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Form 990-PF

Return of Private Foundation

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

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

OMB No 1545-0052

2013










Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of foundation The Pneywoods Foundation		A Employer identification number 75-1922533	
Number and street (or P O box number if mail is not delivered to street address) P O Box 3659		B Telephone number (see instructions) (936) 634-4415	
City or town, state or province, country, and ZIP or foreign postal code Lufkin, TX 75903		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 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 <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,397,821		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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 (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				
	4 Dividends and interest from securities.	48,232	48,232		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	71,532			
	b Gross sales price for all assets on line 6a 231,216				
	7 Capital gain net income (from Part IV, line 2) . . .		71,532		
	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)				
	12 Total. Add lines 1 through 11	119,764	119,764		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	9,300	4,650		4,650
	c Other professional fees (attach schedule)	16,063	8,031		8,032
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,381	249		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	52	26		26
	22 Printing and publications				
	23 Other expenses (attach schedule)	199	199		
	24 Total operating and administrative expenses. Add lines 13 through 23	27,995	13,155		12,708
	25 Contributions, gifts, grants paid	94,235			94,235
	26 Total expenses and disbursements. Add lines 24 and 25	122,230	13,155		106,943
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,466			
	b Net investment income (if negative, enter -0-)		106,609		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	38,900	25,664	25,664
	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			
	10a	Investments—U S and state government obligations (attach schedule)	75,475	 94,423	94,845
	b	Investments—corporate stock (attach schedule)	823,158	 822,150	1,337,450
	c	Investments—corporate bonds (attach schedule).	336,876	 441,421	444,505
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	481,790	 373,401	495,084
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 2,441	 273	 273	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,758,640	1,757,332	2,397,821	
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 ▶ _____)	 134	 1,292	
	23	Total liabilities (add lines 17 through 22)	134	1,292	
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	1,693,142	1,693,142	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	65,364	62,898	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,758,506	1,756,040	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,758,640	1,757,332	

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)	11,758,506
2	Enter amount from Part I, line 27a	2-2,466
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	41,756,040
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	61,756,040

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)
1 a Capital Gain Dividends				
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			19,416	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	71,532
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	87,819	1,974,909	0 04447
2011	64,312	1,937,049	0 03320
2010	57,474	1,857,063	0 03095
2009	86,884	1,673,771	0 05191
2008	160,164	1,986,518	0 08063

2 Total of line 1, column (d).	2	0 24115
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 04823
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,210,622
5 Multiply line 4 by line 3.	5	106,618
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	1,066
7 Add lines 5 and 6.	7	107,684
8 Enter qualifying distributions from Part XII, line 4.	8	106,943

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 page 18 of the instructions)					
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	2,132		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)					
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2			
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	2,132
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,132		
6 Credits/Payments		7	840		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a			840	
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	840		
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	1,292		
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?		1a	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b		No
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		No
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?		2		No
If "Yes," attach a detailed description of the activities.				
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		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
If "Yes," attach the statement required by General Instruction T.				
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		6	Yes	
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?		7	Yes	
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.				
8a Enter the states to which the foundation reports or with which it is registered (see instructions)		8b	Yes	
TX				
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 .				
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)?		9		No
If "Yes," complete Part XIV				
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Doris Bowman Telephone no (936) 634-7444 Located at 515 S First Lufkin TX ZIP+4 75901			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

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

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

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

7a

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

YesNo

b

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

7b

No

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
See Additional Data Table				

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.

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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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,198,944
b	Average of monthly cash balances.	1b	45,319
c	Fair market value of all other assets (see instructions).	1c	23
d	Total (add lines 1a, b, and c).	1d	2,244,286
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	
3	Subtract line 2 from line 1d.	3	2,244,286
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	33,664
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,210,622
6	Minimum investment return. Enter 5% of line 5.	6	110,531

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	110,531
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	2,132
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,132
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	108,399
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	108,399
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	108,399

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	106,943
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	106,943
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	106,943
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				108,399
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.	61,713			
b From 2009.	3,831			
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	65,544			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 106,943				
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).	0			
d Applied to 2013 distributable amount.				106,943
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).)	1,456			1,456
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	64,088			
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). . .	60,257			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,831			
10 Analysis of line 9				
a Excess from 2009. . . .	3,831			
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)

1a

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

b

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

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

Part XV

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

1

Information Regarding Foundation Managers:

a

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

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

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

DORIS BOWMAN TRUSTEE
515 S FIRST
LUFKIN,TX 75901
(936) 634-7444

b

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

FURNISH CORRECT NAME, ADDRESS AND PHONE NUMBER OF APPLICANT ALSO PROVIDE A BRIEF RESUME OF (1) THE OPERATIONS OF THE APPLICANT, AND (2) EXPLANATION OF THE REQUEST EVIDENCING THE NEED, THE SERVICE TO BE RENDERED AND HOW, WHEN AND WHERE MEMBERS OF THE PUBLIC WILL BE BENEFITED

c

Any submission deadlines

NONE

d

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

GRANTS ARE MADE ONLY TO CHARITABLE ORGANIZATIONS HAVING AN EXEMPTION LETTER FROM THE INTERNAL REVENUE SERVICE EVIDENCING THAT IT IS SUCH AN ORGANIZATION HAS A POLICY OF MAKING GRANTS TO ORGANIZATIONS WHICH OPERATE OR ARE OPERATED IN ONE OF THE FOLLOWING COUNTIES IN THE STATE OF TEXAS ANGELINA, CHEROKEE, HOUSTON, JASPER, NACOGDOCHES, PANOLA, POLK, SABINE, SAN AUGUSTINE, SAN JACINTO, SHELBY, TRINITY AND TYLER NO GRANTS WILL BE MADE TO GOVERNMENTAL UNITS, STATE COLLEGES, UNIVERSITIES, CHURCHES, RELIGIOUS ORGANIZATIONS AND GENERAL FUND DRIVES THERE IS A PREFERENCE FOR FUNDING PURCHASES OR SUPPLIES, AIDING CONSTRUCTION PROJECTS AND ADMINISTRATIVE EXPENSES (EXCLUDING SALARIES) THERE IS A STRONG PREFERENCE FOR MATCHING PARTICIPATION

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	94,235
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN ANDERSON	Chairman/Dir 1 00	0		
910 VIRGINIA NACOGDOCHES,TX 75961				
DORIS BOWMAN	SEC/dir 1 00	0		
PO BOX 1647 LUFKIN,TX 75902				
GEORGE HENDERSON III	TREAS/dir 1 00	0		
PO BOX 3659 LUFKIN,TX 75902				
CLAUDE SMITHHART	VICE CHAIR/dir 1 00	0		
PO BOX 589 LUFKIN,TX 75902				
DAVID PERKINS	Director 1 00	0		
PO BOX 1328 LUFKIN,TX 75902				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TLL TEMPLE MEMORIAL LIBRARY 300 PARK DIBOLL,TX 75941	NONE	PUBLIC	LUFKIN INDUSTRIES COLLECTION	10,000
TEXAS FORESTRY MUSEUM PO BOX 1448 LUFKIN,TX 75902	None	Public	EXTERIOR IMPROVEMENTS	15,000
ANGELINA COUNTY CHAMBER OF COMMERCE 1615 S Chestnut St Lufkin,TX 75901	None	Public	CASSEL-BOYKIN, LEADERSHIP LUFKIN, ANGELINA AWARD	36,271
GEORGE HENDERSON JR EXPO CENTER 1200 ELLEN TROUT DR LUFKIN,TX 75904	None	Public	Special Projects & WALL OF HONOR	11,064
RIBBONS IN THE SKY 117 S Shawnee St Nacogdoches,TX 75961	None	Public	For General Operations	10,000
BOOKS THAT BENEFIT INC 201 Deerfield Drive Lufkin,TX 75901	None	Public	For General Operations	4,500
CHIRENO HISTORICAL SOCIETY PO Box 304 Chireno,TX 75937	None	Public	For General Operations	5,000
ZAVALLA VOLUNTEER FIRE DEPARTMENT 253 N 2nd St Zavalla,TX 75980	None	Public	For General Operations	2,400
Total			3a	94,235

TY 2013 Accounting Fees Schedule**Name:** The Pineywoods Foundation**EIN:** 75-1922533**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AXLEY & RODE LLP	4,800	2,400	0	2,400
Doris Bowman	2,500	1,250	0	1,250
LAURIE MCCLESKEY	2,000	1,000	0	1,000

TY 2013 Investments Corporate Bonds Schedule

Name: The Pineywoods Foundation

EIN: 75-1922533

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS - SEE SCHEDULE II	186,421	193,718
MUTUAL FUND BONDS - SEE SCHEDULE II	255,000	250,787

**TY 2013 Investments Corporate
Stock Schedule****Name:** The Pineywoods Foundation**EIN:** 75-1922533**Software ID:** 13000170**Software Version:** 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK - SEE SCHEDULE II	822,150	1,337,450

TY 2013 Investments Government Obligations Schedule

Name: The Pineywoods Foundation

EIN: 75-1922533

Software ID: 13000170

Software Version: 2013v3.1

US Government Securities - End of

Year Book Value:

94,423

US Government Securities - End of

Year Fair Market Value:

94,845

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Investments - Other Schedule**Name:** The Pineywoods Foundation**EIN:** 75-1922533**Software ID:** 13000170**Software Version:** 2013v3.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TREASURY BONDS- SEE SCHEDULE II	AT COST	59,826	64,052
BANK CDs - SEE SCHEDULE II	AT COST	20,165	20,205
EQUITY FUNDS - SEE SCHEDULE II	AT COST	293,410	410,827

TY 2013 Other Assets Schedule

Name: The Pineywoods Foundation

EIN: 75-1922533

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE - SEE SCHEDULE III	2,441	273	273

TY 2013 Other Expenses Schedule

Name: The Pineywoods Foundation

EIN: 75-1922533

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Expense	199	199		

TY 2013 Other Professional Fees Schedule**Name:** The Pineywoods Foundation**EIN:** 75-1922533**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOB BOWMAN & ASSOCIATES - ADMIN FEE	6,600	3,300	0	3,300
FIRST BANK & TRUST-TRUST FEE	9,463	4,731	0	4,732

TY 2013 Taxes Schedule**Name:** The Pineywoods Foundation**EIN:** 75-1922533**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,132			
FOREIGN TAX	249	249		

**PINEYWOODS FOUNDATION
SCHEDULE OF AVERAGE CASH BALANCES
FOR THE YEAR ENDING 12/31/13**

FORM 990 PF

ID# 75-1922533

**FIRST BANK & TRUST
Trust Account**

	<u>BEGINNING BALANCE</u>	<u>ENDING BALANCE</u>	<u>AVERAGE</u>
JANUARY	36,904	41,588	39,246
FEBRUARY	41,588	46,520	44,054
MARCH	46,520	53,724	50,122
APRIL	53,724	49,727	51,726
MAY	49,727	10,682	30,205
JUNE	10,682	17,717	14,200
JULY	17,717	10,478	14,098
AUGUST	10,478	26,610	18,544
SEPTEMBER	26,610	162,906	94,758
OCTOBER	162,906	64,534	113,720
NOVEMBER	64,534	5,103	34,819
DECEMBER	5,103	23,668	14,386

TOTAL			<u>519,878</u>
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MONTHLY AVERAGE			<u>43,323</u>
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TOTAL AVERAGE CASH BALANCE			<u>45,319</u>
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**FIRST BANK & TRUST
Checking Account**

	<u>BEGINNING BALANCE</u>	<u>ENDING BALANCE</u>	<u>AVERAGE</u>
JANUARY	1,996	1,996	1,996
FEBRUARY	1,996	1,996	1,996
MARCH	1,996	1,996	1,996
APRIL	1,996	1,996	1,996
MAY	1,996	1,996	1,996
JUNE	1,996	1,996	1,996
JULY	1,996	1,996	1,996
AUGUST	1,996	1,996	1,996
SEPTEMBER	1,996	1,996	1,996
OCTOBER	1,996	1,996	1,996
NOVEMBER	1,996	1,996	1,996
DECEMBER	1,996	1,996	1,996

TOTAL			<u>23,952</u>
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MONTHLY AVERAGE			<u>1,996</u>
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PINEWOODS FOUNDATION
FORM 990-PF, I D #75-1922533
PART II, LINES 10a, 10b, 10c, 13 & PART X, LINE 1a
SCHEDULE OF AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE YEAR ENDED DECEMBER 31, 2013

	BOOK	MARKET VALUE											
	12/31/2013	12/31/2013	11/30/2013	10/31/2013	9/30/2013	8/31/2013	7/31/2013	6/30/2013	5/31/2013	4/30/2013	3/31/2013	2/28/2013	1/31/2013
GOVERNMENT OBLIGATIONS													
FNMA 5% 3/15/16	11 107	10 991	11 033	11 060	11 070	11 083	11 131	11 152	11 231	11 315	11 341	11 372	11 397
FANNIE MAE 1 00% 9/26/2019	19 646	19 676	19 438	-	-	-	-	-	-	-	-	-	-
FHLB STEP BOND 0 75% 10/29/2020	24 719	24 230	24 506	-	-	-	-	-	-	-	-	-	-
FNMA POOL 5 5 02/01/23	3 869	3 923	4 007	4 102	4 246	4 392	4 611	4 758	4 990	5 192	5 427	5 578	5 707
FNMA POOL 5% 05/01/23	4 593	4 674	4 785	4 906	5 041	5 131	5 240	5 373	5 496	5 760	6 004	6 296	6 466
FED HOME LOAN MTG CORP 5% 07/01/023	8 549	8 687	9 091	9 279	9 495	9 923	10 457	10 868	11 297	11 585	12 066	12 435	12 762
FNMA POOL 5 5% 11/01/35	10 102	10 454	10 731	11 101	11 588	12 168	12 857	13 510	14 323	15 106	15 800	16 410	17 049
FNMA POOL 6% 09/01/37	11 838	12 210	12 546	12 975	13 496	14 211	15 001	15 703	16 625	17 677	18 544	19 349	20 399
TOTAL GOVERNMENT BONDS	94,423	94,845	96,137	53,423	54,936	56,908	59,297	61,364	63,962	66,635	69,182	71,440	73,780
BANK CD'S													
GOLDMAN SACHS BK CD 1 80% Due 06/27/2017	20 165	20 205	20 181	20 157	-	-	-	-	-	-	-	-	-
TOTAL BANK CD'S	20,165	20,205	20,181	20,157	-	-	-	-	-	-	-	-	-
CORPORATE BONDS													
CITIGROUP INC DTD 6%	-	-	5 007	5 030	5 054	5 075	5 098	5 116	5 142	5 167	5 180	5 202	5 224
ONTARIO (PROVINCE OF) DTD 1 375%	11 003	11 009	11 020	11 030	11 041	11 045	11 058	11 063	11 075	11 092	11 097	11 104	11 112
CREDIT SUISSE NEW YORK DTD 5 5%	10 748	10 163	10 210	10 252	10 295	10 328	10 365	10 407	10 451	10 493	10 520	10 578	10 604
GOLDMAN SACHS GROUP INC DTD 6%	5 288	5 089	5 112	5 135	5 155	5 169	5 196	5 208	5 240	5 261	5 270	5 293	5 310
MORGAN STANLEY DTD 4 2%	5 230	5 159	5 170	5 182	5 173	5 189	5 179	5 172	5 209	5 232	5 234	5 240	5 228
DIRECTV HOLDS/FING 3 55%	5 181	5 165	5 174	5 173	5 178	5 174	5 188	5 191	5 220	5 235	5 234	5 237	5 255
CSX CORP DTD 6 25%	5 700	5 344	5 374	5 382	5 402	5 413	5 445	5 463	5 495	5 518	5 536	5 558	5 578
BARCLAYS BANKS PLC DTD 3 9%	6 063	6 245	6 261	6 266	6 266	6 267	6 282	6 277	6 317	6 338	6 346	6 359	6 366
HEWLETT-PACKARD CO DTD 2 2%	3 996	4 088	4 089	4 071	4 067	4 068	4 054	4 062	4 088	4 087	4 078	4 056	4 026
KRAFT FOODS INC DTD 4 125%	5 169	5 301	5 325	5 334	5 339	5 321	5 351	5 345	5 396	5 441	5 443	5 450	5 424
ANHEUSER-BUSH INBEV WOR DTD 2 875%	5 028	5 205	5 232	5 232	5 231	5 213	5 230	5 232	5 264	5 304	5 299	5 299	5 277
TARGET CORP CALLABLE 5 375%	5 539	5 620	5 688	5 698	5 693	5 662	5 703	5 668	5 760	5 851	5 851	5 850	5 842
WACHOVIA CORP DTD 5 75%	5 420	5 703	5 749	5 755	5 750	5 695	5 727	5 675	5 777	5 865	5 876	5 884	5 870
ORACLE CORPORATION DTD 5 75%	5 610	5 778	5 844	5 847	5 823	5 791	5 843	5 818	5 955	6 050	6 033	6 052	6 055
MERRILL LYNCH & CO INC SERIES 6 875%	5 268	5 912	5 969	5 939	5 893	5 815	5 868	5 755	5 956	6 078	6 035	6 062	6 023
AT&T INC DTD 5 6%	5 414	5 678	5 735	5 761	5 705	5 733	5 796	5 782	5 912	5 983	5 937	5 965	5 949
TIME WARNER CABLE 6 75%	5 675	5 607	5 635	5 637	5 584	5 572	5 590	5 723	6 058	6 209	6 153	6 122	6 193
CATERPILLAR INC DTD 7 9%	4 998	5 013	5 098	5 105	5 105	5 078	5 140	5 160	5 257	5 367	5 374	5 398	5 375
GOLDMAN SACHS GROUP INC DTD 7 5%	5 490	6 090	6 160	6 139	6 041	5 965	6 033	5 938	6 197	6 305	6 255	6 322	6 285
HESS CORPORATION DTD 8 125%	4 960	4 968	5 026	5 040	4 978	4 982	5 091	5 014	5 149	5 212	5 166	5 151	5 120
PFIZER INC DTD 6 2%	5 740	5 927	6 009	6 042	6 022	5 982	6 056	6 029	6 166	6 296	6 276	6 293	6 264
JP MORGAN CHASE & CO DTD 6 3%	5 516	5 901	5 955	5 926	5 858	5 810	5 880	5 808	6 016	6 155	6 107	6 124	6 100
TALISMAN ENERGY INC DTD 7 75%	4 887	4 791	4 826	4 729	4 850	4 829	4 928	4 862	4 988	5 105	5 070	5 125	5 155
COMCAST CORP DTD 5 7%	5 337	5 779	5 845	5 870	5 808	5 809	5 867	5 839	6 044	6 162	6 096	6 086	6 030
MORGAN STANLEY SERIES 5 625%	5 874	6 820	6 889	6 847	6 695	6 605	6 642	6 449	6 796	6 990	6 899	6 941	6 805
CA INC DTD 5 375%	5 252	5 560	5 607	5 604	5 548	5 498	5 530	5 437	5 618	5 676	5 659	5 673	5 690
PETROBRAS INTL FIN CO DTD 5 75%	5 150	5 145	5 198	5 281	5 195	5 061	5 165	5 202	5 438	5 644	5 507	5 550	5 586
PRUDENTIAL FINANCIAL DTD 4 5%	4 967	5 364	5 441	5 448	5 372	5 342	5 397	5 329	5 557	5 703	5 620	5 603	5 529
GENERAL ELECTRIC CAPITAL CORP DTD 5 3%	5 041	5 593	5 564	5 568	5 438	5 401	5 478	5 485	5 641	5 809	5 732	5 754	5 686
TELEFONICA EMISIONES SAU DTD	5 077	5 276	5 302	5 297	5 120	5 111	5 212	5 155	5 391	5 511	5 381	5 271	5 414
MERRILL LYNCH & CO 6 11%	5 506	6 471	6 384	6 422	6 180	6 109	5 996	5 906	6 436	6 826	6 758	6 842	6 687
GENERAL ELECTRIC CAPITAL CORP DTD 5 875%	5 166	5 695	5 660	5 643	5 519	5 423	5 482	5 504	5 705	6 059	5 830	5 874	5 846
CVS/CAREMARK CORPORATION DTD 6 125%	5 160	5 671	5 682	5 774	5 715	5 810	5 917	5 843	6 161	6 354	6 177	6 307	6 285
VERIZON COMMUNICATIONS 6 %	5 970	6 588	6 393	6 461	6 316	6 463	6 648	6 732	6 972	7 310	6 979	7 254	7 446
TOTAL CORPORATE BONDS	186,421	193,718	199,633	199,920	198,409	197,808	199,435	198,649	203,847	207,688	206,008	206,879	206,639
TREASURIES													
U S TREASURY INFLATION INDX BD 1 375%	27 464	29 478	29 822	29 904	29 775	29 395	29 734	29 531	30 270	30 989	31 242	31 391	31 406
UNITED STATES TREASURY N/B DTD 2 625%	5 674	6 098	6 225	6 274	6 240	6 155	6 232	6 252	6 409	6 615	6 544	6 533	6 474
UNITED STATES TREASURY 6 25%	15 998	16 699	17 053	17 290	17 205	17 038	17 262	17 444	17 944	18 643	18 399	18 397	18 247
UNITED STATES TREASURY 5 375%	5 793	6 127	6 273	6 427	6 376	6 336	6 392	6 513	6 734	7 145	6 955	6 958	6 898
UNITED STATES TREASURY N/B DTD 3 5%	4 897	5 650	5 785	5 956	5 886	5 891	5 951	6 098	6 315	6 797	6 524	6 561	6 502
UNITED STATES TREASURY N/B DTD 75%	-	-	-	-	-	Due	11 003	11 009	11 015	11 022	11 026	11 031	11 037
TOTAL TREASURIES	59,826	64,052	65,158	65,851	65,482	64,815	76,574	76,847	78,687	81,211	80,690	80,871	80,564

PINEWOODS FOUNDATION
FORM 990-PF, I D #75-1922533
PART II, LINES 10a, 10b, 10c, 13 & PART X, LINE 1a
SCHEDULE OF AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE YEAR ENDED DECEMBER 31, 2013

	BOOK	MARKET VALUE											
	VALUE	12/31/2013	11/30/2013	10/31/2013	9/30/2013	8/31/2013	7/31/2013	6/30/2013	5/31/2013	4/30/2013	3/31/2013	2/28/2013	1/31/2013
STOCKS													
ALLERGAN INC	16 034	30 547	26 689	24 918	24 874	24 304	25 058	23 166	27 360	31 226	30 698	29 815	28 876
AMERICAN EXPRESS CO	24 201	41 736	39 468	37 628	34 739	33 079	33 934	34 390	34 827	31 469	31 032	28 589	27 053
APACHE CORPORATION	18 164	14 610	15 553	15 096	14 474	14 566	13 642	14 251	13 962	12 560	13 117	12 626	14 239
AUTO DESK INC	15 426	27 927	25 114	22 145	22 849	20 396	19 641	18 837	20 940	21 856	22 894	20 380	21 578
BANK OF AMERICA	15 376	15 804	16 057	14 180	14 007	14 332	14 819	13 053	13 865	12 495	12 363	11 398	11 490
BLACKROCK INC	19 086	31 647	30 275	30 081	27 062	26 032	28 196	25 685	27 920	26 650	25 688	23 975	23 628
CATERPILLAR CORP	11 021	18 162	16 920	16 672	16 680	16 508	16 582	16 498	17 160	16 934	17 394	18 474	19 678
CHEVRON CORP	12 490	24 982	24 488	23 992	24 300	24 086	25 178	23 668	24 550	24 402	23 764	23 430	23 030
CISCO SYS INC	22 592	19 290	18 275	19 402	20 151	20 047	22 007	20 928	20 739	17 991	17 970	17 935	17 690
CVS CORPORATION (DEL)	8 642	35 785	33 480	31 130	28 375	29 025	30 745	28 590	28 790	29 090	27 495	25 560	25 600
EMC CORP MASS	15 448	20 120	19 080	19 257	20 448	20 624	20 920	18 896	19 808	17 944	19 112	18 408	19 688
EMERSON ELECTRIC CO	17 775	21 054	20 097	20 091	19 410	18 111	18 411	16 362	17 238	16 653	16 761	17 010	17 175
EXXON MOBIL CORP	10 630	25 300	23 370	22 405	21 510	21 790	23 437	22 588	22 617	22 247	22 528	22 388	22 492
GENERAL ELECTRIC	16 675	25 227	23 994	23 526	21 501	20 826	21 933	20 871	20 988	20 061	20 808	20 898	20 052
GOLDMAN SACHS GROUP INC	21 994	22 157	21 118	20 107	19 776	19 016	20 504	18 906	20 260	18 259	18 394	18 720	18 483
GOOGLE INC CL A	18 843	33 621	31 788	30 917	26 277	25 407	26 633	26 411	26 137	24 737	23 826	24 036	22 671
HALLIBURTON CO	15 719	22 837	23 706	23 863	21 668	21 600	20 335	18 774	18 832	19 246	18 185	18 679	18 306
HESS CORP	16 714	21 165	20 688	20 706	19 722	19 087	18 987	16 955	17 190	18 406	18 261	16 958	17 126
INTEL CORP	22 873	22 581	20 741	21 289	19 941	19 123	20 301	21 080	21 124	20 836	18 997	18 166	18 305
JOHNSON & JOHNSON	16 063	26 561	27 451	26 857	25 140	25 059	27 115	24 899	24 412	24 717	23 644	22 072	21 437
J P MORGAN CHASE & CO	15 368	24 562	24 032	21 647	21 710	21 223	23 407	22 172	22 928	20 584	19 933	20 546	19 761
JUNIPER NETWORKS INC	15 407	13 542	12 162	11 184	11 916	11 340	13 002	11 586	10 638	9 930	11 124	12 408	13 428
MATTEL INC	14 152	33 306	32 389	31 065	29 316	28 350	29 421	31 717	31 325	31 962	30 639	28 525	26 341
MCGRATH HILL INC	18 548	43 010	40 975	38 324	36 074	32 103	34 023	29 255	30 002	29 760	28 644	25 602	31 636
MERK & CO INC	15 338	22 022	21 925	19 840	20 948	20 808	21 195	20 438	20 548	20 680	19 448	18 801	19 030
MICROSOFT CORPORATION	9 054	28 245	26 788	26 731	25 126	25 217	24 039	26 081	26 349	24 990	21 597	20 989	20 725
MONSANTO CO NEW	14 507	23 310	22 668	20 976	20 874	19 578	19 756	19 760	20 128	21 364	21 126	20 207	20 270
NEXTERA ENERGY	15 516	24 830	24 531	24 577	23 246	23 304	25 117	23 629	21 930	23 789	22 527	20 842	20 894
NORFOLK SOUTHERN CORP	18 679	30 634	28 938	28 387	25 526	23 813	24 143	23 975	25 275	25 549	25 436	24 107	22 727
ORACLE CORPORATION	13 512	22 966	21 174	20 100	19 902	19 116	19 410	18 426	20 268	19 688	19 398	20 544	21 306
PEPISICO INC	13 132	24 852	25 338	25 227	23 850	23 919	25 062	24 537	24 231	24 741	23 733	22 731	21 855
PHILIP MORRIS INTERNATIONAL INC	11 068	26 139	25 662	26 736	25 977	25 032	26 754	25 986	27 273	28 677	27 813	27 525	26 448
PROCTOR & GAMBLE	13 389	24 423	25 266	24 225	22 677	23 367	24 090	23 097	23 028	23 031	23 118	22 854	22 548
PRUDENTIAL FINANCIAL INC	21 178	28 588	27 516	25 231	24 174	23 213	24 481	22 639	21 381	18 730	18 287	17 227	17 943
QUALCOMM INC COM	15 139	28 215	27 960	26 406	25 582	25 186	24 534	23 214	24 122	23 408	25 437	24 943	25 088
ROBERT HALF INTL INC	15 864	28 133	25 882	25 815	26 150	23 631	24 951	22 264	23 289	21 989	25 145	23 818	23 611
SCHLUMBERGER LTD	16 764	20 725	20 337	21 556	20 323	18 616	18 706	16 482	16 797	17 119	17 225	17 906	17 952
STAPLES INC	16 527	11 123	10 871	11 290	10 255	9 737	11 914	11 109	10 503	9 261	9 394	9 219	9 439
STATE STREET CORP	17 955	31 558	31 222	30 130	28 273	28 690	29 958	28 040	28 457	25 142	25 409	24 334	23 930
STRYKER CORP	22 694	29 305	29 024	28 805	26 360	26 087	27 479	25 225	25 892	25 576	25 444	24 913	24 433
TEVA PHARMACEUTICAL INDS SPONS	12 972	12 024	12 228	11 127	11 334	11 466	11 910	11 760	11 480	11 487	11 904	11 220	11 397
TEXAS INSTRS INC	20 643	26 346	25 800	25 251	24 174	22 920	23 508	20 910	21 546	21 726	21 288	20 657	19 848
THERMO FISHER SCIENTIFIC INC	15 691	38 972	35 298	34 223	32 253	31 090	31 889	29 621	30 905	28 238	26 772	25 830	25 249
TRAVELERS COMPANIES INC	16 718	32 594	32 666	31 068	30 517	28 764	30 078	28 771	30 139	30 748	30 308	28 951	28 246
UNITED TECHNOLOGIES CORP	16 679	29 588	28 824	27 625	28 033	26 026	27 448	24 164	24 674	23 735	24 292	23 543	22 768
VF CORP	14 790	49 872	46 916	43 000	39 810	37 442	39 400	38 612	36 772	35 644	33 550	32 252	29 516
VERIZON COMMUNICATIONS	20 332	25 553	25 802	26 265	24 271	24 638	25 730	26 177	25 210	28 033	25 558	24 196	22 677
VISA INC	18 010	44 536	40 692	39 334	38 220	34 884	35 402	36 550	35 628	33 692	33 968	31 728	31 582
WALGREEN CO	21 980	29 294	30 192	30 212	27 438	24 516	25 628	22 542	24 358	25 250	24 317	20 879	20 380
3M CO	14 778	28 050	26 702	25 170	23 882	22 716	23 486	21 870	22 054	20 942	21 262	20 800	20 110
TOTAL STOCKS	822,150	1,337,450	1,290,130	1,245,789	1,191,095	1,149,810	1,194,299	1,135,417	1,155,829	1,133,224	1,117,027	1,077,614	1,069,735
EQUITY FUNDS													
AMERICAN EUROPAICIFIC GRTH-F2	50 000	84 522	83 970	82 331	79 414	111 433	113 349	108 767	112 210	113 375	109 570	109 000	110 527
DODGE & COX FUNDS INTERNATIONAL STOCK	5 262	7 521	7 517	10 108	9 670	8 948	9 212	8 700	8 993	8 907	8 554	8 509	8 666
FIDELITY CONTRA FUND	5 360	7 131	7 463	11 977	11 422	10 859	11 027	10 485	10 668	10 461	10 274	9 908	9 868
FIDELITY MT VERNON STR GRWTH FD	5 318	7 192	7 481	12 121	11 826	11 191	11 293	10 462	10 696	10 301	10 071	9 692	9 668
FIDELITY PURITAN FD	11 184	14 769	14 835	17 146	16 556	21 611	22 006	20 948	20 985	20 631	20 056	19 145	19 085
GOLDMAN SACHS MID CAP VALUE FUND	41 621	45 350	51 839	50 662	49 412	57 044	58 571	55 656	56 294	55 068	54 467	52 415	51 501
MERIDIAN FD INC	17 000	14 728	14 281	19 102	18 742	17 844	18 327	17 524	17 547	17 211	17 326	16 824	16 705
OPPENHEIMER - Y	54 570	86 119	84 194	82 429	80 210	105 096	106 676	101 164	101 972	99 253	98 922	95 431	94 329
PIONEER SELECT MID CAP GROWTH A	34 988	48 269	46 355	47 614	46 676	63 474	63 668	59 487	64 787	61 897	61 218	58 662	58 181
VANGUARD EXTENDED MARKET INX FD	9 975	15 189	14 920	24 008	23 414	22 058	22 489	22 457	22 684	22 058	21 925	20 944	20 737
VANGUARD INTL EQUITY INX	5 544	7 579	7 527	11 380	10 997	10 166	10 356	8 215	8 666	9 210	9 086	9 240	9 403
VANGUARD SMALL CAP GROWTH INX FD	7 229	7 387	7 498	8 933	8 534	8 032	8 293	21 077	21 245	20 378	20 473	19 526	19 344
VANGUARD WORLD FD INTL GRWTH	10 166	15 179	14 900	17 212	16 739	23 349	24 024	9 671	10 134	10 159	9 885	9 871	10 015

PINEWOODS FOUNDATION
FORM 990-PF, I D #75-1922533
PART II, LINES 10a, 10b, 10c, 13 & PART X, LINE 1a
SCHEDULE OF AVERAGE MONTHLY FAIR MARKET VALUE OF SECURITIES
FOR THE YEAR ENDED DECEMBER 31, 2013

	BOOK VALUE	MARKET VALUE											
	12/31/2013	12/31/2013	11/30/2013	10/31/2013	9/30/2013	8/31/2013	7/31/2013	6/30/2013	5/31/2013	4/30/2013	3/31/2013	2/28/2013	1/31/2013
VANGUARD 500 INDEX FUND	35 193	49 892	48 932	58 632	56 058	69 156	71 217	67 770	69 045	67 465	66 196	64 107	63 254
TOTAL EQUITY FUNDS	293,410	410,827	411,712	453,655	439,670	540,261	550,508	522,383	536,126	526,374	518,023	503,294	501,283
MUTUAL FUND BONDS													
DODGE & COX INCOME FD	38 000	37 492	37 825	37 797	13 645	13 635	13 706	13 635	13 969	5 029	4 989	5 018	5 000
PIMCO LOW DURATION INSTL FD	125 000	123 188	123 784	123 307	122 830	121 876	122 591	122 233	124 022	125 576	125 215	125 215	124 857
USAA SHORT TERM BOND FD	25 000	24 867	24 948	24 948	8 919	8 890	8 919	8 900	8 987	3 013	3 006	3 003	3 000
VANGUARD BD INDEX FD	26 000	25 370	25 610	25 754	9 715	9 642	9 724	9 724	9 906	3 993	3 964	3 975	3 960
VANGUARD FIXED INCOME INTM TERM	27 000	25 976	26 487	26 567	10 514	10 407	10 535	10 482	10 792	4 909	4 862	4 909	4 886
VANGUARD FIXED INCOME S/T	14 000	13 894	13 971	13 959	5 936	5 903	5 925	5 909	5 970	2 989	2 983	2 989	2 986
TOTAL MUTUAL FUND BONDS	255,000	250,787	252,625	252,332	171,559	170,353	171,400	170,883	173,646	145,509	145,019	145,109	144,689
TOTAL SECURITIES	1,731,395	2,371,884	2,335,576	2,291,127	2,121,151	2,179,955	2,251,513	2,165,543	2,212,097	2,160,641	2,135,949	2,085,207	2,076,690
AVERAGE MONTHLY MARKET VALUE	2,198,944												

PINEYWOODS FOUNDATION
 FORM 990-PF, I D #75-1922533
 PART II, LINE 15 & PART X, LINE 1c
 SCHEDULE OF OTHER INVESTMENTS
 FOR THE YEAR ENDED DECEMBER 31, 2013

	BOOK VALUE	MARKET VALUE												
	<u>12/31/2013</u>	<u>12/31/2013</u>	<u>11/30/2013</u>	<u>10/31/2013</u>	<u>9/30/2013</u>	<u>8/31/2013</u>	<u>7/31/2013</u>	<u>6/30/2013</u>	<u>5/31/2013</u>	<u>4/30/2013</u>	<u>3/31/2013</u>	<u>2/28/2013</u>	<u>1/31/2013</u>	
OTHER ASSETS														
DIVIDENDS RECEIVABLE	273	273	-	-	-	-	-	-	-	-	-	-	-	
PURCHASED INTEREST	-	-	-	-	-	-	-	-	-	-	-	-	-	
TOTAL OTHER ASSETS	<u>273</u>	<u>273</u>	-	-	-	-	-	-	-	-	-	-	-	
TOTAL OTHER ASSETS	<u>273</u>	<u>273</u>	-	-	-	-	-	-	-	-	-	-	-	
AVERAGE MONTHLY MARKET VALUE	23													