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INTERNAL REVENUE SERVICE

Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE TE CRAIG, SD HEARD AND LD HEARD MEMORIAL TRUST		A Employer identification number 59-7279007
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 831041		B Telephone number 800-357-7094
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), 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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 9,189,406. (Part I, column (d) must be on cash basis)		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	70,451.	70,451.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss) -1,691.				STATEMENT 2
	6a Net gain or (loss) from sale of assets not on line 10	776,492.			STATEMENT 3
	b Gross sales price for all assets on line 6a 6,648,925.				
	7 Capital gain net income (from Part IV, line 2)		776,754.		
	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)					
11 Other income	64,145.	64,145.		STATEMENT 4	
12 Total. Add lines 1 through 11	911,088.	911,350.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	99,490.	82,726.		16,764.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	14,870.	0.		14,870.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	8,389.	1,057.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 7	1,691.	1,691.		0.	
24 Total operating and administrative expenses. Add lines 13 through 23	124,440.	85,474.		31,634.	
25 Contributions, gifts, grants paid	486,172.			486,172.	
26 Total expenses and disbursements. Add lines 24 and 25	610,612.	85,474.		517,806.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	300,476.				
b Net investment income (if negative, enter -0-)		825,876.			
c Adjusted net income (if negative, enter -0-)			N/A		

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LHA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	55,088.	130,183.	130,183.
	2 Savings and temporary cash investments			
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ 1,103,295.			
Less: accumulated depreciation ▶	1,099,625.	1,103,295.	5,068,600.	
12 Investments - mortgage loans				
13 Investments - other STMT 10	3,418,405.	3,640,520.	3,863,059.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ OIL & GAS INTEREST)	1,703.	1,703.	127,564.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,574,821.	4,875,701.	9,189,406.	
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			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,574,821.	4,875,701.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	4,574,821.	4,875,701.		
31 Total liabilities and net assets/fund balances	4,574,821.	4,875,701.		

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	4,574,821.
2 Enter amount from Part I, line 27a	2	300,476.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	404.
4 Add lines 1, 2, and 3	4	4,875,701.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,875,701.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SECURITY SALES	P		
b	COMMON TRUST FUNDS - ST			
c	COMMON TRUST FUNDS - LT			
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 6,648,925.		5,899,122.	749,803.	
b			-1,400.	
c			28,351.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			749,803.	
b			-1,400.	
c			28,351.	
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	776,754.	
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). If (loss), enter -0- in Part I, line 8	3	N/A	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	501,318.	9,725,666.	.051546
2011	603,456.	10,075,943.	.059891
2010	590,410.	11,600,660.	.050895
2009	582,976.	11,598,251.	.050264
2008	915,259.	15,522,647.	.058963
2	Total of line 1, column (d)	2	.271559
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	.054312
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,058,799.
5	Multiply line 4 by line 3	5	492,001.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,259.
7	Add lines 5 and 6	7	500,260.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	517,806.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	8,259.
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	8,259.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	8,259.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,552.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	17,000.
d	Backup withholding erroneously withheld	6d	212.
7	Total credits and payments. Add lines 6a through 6d	7	22,764.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,505.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input checked="" type="checkbox"/> 8,260. Refunded <input type="checkbox"/>	11	6,245.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► US TRUST - BANK OF AMERICA Telephone no. ► 214-209-6477 Located at ► 901 MAIN ST, FL 9, DALLAS, TX ZIP+4 ► 75202-3714			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TDF 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(i)(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 ► _____, _____, _____, _____		
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.) N/A	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. ► _____, _____, _____, _____		
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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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)? 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)? Yes 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? 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? Yes 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? Yes No
N/A

	5b	X
	6b	X
	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.

(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
BANK OF AMERICA P.O. BOX 830241 DALLAS, TX 75283	TRUSTEE 1.00	99,490.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	3,920,973.
b	Average of monthly cash balances	1b	79,613.
c	Fair market value of all other assets	1c	5,196,164.
d	Total (add lines 1a, b, and c)	1d	9,196,750.
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	0.
3	Subtract line 2 from line 1d	3	9,196,750.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	137,951.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,058,799.
6	Minimum investment return. Enter 5% of line 5	6	452,940.

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	452,940.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,259.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	444,681.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	444,681.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	444,681.

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	517,806.
b	Program-related investments - total from Part IX-B	1b	0.
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	517,806.
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	5	8,259.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	509,547.

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.

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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				444,681.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	140,597.			
b From 2009	3,892.			
c From 2010	12,350.			
d From 2011	102,989.			
e From 2012	20,585.			
f Total of lines 3a through e	280,413.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 517,806.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				444,681.
e Remaining amount distributed out of corpus	73,125.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	353,538.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	140,597.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	212,941.			
10 Analysis of line 9:				
a Excess from 2009	3,892.			
b Excess from 2010	12,350.			
c Excess from 2011	102,989.			
d Excess from 2012	20,585.			
e Excess from 2013	73,125.			

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

1 a 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 ▶ 01/01/08

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2 a 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 foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

THE TE CRAIG, SD HEARD AND LD HEARD

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MEMORIAL TRUST

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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				
AUSTIN COLLEGE 900 N GRAND AVE, SUITE 6F SHERMAN, TX 750904440	NONE	PUBLIC	GENERAL USE	121,543.
FIRST PRESBY CHURCH OF MCKINNEY 2000 W. WHITE AVE MCKINNEY, TX 750693238	NONE	PUBLIC	GENERAL USE	40,514.
GRACE PRESBYTERIAN VILLAGE INC 550 E. ANN ARBOR AVE DALLAS, TX 752166718	NONE	PUBLIC	GENERAL USE	81,029.
HEARD-CRAIG WOMAN'S CLUB TRUST 205 E. HUNT ST MCKINNEY, TX 750693928	NONE	PRIVATE FOUNDATION	GENERAL USE	121,543.
PRESBYTERIAN CHILDRENS HOME 4407 BEE CAVE RD, SUITE 520 WEST LAKE HILLS, TX 787466496	NONE	PUBLIC	GENERAL USE	81,029.
Total SEE CONTINUATION SHEET(S) ▶ 3a				486,172.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES			STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AGGREGATE BOND CTF B OF A GOVT RESERVES TRUST COLUMBIA INTERMEDIATE BOND FUND	12,168.	0.	12,168.	12,168.	
COLUMBIA SHORT TERM BOND FUND	14.	0.	14.	14.	
DIVIDEND INCOME CTF	10,558.	0.	10,558.	10,558.	
EATON VANCE LARGE CAP VALUE FUND	1,892.	0.	1,892.	1,892.	
EMERGING MARKETS STOCK CTF	1,217.	0.	1,217.	1,217.	
HIGH QUALITY CORE CTF	8,460.	0.	8,460.	8,460.	
INT'L FOCUSED EQUITY CTF	1,412.	0.	1,412.	1,412.	
ISHARES CORE S&P MID CAP	1,453.	0.	1,453.	1,453.	
ISHARES RUSSELL 2000 ETF	1,101.	0.	1,101.	1,101.	
ISHARES RUSSELL 2000 VALUE INDEX FUND	1,535.	0.	1,535.	1,535.	
MID CAP GROWTH CTF	625.	0.	625.	625.	
MID CAP VALUE CTF	1,387.	0.	1,387.	1,387.	
PIMCO HIGH YIELD FUND	3,611.	0.	3,611.	3,611.	
PIMCO TOTAL RETURN FUND	7,625.	0.	7,625.	7,625.	
SMALL CAP GROWTH LEADERS CTF	307.	0.	307.	307.	
SMALL CAP VALUE CTF	1,157.	0.	1,157.	1,157.	
STRATEGIC GROWTH CTF	4,317.	0.	4,317.	4,317.	
VANGUARD FTSE DEVELOPED MKTS	4,488.	0.	4,488.	4,488.	
VANGUARD FTSE EMERGING MKTS	1,311.	0.	1,311.	1,311.	
TO PART I, LINE 4	70,451.	0.	70,451.	70,451.	

FORM 990-PF

RENTAL EXPENSES

STATEMENT 2

<u>DESCRIPTION</u>	<u>ACTIVITY NUMBER</u>	<u>AMOUNT</u>	<u>TOTAL</u>
INSURANCE		489.	
PROPERTY TAXES		1,052.	
PROFESSIONAL FEES		150.	
- SUBTOTAL -	1		1,691.
TOTAL RENTAL EXPENSES			1,691.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			-1,691.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 3

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SECURITY SALES			PURCHASED		
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
6,648,925.	5,899,122.	0.	0.	749,803.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON TRUST FUNDS - ST			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-1,400.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMMON TRUST FUNDS - LT			PURCHASED		
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	28,351.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED		DATE ACQUIRED		DATE SOLD
ORDINARY LOSS - CTF	PURCHASED				
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	-262.	

NET GAIN OR LOSS FROM SALE OF ASSETS	776,492.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	776,492.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME	7,029.	7,029.	
PRODUCTION TAX	-345.	-345.	
LOE	-29.	-29.	
AD VALOREM TAXES	-252.	-252.	
MANAGEMENT FEES	-4,367.	-4,367.	
STATE INCOME TAX	-55.	-55.	
LEASE BONUS	62,164.	62,164.	
TOTAL TO FORM 990-PF, PART I, LINE 11	64,145.	64,145.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RETURN PREP & FIN'L STMT COMPILATION - 2011	7,070.	0.		7,070.
RETURN PREP & FIN'L STMT COMPILATION - 2012	6,500.	0.		6,500.
RETURN REVIEW FEE - BOA	1,300.	0.		1,300.
TO FORM 990-PF, PG 1, LN 16B	14,870.	0.		14,870.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	7,152.	0.		0.
FOREIGN TAXES	1,057.	1,057.		0.
BACKUP WITHHOLDING	180.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8,389.	1,057.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	489.	489.		0.
PROPERTY TAXES	1,052.	1,052.		0.
PROFESSIONAL FEES	150.	150.		0.
TO FORM 990-PF, PG 1, LN 23	1,691.	1,691.		0.

FOOTNOTES STATEMENT 8

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION		AMOUNT	
BOOK/TAX TIMING DIFFERENCES ON INVESTMENT INCOME		404.	
TOTAL TO FORM 990-PF, PART III, LINE 3		404.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
538 SHS PROPSEER COOPERATIVE GIN ASSN	COST	538.	0.
11,681.289 DIVIDEND INCOME CTF	COST	513,102.	550,461.
1,902.539 SHS EMERGING MARKETS STOCK CTF	COST	93,903.	90,685.
43,939.918 SHS HIGH QUALITY CORE CTF	COST	513,224.	552,637.
15,991.789 SHS INT'L FOCUSED EQUITY CTF	COST	176,971.	190,533.
942 SHS ISHARES CORE S&P	COST	112,209.	126,049.
838 SHS ISHARES RUSSELL 2000	COST	81,825.	96,672.
5,045.782 SHS MID CAP GROWTH CTF	COST	119,903.	127,373.
4,858.215 SHS MID CAP VALUE CTF	COST	117,488.	129,957.
4,487.772 SMALL CAP GROWTH LEADERS CTF	COST	80,981.	94,969.
4,012.772 SHS SMALL CAP VALUE CTF	COST	86,804.	95,753.
45,770.079 SHS STRATEGIC GROWTH CTF	COST	473,311.	553,543.
5,075 SHS VANGUARD FTSE DEV MKTS	COST	202,344.	211,526.
2,207 VANGUARD FTSE EMERGING MKTS	COST	92,515.	90,796.
52,418.359 SHS AGGREGATE BOND CTF	COST	880,522.	860,007.
9,583.767 SHS PIMCO HIGH YIELD	COST	94,880.	92,098.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,640,520.	3,863,059.

**Statement Attached to Form 990-PF, Return of Private Foundation
Substantiation of Exercise of Expenditure Responsibility
Form 990-PF, Part VII-B, Line 5c**

Name of Foundation: The TE Craig, SD Heard and LD Heard Memorial T
EIN: 59-7279007
Tax Year: 12/31/2013

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. § 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility with regard to its grants:

Name and Address of Grantee	Date of Grant	Amount of Grant	Purpose of Grant(s)	Amounts Expended by Grantee (based on Grantee Report)	To Grantor's Knowledge, has Grantee Diverted any Portion of the Funds from the Purpose of the Grant?	Dates of any Reports Received from Grantee	Results (and date) of any Verification of the Grantee's Reports (if Required)
Heard-Craig Woman's Club Trust 205 W Hunt St McKinney, TX 75069-3928	03/25/13	\$ 28,614	Charitable	\$ 121,543	No	09/01/14	Not Required
	06/25/13	\$ 28,614					
	09/25/13	\$ 32,158					
	12/24/13	\$ 32,158					

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TRUST
TRUST YEAR ENDING 12/31/2013

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TAX PREPARER 873
TRUST ADMINISTRATOR 345
INVESTMENT OFFICER 998

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
1220 3270 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES - 19765N468				MINOR = 3515				
SOLD		03/27/2013	11495 48					
ACQ	1220 3270	05/31/1996	11495 48	10714 32	781 16	LT	Y	F
9395 3840 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES - 19765N468				MINOR = 3515				
SOLD		03/27/2013	88504 52					
ACQ	9395 3840	05/31/1994	88504 52	81958 16	6546 36	LT	Y	F
1012 4030 COLUMBIA MARSICO GROWTH FUND CLASS Z SHARES - 19765H180				MINOR = 3505				
SOLD		04/04/2013	25370 82					
ACQ	1012 4030	02/28/1993	25370 82	22443 07	2927 75	LT	Y	F
11380 7890 COLUMBIA MARSICO GROWTH FUND CLASS Z SHARES - 19765H180				MINOR = 3505				
SOLD		04/04/2013	285202 57					
ACQ	11380 7890	01/01/1983	285202 57	235619 18	49583 39	LT	Y	F
10986 4550 COLUMBIA MARSICO FOCUSED EQUITIES FUND CLASS Z SHARES - 19765H230				MINOR = 3505				
SOLD		04/04/2013	246536 05					
ACQ	10986 4550	06/14/1999	246536 05	170729 51	75806 54	LT	Y	F
379 4540 COLUMBIA LARGE CAP INDEX FUND CLASS Z SHARES - 19765H321				MINOR = 3505				
SOLD		04/04/2013	11459 51					
ACQ	379 4540	06/14/1999	11459 51	9569 83	1889 68	LT	Y	F
15000 0000 COLUMBIA LARGE CAP INDEX FUND CLASS Z SHARES - 19765H321				MINOR = 3505				
SOLD		04/04/2013	453000 00					
ACQ	15000 0000	01/07/2003	453000 00	266250 00	186750 00	LT	Y	F
9528 5680 COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES - 19765H362				MINOR = 3515				
SOLD		04/04/2013	95476 25					
ACQ	9528 5680	08/13/1973	95476 25	63234 87	32241 38	LT	Y	F
2630 2220 COLUMBIA SMALL CAP INDEX FUND CLASS Z SHARES - 19765J814				MINOR = 3505				
SOLD		04/04/2013	51000 00					
ACQ	2630 2220	02/27/2001	51000 00	37086 13	13913 87	LT	Y	F
7432 2060 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES - 19765P596				MINOR = 3505				
SOLD		04/04/2013	222000 00					
ACQ	7432 2060	10/05/2010	222000 00	203716 76	18283 24	LT	Y	F
659 4440 EATON VANCE LARGE-CAP VALUE FUND CL I - 277905642				MINOR = 3501				
SOLD		04/04/2013	14000 00					
ACQ	659 4440	10/05/2010	14000 00	11177 58	2822 42	LT	Y	F
3767 0000 ISHARES RUSSELL 2000 VALUE INDEX FUND - 464287630				MINOR = 2511				
SOLD		04/04/2013	307662 82					
ACQ	3767 0000	04/19/2012	307662 82	268022 05	39640 77	ST	Y	C
37909 6550 PIMCO TOTAL RETURN FUND INSTL - 693390700				MINOR = 3511				
SOLD		04/04/2013	428000 00					
ACQ	37909 6550	10/05/2010	428000 00	441268 38	-13268 38	LT	Y	F
5090 1300 COLUMBIA SMALL CAP INDEX FUND CLASS Z SHARES - 19765J814				MINOR = 3505				
SOLD		05/09/2013	103482 34					
ACQ	5090 1300	02/27/2001	103482 34	71770 83	31711 51	LT	Y	F
1374 2070 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES - 19765N468				MINOR = 3515				
SOLD		05/09/2013	13013 74					
ACQ	1374 2070	04/04/2013	13013 74	13000 00	13 74	ST	Y	C
13579 7170 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES - 19765N468				MINOR = 3515				
SOLD		05/09/2013	128599 92					
ACQ	13579 7170	05/31/1994	128599 92	118459 08	10140 84	LT	Y	F
11904 4670 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES - 19765N468				MINOR = 3515				
SOLD		05/09/2013	112735 30					
ACQ	11904 4670	11/30/1994	112735 30	103682 92	9052 38	LT	Y	F
27527 4730 COLUMBIA INTERMEDIATE BOND FUND CLASS Z SHARES - 19765N468				MINOR = 3515				
SOLD		05/09/2013	260685 17					
ACQ	27527 4730	07/30/1999	260685 17	238000 00	22685 17	LT	Y	F
3361 1600 COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES - 19765P596				MINOR = 3505				
SOLD		05/09/2013	104733 75					
ACQ	3361 1600	10/05/2010	104733 75	92129 39	12604 36	LT	Y	F
20791 5650 EATON VANCE LARGE-CAP VALUE FUND CL I - 277905642				MINOR = 3501				
SOLD		05/09/2013	461572 74					
ACQ	20791 5650	10/05/2010	461572 74	352417 02	109155 72	LT	Y	F
5462 0000 ISHARES CORE S&P 500 ETF - 464287200				MINOR = 2511				
SOLD		05/09/2013	895012 75					
ACQ	5462 0000	04/04/2013	895012 75	854806 28	40206 47	ST	Y	C
3318 0000 ISHR MSCI EAFE INDEX FUND - 464287465				MINOR = 2511				
SOLD		05/09/2013	208256 90					
ACQ	3318 0000	04/04/2013	208256 90	195830 02	12426 88	ST	Y	C
3470 0000 ISHARES RUSSELL MID CAP VALUE ETF - 464287473				MINOR = 2511				
SOLD		05/09/2013	204683 77					
ACQ	3470 0000	04/04/2013	204683 77	194914 41	9769 36	ST	Y	C
700 0000 ISHARES RUSSELL MID-CAP GROWTH ETF - 464287481				MINOR = 2511				
SOLD		05/09/2013	50836 15					
ACQ	700 0000	04/04/2013	50836 15	48087 48	2748 67	ST	Y	C
2141 0000 ISHARES RUSSELL MID-CAP GROWTH ETF - 464287481				MINOR = 2511				
SOLD		05/09/2013	155485 99					
ACQ	2141 0000	04/05/2013	155485 99	144742 95	10743 04	ST	Y	C
6212 0000 ISHARES RUSSELL 1000 GROWTH ETF - 464287614				MINOR = 2511				
SOLD		05/09/2013	463071 24					
ACQ	6212 0000	04/04/2013	463071 24	439802 77	23268 47	ST	Y	C
1233 0000 ISHARES RUSSELL 2000 VALUE INDEX FUND - 464287630				MINOR = 2511				
SOLD		05/09/2013	105776 44					
ACQ	1233 0000	04/19/2012	105776 44	87727 95	18048 49	LT	Y	F
45695 0040 PIMCO TOTAL RETURN FUND INSTL - 693390700				MINOR = 3511				
SOLD		05/09/2013	516353 55					
ACQ	45695 0040	10/05/2010	516353 55	531889 85	15536 30	LT	Y	F

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TAX PREPARER 873
TRUST ADMINISTRATOR 345
INVESTMENT OFFICER 998

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2375 0000 VANGUARD FTSE EMERGING MKTS ETF - 922042858 - MINOR = 2562							
SOLD		05/09/2013	105851 60				
ACQ	2375 0000	04/04/2013	105851 60	99794 18	6057 42	ST	Y C
242 0000 ISHARES CORE S&P MID CAP ETF - 464287507 MINOR = 2511							
SOLD		10/03/2013	30062 91				
ACQ	242 0000	05/09/2013	30062 91	28646 46	1416 45	ST	Y C
283 0000 ISHARES RUSSELL 2000 ETF 464287655 - MINOR = 2511							
SOLD		10/03/2013	29993 22				
ACQ	283 0000	05/09/2013	29993 22	27245 83	2747 39	ST	Y C
253 0000 VANGUARD FTSE DEVELOPED MARKETS ETF 921943858 MINOR = 2510							
SOLD		10/03/2013	10007 23				
ACQ	253 0000	05/09/2013	10007 23	9827 66	179 57	ST	Y C
366 0000 VANGUARD FTSE EMERGING MKTS ETF - 922042858 - MINOR = 2562							
SOLD		10/03/2013	15002 07				
ACQ	366 0000	04/04/2013	15002 07	15378 81	376 74	ST	Y C
416 2330 PIMCO HIGH YIELD PD INSTL CL - 693390841 - MINOR = 3511							
SOLD		11/06/2013	4000 00				
ACQ	416 2330	05/09/2013	4000 00	4120 71	-120 71	ST	Y C
2849 7290 AGGREGATE BOND CTF - 202671913 - MINOR = 4100							
SOLD		11/08/2013	47000 01				
ACQ	2849 7290	05/10/2013	47000 01	47962 99	962 98	ST	Y C
CHANGED 12/09/13 CS2							
1077 3390 SMALL CAP GROWTH LEADERS CTF 207543877 MINOR = 4300							
SOLD		11/08/2013	22000 02				
ACQ	1077 3390	05/10/2013	22000 02	19393 49	2606 53	ST	Y C
CHANGED 12/09/13 CS2							
42 8250 EMERGING MARKETS STOCK COMMON TRUST FUND - 29099J109 MINOR = 4300							
SOLD		11/08/2013	2000 00				
ACQ	42 8250	05/10/2013	2000 00	2115 47	115 47	ST	Y C
CHANGED 12/09/13 CS2							
832 2740 MID CAP VALUE CTF - 302993993 - MINOR = 4300							
SOLD		11/08/2013	21000 02				
ACQ	832 2740	05/10/2013	21000 02	19739 05	1260 97	ST	Y C
CHANGED 12/09/13 CS2							
835 8450 SMALL CAP VALUE CTF 303995997 - MINOR = 4300							
SOLD		11/08/2013	19000 01				
ACQ	835 8450	05/10/2013	19000 01	17739 24	1260 77	ST	Y C
CHANGED 12/09/13 CS2							
1037 7840 MID CAP GROWTH CTF 323991307 MINOR = 4300							
SOLD		11/08/2013	25000 01				
ACQ	1037 7840	05/10/2013	25000 01	23760 51	1239 50	ST	Y C
CHANGED 01/31/14 CEC							
1904 1870 DIVIDEND INCOME COMMON TRUST FUND 45399C107 - MINOR = 4300							
SOLD		11/08/2013	87000 02				
ACQ	1904 1870	05/10/2013	87000 02	83338 51	3661 51	ST	Y C
CHANGED 12/09/13 CS2							
7202 9410 HIGH QUALITY CORE COMMON TRUST FUND 992466163 MINOR = 4300							
SOLD		11/08/2013	87000 00				
ACQ	7202 9410	05/10/2013	87000 00	83179 08	3820 92	ST	Y C
CHANGED 12/09/13 CS2							
10468 4640 STRATEGIC GROWTH COMMON TRUST FUND - 992501647 MINOR = 4300							
SOLD		11/08/2013	120000 00				
ACQ	10468 4640	05/10/2013	120000 00	107829 44	12170 56	ST	Y C
CHANGED 12/09/13 CS2							
TOTALS			6648924 89	5899122 22			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	173663 09	0 00	576139 58	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	1399 52	0 00	28350 84			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	0 00			0 00
	172263 57	0 00	604490 42	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	173663 09	0 00	576139 58	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	1399 52	0 00	28350 84			0 00
CAPITAL GAIN DIV/DIST	0 00	0 00	0 00			0 00
	172263 57	0 00	604490 42	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES NOT ABOVE