPHONY ENDOWMENT PROGRAM | 500 |
| EARLY LEARNING COALITION OF LAKE CO 1300 CITIZENS BLVD 260 LEESBURG, FL 34748 | N/A | PUB CH | SCHOOL READINESS PROGRAM | 5,000 |
| ST EDWARDS CHURCH PRESCHOOL 460 N GRANDVIEW ST MOUNT DORA, FL 32757 | N/A | PUB CH | EDUCATION FUNDING | 1,000 |
| TRIANGLE ELEMENTARY SCHOOL 1707 EUDORA RD MOUNT DORA, FL 32757 | N/A | GOVT | EDUCATION EQUIPMENT | 5,000 |
| MDHS HURRICANE BOOSTERS 700 NORTH HIGHLAND ST MOUNT DORA, FL 32757 | N/A | PUB CH | ANNUAL MEMBERSHIP / FUNDRAISING | 500 |
| SUNRISE ARC 35201 RADIO ROAD LEESBURG, FL 34748 | N/A | PUB CH | CPR AND FIRST AID CLASS | 1,250 |
| MOUNT DORA COMMUNITY TRUST PO BOX 1406 MOUNT DORA, FL 32756 | N/A | PUB CH | ATHLETIC TRAINING SCHOLARSHIPS FOR HOOPS PAT BURKE TRAINING FACILITY | 2,620 |
| TROUT LAKE NATURE CENTER PO BOX 641 EUSTIS, FL 32757 | NA | PUB CH | ENVIRONMENTAL EDUCATION PROGRAM | 3,280 |
| BUILDING BLOCKS MINISTRY 548 SOUTH HIGHWAY 27 MINNEOLA, FL 34715 | N/A | PUB CH | FOR BUILDING HEALTHY BODIES | 2,737 |
| UCP OF CENTRAL FLORIDA 5800 GOLF CLUB PARKWAY ORLANDO, FL 32808 | N/A | PUB CH | SPONSORSHIP FOR ANNUAL GALA | 500 |
| ALEE ACADEMY 1705 County Road 44 EUSTIS, FL 32736 | | PUB CH | INTERNSHIP PROGRAM | 5,000 |
| Total | | | ► 3a | 54,037 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| EDUCATION FOUNDATION OF LAKE COUNTY 2045 PRUITT STREET LEESBURG, FL 34748 | N/A | PUB CH | EDUCATION PROGRAMS | 1,750 |
| LAKE COUNTY BOCC 315 WEST MAIN STREET TAVARES, FL 32778 | N/A | GOVT | FESTIVAL | 500 |
| BAY STREET PLAYERS PO BOX 1405 EUSTIS, FL 32727 | N/A | PUB CH | AFTER SCHOOL PROGRAM | 2,400 |
| THE TRADITIONAL CONGREGATION OF MT 848 NORTH DONNELLY STREET MOUNT DORA, FL 32757 | N/A | PUB CH | SPONSORSHIP | 1,000 |
| Total | | | ► 3a | 54,037 |

TY 2013 Accounting Fees Schedule

Name: CHARLES B & MARY M MCLIN FOUNDATION

EIN: 59-7148365

Software ID: 13000170

Software Version: 2013v3.1

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---------------------|--------|-----------------------|---------------------|---------------------------------------|
| TAX PREPARATION FEE | 1,025 | 0 | 0 | 1,025 |

TY 2013 Other Expenses Schedule

Name: CHARLES B & MARY M MCLIN FOUNDATION

EIN: 59-7148365

Software ID: 13000170

Software Version: 2013v3.1

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------|--------------------------------|-----------------------|---------------------|---------------------------------------|
| MISCELLANEOUS | 26 | | | 26 |
| SETTLEMENT CHARGES | 15 | 15 | | |

TY 2013 Other Increases Schedule

Name: CHARLES B & MARY M MCLIN FOUNDATION

EIN: 59-7148365

Software ID: 13000170

Software Version: 2013v3.1

| Description | Amount |
|---------------|--------|
| MISCELLANEOUS | 1,865 |

TY 2013 Taxes Schedule

Name: CHARLES B & MARY M MCLIN FOUNDATION**EIN:** 59-7148365**Software ID:** 13000170**Software Version:** 2013v3.1

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------|--------|-----------------------|---------------------|---------------------------------------|
| FED EXCISE TAXES ON NII | 774 | | | |
| FOREIGN W/H ON DIVIDENDS | 473 | 473 | | |

ACCT FCh 600003016
FPCM 01/01/2011
TO 12/31/2013

FIRST NATIONAL BANK OF MOUNT DORA
STATEMENT OF CAPITAL GAINS AND LOSSES
MCOLIN FOUNDATION

PAGE 40
RUN 01/21/2014
10 20 56 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER :
TRUST ADMINISTRATOR : CEB
INVESTMENT OFFICER : EP

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ/POST UNKNOWN

| PROPERTY DESCRIPTION | SHARES | DATE | SALES PRICE | COST BASIS | GAIN/LOSS | TERM | NC | 8949 |
|--|------------|------------|-------------|------------|-----------|------|----|------|
| 650 0000 COCA COLA COM - 191216100 - MINOR = 405 | | | | | | | | |
| SOLD | | 11/08/2013 | 25826.59 | | | | | |
| ACQ | 650 0000 | 06/09/2010 | 25826.58 | 1680.13 | 9025.45 | LT | Y | C |
| 50000 0000 GOLDMAN SACHS 5 250% DUE 10/15/13 - 38141GDO4 - MINOR = 200 | | | | | | | | |
| SOLD | | 10/15/2013 | 50000.00 | | | | | |
| ACQ | 50000 0000 | 03/28/2008 | 50000.00 | 50693.51 | -493.50 | LT | Y | C |
| 325 0000 JOY GLOBAL COM - 481165108 - MINOR = 423 | | | | | | | | |
| SOLD | | 08/05/2013 | 16242.95 | | | | | |
| ACQ | 325 0000 | 11/09/2005 | 16242.96 | 13703.51 | 2449.45 | LT | Y | C |
| 275 0000 KOHL'S COM - 509255104 - MINOR = 400 | | | | | | | | |
| SOLD | | 04/01/2013 | 12500.75 | | | | | |
| ACQ | 175 0000 | 06/09/2010 | 12500.75 | 13896.63 | -1395.88 | LT | Y | C |
| 125 0000 PROCTER & GAMBLE COM - 442118109 - MINOR = 405 | | | | | | | | |
| SOLD | | 11/08/2013 | 10242.37 | | | | | |
| ACQ | 125 0000 | 01/15/2013 | 10242.37 | 8511.25 | 731.12 | ST | | C |
| 250 0000 UNILEVER NV COM - 304784709 - MINOR = 400 | | | | | | | | |
| SOLD | | 02/15/2013 | 3817.05 | | | | | |
| ACQ | 250 0000 | 04/24/2012 | 3817.05 | 3427.42 | 160.63 | ST | | C |
| 350 0000 WAL-MART STORES COM - 931142103 - MINOR = 105 | | | | | | | | |
| SOLD | | 09/06/2013 | 256.29 | | | | | |
| ACQ | 350 0000 | 06/24/1999 | 25673.95 | 16803.31 | 8770.64 | LT | Y | C |
| 375 0000 GARMIN LTD COM - H-9067109 - MINOR = 434 | | | | | | | | |
| SOLD | | 04/01/2013 | 1265.28 | | | | | |
| ACQ | 375 0000 | 05/11/2012 | 12657.28 | 17050.08 | -4392.80 | ST | | C |
| ***FOUND UPDATE*** 08/13 13 | | | | | | | | |
| | TOTALS | | 162910.94 | 146106.83 | | | | |

SUMMARY OF CAPITAL GAINS/LOSSES

| FEDERAL | SHORT TERM | LONG TERM 28% | LONG TERM | ST WASH SALE | LT WASH SALE | 1150 GAIN |
|-----------------------|------------|---------------|-----------|--------------|--------------|-----------|
| NONCOVERED FROM ABOVE | 0.00 | 0.00 | 18156.16 | 0.00 | 0.00 | 0.00* |
| COVERED FROM ABOVE | -1772.05 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| COMMON TRUST FUND | 0.00 | 0.00 | 0.00 | | | 0.00 |
| CAPITAL GAIN DIV/DIST | 0.00 | 0.00 | 0.00 | | | 0.00 |
| | -1772.05 | 0.00 | 18156.16 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| STATE | | | | | | |
| NONCOVERED FROM ABOVE | 0.00 | 0.00 | 18156.16 | 0.00 | 0.00 | 0.00* |
| COVERED FROM ABOVE | -1772.05 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| COMMON TRUST FUND | 0.00 | 0.00 | 0.00 | | | 0.00 |
| CAPITAL GAIN DIV/DIST | 0.00 | 0.00 | 0.00 | | | 0.00 |
| | -1772.05 | 0.00 | 18156.16 | 0.00 | 0.00 | 0.00 |
| | | | | | | |

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

| FEDERAL | 0.00 | 0.00 |
|---------|------|------|
| FLORIDA | N/A | N/A |

| PORTFOLIO INVESTMENTS | | | | | |
|--|---------------------------|---------------------------------|------------------------------|---------------------------------|---------------------------------------|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS ACCRUED | EST. INCOME/ ACCURRED INCOME |
| CASH & EQUIVALENTS | | | | | |
| CASH | | | | | |
| PRINCIPAL CASH | -12,732.04 | | -12,732.04 | 0.00 | |
| INCOME CASH | 12,732.04 | | 12,732.04 | 0.00 | |
| TOTAL CASH | \$ 0.00 | | \$ 0.00 | \$ 0.00 | 0.00% |
| TAXABLE MONEY MARKETS & EQUIVALENTS | | | | | |
| FEDERATED PRIME OB FD #10 | 74,523.30 1.00 1.44 | | 74,523.30 1.00 | 0.00 | 10.00 0.01% 1.44 |
| TOTAL TAXABLE MONEY MARKETS & EQUIVALENTS | \$ 74,523.30 | | \$ 74,523.30 | \$ 0.00 | \$ 10.00 0.01% \$ 1.44 |
| TOTAL CASH & EQUIVALENTS | \$ 74,523.30 | | \$ 74,523.30 ✓ | \$ 0.00 | \$ 10.00 0.01% \$ 1.44 |
| FIXED INCOME | | | | | |
| CORPORATE BONDS | | | | | |
| BANK OF AMERICA 5.125% DUE 11/15/14 | 75,000 | 77,706.00 103.61 | 79,790.25 106.39 | -2,084.25 | 3,843.00 491.14 |

| PORTFOLIO INVESTMENTS | | ASSET DESCRIPTION | | | MARKET VALUE/ AVG UNIT VALUE | | | TOTAL COST/ AVG UNIT COST | | UNREALIZED GAIN/LOSS ACCRUED | | EST. INCOME/ ACCURRED INCOME | | CUR. YIELD |
|---|--|-------------------|----------------------|--|---------------------------------|--|--|------------------------------|--|---|--|---------------------------------|--|---------------|
| BANK OF AMERICA 3.750% DUE 07/12/16 | | 25,000 | 26,578.00 106.31 | | 25,002.50 100.01 | | | 1,575.50 | | 937.00 440.10 | | 3,53% | | |
| BEAR STEARNS 4.650% DUE 07/02/18 | | 75,000 | 81,665.25 108.89 | | 78,611.25 104.82 | | | 3,054.00 | | 3,487.00 1,734.06 | | 4.27% | | |
| CITI GROUP 5.000% DUE 09/15/14 | | 30,000 | 30,854.40 102.85 | | 31,675.80 105.59 | | | -821.40 | | 1,500.00 441.66 | | 4.86% | | |
| GENERAL ELECTRIC CAPITAL 4.375% DUE 09/21/15 | | 50,000 | 52,993.50 105.99 | | 51,694.00 103.39 | | | 1,299.50 | | 2,187.00 607.63 | | 4.13% | | |
| GOLDMAN SACHS 3.600% DUE 11/15/17 | | 25,000 | 25,513.75 102.06 | | 25,000.00 100.00 | | | 513.75 | | 900.00 40.00 | | 3.53% | | |
| J P MORGAN CHASE 6.00% DUE 10/01/17 | | 50,000 | 57,206.00 114.41 | | 53,700.00 107.40 | | | 3,506.00 | | 3,000.00 749.99 | | 5.24% | | |
| MORGAN STANLEY 3.450% DUE 11/02/15 | | 75,000 | 78,068.25 104.09 | | 75,411.75 100.55 | | | 2,656.50 | | 2,587.00 424.06 | | 3.31% | | |
| WELLS FARGO 5.000% DUE 11/15/14 | | 50,000 | 51,888.00 103.78 | | 52,223.59 104.45 | | | -335.59 | | 2,500.00 319.44 | | 4.82% | | |
| WYETH 5.500% DUE 2/15/16 | | 100,000 | 109,812.00 109.81 | | 101,766.00 101.77 | | | 8,046.00 | | 5,500.00 2,077.77 | | 5.01% | | |
| TOTAL CORPORATE BONDS | | | \$ 592,285.15 | | \$ 574,875.14✓ | | | \$ 17,410.01 | | \$ 26,441.00 \$ 7,325.85 | | 4.46% | | |
| FOREIGN BONDS & NOTES | | | | | | | | | | | | | | |

| PORTFOLIO INVESTMENTS | | | | | | |
|--|-------------|------------------------------|---------------------------|------------------------------|-------------------------------------|--------------|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS ACCRUED | EST. INCOME/ INCOME | CUR. YIELD |
| BARCLAYS BANK PLC MTN 5.00% DUE 09/22/16 | 50,000 | 55,047.00 110.09 | 52,443.50 104.89 | 2,603.50 | 2,500.00 687.49 | 4.54% |
| TOTAL FOREIGN BONDS & NOTES | | \$ 55,047.00 | \$ 52,443.50 | \$ 2,603.50 | \$ 2,500.00 \$ 687.49 | 4.54% |
| TOTAL FIXED INCOME | | \$ 647,332.15 | \$ 627,318.64 | \$ 20,013.51 | \$ 28,941.00 \$ 8,013.34 | 4.47% |
| EQUITIES | | | | | | |
| STOCKS | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | |
| CINEMARK HOLDING COM | 550 | 18,331.50 33.33 | 8,298.67 15.09 | 10,032.83 | 550.00 | 3.00% |
| HOME DEPOT COM | 175 | 14,409.50 82.34 | 12,210.01 69.77 | 2,199.49 | 273.00 | 1.89% |
| MACYS COM | 225 | 12,015.00 53.40 | 8,154.54 36.24 | 3,860.46 | 225.00 56.25 | 1.87% |
| TOTAL CONSUMER DISCRETIONARY | | \$ 44,756.00 | \$ 28,663.22 | \$ 16,092.78 | \$ 1,048.00 \$ 56.25 | 2.34% |
| CONSUMER STAPLES | | | | | | |
| CVS/CAREMARK COM | 625 | 44,731.25 71.57 | 17,474.26 27.96 | 27,256.99 | 687.00 | 1.54% |

| PORTFOLIO INVESTMENTS | | | | | | |
|-------------------------------|----------------------|------------------------------|---------------------------|------------------------------|---------------------|--------------|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS ACCRUED | EST. INCOME/ INCOME | CUR. YIELD |
| GREEN MOUNTAIN COFFEE | 300 | 22,662.00 75.54 | 25,144.47 83.82 | -2,482.47 | 300.00 | 1.32% |
| TOTAL CONSUMER STAPLES | \$ 67,393.25 | | \$ 42,618.73 | | \$ 987.00 | 1.47% |
| ENERGY | | | | | | |
| CHEVRON COM | 325 | 40,595.75 124.91 | 23,289.37 71.66 | 17,306.38 | 1,300.00 | 3.20% |
| CONOCOPHILLIPS COM | 488 | 34,477.20 70.65 | 18,423.89 37.75 | 16,053.31 | 1,346.00 | 3.91% |
| HOLLYFRONTIER | 700 | 34,783.00 49.69 | 22,145.86 31.64 | 12,637.14 | 840.00 | 2.41% |
| PHILLIPS 66 COM | 244 | 18,819.72 77.13 | 5,474.63 22.44 | 13,345.09 | 380.00 | 2.02% |
| TOTAL ENERGY | \$ 128,675.67 | | \$ 69,333.75 | | \$ 3,866.00 | 3.01% |
| FINANCIALS | | | | | | |
| BB&T COM | 850 | 31,722.00 37.32 | 28,572.58 33.62 | 3,149.42 | 782.00 | 2.47% |
| BANK OF MONTREAL | 350 | 23,331.00 66.66 | 20,534.25 58.67 | 2,796.75 | 1,000.00 | 4.29% |

| PORTFOLIO INVESTMENTS | | | | | | |
|--------------------------------------|----------------|---------------------------------|------------------------------|-------------------------|--------------------------------|---------------|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS | EST. INCOME/ ACCURED INCOME | CUR. YIELD |
| METLIFE POLICYHOLDER TRUST COM | 225 | 12,132.00 53.92 | 13,177.59 58.57 | -1,045.59 | 247.00 | 2.04% |
| TORONTO-DOMINION BANK | 150 | 14,136.00 94.24 | 12,092.92 80.62 | 2,043.08 | 483.00 | 3.42% |
| VISA CLASS A COM | 200 | 44,536.00 222.68 | 14,705.73 73.53 | 29,830.27 | 320.00 | 0.72% |
| TOTAL FINANCIALS | | \$ 125,857.00 | \$ 89,083.07 | \$ 36,773.93 | \$ 2,832.00 | 2.25% |
| HEALTH CARE | | | | | | |
| EXPRESS SCRIPTS HLDG | 375 | 26,340.00 70.24 | 4,364.82 11.64 | 21,975.18 | | |
| GLAXOSMITHKLINE PLC SPONSOR ADR | 625 | 33,368.75 53.39 | 27,041.87 43.27 | 6,326.88 | 1,505.00 | 4.51% |
| PFIZER COM | 1,025 | 31,395.75 30.63 | 18,161.57 17.72 | 13,234.18 | 1,066.00 | 3.40% |
| TEVA PHARMACEUTICAL IND'S ADR COM | 625 | 25,050.00 40.08 | 29,546.70 47.28 | -4,496.70 | 678.00 | 2.71% |
| TOTAL HEALTH CARE | | \$ 116,154.50 | \$ 79,114.96 | \$ 37,039.54 | \$ 3,249.00 | 2.80% |
| INDUSTRIALS | | | | | | |

| PORTFOLIO INVESTMENTS | | | | | | |
|--------------------------|-------------|------------------------------|---------------------------|------------------------------|---------------------|--------------|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS ACCRUED | EST. INCOME/ INCOME | CUR. YIELD |
| PENTAIR LTD COM | 113 | 8,776.71 77.67 | 3,184.23 28.18 | 5,592.48 | 113.00 | 1.29% |
| DEERE & COMPANY COM | 375 | 34,248.75 91.33 | 30,765.70 82.04 | 3,483.05 | 765.00 | 2.23% |
| ILLINOIS TOOL WKS COM | 450 | 37,836.00 84.08 | 19,970.28 44.38 | 17,865.72 | 756.00 | 2.00% |
| NORFOLK SOUTHERN COM | 125 | 11,603.75 92.83 | 8,365.63 66.93 | 3,238.12 | 260.00 | 2.24% |
| TRINITY INDUSTRIES | 400 | 21,808.00 54.52 | 16,254.20 40.64 | 5,553.80 | 240.00 | 1.10% |
| TOTAL INDUSTRIALS | | \$ 114,273.21 | \$ 78,540.04 | \$ 35,733.17 | \$ 2,134.00 | 1.87% |
| | | | | | \$ 380.25 | |
| INFORMATION TECHNOLOGY | | | | | | |
| TYCO INTL COM | 475 | 19,494.00 41.04 | 8,979.63 18.90 | 10,514.37 | 304.00 | 1.56% |
| ADT COM | 237 | 9,591.39 40.47 | 5,860.02 24.73 | 3,731.37 | 118.00 | 1.24% |
| AVNET COM | 725 | 31,979.75 44.11 | 18,450.94 25.45 | 13,528.81 | 435.00 | 1.36% |
| CORNING COM | 1,125 | 20,047.50 17.82 | 28,415.60 25.26 | -8,368.10 | 450.00 | 2.24% |

| PORTFOLIO INVESTMENTS | | | | | | |
|-------------------------------------|----------------------|------------------------------|---------------------------|------------------------------|---------------------|------------|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS ACCRUED | EST. INCOME/ INCOME | CUR. YIELD |
| HARRIS COM | 525 | 36,650.25 69.81 | 19,620.22 37.37 | 17,030.03 | 882.00 | 2.41% |
| QUALCOMM COM | 275 | 20,418.75 74.25 | 17,107.66 62.21 | 3,311.09 | 385.00 | 1.89% |
| TEXAS INSTRUMENTS COM | 450 | 19,759.50 43.91 | 10,954.84 24.34 | 8,804.66 | 540.00 | 2.73% |
| TOTAL INFORMATION TECHNOLOGY | \$ 157,941.14 | \$ 109,388.91 | \$ 48,552.23 | \$ 3,114.00 | 1.97% | |
| MATERIALS | | | | | | |
| BHP BILLITON LTD COM | 300 | 20,460.00 68.20 | 20,405.55 68.02 | 54.45 | 696.00 | 3.40% |
| DU PONT E I DE NEMOURS COM | 500 | 32,485.00 64.97 | 22,402.37 44.81 | 10,082.63 | 900.00 | 2.77% |
| TOTAL MATERIALS | \$ 52,945.00 | \$ 42,807.92 | \$ 10,137.08 | \$ 1,596.00 | 3.01% | |
| TELECOMMUNICATIONS | | | | | | |
| VERIZON COMMUNICATIONS COM | 500 | 24,570.00 49.14 | 17,457.04 34.91 | 7,112.96 | 1,060.00 | 4.31% |
| TOTAL TELECOMMUNICATIONS | \$ 24,570.00 | \$ 17,457.04 | \$ 7,112.96 | \$ 1,060.00 | 4.31% | |

| | | PORTFOLIO INVESTMENTS | | | | | |
|--|--|-----------------------|---------------------------------|------------------------------|-------------------------|-------------------------------------|---------------|
| ASSET DESCRIPTION | | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS | EST. INCOME/ ACCRUED INCOME | CUR. YIELD |
| UTILITIES | | | | | | | |
| AMERICAN ELECTRIC POWER COM | | 525 | 24,538.50 46.74 | 19,028.79 36.25 | 5,509.71 | 1,050.00 | 4.28% |
| TECO ENERGY COM | | 550 | 9,482.00 17.24 | 9,081.72 16.51 | 400.28 | 484.00 | 5.10% |
| TOTAL UTILITIES | | | \$ 34,020.50 | \$ 28,110.51 | \$ 5,909.99 | \$ 1,534.00 | 4.51% |
| | | | | | | \$ 0.00 | |
| ETF CLOSED END EQUITY FUNDS | | | | | | | |
| ETF SPDR S&P 500 TRUST | | 975 | 180,072.75 184.69 | 131,104.68 134.47 | 48,968.07 | 3,267.00 955.74 | 1.81% |
| TECHNOLOGY SELECT SECTOR SPDR | | 425 | 15,189.50 35.74 | 12,796.75 30.11 | 2,392.75 | 258.00 | 1.70% |
| TOTAL ETF CLOSED END EQUITY FUNDS | | | \$ 195,262.25 | \$ 143,901.43 | \$ 51,360.82 | \$ 3,525.00 \$ 955.74 | 1.81% |
| TOTAL STOCKS | | | \$ 1,061,848.52 | \$ 729,019.58 ✓ | \$ 332,828.94 | \$ 24,945.00 \$ 1,777.29 | 2.35% |
| MUTUAL FUNDS | | | | | | | |
| MUTUAL FUNDS - EQUITY | | | | | | | |
| AM EURO PACIFIC GROWTH FD CL F2 | | 702.986 | 34,432.25 48.98 | 30,580.80 43.50 | 3,851.45 | 403.00 | 1.17% |

| PORTFOLIO INVESTMENTS | | | | | | |
|---|---------------------|------------------------------|---------------------------|------------------------------|----------------------|--|
| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS ACCRUED | EST. INCOME/ INCOME | CUR. YIELD |
| THE INCOME FUND OF AMERICA CL F2 | 1,150 | 23,724.50 20.63 | 19,872.00 17.28 | 3,852.50 | 795.00 | 3.35% |
| VANGUARD TOTAL INT'L STOCK INDEX FUND | 1,856.148 | 31,090.48 16.75 | 24,000.00 12.93 | 7,090.48 | 816.00 | 2.63% |
| TOTAL MUTUAL FUNDS - EQUITY | | | | | | |
| | \$ 89,247.23 | | \$ 74,452.80 | | \$ 14,794.43 | |
| | | | | | \$ 2,014.00 | 2.26% |
| | | | | | \$ 0.00 | |
| TOTAL MUTUAL FUNDS | | | \$ 74,452.80 ✓ | | \$ 14,794.43 | |
| | | | | | \$ 2,014.00 | 2.26% |
| | | | | | \$ 0.00 | |
| TOTAL EQUITIES | | \$ 1,151,095.75 | \$ 803,472.38 ✓ | | \$ 347,623.37 | |
| | | | | | \$ 26,959.00 | 2.34% |
| | | | | | \$ 1,777.29 | |
| MISCELLANEOUS | | | | | | |
| OTHER MISCELLANEOUS ASSETS | | | | | | |
| SOUTH LAKE SKILLED NURSING FAC NOTE 9.500% DUE 05/28/2025 | 25,000 | 25,000.00 1.00 | 25,000.00 1.00 | | 0.00 | 2,375.00 217.71 |
| TOTAL OTHER MISCELLANEOUS ASSETS | | \$ 25,000.00 | \$ 25,000.00 ✓ | | \$ 0.00 | \$ 2,375.00 \$ 217.71 |
| DOCUMENTS | | | | | | |
| ORIG DECLARATION OF TRUST DT D 01/20/00 | 1 | 0.00 0.00 | | | 0.00 | |

ACCOUNT NUMBER:
STATEMENT PERIOD:

60-0003-01-6
01/01/13 - 12/31/13

PORTFOLIO INVESTMENTS

| ASSET DESCRIPTION | SHARES/ PAR | MARKET VALUE/ AVG UNIT VALUE | TOTAL COST/ AVG UNIT COST | UNREALIZED GAIN/LOSS | EST. ACCRUED INCOME | CUR. INCOME/ YIELD |
|---|-------------|------------------------------|---------------------------|----------------------|---------------------|--------------------|
| ORIG AGMT DTD 04/04/95 | 1 | 0.00 0.00 | 0.00 0.00 | 0.00 | \$ 0.00 | 0.00% |
| TOTAL DOCUMENTS | | \$ 0.00 | \$ 0.00 | | \$ 0.00 | \$ 0.00 |
| TOTAL MISCELLANEOUS | | \$ 25,000.00 | \$ 25,000.00 | | \$ 2,375.00 | 9.50% |
| TOTAL MARKET VALUE | | \$ 1,897,951.20 | \$ 1,530,314.32 | \$ 367,636.88 | \$ 58,285.00 | 3.07% |
| TOTAL MARKET VALUE PLUS ACCRUED INCOME | | \$ 1,907,960.98 | | | \$ 10,009.78 | |