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

OMB No. 1545-0052

2013Department 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.

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

Name of foundation LESLIE POWELL TRUST		A Employer identification number 73-6206326
Number and street (or P.O. box number if mail is not delivered to street address) 1525 MAGNOLIA-C/O LISA SUMMERS, CPA		B Telephone number (see the instructions) (405) 321-2152
City or town, state or province, country, and ZIP or foreign postal code NORMAN OK 73072		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply.		D 1 Foreign organizations, check here. <input type="checkbox"/>
<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		2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,533,742.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

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 (att sch)				
	2 <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	3.	3.	3.	
	4 Dividends and interest from securities	63,694.	63,694.	63,694.	
	5 a Gross rents	14.	14.	14.	
	b Net rental income or (loss)				
	6 a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		46,506.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt	-9,151.	-9,151.	-9,151.		
12 Total. Add lines 1 through 11.	54,560.	101,066.	54,560.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,640.	1,640.	1,640.	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Depreciation (attach schedule) (see instructions)	831.	831.	395.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	See Line 23 Stmt	1,083.	14,257.	2,183.	
	24 Total operating and administrative expenses. Add lines 13 through 23	3,554.	16,728.	4,218.	
25 Contributions, gifts, grants paid	72,000.			72,000.	
26 Total expenses and disbursements. Add lines 24 and 25	75,554.	16,728.	4,218.	72,000.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-20,994.				
b Net investment income (if negative, enter -0-)		84,338.			
c Adjusted net income (if negative, enter -0-)			50,342.		

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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
A S S E T S	1 Cash — non-interest-bearing	2,638.	708.	708.
	2 Savings and temporary cash investments	27,754.	77,249.	77,249.
	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 sch)			
	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)	1,120,678.	479,862.	587,884.
	c Investments — corporate bonds (attach schedule)	214,394.	122,776.	135,079.
	11 Investments — land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule)		698,515.	732,327.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)				
15 Other assets (describe ACCRUED INTEREST)	1,803.	495.	495.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	1,367,267.	1,379,605.	1,533,742.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses	0.	0.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S F U N D B A L A N C E S	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. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,367,267.	1,379,605.	
	30 Total net assets or fund balances (see instructions)	1,367,267.	1,379,605.	
31 Total liabilities and net assets/fund balances (see instructions)	1,367,267.	1,379,605.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,367,267.
2 Enter amount from Part I, line 27a	2	-20,994.
3 Other increases not included in line 2 (itemize) <u>See Other Increases Stmt</u>	3	46,507.
4 Add lines 1, 2, and 3	4	1,392,780.
5 Decreases not included in line 2 (itemize) <u>See Other Decreases Stmt</u>	5	13,175.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,379,605.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE LISTING ATTACHED-SHORT TERM	P	Various	Various
b	SEE LISTING ATTACHED-LONG TERM	P	Various	Various
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 54,840.		55,523.	-683.
b 593,258.		546,069.	47,189.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-683.
b 0.	0.	0.	47,189.
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	46,506.
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 (column (b) divided by column (c))
2012	77,369.	1,370,091.	0.056470
2011	66,000.	1,296,935.	0.050889
2010	78,807.	1,304,017.	0.060434
2009	71,482.	1,183,883.	0.060379
2008	71,429.	1,391,201.	0.051343
2 Total of line 1, column (d)			2 0.279515
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 0.055903
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 1,448,534.
5 Multiply line 4 by line 3			5 80,977.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 843.
7 Add lines 5 and 6			7 81,820.
8 Enter qualifying distributions from Part XII, line 4			8 72,000.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,687.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,687.
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	1,687.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	632.	
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	632.	
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	1,055.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be credited to 2014 estimated tax	11	0.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designee) of each state as required by General Instruction G? If 'No,' attach explanation	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		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		X
Website address N/A				
14	The books are in care of LISA SUMMERS, CPA Telephone no. (405) 321-2152			
	Located at 1525 MAGNOLIA NORMAN OK ZIP + 4 73072			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country			X

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

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

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

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

5 a 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)?

5 b

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).

6 a 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?

6 b

If 'Yes' to 6b, file Form 8870.

X

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TOM SUTHERLIN 154 NW 36TH LAWTON OK 73505	TRUSTEE 2.00	0.	0.	0.
ROBERT ROSS 513 SW "C" AVENUE LAWTON OK 73501	TRUSTEE 2.00	0.	0.	0.
ALAN JOLLY 8414 SW WILLOW LAWTON OK 73507	TRUSTEE 2.00	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

None

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 None

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	None

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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	1 a	1,418,091.
b	Average of monthly cash balances	1 b	52,502.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,470,593.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,470,593.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	22,059.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,448,534.
6	Minimum investment return. Enter 5% of line 5	6	72,427.

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	72,427.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	1,687.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,687.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	70,740.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	70,740.
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	70,740.

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	1 a	72,000.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,000.
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	72,000.

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				70,740.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			14,602.	
b Total for prior years. 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 0.				
b From 2009 0.				
c From 2010 0.				
d From 2011 0.				
e From 2012 0.				
f Total of lines 3a through e 0.				
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 72,000.				
a Applied to 2012, but not more than line 2a			14,602.	
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				57,398.
e Remaining amount distributed out of corpus 0.				
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 0.				
b Prior years' undistributed income. Subtract line 4b from line 2b 0.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions 0.				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions. 0.				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 13,342.				
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) 0.				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 0.				
10 Analysis of line 9				
a Excess from 2009 0.				
b Excess from 2010 0.				
c Excess from 2011 0.				
d Excess from 2012 0.				
e Excess from 2013 0.				

BAA

Form 990-PF (2013)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a 'Assets' alternative test — enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.**a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
LESLIE POWELL FOUNDATION 716 "D" AVENUE LAWTON OK 73501		PRIVATE OPERATING FOUNDATION	REQUIRED BY THE GOVERNING INSTRUMENT	72,000.
Total				72,000.
b Approved for future payment				
LESLIE POWELL FOUNDATION 706 "D" AVENUE LAWTON OK 73501	NONE	PRIVATE OPERATING FOUNDATION	AS REQUIRED BY GOVERNING INSTRUMENT ALL DISTRIBUTABLE 2012 INCOME WILL BE DISTRIBUTED	72,000.
Total				72,000.

Form **990-W**

OMB No. 1545-0076

(Worksheet)

Department of the Treasury
Internal Revenue Service**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

2014

1 Unrelated business taxable income expected in the tax year	1	
2 Tax on the amount on line 1. See instructions for tax computation	2	
3 Alternative minimum tax (see instructions)	3	
4 Total. Add lines 2 and 3	4	
5 Estimated tax credits (see instructions)	5	
6 Subtract line 5 from line 4	6	
7 Other taxes (see instructions)	7	
8 Total. Add lines 6 and 7	8	
9 Credit for federal tax paid on fuels (see instructions)	9	
10a Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	1,687.
b Enter the tax shown on the 2013 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	1,687.
c 2014 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	1,687.

		(a)	(b)	(c)	(d)
11 Installment due dates (see instructions)	11	05/15/14	06/16/14	09/15/14	12/15/14
12 Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a 'large organization' (see instructions)	12	422.	422.	422.	422.
13 2013 Overpayment. (see instructions)	13	0.	0.	0.	0.
14 Payment due. (Subtract line 13 from line 12)	14	422.	422.	422.	422.

BAA For Paperwork Reduction Act Notice, see instructions.

Form 990-W (2014)

Form 990-PF, Page 1, Part I, Line 11
Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
K-1 ORDINARY INCOME	-6,907.	-6,907.	-6,907.
SALE OF FRAC SH	0.	0.	0.
INTEREST PURCHASED	-2,188.	-2,188.	-2,188.
SEC 1231 GAIN	-56.	-56.	-56.
Total	<u>-9,151.</u>	<u>-9,151.</u>	<u>-9,151.</u>

Form 990-PF, Page 1, Part I, Line 18
Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FED EXCISE TAX	436.	436.		
FOREIGN TAX PAID	395.	395.	395.	
Total	<u>831.</u>	<u>831.</u>	<u>395.</u>	

Form 990-PF, Page 1, Part I, Line 23
Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
BROKER CHARGES	0.	13,175.	1,115.	
INSURANCE	1,068.	1,068.	1,068.	
MISC	14.	14.		
ADJUSTMENT DUE TO ROUNDING	1.	0.	0.	
Total	<u>1,083.</u>	<u>14,257.</u>	<u>2,183.</u>	

Form 990-PF, Page 2, Part III, Line 3
Other Increases Stmt

CAPITAL GAINS NOT INCL IN COL A	46,507.
SALE OF FRAC SHARES	0.
Total	<u>46,507.</u>

Form 990-PF, Page 2, Part III, Line 5
Other Decreases Stmt

CAPITAL LOSS NOT INCLUDED COL A	0.
BROKER CHARGES	13,175.
ADJUSTMENT FOR ROUNDING	0.
Total	<u>13,175.</u>

ATTACHMENT 2013 FORM 990PF
73-6206326

DESCRIPTION	# SHARES	PURCHASE DATE	BASIS 12/31/2013	MARKET VALUE \$
ACCRUED INTEREST			\$ 494.57	\$ 494.57
EQUITIES				
ABBOTT LABORATORIES	261	VAR 11	\$ 6,638.66	\$ 10,004.13
ALTERIA GROUP INC	1110	2/1/2011	\$ 9,074.64	\$ 13,820.40
APPLE INC	37	VAR 09 & 10	\$ 4,443.34	\$ 20,757.74
ASTRAZENECA	70	VAR 07	\$ 3,458.31	\$ 4,155.90
BANK NEW YORK MELLON CORP	115	VAR 07-08	\$ 5,277.42	\$ 4,018.10
BOARDWALK PIPELINE PTNRS	638	12/2/2010	\$ 11,755.53	\$ 16,281.76
CARREFOUR SA	455	VAR 09-11	\$ 3,956.93	\$ 3,578.58
CHEVRON CORP NEW	35	3/18/2010	\$ 2,615.77	\$ 4,371.85
CHUBB CORP	101	VAR 06	\$ 4,903.70	\$ 9,759.63
CONOCOPHILLIPS	56	VAR 06-09	\$ 2,906.78	\$ 3,956.40
CVR PARTNERS LP COM	1000	4/28/2011	\$ 14,186.71	\$ 16,460.00
DCP MIDSTREAM PARTNERS LP	500	12/23/2010	\$ 15,273.11	\$ 25,175.00
DEUTSCHE TELEKOM AG	315	VAR 01-06	\$ 5,831.79	\$ 5,395.32
ENI ADR EACH REP 2	100	VAR 09-10	\$ 4,649.68	\$ 4,849.00
EXPEDITORS INTL WASH INC	172	VAR-10	\$ 7,489.72	\$ 7,611.00
EXXON MOBIL CORP	61	VAR 07/08	\$ 5,501.12	\$ 6,173.20
ORANGE ADR (FRMLY FRANCE TELI	212	VAR 06-10	\$ 4,434.02	\$ 2,618.20
GENERAL ELECTRIC	795	VAR 08-11	\$ 12,629.46	\$ 22,283.85
GLAXOSMITHKLINE	115	VAR 02-04	\$ 5,322.61	\$ 6,139.85
CRESTWOOD (FRMLY INERGY)	1300	12/20/2010	\$ 30,249.79	\$ 31,942.29
INTEL CORP	170	VAR 08	\$ 2,685.21	\$ 4,412.35
I SHARES TR MSCI EAFE INDEX FD	1400	6/6/2011	\$ 82,738.16	\$ 93,933.00
ISHARES TR MSCI EMERGING MKTS	510	6/6/2011	\$ 24,390.30	\$ 21,315.45
JOHNSON CTLS INC	266	VAR 07-10	\$ 9,230.73	\$ 13,645.80
KONINKLUKE AHOLD NVE NEW AD	264	VAR 02 & 03	\$ 1,802.23	\$ 4,747.25
MARKS & SPENCER GROUP SPON A	55	VAR 03-08	\$ 3,304.99	\$ 3,654.15
MASCO CORP	155	VAR 03-08	\$ 2,489.23	\$ 3,529.35
MCDONALDS CORP	57	11/22/2006	\$ 2,393.43	\$ 5,530.71
MERCK & CO INC NEW COM	63	5/19/2008	\$ 1,616.31	\$ 3,153.15
METLIFE INC COM	123	VAR 08	\$ 7,084.71	\$ 6,632.16
MICROSOFT CORP	499	VAR 04-11	\$ 10,537.25	\$ 16,797.09

MS&AD INS GP HLDGS ADR	10	11/29/2006	\$	4,164.89	\$	2,819.25
NATIONAL GRID NEW ADR EACH RI	338	3/3/2011	\$	16,393.91	\$	22,078.16
NIPPON TEL & TEL CORP SPONS	225	6/15/2007	\$	5,102.61	\$	6,084.00
PEPSICO INC	61	8/19/2008	\$	4,261.26	\$	5,059.34
PFIZER INC.	519	VAR 04-11	\$	11,260.60	\$	15,896.97
PG & E CORP	135	VAR 10	\$	5,717.86	\$	5,437.80
PIMCO CORPORATE OPPORTUNITY	1500	VAR 10	\$	29,214.25	\$	25,890.00
PNC FINL SVCS GROUP	94	VAR 08-09	\$	6,492.97	\$	7,292.52
QUALCOMM INC.	456	VAR 08-10	\$	4,853.61	\$	9,132.75
SAINSBURY (J) ADR EA REP	100	4/1/2011	\$	2,368.57	\$	2,418.10
SANOFI SPONSORED ADR	120	VAR 06	\$	5,153.24	\$	6,435.60
SCHWAB CHARLES CORP NEW	645	VAR 08-10	\$	12,576.81	\$	16,770.00
SUMITOMO MITSUI FINANCIAL GR	287	VAR 07	\$	4,303.59	\$	3,010.63
SUPERVALU INC	72	VAR 06-08	\$	2,154.96	\$	524.88
SUBURBAN PROPANE PTNRS	140		\$	7,996.24	\$	6,566.00
SYSCO CORP	452	4/8/2011	\$	13,183.95	\$	16,317.20
TAKEDA PHARMACEUTICAL CO LTD	85	VAR 11	\$	2,067.46	\$	1,951.01
TELECOM ITALIA SPA SPONS ADR	355	VAR 03-10	\$	9,230.96	\$	3,535.80
TEVA PHARMACEUTICAL INDUSTRI	73	VAR 09-10	\$	4,093.49	\$	2,925.84
TOKIO MARINE HOLDINGS INC ADF	95	VAR 98-02	\$	1,692.44	\$	3,175.85
TOTAL ADR EACH REP	85	VAR 10	\$	4,617.15	\$	5,207.95
UNITED TECHNOLOGIES CORP	84	6/20/2008	\$	5,778.93	\$	9,559.20
WILLIAMS PARTNERS LP COM	200	11/18/2010	\$	6,214.09	\$	10,172.00
XEROX	240	VAR 01 & 09	\$	2,096.22	\$	2,920.80
 SUBTOTAL EQUITIES			\$	479,861.70	\$	587,884.31

FIXED INCOME

GENWORTH FINANCIAL INC	50000	5/20/2010	\$	50,159.10	\$	56,870.50
HANESBRANDS INC. SR 6.375%	50000	3/24/2012	\$	51,389.76	\$	54,625.00
LLOYDS TSB BANK PLC NOTE	20000	3/25/2011	\$	21,227.37	\$	23,583.80
 SUBTOTAL FIXED INCOME			\$	122,776.23	\$	135,079.30

MUTUAL FUNDS

BERWYN FD INC DISCRETION	1096.178	6/27/2012	\$	37,015.00	\$	43,496.34
BROWN CAPITAL MGT SMALL CO	629.555	6/27/2012	\$	34,515.00	\$	46,656.32
FIDELITY ADV-NEW INSIGHTS	2606.975	3/15/2013	\$	66,840.92	\$	69,762.65
DOUBLELINE TOTAL RET BND FND	5425.129	8/28/2013	\$	59,350.34	\$	58,482.89
ING REAL ESTATE FUND	1889.365	VAR 11	\$	33,045.00	\$	36,899.30
INVESCO GLOBAL REAL ESTATE	3415.257	3/15/2013	\$	31,711.52	\$	28,961.38

MFS INTERNATL VALUE FD	1098.023	3/19/2013	\$	30,761.61	\$	35,406.59
OPPENHEIMER DEV MARKETS FD	1143.62	3/19/2013	\$	40,403.35	\$	42,954.37
OPPENHEIMER INTL GROWTH	920.374	3/19/2013	\$	30,337.57	\$	35,121.47
PIMCO COMMODITIES PLUS	4103.849	3/15/2013	\$	45,231.92	\$	43,993.26
PIMCO INCOME FUND INSTL	21669.427	VAR 2013	\$	49,934.96	\$	48,906.67
PIMCO UNCONSTRAINED BD	5319.172	VAR 2013	\$	60,929.36	\$	58,989.62
TEMPLETON GLOBAL BOND ADVIS	6540.697	VAR 11 & 03/1	\$	88,802.47	\$	85,617.72
TCW EMERGING MKTS INC	4615.256	3/15/2013	\$	41,606.44	\$	37,627.81
VANGUARD EQUITY INC INVESTOR	1997.652	06/12 & 03/1	\$	48,030.00	\$	59,450.12

SUBTOTAL MUTUAL FUNDS			\$	698,515.46	\$	732,326.51
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TOTAL BOOK VALUE OF INVESTMENTS			\$	1,301,647.96	\$	1,455,784.69
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LESLIE POWELL TRUST
 FORM 990-PF 2013- FED ID #73-6206326
 ATTACHMENT 2
 GROSS PROCEEDS FROM DISPOSITIONS OF SECURITIES #9695
 CAPITAL GAINS AND LOSSES FROM DISPOSITIONS

FOR THE YEAR ENDING 12-31-13

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN/(LOSS)	ST/LT
HARBOR INTL	PURCHASED	06/24/12	03/15/13	\$8,506 22	\$ 7,015 00	\$ 1,491.22	ST
PIMCO TOTAL RET INSTL	PURCHASED	VAR 2013	8/28/2013	\$46,334 54	48508 35	\$ (2,173 81)	ST
TOTAL SHORT TERM CAPITAL GAIN/LOSS				\$54,840 76	\$55,523.35	-\$682.59	
AMERENERGY GEN	PURCHASED	10/20/10	02/08/13	\$25,084 39	\$ 42,445 01	\$ (17,360 62)	LT
COLUMBIA ACORN INTL	PURCHASED	11/29/11	03/15/13	\$35,912.51	\$ 28,000 00	\$ 7,912 51	LT
PIMCO EMERGING MKTS	PURCHASED	06/01/11	03/15/13	\$48,984 18	\$ 45,030 00	\$ 3,954.18	LT
PIMCO COMMOD REAL	PURCHASED	VAR 11 & 12	03/15/13	\$30,676 82	\$ 36,045.00	\$ (5,368 18)	LT
TE CONNECTVITY	PURCHASED	03/05/09	03/19/13	\$3,589.77	\$ 733 28	\$ 2,856.49	LT
AT&T INC	PURCHASED	VAR 04&08	03/19/13	\$4,281.73	\$ 2,896.17	\$ 1,385.56	LT
ABBVIE INC COM	PURCHASED	VAR 2011	03/19/13	\$3,697 91	\$ 2,609 60	\$ 1,088 31	LT
ABBVIE INC COM	PURCHASED	VAR 2011	03/19/13	\$5,977.79	\$ 4,589 46	\$ 1,388 33	LT
ALTRIA GROUP INC	PURCHASED	VAR 08 & 10	03/19/13	\$13,184 02	\$ 9,792.22	\$ 3,391 80	LT
BOARDWALK PIPELINE	PURCHASED	12/02/10	03/19/13	\$10,041.13	\$ 12,035 38	\$ (1,994 25)	LT
COHEN & STEERS QUAILT	PURCHASED	11/10/10	03/19/13	\$3,405 32	\$ 2,779 21	\$ 626 11	LT
COHEN & STEERS QUAILT	PURCHASED	11/10/10	03/19/13	\$10,083 71	\$ 8,157 69	\$ 1,926 02	LT
COHEN & STEERS QUAILT	PURCHASED	11/10/11	03/19/13	\$20,249 72	\$ 16,145 97	\$ 4,103.75	LT
COMCAST CORP	PURCHASED	04/11/11	03/19/13	\$7,600.40	\$ 4,646 63	\$ 2,953 77	LT
DEERE & CO	PURCHASED	VAR 10&11	03/19/13	\$7,504 24	\$ 6,597.85	\$ 906 39	LT
ERRICSSON ADR	PURCHASED	VAR 2008	03/19/13	\$2,688 90	\$ 2,162.54	\$ 526 36	LT
JOHNSON & JOHNSON	PURCHASED	VAR 06 & 11	03/19/13	\$15,351 24	\$ 12,321 23	\$ 3,030.01	LT
LILLY ELI & CO	PURCHASED	06/24/10	03/19/13	\$1,917 30	\$ 1,206.40	\$ 710.90	LT
MIZUHO FINANCIAL GR	PURCHASED	VAR 2007	03/19/13	\$881 37	\$ 2,424 46	\$ (1,543 09)	LT
MIZUHO FINANCIAL GR	PURCHASED	VAR 2007	03/19/13	\$963 90	\$ 2,447.70	\$ (1,483.80)	LT
MONDELEZ INTL	PURCHASED	02/11/10	03/19/13	\$4,701 78	\$ 3,141.31	\$ 1,560 47	LT
NATL GRID	PURCHASED	03/03/11	03/19/13	\$20,170.38	\$ 17,129 51	\$ 3,040 87	LT
OPPENHEIMER DEV MKT	PURCHASED	VAR 11 & 12	03/19/13	\$34,782 43	\$ 30,030.00	\$ 4,752.43	LT
T ROWE PRICE GR	PURCHASED	VAR 08 & 10	03/19/13	\$10,651 02	\$ 6,866.58	\$ 3,784.44	LT
PROCTER & GAMBLE	PURCHASED	VAR 2011	03/19/13	\$17,537.22	\$ 14,801 79	\$ 2,735 43	LT
SPDR SER TR BARCLAYS	PURCHASED	VAR 09 & 10	03/19/13	\$61,519 02	\$ 58,282 99	\$ 3,236 03	LT
SAFEWAY	PURCHASED	VAR 02 & 04	03/19/13	\$1,701.67	\$ 1,617 49	\$ 84 18	LT
SAFEWAY	PURCHASED	VAR 02 & 04	03/19/13	\$2,416 94	\$ 2,292 53	\$ 124.41	LT
SMUCKER J M	PURCHASED	09/17/10	03/19/13	\$7,010 61	\$ 4,383 24	\$ 2,627 37	LT
STMICROELECTRONICS	PURCHASED	VAR 2005	03/19/13	\$1,747 22	\$ 3,699 69	\$ (1,952.47)	LT
SYSCO CORP	PURCHASED	4/8/2011	03/19/13	\$23,228.55	\$ 19,804 23	\$ 3,424 32	LT
US CONCRETE	PURCHASED	PRE 2009	03/19/13	\$12,098 46	\$ 19,702.97	\$ (7,604 51)	LT
UNILEVER NV EURO	PURCHASED	4/1/2011	03/19/13	\$4,991 66	\$ 2,914 48	\$ 2,077 18	LT
WESTERN DIGITAL CORP	PURCHASED	VAR 10 & 11	03/19/13	\$4,540 70	\$ 2,458 06	\$ 2,082 64	LT
EMERSON ELECT	PURCHASED	VAR 08-09	08/20/13	\$9,301 50	5302 53	\$ 3,998 97	LT
ILLINOIS TOOL WORKS	PURCHASED	2/25/2011	08/20/13	\$6,012.36	4444 43	\$ 1,567.93	LT
ILLUMINA INC	PURCHASED	VAR 2010	08/20/13	\$6,844 57	4411 64	\$ 2,432 93	LT
JP MORGAN CHASE & CO	PURCHASED	VAR 2003	08/20/13	\$2,064.05	1599 23	\$ 464 82	LT
JP MORGAN CHASE & CO	PURCHASED	VAR 2003	08/20/13	\$5,331 40	4043.24	\$ 1,288 16	LT
JOHNSON & JOHNSON	PURCHASED	VAR 06-11	08/20/13	\$3,390.61	2442.91	\$ 947.70	LT
KRAFT FOODS GROUP	PURCHASED	2/11/2010	08/20/13	\$2,927.45	1687 85	\$ 1,239.60	LT
LOWES COMPANIES	PURCHASED	VAR 09-10	08/20/13	\$5,470 51	2654 6	\$ 2,815 91	LT
PAYCHEX INC	PURCHASED	12/8/2011	8/20/2013	\$13,439 58	10091 75	\$ 3,347 83	LT
TARGET CORP	PURCHASED	9/27/2006	8/20/2013	\$6,683 71	5444 34	\$ 1,239 37	LT
TOYOTA MOTOR CORP	PURCHASED	VAR 09-11	8/20/2013	\$6,360 89	3913 17	\$ 2,447 72	LT
VALE SA SPONS	PURCHASED	VAR 2010	8/20/2013	\$3,757.25	6957.25	\$ (3,200 00)	LT
SOUTHWEST CAP TR II	PURCHASED	4/25/2011	9/16/2013	\$12,500 00	13712.2	\$ (1,212 20)	LT
GENERAL MOTORS ACCP	PURCHASED	11/13/2006	10/15/2013	\$50,000 00	49172.95	\$ 827.05	LT
TOTAL LONG TERM CAPITAL GAIN/LOSS				\$593,257 89	\$546,068 76	\$47,189 13	
TOTAL CAPITAL GAIN/LOSS				\$648,098 65	\$601,592 11	\$46,506 54	