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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation JOHN B & BROWNIE YOUNG MEMORIAL FUND		<b>A Employer identification number</b>  61-6025137	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 2907 - TRUST TAX DEPT		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code WILSON, NC 278942907		<b>B Telephone number</b> (see instructions)  (270) 689-2551	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>H</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 17,251,122		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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) (see instructions) )</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 (attach schedule)	151,388			
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	59,088	59,088		
	4 Dividends and interest from securities. . . . .	450,743	450,743		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,521,963			
	b Gross sales price for all assets on line 6a 18,939,456				
	7 Capital gain net income (from Part IV , line 2) . . . .		1,521,963		
	8 Net short-term capital gain . . . . .			0	
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	4,506	1,783		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	2,187,688	2,033,577		
	13 Compensation of officers, directors, trustees, etc	78,003	39,001		39,001
	14 Other employee salaries and wages . . . . .		0	0	0
	15 Pension plans, employee benefits . . . . .		0	0	
	16a Legal fees (attach schedule) . . . . .				0
	b Accounting fees (attach schedule) . . . . .	1,200			1,200
	c Other professional fees (attach schedule) . . . . .	49,000			49,000
	17 Interest . . . . .				0
	18 Taxes (attach schedule) (see instructions)	8,292	8,292		0
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .		0	0	
	22 Printing and publications . . . . .	555	0	0	555
	23 Other expenses (attach schedule) . . . . .	1,157	1,157		
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	138,207	48,450	0	89,756
	25 Contributions, gifts, grants paid . . . . .	923,512			923,512
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,061,719	48,450	0	1,013,268
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	1,125,969			
	b <b>Net investment income</b> (if negative, enter -0-)		1,985,127		
	c <b>Adjusted net income</b> (if negative, enter -0-)			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	424	2,244	2,244
	2	Savings and temporary cash investments . . . . .	289,658	276,514	276,514
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	3,846,109	3,366,494	3,279,884
	b	Investments—corporate stock (attach schedule) . . . . .	8,488,037	9,120,877	9,823,271
	c	Investments—corporate bonds (attach schedule). . . . .	2,656,688	3,625,608	3,619,209
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	222,491	222,491	250,000
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,503,407	16,614,228	17,251,122
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <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 . . . . .	15,503,407	16,614,228	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	15,503,407	16,614,228	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	15,503,407	16,614,228	

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	15,503,407
2	Enter amount from Part I, line 27a . . . . .	2	1,125,969
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	16,629,376
5	Decreases not included in line 2 (itemize) ▶ _____	5	15,148
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	16,614,228

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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	See Additional Data Table		
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,521,963
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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	1,082,772	16,073,200	0 067365
2011	899,526	16,406,645	0 054827
2010	839,334	15,923,451	0 052711
2009	983,681	14,624,465	0 067263
2008	999,492	16,482,712	0 060639

2	Total of line 1, column (d). . . . .	2	0 302805
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . .	3	0 060561
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	17,210,939
5	Multiply line 4 by line 3. . . . .	5	1,042,312
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	19,851
7	Add lines 5 and 6. . . . .	7	1,062,163
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	1,013,268

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> 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>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	39,703
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	39,703
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	39,703
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	10,056
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	10,056
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	0
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	29,647
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 0 <b>Refunded</b>	<b>11</b>	0

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	Yes	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <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>	<b>1b</b>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		No
<b>6</b> 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? . . . . .	<b>6</b>	Yes	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> KY _____			
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		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				
14	The books are in care of BRANCH BANKING AND TRUST COMPANY Telephone no (270) 689-2551 Located at 230 FREDERICA ST OWENSBORO KY ZIP +4 423013003			
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		
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.			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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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 ). 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? 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? 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?			
		1b		
		1c		No
		2b		No
		3b		
		4a		No
		4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<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 <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
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 type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRANCH BANKING AND TRUST COMPANY	TRUSTEE	78,003		
230 FREDERICA ST	5			
OWENSBORO, KY 423013003				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services. . . . .		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	16,408,860
b	Average of monthly cash balances. . . . .	1b	314,175
c	Fair market value of all other assets (see instructions). . . . .	1c	750,000
d	Total (add lines 1a, b, and c). . . . .	1d	17,473,035
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	17,473,035
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	262,096
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,210,939
6	Minimum investment return. Enter 5% of line 5. . . . .	6	860,547

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	860,547
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	39,703
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	39,703
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	820,844
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	151,388
5	Add lines 3 and 4. . . . .	5	972,232
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	972,232

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	1,013,268
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	0
b	Cash distribution test (attach the required schedule). . . . .	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,013,268
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,013,268
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				972,232
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 2011 , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .	973,584			
b From 2009. . . . .	261,274			
c From 2010. . . . .	62,797			
d From 2011. . . . .	102,025			
e From 2012. . . . .	224,391			
f Total of lines 3a through e. . . . .	1,624,071			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,013,268				
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. . . . .				972,232
e Remaining amount distributed out of corpus	41,036			
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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,665,107			
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 instructions . . . . .			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) (see instructions). . . . .	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	973,584			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	691,523			
10 Analysis of line 9				
a Excess from 2009. . . .	261,274			
b Excess from 2010. . . .	62,797			
c Excess from 2011. . . .	102,025			
d Excess from 2012. . . .	224,391			
e Excess from 2013. . . .	41,036			

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

b

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

☐ 4942(j)(3) or ☐ 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 . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

NONE

b

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

NONE

2

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

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

a

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

BBT WEALTH MGMT DIVISION  
230 FREDERICA ST - MC757-01-04-30  
OWENSBORO, KY 423013003  
(270) 689-2551

b

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

COMPLETED APPLICATION ALONG WITH TRANSCRIPT OF GRADES AND ACT/SAT SCORES

c

Any submission deadlines

ACADEMIC SCHOOL YEAR

d

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

UNMARRIED, FULL-TIME STUDENTS LOCATED IN OWENSBORO, KY, DAVIES CO, KY OR MCLEAN CO, KY SCHOOL DISTRICTS

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	923,512
b Approved for future payment				
Total . . . . .			3b	

## Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
7 ASML HOLDING NV		2012-03-13	2013-01-10
506 KINDER MORGAN MANAGEMENT LLC		2011-04-25	2013-02-21
430 ALLERGAN INC		2012-11-20	2013-02-25
60 AMAZON INC COMMON		2010-12-27	2013-02-25
310 ARCHER DANIELS MIDLAND COMPANY		2011-03-17	2013-02-25
530 ARCHER DANIELS MIDLAND COMPANY		2012-11-20	2013-02-25
560 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2012-03-13	2013-02-25
130 BASF AG SPONSORED ADR COMMON		2012-03-13	2013-02-25
70 BLACKROCK INC COMMON		2011-09-27	2013-02-25
220 CANON INC COMMON			2013-02-25
310 CENTENE CORP		2012-03-13	2013-02-25
90 CENTENE CORP		2011-03-17	2013-02-25
400 CHICAGO BRIDGE & IRON CO NV		2012-03-13	2013-02-25
230 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2012-11-20	2013-02-25
380 COLUMBIA SPORTSWEAR CO		2012-03-13	2013-02-25
150 EMERSON ELECTRIC COMPANY		2011-09-27	2013-02-25
980 EXELON CORPORATEION		2012-11-20	2013-02-25
70 FLOWSERVE CORP COM		2012-03-13	2013-02-25
410 GENERAL ELECTRIC COMPANY		2012-11-20	2013-02-25
330 HONDA MTR LTD ADR 10 ORD		2012-03-13	2013-02-25
780 KOHLS CORP COMMON		2012-11-20	2013-02-25
140 METTLER-TOLEDO INTL COMMON		2012-03-13	2013-02-25
360 NOVARTIS AG		2011-04-25	2013-02-25
320 OMNICOM GROUP INCORPORATED			2013-02-25
170 PEPSICO INCORPORATED			2013-02-25
2200 PETROLEO BRASILEIRO SA PETROBRAS			2013-02-25
1000 ROGERS COMMUNICATIONS INC INC			2013-02-25
210 ROGERS COMMUNICATIONS INC INC		2012-11-20	2013-02-25
376 SCHLUMBERGER LTD			2013-02-25
1230 TEVA PHARMACEUTICAL INDS LTD ADR			2013-02-25

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600 THE TIMKEN COMPANY COMMON		2012-03-13	2013-02-25
780 TOTAL S A SPONSORED		2012-03-13	2013-02-25
140 THE TRAVELERS COMPANIES INC		2011-09-27	2013-02-25
340 TREND MICRO INC -SPON ADR		2012-03-13	2013-02-25
540 PENTAIR LTD COMMON		2012-03-13	2013-02-25
400000 US TREASURY NOTE DTD 11/17/2008 3 75% 11		2009-08-21	2013-05-14
004 KINDER MORGAN MANAGEMENT LLC		2011-04-25	2013-05-24
340 AGCO CORPORATION COMMON		2012-03-13	2013-05-28
130 AFFILIATED MANAGERS GROUP INC		2012-03-13	2013-05-28
310 ALLERGAN INC		2012-11-20	2013-05-28
140 AMAZON INC COMMON			2013-05-28
80 AMAZON INC COMMON			2013-05-28
12510 705 AMERICAN CENTURY DIVERSIFIED BOND FUND #			2013-05-28
20893 285 AMERICAN CENTURY DIVERSIFIED BOND FUND #			2013-05-28
2630 ATLAS COPCO AB SPONS		2012-03-13	2013-05-28
750 BASF AG SPONSORED ADR COMMON		2012-03-13	2013-05-28
2220 BARCLAYS PLC ADR		2012-03-13	2013-05-28
580 BHP BILLITON LIMITED		2012-03-13	2013-05-28
80 BLACKROCK INC COMMON		2011-09-27	2013-05-28
1280 BROADCOM CORP CL A COMMON		2012-11-20	2013-05-28
430 BROADRIDGE FINANCIAL SOLUTIONS LLC COMMO		2012-03-13	2013-05-28
2500 CRH PLC SPONS ADR		2012-03-13	2013-05-28
700 CAMERON INT'L CORP COM		2013-02-25	2013-05-28
1310 CANON INC COMMON			2013-05-28
330 CANON INC COMMON		2012-08-22	2013-05-28
340 CENTENE CORP		2012-03-13	2013-05-28
230 CERNER CORP COMMON		2012-08-22	2013-05-28
300 CHICAGO BRIDGE & IRON CO NV		2012-03-13	2013-05-28
200 COACH INC		2012-11-20	2013-05-28
240 COSTCO WHOLESALE CORP		2012-11-20	2013-05-28



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680 DANAHER CORP COMMON		2012-11-20	2013-05-28
200 DANAHER CORP COMMON		2011-09-27	2013-05-28
3240 DANONE SPONS ADR		2012-03-13	2013-05-28
650 DARLING INTERNATIONAL INC COMMON		2012-03-13	2013-05-28
170 DIAGEO PLC SPONSORED ADR		2012-03-13	2013-05-28
330 DIAGEO PLC SPONSORED ADR			2013-05-28
330 EDWARDS LIFESCIENCES CORP COMMON		2013-02-25	2013-05-28
1060 EXPEDITORS INTERNATIONAL		2012-11-20	2013-05-28
14278 674 FEDERATED INTERMEDIATE FUND 303		2012-03-13	2013-05-28
80 FLOWSERVE CORP COM		2012-03-13	2013-05-28
1270 GENERAL ELECTRIC COMPANY			2013-05-28
780 GILEAD SCIENCES INC		2012-11-20	2013-05-28
15 GOOGLE INC CL A		2011-03-17	2013-05-28
1950 GRUPO TELEVISA SA DE CV SPONSORED ADR REPSTG ORD PARTN CTF (FREE		2012-03-13	2013-05-28
710 HSBC HLDGS PLC ADR			2013-05-28
1440 HONDA MTR LTD ADR 10 ORD		2012-03-13	2013-05-28
250 HONDA MTR LTD ADR 10 ORD		2012-11-20	2013-05-28
22492 HONG KONG & CHINA GAS COMP LTD SPONS AD		2012-03-13	2013-05-28
2120 HUTCHINSON WHAMPIA ADR		2012-03-13	2013-05-28
310 IDEX CORP		2012-03-13	2013-05-28
360 INFORMATICA CORP		2012-11-20	2013-05-28
6040 TITLE ING GROEP NV SPONSORED ADR		2012-03-13	2013-05-28
210 INTERCONTINENTALEXCHANGE INC COMMON		2013-02-25	2013-05-28
920 INTUIT INC COMMON		2012-11-20	2013-05-28
1480 JUNIPER NETWORKS INC		2012-11-20	2013-05-28
498 33 KINDER MORGAN MANAGEMENT LLC		2011-04-25	2013-05-28
257 67 KINDER MORGAN MANAGEMENT LLC		2012-11-20	2013-05-28
12782 931 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED			2013-05-28
350 MEADWESTVACO CORP		2012-03-13	2013-05-28
410 METTLER-TOLEDO INTL COMMON		2012-03-13	2013-05-28

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80 MICROSOFT CORPORATION		2012-11-20	2013-05-28
2210 MICROSOFT CORPORATION		2011-09-27	2013-05-28
6540 MITSUBISHI UJF FINANCIAL GROUP INC		2012-03-13	2013-05-28
370 MONSANTO CO COMMON		2012-11-20	2013-05-28
570 MONSANTO CO COMMON			2013-05-28
1090 NESTLE SA ADR			2013-05-28
1640 NEWS CORP CLASS B COMMON		2012-03-13	2013-05-28
160 NORDSON CORP		2012-03-13	2013-05-28
290 NOVO-NORDISK A S ADR		2012-03-13	2013-05-28
50 NOVO-NORDISK A S ADR		2013-02-25	2013-05-28
260 OGE ENERGY CORP COMMON		2012-03-13	2013-05-28
1170 ORIX -SPONSORED ADR			2013-05-28
580 PAYCHEX INC			2013-05-28
650 PAYCHEX INC			2013-05-28
170 POLARIS INDUSTRIES INC		2012-03-13	2013-05-28
460 PRICE GROUP INC FORMERLY AKA PRICE TO ROWE & ASSOC		2012-11-20	2013-05-28
9937 201 PRINCIPAL PREFERRED SECURITIES FUND INST			2013-05-28
1162 262 PRINCIPAL PREFERRED SECURITIES FUND INST		2012-11-20	2013-05-28
1420 RIO TINTO PLC SPONSORED ADR		2012-03-13	2013-05-28
580 SAFEWAY INC		2012-03-13	2013-05-28
290 SAP AKTIENGESSELLSCHAFT		2012-03-13	2013-05-28
290 SHIRE PHARMACEUTICALS GROUP PLC		2012-03-13	2013-05-28
880 SMITH & NEPHEW PLC - SPON ADR		2012-03-13	2013-05-28
540 SOUTHERN COMPANY		2013-02-25	2013-05-28
470 STARBUCKS CORPORATIONS COMMON			2013-05-28
200 STARBUCKS CORPORATIONS COMMON		2012-11-20	2013-05-28
730 SUNCOR ENERGY, INC		2012-03-13	2013-05-28
620 SUNCOR ENERGY, INC		2012-11-20	2013-05-28
2070 TELEFONICA S A		2012-03-13	2013-05-28
54 TELEFONICA S A		2012-06-15	2013-05-28

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1040 TEXAS INSTRUMENTS INCORPORATED		2012-11-20	2013-05-28
230 THOR INDS INC COMMON		2012-03-13	2013-05-28
690 THE TIMKEN COMPANY COMMON		2012-03-13	2013-05-28
18720 TOUCHSTONE MERGER ARBITRAGE FUND		2012-11-20	2013-05-28
970 TREND MICRO INC -SPON ADR			2013-05-28
310 TREND MICRO INC -SPON ADR		2012-11-26	2013-05-28
590 URS CORP NEW		2012-03-13	2013-05-28
60 URS CORP NEW		2012-08-22	2013-05-28
160 UNION PACIFIC CORP		2011-11-25	2013-05-28
320 UNION PACIFIC CORP		2012-11-20	2013-05-28
950 UNITED OVERSEAS BANK - SP ADR		2012-03-13	2013-05-28
980 UNITED OVERSEAS BANK - SP ADR		2013-02-25	2013-05-28
390 VODAFONE GROUP PLC NEW SP ADR		2012-03-13	2013-05-28
1490 WAL-MART DE MEXICO		2012-03-13	2013-05-28
370 WAL-MART DE MEXICO		2013-02-25	2013-05-28
8290 WOLSELEY PLC ADR		2013-02-25	2013-05-28
1140 ENSCO PLC			2013-05-28
1290 ICON PLC		2012-03-13	2013-05-28
680 SIGNET JEWELERS LTD		2012-04-23	2013-05-28
160 SIGNET JEWELERS LTD		2012-11-26	2013-05-28
1060 TE CONNECTIVITY LTD			2013-05-28
1430 UBS AG			2013-05-28
780 UBS AG		2012-03-13	2013-05-28
854 ASML HOLDING NV		2012-03-13	2013-05-28
175000 FED HOME LOAN MTG CORP DTD 6/12/03 CALLABLE 6/12/06 @ 100 4% 0		2009-08-21	2013-06-12
880 ADIDAS AG		2013-05-28	2013-08-20
80 AFFILIATED MANAGERS GROUP INC		2012-03-13	2013-08-20
630 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2012-03-13	2013-08-20
280 CENTENE CORP		2012-03-13	2013-08-20
730 COLUMBIA SPORTSWEAR CO			2013-08-20

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2120 DEUSTCHE BOERSE AG ADR		2013-05-28	2013-08-20
650 EMC CORPORATION COMMON		2013-05-28	2013-08-20
610 EMERSON ELECTRIC COMPANY		2011-09-27	2013-08-20
360 EMERSON ELECTRIC COMPANY			2013-08-20
400 GENERAL MILLS, INCORPORATED		2012-03-13	2013-08-20
200 KAMATSU LTD		2012-08-22	2013-08-20
610 KAMATSU LTD		2012-04-23	2013-08-20
13935 863 METROPOLITAN WEST TOTAL RETURN BOND FUND		2010-12-27	2013-08-20
2890 NIDEC CORPORATION		2013-05-28	2013-08-20
300 NORDSON CORP		2012-03-13	2013-08-20
30195 406 PIMCO TOTAL RETURN FUND 35		2013-05-28	2013-08-20
31313 934 PIMCO PIMS FOREIGN BOND FUND			2013-08-20
30 PEARSON PLC SPONSORED ADR		2011-04-25	2013-08-20
570 PEARSON PLC SPONSORED ADR			2013-08-20
34016 069 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND FD INST CL			2013-08-20
859 701 T ROWE PRICE INSTITUTIONAL EMERGING MARKETS BOND FD INST CL FU		2011-06-24	2013-08-20
420 KONINKLIJKE DSM NV-SPONS ADR		2013-05-28	2013-08-20
830 ROYAL DUTCH SHELL PLC ADR CL B		2013-02-25	2013-08-20
50 SCHLUMBERGER LTD		2012-11-20	2013-08-20
60 SCHLUMBERGER LTD		2009-10-01	2013-08-20
870 SCHWAB CHARLES CORP NEW		2013-05-28	2013-08-20
1510 SMITHFIELD FOODS INC		2012-03-13	2013-08-20
760 SMITHFIELD FOODS INC		2012-08-22	2013-08-20
5800 SOFTWARE AG		2013-05-28	2013-08-20
270 THOR INDS INC COMMON		2012-03-13	2013-08-20
170 TIME WARNER CABLE INC		2013-02-25	2013-08-20
2220 TOTO LTD		2013-05-28	2013-08-20
170 VARIAN MED SYS INC		2013-05-28	2013-08-20
190 DAIMLER-CHRYSLER AG ORDINARY		2013-05-28	2013-08-20
140 PENTAIR LTD COMMON		2012-03-13	2013-08-20

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220 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2013-05-28	2013-08-20
40790 276 DOUBLELINE TOTAL RETURN BOND FUND			2013-09-30
54246 0876 DOUBLELINE TOTAL RETURN BOND FUND			2013-09-30
16929 9603 FEDERATED HIGH YIELD BOND INST CL FUND #		2013-08-23	2013-09-30
12196 959 FEDERATED INTERMEDIATE FUND 303		2012-03-13	2013-10-01
23154 094 FEDERATED INTERMEDIATE FUND 303			2013-10-01
33596 777 FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND INST CL FUND		2013-08-20	2013-10-01
26033 441 METROPOLITAN WEST TOTAL RETURN BOND FUND			2013-10-01
23718 229 METROPOLITAN WEST TOTAL RETURN BOND FUND			2013-10-01
46199 814 NEUBERGER BERMAN STRATEGIC INCOME FUND-I			2013-10-01
46015 901 PRUDENTIAL SHORT TERM CORPORATE BOND FUN		2013-08-20	2013-10-01
50000 AMERICAN INTERNATIONAL GROUP INC DTD 04/01/06 5 05% 10/01/2015		2007-12-18	2013-10-03
150000 JPMORGAN CHASE & CO JP MORGAN CHASE & CO DTD 4/24/03 5 25% 05/		2007-12-21	2013-10-03
260 ABBOTT LABORATORIES			2013-10-11
670 ABBOTT LABORATORIES			2013-10-11
220 ABBVIE INC COMMON			2013-10-11
6900 ACCOR SA		2013-05-28	2013-10-11
280 AFFILIATED MANAGERS GROUP INC		2012-03-13	2013-10-11
13100 ADR ALSTOM UNSPON ADR		2013-05-28	2013-10-11
2490 ADR AMERICA MOVIL S A DE CV		2013-05-28	2013-10-11
3390 ASAHI CHEM INDUS UNSPON ADR		2013-05-28	2013-10-11
1760 ADR AXA-UAP F/K/A AXA SA SPONSORED ADR		2012-03-13	2013-10-11
5180 BANCO BILBAO VIZCAYA ARGENTA SPONSORED ADR		2013-05-28	2013-10-11
2740 BARCLAYS PLC ADR		2013-08-20	2013-10-11
140 BAXTER INTERNATIONAL INCORPORATED		2012-11-20	2013-10-11
650 BAXTER INTERNATIONAL INCORPORATED		2012-03-13	2013-10-11
80 BLACKROCK INC COMMON		2012-11-20	2013-10-11
30 BLACKROCK INC COMMON		2011-09-27	2013-10-11
10530 BOMBARDIER INC COMMON		2013-05-28	2013-10-11
2920 CAP GEMINI ADR		2013-05-28	2013-10-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
80 CHEVRON TEXACO CORP COMMON		2012-11-20	2013-10-11
410 CHEVRON TEXACO CORP COMMON			2013-10-11
680 COCA COLA COMPANY		2013-08-20	2013-10-11
660 COCA-COLA ENTERPRISES INC COMMON		2013-05-28	2013-10-11
900 DBS GROUP HLDGS LTD SPONSORED ADR F/K/A DEVELOPMENT BK SINGAPORE		2013-05-28	2013-10-11
6070 DEUSTCHE BOERSE AG ADR		2013-05-28	2013-10-11
870 EUROPEAN AERO DEF & SPACE CO ADR		2013-05-28	2013-10-11
6580 EUTELSAT COMMUNICATIONS		2013-08-20	2013-10-11
1310 GEA GROUP AG		2013-05-28	2013-10-11
440 GENERAL MILLS, INCORPORATED			2013-10-11
450 GENERAL MILLS, INCORPORATED		2012-11-20	2013-10-11
1360 HEINEKEN NV - UNSPON ADR		2013-05-28	2013-10-11
740 HITACHI LTD		2013-08-20	2013-10-11
4670 ICAP PLC		2013-05-28	2013-10-11
5950 INFINEON TECHNOLOGY COMMON		2013-05-28	2013-10-11
1650 INTEL CORPORATION			2013-10-11
650 INTEL CORPORATION		2012-11-20	2013-10-11
15313 277 CENTER COAST ADVISORY RESEARCH MLP&ENERG			2013-10-11
2230 ISHARES DJ US REAL ESTATE		2012-03-13	2013-10-11
3000 ISHARES DJ US REAL ESTATE		2012-11-20	2013-10-11
4120 ITAU UNIBANCO BANCO MULTIPLO SA			2013-10-11
5380 JULIUS BAER GROUP LTD		2013-05-28	2013-10-11
1430 KAO CORP SPONS ADR		2013-05-28	2013-10-11
1540 KINDER MORGAN INC COMMON		2013-05-28	2013-10-11
1600 KAMATSU LTD			2013-10-11
480 KAMATSU LTD		2012-08-22	2013-10-11
1360 LVMH MOET-HENNESSEY UNSPON ADR		2013-05-28	2013-10-11
28325 169 LAZARD EMERGING MKTS PORTFOLIO INST CLASS FUND # 638 CLOSED			2013-10-11
9182 319 MAINSTAY MARKETFIELD FUND-I		2012-11-20	2013-10-11
1400 MAXIM INTEGRATED PRODUCTS INC COMON		2013-08-20	2013-10-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
440 MCDONALDS CORPORATION		2011-06-24	2013-10-11
170 MCDONALDS CORPORATION		2012-11-20	2013-10-11
800 METLIFE COMMON		2012-11-20	2013-10-11
470 MICROSOFT CORPORATION		2012-08-22	2013-10-11
350 MICROSOFT CORPORATION			2013-10-11
1790 MITSUBISHI ESTATE COMPANY LTD		2013-05-28	2013-10-11
170 MITSUI & CO LTD		2013-05-28	2013-10-11
1870 NIPPON TELEG & TEL CORP		2013-05-28	2013-10-11
1290 NOVARTIS AG			2013-10-11
140 NOVARTIS AG		2012-11-20	2013-10-11
630 OCCIDENTAL PETE CORP		2012-11-20	2013-10-11
400 OMNICOM GROUP INCORPORATED		2011-04-25	2013-10-11
340 OMNICOM GROUP INCORPORATED		2012-11-20	2013-10-11
6540 15 OPPENHEIMER DEVELOPING MARKETS FUND CL Y		2013-05-28	2013-10-11
16402 349 OPPENHEIMER DEVELOPING MARKETS FUND CL Y			2013-10-11
1750 PEARSON PLC SPONSORED ADR			2013-10-11
720 PEPSICO INCORPORATED			2013-10-11
630 PFIZER INCORPORATED			2013-10-11
1320 PFIZER INCORPORATED		2010-03-26	2013-10-11
340 PHILIP MORRIS INTERNATIONAL			2013-10-11
90 PHILIP MORRIS INTERNATIONAL		2013-05-28	2013-10-11
21940 429 PIMCO COMMODITY REAL RETURN STRATEGY INS			2013-10-11
6000 PORSCHE AUTOMOBIL HOLDINGS SE UNSPONS A		2013-05-28	2013-10-11
810 POTASH CORP SASKATCHEWAN		2013-02-25	2013-10-11
550 QUALCOMM INC COMMON			2013-10-11
190 QUALCOMM INC COMMON		2012-11-20	2013-10-11
2100 REPSOL S A		2013-05-28	2013-10-11
1030 ROCHE HOLDING LTD ADR			2013-10-11
1060 ROGERS COMMUNICATIONS INC INC		2013-08-20	2013-10-11
2920 KONINKLIJKE DSM NV-SPONS ADR		2013-05-28	2013-10-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
680 SAFEWAY INC			2013-10-11
350 SAP AKTIENGESELLSCHAFT		2013-02-25	2013-10-11
320 SAP AKTIENGESELLSCHAFT		2012-03-13	2013-10-11
360 SCHLUMBERGER LTD		2012-11-20	2013-10-11
3520 SECOM CO LTD COMMON		2013-05-28	2013-10-11
490 SHIRE PHARMACEUTICALS GROUP PLC			2013-10-11
3200 SONY FINANCIAL HOLDINGS INC ADR		2013-05-28	2013-10-11
1990 SPECTRA ENERGY CORPORATION			2013-10-11
1570 SUNCOR ENERGY, INC			2013-10-11
3330 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR		2013-08-20	2013-10-11
650 TARGET CORP COM		2011-06-24	2013-10-11
150 TARGET CORP COM		2012-11-20	2013-10-11
1820 TECHNIP-COFLEXIP SA ADR		2013-05-28	2013-10-11
2640 TESCO PLC SPONS ADR		2013-05-28	2013-10-11
430 TIME WARNER CABLE INC		2013-02-25	2013-10-11
4520 TOKYO ELECTRON LIMITED			2013-10-11
500 THE TRAVELERS COMPANIES INC		2011-09-27	2013-10-11
120 THE TRAVELERS COMPANIES INC		2012-11-20	2013-10-11
1010 UNILEVER PLC-SPONSORED ADR			2013-10-11
390 UNILEVER PLC-SPONSORED ADR		2012-11-20	2013-10-11
490 UNITED PARCEL SERVICES B		2012-11-20	2013-10-11
1690 VODAFONE GROUP PLC NEW SP ADR		2012-03-13	2013-10-11
750 VODAFONE GROUP PLC NEW SP ADR		2013-08-20	2013-10-11
550 WPP PLC		2013-05-28	2013-10-11
530 WELLPOINT INC		2013-05-28	2013-10-11
990 DAIMLER-CHRYSLER AG ORDINARY		2013-05-28	2013-10-11
590 ENSCO PLC			2013-10-11
650 ENSCO PLC			2013-10-11
820 CHECKPOINT SOFTWARE TECHNOLOGY COMMON		2013-05-28	2013-10-11
0424 DOUBLELINE TOTAL RETURN BOND FUND		2013-08-20	2013-11-06



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
0397 FEDERATED HIGH YIELD BOND INST CL FUND #		2013-08-23	2013-11-06
420 AT&T INC		2013-10-11	2013-11-21
470 ABBVIE INC COMMON			2013-11-21
460 ALLSTATE CORP		2013-10-11	2013-11-21
360 AMERISOURCEBERGEN CORP COMMON		2013-10-11	2013-11-21
460 ATMOS ENERGY CORP COMMON		2013-10-11	2013-11-21
440 BALL CORPORATION COMMON		2013-10-11	2013-11-21
540 BRINKER INTL INC COMMON		2013-10-11	2013-11-21
340 CVS CORP COMMON		2013-10-11	2013-11-21
410 CARDINAL HEALTH INC		2013-10-11	2013-11-21
860 CISCO SYSTEMS		2013-10-11	2013-11-21
530 COCA-COLA ENTERPRISES INC COMMON		2013-05-28	2013-11-21
880 COGNIZANT TECHNOLOGY SOLUTIONS CORP		2012-11-20	2013-11-21
320 DAVITA INC		2013-10-11	2013-11-21
1010 DELTA AIR LINES INC COMMON		2013-10-11	2013-11-21
540 DE LUXE CHECK PRINTERS INCORPORATED		2013-10-11	2013-11-21
460 DISCOVER FINL SVCS		2013-10-11	2013-11-21
690 EPL OIL & GAS INC COMMON		2013-10-11	2013-11-21
1120 EXPRESS SCRIPTS HOLDING CO COMMON			2013-11-21
200000 FED HOME LOAN MTG CORP DTD 01/30/04 CALLABLE 01/30/07 @ 100 5%		2008-10-24	2013-11-21
1160 FIFTH THIRD BANCORP		2013-10-11	2013-11-21
870 FLOWSERVE CORP COM		2012-03-13	2013-11-21
310 FLOWSERVE CORP COM			2013-11-21
390 GATX CORP COMMON		2013-10-11	2013-11-21
500 THE GAP INC		2013-10-11	2013-11-21
620 GILEAD SCIENCES INC		2012-11-20	2013-11-21
250 GREEN MOUNTAIN COFFEE ROASTERS INC COMMO		2013-10-11	2013-11-21
360 KLA-TENCOR CORP COMMON		2013-10-11	2013-11-21
310 KELLOGG COMPANY		2013-10-11	2013-11-21
230 METLIFE COMMON		2013-02-25	2013-11-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
270 METLIFE COMMON		2012-11-20	2013-11-21
660 MICROSOFT CORPORATION		2013-02-25	2013-11-21
380 MURPHY OIL CORPORATION		2013-10-11	2013-11-21
490 NATIONAL-OILWELL INC		2013-05-28	2013-11-21
260 NORDSON CORP		2012-03-13	2013-11-21
1400 OGE ENERGY CORP COMMON		2012-03-13	2013-11-21
520 OASIS PETROLEUM,INC COMMON		2013-10-11	2013-11-21
410 OMNICARE INC COMMON		2013-10-11	2013-11-21
710 ORACLE SYSTEM CORPORATION		2013-10-11	2013-11-21
320 PNC BK CORP		2013-10-11	2013-11-21
450 SAFEWAY INC		2013-02-25	2013-11-21
1000 SAFEWAY INC		2012-08-22	2013-11-21
1600 SCHWAB CHARLES CORP NEW			2013-11-21
330 STATE STR CORP		2013-10-11	2013-11-21
850 SYMANTEC CORP COMMON		2013-10-11	2013-11-21
520 WELLS FARGO & CO NEW		2013-10-11	2013-11-21
370 PERRIGO COMPANY			2013-12-23
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
45		31	14
42		30	12
46,224		39,048	7,176
15,772		10,959	4,813
9,942		13,423	-3,481
16,998		13,709	3,289
9,693		8,958	735
12,560		11,266	1,294
16,803		10,748	6,055
7,789		9,484	-1,695
13,931		14,109	-178
4,045		2,657	1,388
21,086		18,285	2,801
17,601		15,091	2,510
21,696		18,783	2,913
8,463		6,656	1,807
30,036		28,567	1,469
10,977		8,163	2,814
9,475		8,428	1,047
12,225		12,485	-260
35,777		40,840	-5,063
29,321		25,008	4,313
24,986		20,502	4,484
18,255		15,637	2,618
12,880		11,462	1,418
33,109		55,881	-22,772
47,470		34,975	12,495
9,969		9,026	943
28,939		16,314	12,625
46,296		53,380	-7,084

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
31,977		31,423	554
38,864		43,373	-4,509
11,205		6,956	4,249
9,729		10,388	-659
27,815		21,195	6,620
460,623		406,439	54,184
18,551		17,030	1,521
21,500		14,157	7,343
30,939		28,151	2,788
37,767		33,287	4,480
21,581		14,629	6,952
137,117		140,345	-3,228
228,990		225,991	2,999
62,593		58,807	3,786
72,509		64,993	7,516
43,511		33,448	10,063
38,336		43,418	-5,082
23,186		12,284	10,902
46,685		39,782	6,903
11,952		10,434	1,518
54,058		52,897	1,161
44,476		44,331	145
47,894		59,262	-11,368
12,065		11,243	822
17,321		15,475	1,846
22,149		16,542	5,607
19,186		13,714	5,472
11,749		11,320	429
27,607		23,222	4,385

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
42,758		35,648	7,110
12,576		8,913	3,663
49,660		45,522	4,138
12,727		11,408	1,319
20,906		16,488	4,418
40,582		35,920	4,662
21,637		28,816	-7,179
42,150		38,218	3,932
146,642		143,358	3,284
13,510		9,329	4,181
30,143		26,294	3,849
43,914		29,306	14,608
13,347		8,494	4,853
50,033		40,686	9,347
39,636		32,159	7,477
57,636		54,482	3,154
10,006		7,935	2,071
66,800		52,141	14,659
45,706		44,054	1,652
17,099		13,088	4,011
12,405		9,878	2,527
55,627		53,888	1,739
35,735		32,122	3,613
54,136		53,995	141
26,048		24,161	1,887
43,115		29,312	13,803
22,293		18,511	3,782
251,057		189,635	61,422
12,491		9,628	2,863
92,831		73,236	19,595

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,786		2,268	518
76,962		57,082	19,880
39,566		33,932	5,634
38,921		32,744	6,177
59,960		39,364	20,596
73,410		67,114	6,296
54,751		32,747	22,004
10,973		8,910	2,063
48,551		41,244	7,307
8,371		8,722	-351
18,016		13,804	4,212
83,786		57,562	26,224
22,295		18,679	3,616
24,986		21,237	3,749
15,825		11,374	4,451
35,836		29,574	6,262
107,421		99,854	7,567
12,564		12,227	337
61,606		78,377	-16,771
13,653		12,692	961
22,379		20,332	2,047
28,935		30,485	-1,550
51,934		43,762	8,172
24,368		24,236	132
30,259		16,899	13,360
12,876		9,978	2,898
22,757		25,040	-2,283
19,328		20,331	-1,003
29,333		33,976	-4,643
765		2,052	-1,287

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
37,845		29,869	7,976
9,651		7,500	2,151
39,454		36,136	3,318
205,171		200,304	4,867
29,759		29,087	672
9,511		8,044	1,467
28,577		25,700	2,877
2,906		2,258	648
25,464		15,293	10,171
50,929		38,013	12,916
31,948		27,256	4,692
32,957		30,870	2,087
11,578		10,516	1,062
43,969		47,651	-3,682
10,919		11,237	-318
41,947		38,175	3,772
71,289		62,444	8,845
44,028		28,427	15,601
47,320		32,258	15,062
11,134		8,350	2,784
48,257		37,054	11,203
25,532		20,344	5,188
13,927		10,789	3,138
71,982		38,145	33,837
175,000		185,152	-10,152
49,182		49,157	25
14,184		8,712	5,472
14,691		10,077	4,614
15,907		12,744	3,163
42,460		35,697	6,763

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
15,232		12,805	2,427
16,601		15,577	1,024
37,590		27,069	10,521
22,184		17,490	4,694
19,842		15,348	4,494
4,467		4,324	143
13,624		17,739	-4,115
146,327		144,236	2,091
59,758		49,164	10,594
20,996		16,706	4,290
321,883		335,169	-13,286
329,109		342,479	-13,370
613		560	53
11,656		10,679	977
298,321		331,886	-33,565
7,540		8,184	-644
7,995		6,849	1,146
55,144		55,183	-39
4,043		3,525	518
4,852		3,476	1,376
18,879		17,259	1,620
50,418		34,890	15,528
25,376		14,410	10,966
46,283		50,663	-4,380
14,043		8,804	5,239
18,533		14,792	3,741
52,036		46,265	5,771
12,295		11,593	702
13,921		11,964	1,957
8,676		5,495	3,181



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,454		10,864	1,590
447,061		455,525	-8,464
594,537		607,210	-12,673
170,315		169,300	1,015
121,848		122,457	-609
231,309		238,055	-6,746
333,280		333,616	-336
276,215		271,911	4,304
251,650		258,184	-6,534
509,584		525,844	-16,260
522,741		520,900	1,841
53,877		48,281	5,596
159,593		146,177	13,416
8,762		7,300	1,462
22,579		21,241	1,338
10,036		6,549	3,487
59,724		48,742	10,982
52,528		30,492	22,036
43,688		49,439	-5,751
52,389		50,572	1,817
49,256		46,688	2,568
43,494		28,153	15,341
62,508		48,937	13,571
48,703		49,238	-535
9,219		9,225	-6
42,802		38,466	4,336
22,395		15,297	7,098
8,398		4,606	3,792
49,932		48,175	1,757
88,400		72,758	15,642

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
9,388		8,317	1,071
48,115		31,592	16,523
25,568		26,423	-855
26,914		25,218	1,696
47,893		49,374	-1,481
46,891		36,663	10,228
57,584		48,476	9,108
48,329		49,613	-1,284
55,137		47,732	7,405
21,221		16,918	4,303
21,703		18,099	3,604
46,219		49,141	-2,922
47,452		47,549	-97
54,411		49,479	4,932
60,049		49,623	10,426
38,279		36,050	2,229
15,080		12,864	2,216
185,444		170,085	15,359
144,927		136,848	8,079
194,969		187,703	7,266
60,439		62,002	-1,563
50,496		42,906	7,590
44,537		45,731	-1,194
54,584		62,994	-8,410
38,479		40,015	-1,536
11,544		10,378	1,166
53,835		49,317	4,518
564,237		503,530	60,707
166,108		142,418	23,690
41,691		38,692	2,999

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
41,610		36,064	5,546
16,077		14,499	1,578
38,839		25,396	13,443
15,999		15,163	836
11,914		9,833	2,081
51,730		47,614	4,116
49,371		46,772	2,599
50,555		47,274	3,281
96,594		71,915	24,679
10,483		8,229	2,254
60,116		47,408	12,708
25,457		19,624	5,833
21,639		15,898	5,741
246,694		236,034	10,660
618,697		525,160	93,537
36,033		31,750	4,283
58,076		49,745	8,331
18,062		16,660	1,402
37,844		22,817	15,027
28,859		26,397	2,462
7,639		8,420	-781
125,938		184,882	-58,944
51,925		48,840	3,085
25,361		31,638	-6,277
37,135		31,476	5,659
12,829		11,784	1,045
52,663		49,350	3,313
67,690		67,060	630
46,629		42,044	4,585
54,204		47,619	6,585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,916		14,764	8,152
25,753		27,671	-1,918
23,545		22,435	1,110
32,403		25,382	7,021
53,697		45,444	8,253
57,393		50,771	6,622
57,423		46,400	11,023
69,197		58,841	10,356
55,907		50,701	5,206
60,139		52,797	7,342
41,073		30,547	10,526
9,478		9,457	21
53,389		52,103	1,286
45,597		46,200	-603
49,885		37,416	12,469
62,398		57,198	5,200
42,279		24,843	17,436
10,147		8,344	1,803
38,551		30,195	8,356
14,886		14,528	358
44,423		34,848	9,575
59,757		45,571	14,186
26,520		22,372	4,148
54,613		49,076	5,537
46,991		41,832	5,159
78,359		62,340	16,019
32,255		32,839	-584
35,535		36,123	-588
48,273		40,492	7,781

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,796		14,368	428
22,691		15,407	7,284
24,978		24,149	829
25,113		22,561	2,552
20,690		19,435	1,255
21,991		19,980	2,011
25,293		21,712	3,581
22,433		20,239	2,194
26,617		22,419	4,198
18,386		20,090	-1,704
22,058		20,251	1,807
82,463		57,738	24,725
18,238		18,522	-284
28,259		24,705	3,554
26,324		24,251	2,073
23,883		23,785	98
20,155		26,472	-6,317
73,600		71,486	2,114
201,857		206,332	-4,475
23,553		21,182	2,371
61,500		33,819	27,681
21,914		16,548	5,366
19,823		18,392	1,431
20,820		18,475	2,345
44,329		23,295	21,034
17,877		17,062	815
22,755		22,200	555
19,157		18,804	353
12,144		8,094	4,050

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
14,256		8,571	5,685
24,684		18,285	6,399
24,065		23,486	579
41,047		35,008	6,039
18,527		14,479	4,048
52,570		37,165	15,405
25,162		27,167	-2,005
23,501		23,206	295
24,658		23,642	1,016
24,376		23,322	1,054
15,321		10,324	4,997
34,048		16,060	17,988
39,785		32,487	7,298
23,665		22,182	1,483
20,077		21,394	-1,317
22,921		21,507	1,414
56,320		45,082	11,238
			4,098

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			14
			12
			7,176
			4,813
			-3,481
			3,289
			735
			1,294
			6,055
			-1,695
			-178
			1,388
			2,801
			2,510
			2,913
			1,807
			1,469
			2,814
			1,047
			-260
			-5,063
			4,313
			4,484
			2,618
			1,418
			-22,772
			12,495
			943
			12,625
			-7,084

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			554
			-4,509
			4,249
			-659
			6,620
			54,184
			1,521
			7,343
			2,788
			4,480
			6,952
			-3,228
			2,999
			3,786
			7,516
			10,063
			-5,082
			10,902
			6,903
			1,518
			1,161
			145
			-11,368
			822
			1,846
			5,607
			5,472
			429
			4,385



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			7,110
			3,663
			4,138
			1,319
			4,418
			4,662
			-7,179
			3,932
			3,284
			4,181
			3,849
			14,608
			4,853
			9,347
			7,477
			3,154
			2,071
			14,659
			1,652
			4,011
			2,527
			1,739
			3,613
			141
			1,887
			13,803
			3,782
			61,422
			2,863
			19,595

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			518
			19,880
			5,634
			6,177
			20,596
			6,296
			22,004
			2,063
			7,307
			-351
			4,212
			26,224
			3,616
			3,749
			4,451
			6,262
			7,567
			337
			-16,771
			961
			2,047
			-1,550
			8,172
			132
			13,360
			2,898
			-2,283
			-1,003
			-4,643
			-1,287

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			7,976
			2,151
			3,318
			4,867
			672
			1,467
			2,877
			648
			10,171
			12,916
			4,692
			2,087
			1,062
			-3,682
			-318
			3,772
			8,845
			15,601
			15,062
			2,784
			11,203
			5,188
			3,138
			33,837
			-10,152
			25
			5,472
			4,614
			3,163
			6,763

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			2,427
			1,024
			10,521
			4,694
			4,494
			143
			-4,115
			2,091
			10,594
			4,290
			-13,286
			-13,370
			53
			977
			-33,565
			-644
			1,146
			-39
			518
			1,376
			1,620
			15,528
			10,966
			-4,380
			5,239
			3,741
			5,771
			702
			1,957
			3,181

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,590
			-8,464
			-12,673
			1,015
			-609
			-6,746
			-336
			4,304
			-6,534
			-16,260
			1,841
			5,596
			13,416
			1,462
			1,338
			3,487
			10,982
			22,036
			-5,751
			1,817
			2,568
			15,341
			13,571
			-535
			-6
			4,336
			7,098
			3,792
			1,757
			15,642

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,071
			16,523
			-855
			1,696
			-1,481
			10,228
			9,108
			-1,284
			7,405
			4,303
			3,604
			-2,922
			-97
			4,932
			10,426
			2,229
			2,216
			15,359
			8,079
			7,266
			-1,563
			7,590
			-1,194
			-8,410
			-1,536
			1,166
			4,518
			60,707
			23,690
			2,999

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			5,546
			1,578
			13,443
			836
			2,081
			4,116
			2,599
			3,281
			24,679
			2,254
			12,708
			5,833
			5,741
			10,660
			93,537
			4,283
			8,331
			1,402
			15,027
			2,462
			-781
			-58,944
			3,085
			-6,277
			5,659
			1,045
			3,313
			630
			4,585
			6,585

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			8,152
			-1,918
			1,110
			7,021
			8,253
			6,622
			11,023
			10,356
			5,206
			7,342
			10,526
			21
			1,286
			-603
			12,469
			5,200
			17,436
			1,803
			8,356
			358
			9,575
			14,186
			4,148
			5,537
			5,159
			16,019
			-584
			-588
			7,781




Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			428
			7,284
			829
			2,552
			1,255
			2,011
			3,581
			2,194
			4,198
			-1,704
			1,807
			24,725
			-284
			3,554
			2,073
			98
			-6,317
			2,114
			-4,475
			2,371
			27,681
			5,366
			1,431
			2,345
			21,034
			815
			555
			353
			4,050


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			5,685
			6,399
			579
			6,039
			4,048
			15,405
			-2,005
			295
			1,016
			1,054
			4,997
			17,988
			7,298
			1,483
			-1,317
			1,414
			11,238


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)				
<b>a</b> Paid during the year				
BELLARMINE UNIVERSITY 2001 NEWBURG RD LOUISVILLE,KY 40205	NONE	EXEMPT	SCHOLARSHIPS	27,566
BEREA COLLEGE 101 CHESTNUT ST BERA,KY 40404	NONE	EXEMPT	SCHOLARSHIPS	18,041
SAINT CATHARINE COLLEGE MAIN CAMPUS ST CATHERINE,KY 40061	NONE	EXEMPT	SCHOLARSHIP	250
ASBURY COLLEGE 1 MACKLEM DR WILMORE,KY 40390	NONE	EXEMPT	SCHOLARSHIPS	2,980
BELMONT UNIVERSITY 1900 BELMONT BLVD NASHVILLE,TN 37212	NONE	EXEMPT	SCHOLARSHIPS	41,556
BLUEGRASS COMM & TECH COLLEGE 470 COOPER DR LEXINGTON,KY 40506	NONE	EXEMPT	SCHOLARSHIPS	500
BRESCIA UNIVERSITY 717 FREDERICA ST OWENSBORO,KY 42301	NONE	EXEMPT	SCHOLARSHIP	52,615
CAMPBELLSVILLE UNIVERSIT 1 UNIVERSITY DR CAMPBELLSVILLE,KY 42718	NONE	EXEMPT	SCHOLARSHIPS	250
CENTRE COLLEGE 600 WEST WALNUT ST DANVILLE,KY 40422	NONE	EXEMPT	SCHOLARSHIPS	750
EASTERN KENTUCKY UNIVERSITY 1 PENNINGTON LANE CORBIN,KY 40701	NONE	EXEMPT	SCHOLARSHIPS	6,872
FLORIDA COLLEGE 119 NORTH GLEN AVE TEMPLE TERRACE,FL 33617	NONE	EXEMPT	SCHOLARHIPS	250
GEORGETOWN COLLEGE 400 EAST COLLEGE ST GEORGETOWN,KY 40324	NONE	EXEMPT	SCHOLARSHIPS	1,178
KENTUCKY WESLEYAN COLLEGE 3000 FREDERICA ST OWENSBORO,KY 42301	NONE	EXEMPT	SCHOLARSHIP	106,834
LINDSEY WILSON COLLEGE 210 LINDSEY WILSON ST COLUMBIA,KY 42728	NONE	EXEMPT	SCHOLARSHIPS	7,390
MADISONVILLE COMMUNITY COLLEGE 750 LAFFOON ST MADISONVILLE,KY 42431	NONE	EXEMPT	SCHOLARSHIPS	690
<b>Total . . . . .</b>  <b>3a</b>				923,512


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)				
<b>a</b> Paid during the year				
MOREHEAD STATE UNIVERSITY 150 UNIVERSITY BLVD MOREHEAD,KY 40351	NONE	EXEMPT	SCHOLARSHIPS	12,482
MURRAY STATE UNIVERSITY 102 CURRIS CENTER MURRAY,KY 42071	NONE	EXEMPT	SCHOLARSHIPS	81,886
NORTHERN KENTUCKY UNIVERSITY NUNN DRIVE HIGHLAND HEIGHTS,KY 41099	NONE	EXEMPT	SCHOLARSHIPS	16,476
OWENSBORO COMM & TECH COLLEGE 4800 NEW HARTFORD RD OWENSBORO,KY 42303	NONE	EXEMPT	SCHOLARSHIP	17,833
TRANSYLVANIA UNIVERSITY 300 N BROADWAY RD LEXINGTON,KY 40508	NONE	EXEMPT	SCHOLARSHIP	20,612
UNIVERSITY OF EVANSVILLE 1800 LINCOLN AVE EVANSVILLE,IN 47714	NONE	EXEMPT	SCHOLARSHIPS	250
UNIVERSITY OF LOUISVILLE 2301 S 3RD ST LOUISVILLE,KY 40208	NONE	EXEMPT	SCHOLARSHIPS	125,842
UNIVERSITY OF KENTUCKY 410 ADMINISTRATION DR LEXINGTON,KY 40526	NONE	EXEMPT	SCHOLARSHIPS	174,638
UNIVERSITY OF SOUTHERN INDIANA 8600 UNIVERSITY BLVD EVANSVILLE,IN 47712	NONE	EXEMPT	SCHOLARSHIPS	9,426
VANDERBILT UNIVERSITY 2305 WEST END AVE NASHVILLE,TN 37203	NONE	EXEMPT	SCHOLARSHIPS	375
WESTERN KENTUCKY UNIVERSITY 1906 COLLEGE HEIGHTS BLVD BOWLING GREEN,KY 421011018	NONE	EXEMPT	SCHOLARSHIP	105,206
HENDERSON COMMUNITY COLLEGE 2660 S GREEN STREET HENDERSON,KY 42420	NONE	EXEMPT	SCHOLARSHIP	394
OWENSBORO CATHOLIC SCHOOL 1524 WPARRISH AVE OWENSBORO,KY 42301	NONE	EXEMPT	SCHOLARSHIPS	1,125
DAVIEES COUNTY BOARD OF EDUCATION 1622 SOUTHEASTERN PARKWAY OWENSBORO,KY 42303	NONE	EXEMPT	SCHOLARSHIPS	1,500
MCLEAN COUNTY BOARD OF EDUCATION 283 MAIN ST CALHOUN,KY 42327	NONE	EXEMPT	SCHOLARSHIPS	500
<b>Total . . . . .</b>  <b>3a</b>				923,512

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)				
<b>a</b> <i>Paid during the year</i>				
UNIVERSITY OF ALABAMA BOX 870132 TUSCALOOSA,AL 35487	NONE	EXEMPT	SCHOLARSHIPS	12,982
UNIVERSITY OF CUMBERLANDS 6174 COLLEGE STATION DR WILLIAMSBURG,KY 407691372	NONE	EXEMPT	SCHOLARSHIPS	125
AUBURN UNIVERSITY 108 MARY MARTIN HALL AUBURN,AL 36849	NONE	EXEMPT	SCHOLARSHIPS	250
INDIANA UNIVERSITY BLOOMINGTON 107 SOUTH INDIANA AVE BLOOMINGTON,IN 47405	NONE	EXEMPT	SCHOLARSHIP	11,048
MID-CONTINENT UNIVERSITY 99 EAST POWELL ROAD MAYFIELD,KY 42066	NONE	EXEMPT	SCHOLARSHIP	5,700
OWENSBORO BOARD OF EDUCATION 1335 WEST ELEVENTH STREET OWENSBORO,KY 42301	NONE	EXEMPT	SCHOLARSHIP	500
ILLINOIS INSTITUTE OF TECHNOLOGY 3300 S FEDERAL STREET CHICAGO,IL 60616	NONE	EXEMPT	SCHOLARSHIPS	2,926
LOUISVILLE PRESBYTERIAN SEMINARY 1044 ALTA VISTA ROAD LOUISVILLE,KY 40205	NONE	EXEMPT	SCHOLARSHIPS	3,516
WAKE FOREST UNIVERSITY 1834 WAKE FOREST RD WINSTONSALEM,NC 27106	NONE	EXEMPT	SCHOLARSHIPS	250
NC STATE UNIVERSITY 1008 HARRIS HALL BOX 7313 RALEIGH,NC 276957313	NONE	EXEMPT	SCHOLARSHIPS	2,526
DUKE UNIVERSITY 324 BLACKWELL STREET DURHAM,NC 27708	NONE	EXEMPT	SCHOLARSHIPS	250
HENDRIX COLLEGE 1600 WASHINGTON AVE CONWAY,AZ 72032	NONE	EXEMPT	SCHOLARSHIPS	250
HOLLINS UNIVERSITY PO BOX 9707 ROANOKE,VA 240201707	NONE	EXEMPT	SCHOLARSHIPS	250
GONZAGA UNIVERSITY 502 EAST BOONE AVENUE SPOKANE,WA 992580102	NONE	EXEMPT	SCHOLARSHIPS	250
JOHN A LOGAN COLLEGE 700 LOGAN COLLEGE ROAD CARTERVILLE,IL 62918	NONE	EXEMPT	SCHOLARSHIPS	250
<b>Total . . . . .</b>  <b>3a</b>				923,512

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)				
<b>a</b> Paid during the year				
LIPSCOMB UNIVERSITY ONE UNIVERSITY PARK DRIVE NASHVILLE,TN 37204	NONE	EXEMPT	SCHOLARSHIPS	3,450
MACALESTER COLLEGE 1600 GRAND AVENUE SAINT PAUL,MN 55105	NONE	EXEMPT	SCHOLARSHIPS	9,192
MARIAN UNIVERSITY 45 S NATIONAL AVENUE FOND DU LAC,WI 54935	NONE	EXEMPT	SCHOLARSHIPS	250
MARION MILITARY INSTITUTE 1101 WASHINGTON ST MARION,AL 36756	NONE	EXEMPT	SCHOLARSHIPS	250
OAKLAND CITY UNIVERSITY 138 N LUCRETIA STREET OAKLAND CITY,IN 47660	NONE	EXEMPT	SCHOLARSHIPS	6,372
SETON HILL UNIVERSITY ONE SETON HILL DRIVE GREENSBURG,PA 15601	NONE	EXEMPT	SCHOLARSHIPS	250
SOUTHEAST MISSOURI ST UNIVERSITY ONE UNIVERSITY PLAZA CAPE GIRARDEAU,MO 63701	NONE	EXEMPT	SCHOLARSHIPS	250
TREVECCA NAZARENE UNIVERSITY 333 MURFREESBORO ROAD NASHVILLE,TN 37210	NONE	EXEMPT	SCHOLARSHIPS	510
UNIVERSITY OF MICHIGAN 50 S STATE STREET ANN ARBOR,MI 48109	NONE	EXEMPT	SCHOLARSHIPS	250
UNIVERSITY OF NOTRE DAME 220 MAIN BUILDING NOTRE DAME,IN 46556	NONE	EXEMPT	SCHOLARSHIPS	250
UNIVERSITY OF PIKEVILLE 147 SYCAMORE STREET PIKEVILLE,KY 41501	NONE	EXEMPT	SCHOLARSHIPS	25,148
<b>Total . . . . .</b>  <b>3a</b>				923,512

## TY 2013 Other Decreases Schedule

**Name:** JOHN B & BROWNIE YOUNG MEMORIAL FUND

**EIN:** 61-6025137

Description	Amount
ADJ FOR MUTUAL FUND REC/REPORTED	247
ACCRUED INTEREST PAID CURRENT YEAR	9,468
COST BASIS ADJUSTMENTS	5,427
ROUNDING	6