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.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: THE MELKUS FAMILY FOUNDATION

A Employer identification number: 62-1518285

Number and street (or P O box number if mail is not delivered to street address): 102 WOODMONT BLVD.

Room/suite: 110

B Telephone number (see instructions): (615) 385-4666

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations check here ▶ ☐

2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 38,082,239.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants etc received (attach schedule)	1,415,290.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	37,186.	37,186.		ATCH 1
	4 Dividends and interest from securities	441,745.	441,511.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	731,816.			
	b Gross sales price for all assets on line 6a 1,597,480.				
	7 Capital gain net income (from Part IV, line 2)		731,816.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	72,461.	2,497.		
	12 **Total.** Add lines 1 through 11	2,698,498.	1,213,010.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 4	1,750.	875.		875.
	c Other professional fees (attach schedule)				
	17 Interest ATCH 5	48,507.	48,507.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	17,988.	390.		
	19 Depreciation (attach schedule) and depletion	36.	36.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	70,577.	70,577.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	138,858.	120,385.		875.
	25 Contributions, gifts, grants paid	1,025,389.			1,025,389.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,164,247.	120,385.	0	1,026,264.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	1,534,251.			
	b **Net investment income** (if negative, enter -0-)		1,092,625.		
	c **Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2013)

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		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	1,334,905.	995,328.	995,328.
	2	Savings and temporary cash investments	258,106.	139,811.	139,811.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	3,396,100.	4,625,639.	30,939,025.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	5,192,923.	5,933,160.	5,977,227.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 10)	30,848.	37,243.	30,848.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,212,882.	11,731,181.	38,082,239.
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 ▶ ATCH 11)	15,952.		
	23	**Total liabilities** (add lines 17 through 22)	15,952.	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,196,930.	11,731,181.	
	30	**Total net assets or fund balances** (see instructions)	10,196,930.	11,731,181.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,212,882.	11,731,181.	

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	10,196,930.
2	Enter amount from Part I, line 27a	2	1,534,251.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,731,181.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,731,181.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	731,816.
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	0

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	648,500.	20,270,073.	0.031993
2011	803,333.	16,502,296.	0.048680
2010	660,470.	13,185,753.	0.050090
2009	810,773.	13,084,436.	0.061965
2008	749,967.	16,329,991.	0.045926

2 **Total** of line 1, column (d)	2	0.238654
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	0.047731
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	30,480,659.
5 Multiply line 4 by line 3	5	1,454,872.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,926.
7 Add lines 5 and 6	7	1,465,798.
8 Enter qualifying distributions from Part XII, line 4	8	1,026,264.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	21,853.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	21,853.
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	21,853.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	13,040.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	13,040.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	6.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ATCH 12 . . . . ▶			9	9,131.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______________ **(2)** On foundation managers ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KENNETH J. MELKUS Telephone no ▶ 615-385-4666

Located at ▶ 102 WOODMONT BLVD. STE 110 NASHVILLE, TN ZIP+4 ▶ 37205

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		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(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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

Form **990-PF** (2013)

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	6b		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	29,793,794.
b	Average of monthly cash balances	1b	1,151,037.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	30,944,831.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	30,944,831.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	464,172.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	30,480,659.
6	**Minimum investment return.** Enter 5% of line 5	6	1,524,033.

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	1,524,033.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	21,853.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	21,853.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,502,180.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,502,180.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,502,180.

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	1,026,264.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,026,264.
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	1,026,264.

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					1,502,180.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				999,745.	
b	Total for prior years 20 11 ,20 10 ,20 09					
3	Excess distributions carryover, if any, to 2013					
a	From 2008					
b	From 2009					
c	From 2010					
d	From 2011					
e	From 2012					
f	**Total** of lines 3a through e		0			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,026,264.					
a	Applied to 2012, but not more than line 2a				999,745.	
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2013 distributable amount					26,519.
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount - see instructions					
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					1,475,661.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2009					
b	Excess from 2010					
c	Excess from 2011					
d	Excess from 2012					
e	Excess from 2013					

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

NOT APPLICABLE

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

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

KENNETH J. MELKUS, BARBARA L. MELKUS, LAUREN E. MELKUS

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

N/A

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:

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*				
ATCH 14				
Total . . . . ▶ **3a**				1,025,389.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37,186.	
4 Dividends and interest from securities			14	441,511.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,497.	
8 Gain or (loss) from sales of assets other than inventory			18	731,816.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15					70,198.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,213,010.	70,198.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,283,208.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶	8/8/14	▶ President
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name MICHAEL F SCARLETT	Preparer's signature	Date 8.7.14	Check ☒ if self-employed	PTIN P00829725
Firm's name ▶ MICHAEL F. SCARLETT, CPA, PLC			Firm's EIN ▶ 33-1001531	
Firm's address ▶ 5250 VIRGINIA WAY, SUITE 220 BRENTWOOD, TN 37027			Phone no 615-377-4877	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs.gov/form990***

OMB No 1545-0047

2013

Name of the organization
THE MELKUS FAMILY FOUNDATION

Employer identification number
62-1518285

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☒ 501(c)(3) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Name of organization	Employer identification number
THE MELKUS FAMILY FOUNDATION	62-1518285

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KEN MELKUS 102 WOODMONT BLVD NASHVILLE, TN 37205	$ 1,415,290.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization THE MELKUS FAMILY FOUNDATION

Employer identification number 62-1518285

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	125,000 SHARES HCA HOLDINGS INC	$ 5,161,875.	05/07/2013

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE MELKUS FAMILY FOUNDATION

Employer identification number 62-1518285

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 12

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2013
DATE RETURN IS DUE IF ON EXTENSION	
DATE RETURN WILL BE RECEIVED BY THE IRS	08/15/2014
NUMBER OF DAYS RETURN IS LATE	92
NUMBER OF MONTHS RETURN IS LATE	4
LATE FILING PENALTY	
LATE PAYMENT PENALTY	132.
INTEREST	180.
TOTAL PENALTIES AND INTEREST	312.

Gifts & Donations:Charity - 2013

1/1/2013 through 12/31/2013

Date	Account	Num	Description	Memo	Category	Amount
American Civil Liberties Union						**-20,000.00**
11/30/2013	Capstar 7058	1053	American Ci. .		Gifts & Dona...	-20,000.00
Assistance League Of Nashville						**-2,500.00**
11/18/2013	Capstar 7058	1022	Assistance L...		Gifts & Dona..	-2,500.00
BAM						**-10,000.00**
2/24/2013	Pinnacle MM ..	1538	BAM	Check	Gifts & Dona...	-10,000.00
Big Brothers/Big Sisters						**-5,000.00**
11/11/2013	Capstar 7058	1020	Big Brothers/ ..		Gifts & Dona..	-5,000 00
Big Horn Sheet Institute						**-1,000.00**
11/16/2013	Capstar 7058	1021	Big Horn Sh...		Gifts & Dona ..	-1,000.00
Bighorn Golf Club Charities						**-5,000.00**
9/6/2013	Capstar 7058	1013	Bighorn Golf ...		Gifts & Dona...	-5,000 00
Blue Angels Foundation						**-5,000.00**
4/4/2013	Pinnacle MM...	1539	Blue Angels ...	Check	Gifts & Dona...	-5,000 00
Center For Reproductive Rights						**-30,000.00**
11/30/2013	Capstar 7058	1050	Center For R...		Gifts & Dona...	-30,000 00
Chad Welsh Memorial Fund						**-1,000.00**
5/22/2013	Capstar 7058	1006	Chad Welsh ...		Gifts & Dona...	-1,000 00
Charity Navigator						**-1,000.00**
12/2/2013	Capstar 7058	1055	Charity Navi...		Gifts & Dona...	-1,000 00
Children's Aid Society						**-75,000.00**
11/25/2013	Capstar 7058	1035	Children's Ai...		Gifts & Dona...	-75,000 00
City Harvest						**-60,000.00**
11/30/2013	Capstar 7058	1036	City Harvest		Gifts & Dona ..	-60,000 00
City Of Hope						**-5,000.00**
10/30/2013	Capstar 7058	1018	City Of Hope		Gifts & Dona...	-5,000 00
Community Resource Center						**-20,000.00**
11/24/2013	Capstar 7058	1032	Community ...		Gifts & Dona...	-20,000 00
Cumberland Friends						**-1,000.00**
10/22/2013	Capstar 7058	1017	Cumberland ...		Gifts & Dona...	-1,000 00
Doctors Without Borders USA						**-5,000.00**
11/30/2013	Capstar 7058	1046	Doctors With...		Gifts & Dona...	-5,000.00
Eating Disorders Clinic/Coalition						**-10,000.00**
9/30/2013	Capstar 7058	1015	Eating Disor...		Gifts & Dona ..	-10,000 00
Fifty Forward						**-5,000.00**
11/25/2013	Capstar 7058	1034	Fifty Forward		Gifts & Dona...	-5,000 00
French Bulldog Rescue Network						**-12,500.00**
11/30/2013	Capstar 7058	1038	French Bulld...		Gifts & Dona...	-12,500.00
Friends Of Autism						**-5,000.00**
7/11/2013	Capstar 7058	1011	Friends Of A...		Gifts & Dona ..	-5,000 00
Friendship Circle						**-10,000.00**
4/7/2013	Capstar 7058	1002	Friendship C...	Dani Gilman	Gifts & Dona...	-10,000 00
Fund #B0654 To Support UCSF Bladder Cancer						**-5,000.00**
1/7/2013	Pinnacle MM...	1535	Fund #B065...	Check	Gifts & Dona..	-5,000 00
Galilee Center						**-5,000.00**
1/10/2013	Pinnacle MM...	1536	Galilee Center	Check	Gifts & Dona...	-5,000 00
Gilda's Club Nashville						**-5,000.00**
7/4/2013	Capstar 7058	1010	Gilda's Club ...		Gifts & Dona ..	-5,000.00
Habitat For Humanity Nashville						**-20,000.00**
11/24/2013	Capstar 7058	1031	Habitat For ...		Gifts & Dona...	-20,000.00
International Rescue Committee						**-45,000.00**

Gifts & Donations:Charity - 2013

1/1/2013 through 12/31/2013

Date	Account	Num	Description	Memo	Category	Amount
11/30/2013	Capstar 7058	1054	International ...		Gifts & Dona ..	-45,000 00
Joe Kraft Humanitarian Fund						**-5,000.00**
9/27/2013	Capstar 7058	1014	Joe Kraft Hu ..		Gifts & Dona...	-5,000 00
Kipp Academy Technology Grant						**-50,000.00**
11/24/2013	Capstar 7058	1025	Kipp Acade...		Gifts & Dona...	-50,000 00
MAC Fund						**-5,000.00**
4/7/2013	Capstar 7058	1001	MAC Fund		Gifts & Dona...	-5,000 00
Maloto						**-60,000.00**
11/30/2013	Capstar 7058	1041	Maloto		Gifts & Dona. .	-60,000 00
Martha O'Bryan Center						**-50,000.00**
11/24/2013	Capstar 7058	1028	Martha O'Bry...		Gifts & Dona...	-50,000.00
McCullum Theatre						**-7,145.00**
5/5/2013	Capstar 7058	1004	McCullum T...		Gifts & Dona..	-7,145.00
Nashville Cares						**-5,000.00**
12/2/2013	Capstar 7058	1059	Nashville Ca...		Gifts & Dona...	-5,000.00
Nashville Rescue Mission						**-50,000.00**
11/24/2013	Capstar 7058	1026	Nashville Re...		Gifts & Dona...	-50,000 00
Nashville Symphony						**-10,000.00**
4/5/2013	Pinnacle MM...	1540	Nashville Sy...	Spring Fun...	Gifts & Dona...	-10,000 00
Nashville Symphony Ball						**-2,500.00**
10/17/2013	Capstar 7058	1016	Nashville Sy...		Gifts & Dona...	-2,500 00
National MS Society Mid South Chapter						**-10,000.00**
11/30/2013	Capstar 7058	1043	National MS ...		Gifts & Dona ..	-10,000 00
National Resources Defense Council						**-20,000.00**
11/30/2013	Capstar 7058	1040	National Res...		Gifts & Dona...	-20,000.00
New York Abortion Access Fund						**-10,000.00**
11/30/2013	Capstar 7058	1051	New York Ab...		Gifts & Dona...	-10,000.00
Oasis Center						**-5,000.00**
12/2/2013	Capstar 7058	1060	Oasis Center		Gifts & Dona...	-5,000.00
Palm Springs Art Museum						**-5,000.00**
11/19/2013	Capstar 7058	1023	Palm Spring...		Gifts & Dona. .	-5,000.00
Planned Parenthood						**-20,000.00**
11/30/2013	Capstar 7058	1049	Planned Par...	JP Davis	Gifts & Dona. .	-10,000.00
7/22/2013	Pinnacle MM...	1541	Planned Par...	Card Memb...	Gifts & Dona...	-10,000 00
Renewal House						**-5,000.00**
12/2/2013	Capstar 7058	1057	Renewal Ho ..		Gifts & Dona...	-5,000 00
Room In The Inn						**-20,000.00**
11/24/2013	Capstar 7058	1030	Room In The...		Gifts & Dona. .	-20,000 00
Second Harvest Of Middle Tennessee						**-75,000.00**
12/2/2013	Capstar 7058	1061	Second Harv...		Gifts & Dona...	-75,000 00
Sexual Assault Center						**-50,000.00**
11/24/2013	Capstar 7058	1027	Sexual Assa...		Gifts & Dona. .	-50,000.00
Snow Leopard Trust						**-6,000.00**
11/30/2013	Capstar 7058	1039	Snow Leopa...		Gifts & Dona..	-6,000.00
Special Olympics Tennessee						**-5,250.00**
7/2/2013	Capstar 7058	1008	Special Oly ..		Gifts & Dona...	-5,250 00
Teach For America						**-10,000.00**
11/24/2013	Capstar 7058	1029	Teach For A...		Gifts & Dona...	-10,000 00
Tennessee Justice Center						**-500.00**
11/25/2013	Capstar 7058	1033	Tennessee J...		Gifts & Dona. .	-500.00
The DOE Fund						**-30,000.00**
11/30/2013	Capstar 7058	1037	The DOE Fu...		Gifts & Dona...	-30,000 00

Gifts & Donations:Charity - 2013

1/1/2013 through 12/31/2013

Date	Account	Num	Description	Memo	Category	Amount
The Imagine Project						**-2,000.00**
11/30/2013	Capstar 7058	1052	The Imagine ...		Gifts & Dona...	-2,000 00
The Women's Fund						**-2,500.00**
5/14/2013	Capstar 7058	1005	The Women'..		Gifts & Dona .	-2,500 00
The Women's Fund - Community Foundation						**-2,500.00**
11/30/2013	Capstar 7058	1044	The Women'...		Gifts & Dona...	-2,500 00
Thislte Farms & Magdalene						**-5,000.00**
12/2/2013	Capstar 7058	1058	Thislte Farm .		Gifts & Dona...	-5,000 00
TN Golf Foundation						**-5,000.00**
8/3/2013	Pinnacle MM...	1542	TN Golf Fou...	Screaming ..	Gifts & Dona...	-5,000.00
Tostan						**-20,000.00**
11/30/2013	Capstar 7058	1042	Tostan		Gifts & Dona...	-20,000 00
United Way Metro Nashville						**-102,993.75**
11/2/2013	Capstar 7058	1019	United Way ...		Gifts & Dona...	-2,993 75
11/24/2013	Capstar 7058	1024	United Way ..		Gifts & Dona...	-100,000.00
					OVERALL TOTAL	**-1,025,388.75**

THE MELKUS FAMILY FOUNDATION 62-1518285

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					164,239.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					41,133.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					32,022.	
		SHORT TERM CAPITAL GAINS - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VAR	12/31/2013
1,077,090.		651,366.					425,724.	
		LONG TERM CAPITAL GAINS SEE ATTACHED				P	VAR	VAR
277,509.		214,298.					63,211.	
		USONCOLOGY				P	VAR	12/27/2013
5,487.							5,487.	
TOTAL GAIN(LOSS)							731,816.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPSTAR	7,534.	7,534.
EQUITABLE TRUST	335.	335.
PINNACLE	80.	80.
FRANKLIN SYNERGY	2,890.	2,890.
CORE FIXED INCOME	6,327.	6,327.
DTC CRED OPPOR FUND	6,658.	6,658.
KKR AND CO	2,182.	2,182.
SHORT DURATION FIXED INCOME	2,271.	2,271.
DIVERSIFIED	8,909.	8,909.
TOTAL	37,186.	37,186.

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BROWN INVESTMENTS	308,242.	308,242.
EQUITABLE TRUST	22,446.	22,446.
GABELLI FUNDS	13,171.	12,937.
STATE STREET BANK	22,129.	22,129.
GARDNER LEWIS PTS	64,474.	64,474.
DTC OPPORTUNITY FUND	503.	503.
DTC EQUITY OPP CM TR	1,163.	1,163.
DTC INTERNATIONAL EQUITY CM TR	3,923.	3,923.
DTC SMALL MID US EQUITY TR	331.	331.
DTC CORE FIXED INC	1.	1.
DTC LARGE CAP COM TR	585.	585.
KKR	4,777.	4,777.
TOTAL	441,745.	441,511.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KKR PTS	581.	581.
DTC EQUITY OPPOR	113.	113.
DTC CREDIT OPPOR FUND	-735.	-735.
CAPSTAR	1,523.	1,523.
EQUITABLE TRUST	1,015.	1,015.
NONTAXABLE PARTNERSHIP INCOME	69,964.	
TOTALS	72,461.	2,497.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION		1,750.	875.		875.
	TOTALS	1,750.	875.		875.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
KKR PTS		247.	247.
GARDNER LEWIS PTS		48,260.	48,260.
	TOTALS	48,507.	48,507.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL INCOME TAX	17,598.	
FOREIGN TAX CREDIT	390.	390.
TOTALS	17,988.	390.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS	22,464.	22,464.
MANAGEMENT FEES	16,112.	16,112.
BANK CHARGES	50.	50.
MANAGEMENT FEES K-1	20,856.	20,856.
OTHER DEDUCTIONS K-1	11,095.	11,095.
TOTALS	70,577.	70,577.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US PHYSICAL THERAPY	12,930.	114,595.
US ONCOLOGY		
HEALTHSTREAM	108,185.	1,511,562.
EQUTABLE TRUST ACCOUNT	1,138,788.	1,192,165.
HCA HOLDINGS	1,302,067.	5,486,650.
UNITED HEALTH GROUP	1,234,526.	21,384,146.
MEDCO		
MGIC INVESTMENT CORP	493,979.	675,200.
ST JUDE MEDICAL	135,409.	334,530.
KKR & CO	153,102.	153,102.
SELECT MEDICAL HLGINGS	46,653.	87,075.
TOTALS	4,625,639.	30,939,025.

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ARDENT HEALTH SERVICES, LLC	1,245,598.	1,245,598.
GABELLI ABC FUND	1,083,573.	1,113,883.
GARDNER LEWIS FUND	2,412,312.	2,412,312.
CORE FIXED INCOME COMMON TR FD	131,549.	118,859.
DTC EQUITY OPPOR COMMON TR FD	100,706.	94,847.
INTL EQUITY COMMON TR FD	160,231.	168,795.
SHORT DUR FIXED INC COMM TR FD	61,392.	58,574.
SMALL/MID CAP US EQ COMM TR FD	45,079.	48,447.
DTC CREDIT OPPORTUNITY FUND	122,445.	120,265.
DTC LARGE CAP US EQUITY COMM T	132,251.	134,181.
ASTON RIVER ROAD INDEP VALUE	75,307.	73,083.
FPA CRESCENT FUND INST	39,035.	45,259.
GATEWAY FUND Y	54,119.	60,013.
JP MORGAN CHASE CAPITAL XVI	70,085.	80,364.
PIMCO ALL ASSET INST	72,846.	72,818.
UBS E-TRACS ALERIAN MLP	20,150.	20,239.
VANGUARD EMERGING MARKET	29,187.	29,099.
WHITEBOX TACTICAL OPPTY	41,595.	44,891.
AHS MEDICAL HOLDINGS	35,700.	35,700.
TOTALS	5,933,160.	5,977,227.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
TAPESTRY	6,000.	6,000.
K MELKUS	24,848.	24,848.
BOOK/TAX DIFFERENCES FROM K-1	6,395.	
TOTALS	37,243.	30,848.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
BOOK/TAX DIFFERENCES FROM K-1	
TOTALS	

THE MELKUS FAMILY FOUNDATION 62-1518285

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION
KENNETH J. MELKUS 26 CASTLEWOOD COURT NASHVILLE, TN 37215	PRESIDENT
BARBARA L. MELKUS 26 CASTLEWOOD COURT NASHVILLE, TN 37215	SECRETARY
LAUREN E. MELKUS 2 FIFTH AVE. APT11P NEW YORK, NY 10011	TREASURER

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED NASHVILLE, TN 37205		FURTHER EXEMPT PURPOSES OF ORGANIZATION	1,025,389.
		TOTAL CONTRIBUTIONS PAID	1,025,389.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP BOOK/TAX DIFFERENCES			01		69,964.
NON-TAXABLE DIVIDENDS			01		234.
TOTALS					70,198.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
THE MELKUS FAMILY FOUNDATION	62-1518285

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	1,077,090.	651,366.		425,724.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	164,239.
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶	7	589,963.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked	5,487.			5,487.
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	277,509.	214,298.		63,211.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	12	41,133.
13 Capital gain distributions	13	32,022.
14 Gain from Form 4797, Part I	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶	16	141,853.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

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Part III	**Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		**(1)** Beneficiaries' (see instr)	**(2)** Estate's or trust's	**(3)** Total
17	**Net short-term gain or (loss)**	17			589,963.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			141,853.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			731,816.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 19, column (3) **or** b $3,000 . . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 18b, col (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24 If zero or less, enter -0-			26			
27	Subtract line 26 from line 21 If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33 If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** ***www.irs.gov/form8949.***

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	**Social security number or taxpayer identification number**
THE MELKUS FAMILY FOUNDATION	62-1518285

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
SHORT TERM CAPITAL GAINS - SEE ATTACHE	VAR	12/31/2013	1,077,090.	651,366.			425,724.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			1,077,090.	651,366.			425,724.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions.

Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THE MELKUS FAMILY FOUNDATION	62-1518285

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☒ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1 **(a)** Description of property (Example 100 sh XYZ Co)	**(b)** Date acquired (Mo , day, yr)	**(c)** Date sold or disposed (Mo , day, yr)	**(d)** Proceeds (sales price) (see instructions)	**(e)** Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions** **(f)** Code(s) from instructions	 **(g)** Amount of adjustment	**(h)** **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
USONCOLOGY	VAR	12/27/2013	5,487.				5,487.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			5,487.				5,487.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Form **8949** (2013)

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Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THE MELKUS FAMILY FOUNDATION	62-1518285

Most brokers issue their own substitute statement instead of using Form 1099-B They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS Brokers are required to report basis to the IRS for most stock you bought in 2011 or later

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions)

You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
LONG TERM CAPITAL GAIN SEE ATTACHED	VAR	VAR	277,509.	214,298.			63,211.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			277,509.	214,298.			63,211.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

Capital Gains - Last year

1/1/2013 through 12/31/2013

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
Brown Investment XX2274	HCA HOLDINGS INC	5,000.000	5/31/2013	12/26/2013	233,308.21	56,611 58	176,696.63
Brown Investment XX2274	HCA HOLDINGS INC	5,000.000	5/31/2013	12/30/2013	235,041 41	56,611.58	178,429 83
Diversified Trust - State St...	JP Morgan Chase Capital XVI	181.000	1/8/2014	2/27/2013	7,778.54	6,783 57	994.97
Diversified Trust - State St...	Vanguard Dividend Appreciat...	36.000	1/8/2014	2/27/2013	2,303.45	1,911.16	392.29
Diversified Trust - State St...	Gateway Fund Y.	367.130	1/8/2014	11/1/2013	10,500.00	9,512.33	987.67
Diversified Trust - State St...	PIMCO All Asset Inst	1,472.250	1/8/2014	11/1/2013	18,300.00	17,777.18	522 82
Diversified Trust - State St...	Vanguard Dividend Appreciat...	1,744.000	1/8/2014	11/7/2013	126,728.86	92,584.84	34,144.02
Equitable Trust Brokerage	Simon Property Group LP Bo...	25,000.000	12/31/2012	3/4/2013	25,000.00	25,725.25	-725 25
Equitable Trust Brokerage	Permanent Portfolio	1,021.450	12/31/2012	3/18/2013	50,000.00	40,121 91	9,878.09
Equitable Trust Brokerage	Permanent Portfolio	2,061 423	12/31/2012	5/2/2013	98,185.58	80,971 40	17,214.18
Equitable Trust Brokerage	Permanent Portfolio	1,645.765	12/31/2012	7/25/2013	76,610.36	64,644.61	11,965.75
Equitable Trust Brokerage	First Eagle Gold Instl	1,142.631	12/31/2012	9/18/2013	19,813.22	34,993.80	-15,180 58
Equitable Trust Brokerage	First Eagle Gold Instl	866 176	3/8/2013	9/18/2013	15,019 49	20,000.00	-4,980 51
Equitable Trust Brokerage	TFS Market Neutral	8,174.387	12/31/2012	9/18/2013	128,501.36	120,000.00	8,501.36
Equitable Trust Brokerage	BlackRock Global Div Inc Instl	2,493.766	12/31/2012	12/30/2013	30,000 00	23,117.21	6,882.79
TOTAL SHORT TERM					**1,077,090.48**	**651,366.42**	**425,724.06**
LONG TERM							
Brown Investment XX2274	Calpine Corp	463 000	9/13/2011	9/25/2013	9,110.10	0.00	9,110 10
Brown Investment XX2274	Express Scripts Hldg	1,620.000	9/13/2005	9/25/2013	102,303 48	53,670.00	48,633.48
Brown Investment XX2274	SELECT MEDICAL HOLDIN...	2,500.000	11/17/2010	9/25/2013	20,195.35	15,551 13	4,644.22
Diversified Trust - State St...	DTC Equity Opportunity Fund	812 240	1/1/2012	1/2/2013	9,500.00	10,478 48	-978 48
Diversified Trust - State St...	DTC Equity Opportunity Fund	139.640	1/1/2012	3/1/2013	1,700.00	1,801.46	-101.46
Diversified Trust - State St...	DTC International Equity	48.610	1/1/2012	3/1/2013	1,200 00	1,120.81	79.19
Diversified Trust - State St...	DTC Short Duration	4,158.070	1/1/2012	3/1/2013	28,000.00	28,170.72	-170 72
Diversified Trust - State St...	DTC Small Mid Cap US Equity	12.920	1/1/2012	3/1/2013	500.00	467 88	32.12
Diversified Trust - State St...	DTC Core Fixed Income	4,012.060	1/1/2012	11/1/2013	38,600.00	40,439.99	-1,839 99
Diversified Trust - State St ..	DTC Short Duration	2,848.360	1/1/2012	11/1/2013	18,900.00	19,297.50	-397 50
Diversified Trust - State St...	DTC Credit Opportuntiy Fund	2,771.500	1/1/2012	12/1/2013	40,000.00	36,751 06	3,248.94
Diversified Trust - State St...	DTC Equity Opportunity Fund	306.850	1/1/2012	12/1/2013	4,000.00	3,958.59	41.41
Diversified Trust - State St...	DTC Small Mid Cap US Equity	71.530	1/1/2012	12/1/2013	3,500.00	2,590.38	909.62
TOTAL LONG TERM					**277,508.93**	**214,298.00**	**63,210.93**
OVERALL TOTAL					**1,354,599.41**	**865,664.42**	**488,934.99**