



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service► Do not enter Social Security numbers on this form as it may be made public.
► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation

NADINE L. BAUM CHARITABLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 1327

Room/suite

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

FAYETTEVILLE AR 72702-1327

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 935,635 (Part I, column (d) must be on cash basis)

J Accounting method Cash Accrual

Other (specify)

A Employer identification number

71-6156274

B Telephone number (see instructions)

479-575-1124

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►
2. Foreign organizations meeting the 85% test, check here and attach computation ►

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

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		16,536	16,536		
4 Dividends and interest from securities		9,358	9,358		
5a Gross rents					
b Net rental income or (loss)		65,787			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	68,116				
7 Capital gain net income (from Part IV, line 2)			65,787		
8 Net short-term capital gain				0	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		91,681	91,681	0	
Revenue	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)		1,475	1,475		
c Other professional fees (attach schedule)		11,106	11,106		
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses.					
Add lines 13 through 23		12,581	12,581	0	0
25 Contributions, gifts, grants paid	See Statement 3	44,000			44,000
26 Total expenses and disbursements. Add lines 24 and 25		56,581	12,581	0	44,000
27 Subtract line 26 from line 12:		35,100			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			79,100		
c Adjusted net income (if negative, enter -0-)				0	

Assets	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
	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		11,762	12,402	12,402
	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 (att. schedule) ►		0		
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule) Stmt 4		302	286	327
	b Investments – corporate stock (attach schedule) See Stmt 5		375,001	357,276	479,722
	c Investments – corporate bonds (attach schedule) See Stmt 6		366,898	419,568	443,184
	11 Investments – land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch.) ►				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation (attach sch.) ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see the instructions Also, see page 1, item I)		753,963	789,532	935,635
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 ►) See Statement 7)		161	371	
	23 Total liabilities (add lines 17 through 22)		161	371	
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		1,116	1,116	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds		752,686	788,045	
	30 Total net assets or fund balances (see instructions)		753,802	789,161	
	31 Total liabilities and net assets/fund balances (see instructions)		753,963	789,532	

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	753,802
2 Enter amount from Part I, line 27a	2	35,100
3 Other increases not included in line 2 (itemize) ► See Statement 8	3	1,050
4 Add lines 1, 2, and 3	4	789,952
5 Decreases not included in line 2 (itemize) ► See Statement 9	5	791
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	789,161

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 Worksheet					
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	65,787	
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	-523	

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

 Yes No

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

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	42,729	837,618	0.051013
2011	39,698	824,338	0.048157
2010	24,150	799,741	0.030197
2009	34,500	737,224	0.046797
2008	37,050	822,574	0.045042
2 Total of line 1, column (d)			2 0.221206
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 0.044241
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 870,424
5 Multiply line 4 by line 3			5 38,508
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 791
7 Add lines 5 and 6			7 39,299
8 Enter qualifying distributions from Part XII, line 4			8 44,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)	1	791
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	791
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	791
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	420
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	420
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	371
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

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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	1b	X
1c	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) ►		
AR			
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)

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 ► **NONE**14 The books are in care of ► **ROGER BRYLES**
PO BOX 1327Telephone no ► **479-575-1124**

AR

ZIP+4 ► **72702-1327**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?

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

	Yes	No
16	<input type="checkbox"/>	X

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

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

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)? N/A **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? N/A **1c**

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? Yes No
If "Yes," list the years ► **20 20 20 20**

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A **2b**

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► **20 20 20 20** N/A **3b**

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) N/A **4a**

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? N/A **4b**

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? N/A **4b**

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))?
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)
- (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
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

N/A Yes No

5b

►

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?

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?

<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?

N/A

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
APRIL SHY PO BOX 1327	FAYETTEVILLE AR 72702-1327	DIRECTOR 0.50	0	0
DONNA HAYDEN LYLES PO BOX 1327	FAYETTEVILLE AR 72702-1327	DIRECTOR 0.50	0	0
TOM JONES PO BOX 1327	FAYETTEVILLE AR 72702-1327	DIRECTOR 0.50	0	0
ROGER BRYLES PO BOX 1327	FAYETTEVILLE AR 72702-1327	TRUST OFFICE 0.50	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

► 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 ►**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 N/A**2**

All other program-related investments. See instructions

3**Total. Add lines 1 through 3 ►**Form **990-PF** (2013)

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	876,740
b	Average of monthly cash balances	1b	6,939
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	883,679
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	883,679
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	13,255
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	870,424
6	Minimum investment return. Enter 5% of line 5	6	43,521

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	43,521
2a	Tax on investment income for 2013 from Part VI, line 5	2a	791
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	791
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,730
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	42,730
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	42,730

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	44,000
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1b	
b	Program-related investments – total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the:	3b	
a	Suitability test (prior IRS approval required)	4	44,000
b	Cash distribution test (attach the required schedule)	5	791
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	43,209
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				42,730
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years: 20_____, 20_____, 20_____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	1,670	1,670		
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 44,000				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				42,730
e Remaining amount distributed out of corpus	1,270	1,270		
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:		2,940		
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		2,940		
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	1,670			
e Excess from 2013	1,270			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE.

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
ROGER BRYLES 479-575-1124

ARREST BANK FAYETTEVILLE AR 72702-1327

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

**THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND
NO SPECIFIC FORMAT REQUIRED**

c. Any submission deadlines:

MAY 31 AND NOVEMBER 30 FOR CALENDAR YEAR DISTRIBUTIONS

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

RECIPIENTS MUST BE IRC SEC 501(C)(3) OR PUBLIC CHARITIES

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 Statement 10				44,000
Total			► 3a	44,000
b Approved for future payment N/A				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,536	
4 Dividends and interest from securities			14	9,358	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					65,787
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		25,894	65,787
13 Total. Add line 12, columns (b), (d), and (e)			13		91,681

(See worksheet in line 13 instructions to verify calculations)

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

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

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

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

- b Other transactions**
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

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

► Royuk. Boyles - Trust officer | 5-14-14
Signature of officer or trustee ARVEST BANK Date

TRUST OFFICER ARREST

Paid Preparer Use Only	Print/Type preparer's name CAMILLE E. GOLLON	Preparer's signature <i>Camille E. Gollon</i>	Date 05/09/14	Check <input type="checkbox"/> if self-employed
	Firm's name ► GOLLON & CHARRON, CPAS, PA	PTIN P00076743	Firm's EIN ► 71-0800571	Phone no 479-521-0451
	Firm's address ► 64 W COLT SQUARE DR FAYETTEVILLE, AR 72703-2813			

Capital Gains and Losses for Tax on Investment Income

Form 990-PF

2013

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

Name

Employer Identification Number

NADINE L. BAUM CHARITABLE FOUNDATION

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
(1) ABG EQUITY FD		P	Various	11/01/13
(2) ABG EQ FD CTF		P	Various	12/31/13
(3) ABG BOND FD		P	Various	12/31/13
(4) ABG EQUITY FD		P	Various	12/23/13
(5) ABG EQUITY FD		P	Various	12/31/13
(6) ABG BOND FD		P	Various	12/31/13
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

(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)
(1) 193			193
(2) 490			490
(3)		1,206	-1,206
(4) 19,878			19,878
(5) 47,555			47,555
(6)		1,123	-1,123
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)			193
(2)			490
(3)			-1,206
(4)			19,878
(5)			47,555
(6)			-1,123
(7)			
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION
71-6156274
FYE: 12/31/2013

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	\$ 1,475	\$ 1,475	\$ 0	\$ 0
Total	\$ 1,475	\$ 1,475	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TRUSTEE FEES	\$ 11,106	\$ 11,106	\$ 0	\$ 0
Total	\$ 11,106	\$ 11,106	\$ 0	\$ 0

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION
71-6156274
FYE: 12/31/2013

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 25 - Noncash Contributions, Gifts, Grants

Amount	Noncash Description	FMV Explanation	Book Value Amount	Book Value Explanation	Date
2,500					8/07/13
1,500					8/07/13
2,000					2/12/13
1,500					2/12/13
2,000					2/13/13
1,500					8/07/13
2,000					2/13/13
2,500					8/07/13
2,000					2/05/13
1,500					8/07/13
2,000					8/07/13
2,000					2/12/13
2,000					8/07/13
2,000					2/05/13
2,000					8/07/13
2,500					8/07/13
1,500					8/07/13
2,000					2/05/13
2,000					2/05/13
2,000					8/07/13
2,000					8/07/13
2,500					8/07/13
1,500					8/07/13
3,500					8/07/13
1,500					2/05/13
1,500					2/05/13
2,000					2/05/13
1,500					8/07/13
1,500					8/07/13
1,500					8/07/13
1,500					8/07/13

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
FHLMC	\$ 302	\$ 286	Cost	\$ 327
Total	\$ 302	\$ 286		\$ 327

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION
71-6156274
FYE: 12/31/2013

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ABG EQUITY FUND	\$ 375,001	\$ 357,276	Cost	\$ 479,722
Total	\$ 375,001	\$ 357,276		\$ 479,722

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ABG BOND FUND	\$ 366,898	\$ 419,568	Cost	\$ 443,184
Total	\$ 366,898	\$ 419,568		\$ 443,184

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION
 71-6156274
 FYE: 12/31/2013

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
INCOME TAX PAYABLE	\$ 161	\$ 371
Total	\$ 161	\$ 371

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
CURRENT YEAR CORRECTION TO COST	\$ 1,050
Total	\$ 1,050

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
2013 TAX ON INVESTMENT INCOME	\$ 791
Total	\$ 791

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

Name of Manager	Amount
NONE	\$
Total	\$ 0

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	\$
Total	\$ 0

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
NO SPECIFIC FORMAT REQUIRED

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
MAY 31 AND NOVEMBER 30 FOR CALENDAR YEAR DISTRIBUTIONS

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION

71-6156274

Federal Statements

FYE: 12/31/2013

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

RECIPIENTS MUST BE IRC SEC 501(C) (3) OR PUBLIC CHARITIES

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION
71-6156274
FYE: 12/31/2013

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name	Address	Relationship	Status	Purpose	Amount
ARKANSAS CHILDREN'S HOSPITAL FDN	PO BOX 8786			EQUIPMENT	2,500
FAYETTEVILLE AR 72703	NONE			EQUIPMENT	
ART EXPERIENCE, INC	641 MARTIN LUTHER KING JR			PROGRAM	1,500
FAYETTEVILLE AR 72704	NONE			PROGRAM	
BAPTIST HEALTH FOUNDATION	9601 INTERSTATE 630, EXIT 7			SCHOLARSHIP	2,000
LITTLE ROCK AR 72205	NONE			SCHOLARSHIP	
BENTON COUNTY SUNSHINE SCHOOL	3400 WOODS LANE			PROGRAM	
ROGERS AR 72756	NONE			PROGRAM	1,500
BIG BROTHERS BIG SISTERS NW AR	130 E POPLAR SUITE C			PROGRAM	
FAYETTEVILLE AR 72703	NONE			PROGRAM	2,000
CHILDREN'S ADVOCACY CTR BENTON CTY	2113 LITTLE FLOCK DR			PROGRAM	
ROGERS AR 72756	NONE			PROGRAM	1,500
COMMUNITY CREATIVE CENTER	505 W SPRING STREET			PROGRAM	
FAYETTEVILLE AR 72701	NONE			PROGRAM	2,000
ELIZABETH RICHARDSON CTR	3917 S OLD MISSOURI RD			EQUIPMENT	
SPRINGDALE AR 72764	NONE			EQUIPMENT	2,500
FAYETTEVILLE PUBLIC EDUC FDN	PO BOX 571			PROGRAM	
FAYETTEVILLE AR 72702	NONE			PROGRAM	2,000
JOHN BROWN UNIVERSITY	401 W MOUNTAIN			SCHOLARSHIP	
FAYETTEVILLE AR 72701	NONE			SCHOLARSHIP	1,500
LOVING CHOICES	275 S DUNCAN AVE				
FAYETTEVILLE AR 72701	NONE			EQUIPMENT	2,000
MASHBURN SCHOLARSHIP FDN	1765 N COLLEGE AVE, STE 9			SCHOLARSHIP	
FAYETTEVILLE AR 72703	NONE			SCHOLARSHIP	2,000
NWA FOOD BANK	1378 JUNE SELF DR			PROGRAM	
BETHEL HEIGHTS AR 72764	NONE			PROGRAM	2,000
NWA FREE HEALTH CENTER	1100 N WOOLSEY AVE			PROGRAM	
FAYETTEVILLE AR 72703	NONE			PROGRAM	2,000
OZARK GUIDANCE FOUNDATION	PO BOX 6430			PROGRAM	
SPRINGDALE AR 72766	NONE			PROGRAM	2,500
PEACE AT HOME FAMILY SHELTER	PO BOX 10946			PROGRAM	
FAYETTEVILLE AR 72703	NONE			PROGRAM	1,500
SINGLE PARENT OF NW ARKANSAS	601 W DICKSON ST #2			SCHOLARSHIP	
FAYETTEVILLE AR 72701	NONE			SCHOLARSHIP	3,500

BAUMFDN NADINE L.BAUM CHARITABLE FOUNDATION
71-6156274
FYE: 12/31/2013

Federal Statements

**Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the
Year (continued)**

Name	Address	Relationship	Status	Purpose	Amount
SYMPHONY OF NW AR (SONA)		PO BOX	1243	PROGRAM	1,500
FAYETTEVILLE AR 72702	NONE	PO BOX	4188	SCHOLARSHIP	1,500
THEATRE SQUARED					
FAYETTEVILLE AR 72701	NONE				
UNIV OF ARKANSAS FORT SMITH FDN		5210 GRAND AVENUE		SCHOLARSHIP	2,000
FORT SMITH AR 72913	NONE				
WAGGONER AREA NEIGHBORS		PO BOX	993	PROGRAM	1,500
WAGGONER OK 74477	NONE				
WALTON ARTS CENTER		PO BOX	3547	PROGRAM	1,500
FAYETTEVILLE AR 72702	NONE				
YOUTH BRIDGE		2153 JOYCE ST, STE 201		PROGRAM	1,500
FAYETTEVILLE AR 72703	NONE				
Total					<u>44,000</u>