Form 990-PF — Department of the Treasury, Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052 — **2013** — Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: LEO & RHEA FAY FRUHMAN FOUNDATION

A Employer identification number: 75-2302749

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 835786 — Room/suite:

B Telephone number: 972-386-6727

City or town, state or province, country, and ZIP or foreign postal code: RICHARDSON, TX 75083-5786

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 14,372,985.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses

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

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	300,783.	296,098.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,581,407.			
	b Gross sales price for all assets on line 6a 13,780,392.				
	7 Capital gain net income (from Part IV, line 2)		1,581,407.		
	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)				
	11 Other income	818.	818.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	1,883,008.	1,878,323.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	232,451.	124,451.		108,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	366.	0.		366.
	b Accounting fees STMT 4	2,800.	1,400.		1,400.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	12,989.	5,079.		7,910.
	19 Depreciation and depletion	96.	10.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	8,952.	4,445.		4,507.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	257,654.	135,385.		122,183.
	25 Contributions, gifts, grants paid	520,175.			520,175.
	26 **Total expenses and disbursements.** Add lines 24 and 25	777,829.	135,385.		642,358.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,105,179.			
	b **Net investment income** (if negative, enter -0-)		1,742,938.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	31,723.	17,159.	17,159.
	2 Savings and temporary cash investments	478,217.	533,386.	533,386.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	12,648,622.	13,733,180.	13,822,391.
	14 Land, buildings, and equipment: basis ▶ 1,673.			
	Less accumulated depreciation STMT 8 ▶ 1,624.	145.	49.	49.
	15 Other assets (describe ▶ STATEMENT 9)	27,817.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,186,524.	14,283,774.	14,372,985.
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			
	22 Other liabilities (describe ▶ STATEMENT 10)	7,929.	0.	
	23 **Total liabilities** (add lines 17 through 22)	7,929.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	13,178,595.	13,178,595.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	1,105,179.	
	30 **Total net assets or fund balances**	13,178,595.	14,283,774.	
	31 **Total liabilities and net assets/fund balances**	13,186,524.	14,283,774.	

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	13,178,595.
2 Enter amount from Part I, line 27a	2	1,105,179.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,283,774.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,283,774.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	13,780,392.		12,198,985.	1,581,407.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,581,407.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,581,407.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	650,606.	13,425,887.	.048459
2011	494,009.	13,523,104.	.036531
2010	654,564.	12,522,138.	.052273
2009	470,231.	7,117,066.	.066071
2008	48,333.	1,930,065.	.025042

2 **Total** of line 1, column (d)	2	.228376
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	.045675
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,938,216.
5 Multiply line 4 by line 3	5	636,628.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,429.
7 Add lines 5 and 6	7	654,057.
8 Enter qualifying distributions from Part XII, line 4	8	642,358.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	34,859.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	34,859.
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	34,859.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	7,019.		
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	7,019.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	27,840.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOE GOLDMAN Telephone no. ▶ 972-386-6727

Located at ▶ P.O. BOX 835786, RICHARDSON, TX ZIP+4 ▶ 75083-5786

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 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	*During the year did the foundation (either directly or indirectly):*			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" *if the foundation agreed to make a grant to or to employ the official for a period after* termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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))? ☐ 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)? ☐ 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)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
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? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 STATEMENT 11		232,451.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Form **990-PF** (2013)

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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. If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	13,463,192.
b	Average of monthly cash balances	1b	686,025.
c	Fair market value of all other assets	1c	1,256.
d	**Total** (add lines 1a, b, and c)	1d	14,150,473.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,150,473.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	212,257.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,938,216.
6	**Minimum investment return.** Enter 5% of line 5	6	696,911.

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	696,911.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 34,859.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	34,859.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	662,052.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	662,052.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	662,052.

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	642,358.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	642,358.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	642,358.

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				662,052.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010 20,929.				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	20,929.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 642,358.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				642,358.
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))	19,694.			19,694.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,235.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,235.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010 1,235.				
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) 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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHMENT			SEE ATTACHMENT	520,175.
Total			▶ 3a	520,175.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	300,783.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			18	818.	
8 Gain or (loss) from sales of assets other than inventory			18	1,581,407.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,883,008.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,883,008.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/13/14 Title: EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
IRA L. NEVELOW	Ira Nevelow	5/8/14		P00083210
Firm's name ▶ WEAVER AND TIDWELL, LLP			Firm's EIN ▶ 75-0786316	
Firm's address ▶ 12221 MERIT DRIVE, SUITE 1400 DALLAS, TX 75251			Phone no. 972-490-1970	

Form **990-PF** (2013)

323622
10-10-13

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	$100,000 FACE VALUE - AMERICNA EXPRESS BK FSB MTN	P	05/06/09	04/16/13
b	$100,000 FACE VALUE - GE CAPITAL INTERNOTES CALL	P	05/20/11	04/15/13
c	$100,000 FACE VALUE - JP MORGAN CHASE 5.75% 0/02/	P	11/05/08	01/02/13
d	$5,000 FACE VALUE - SALT LAKE CITY UT HOSP 5.00%	P	05/25/11	06/04/13
e	0.647 UNITS - FIRST TRUST DOW JONES SELECT M FDM	P	04/16/13	10/15/13
f	0.942 UNITS - VANGUARD LARGE-CAP INDEX FUND VV	P	04/16/13	10/15/13
g	0.322 UNITS - VANGUARD INTERMEDIATE-TERM COR VCIT	P	07/20/12	10/15/13
h	FOLIO #2009 - PLEASE SEE ATTACHED SCHEDULE FOR DE	P		
i	FIDELITY #5064 - PLEASE SEE ATTACHED SCHEDULE FOR	P		
j	ADJUSTMENT FOR PRIOR YEAR RETURN OF PRINCIPAL	P		
k	FIDELITY #5064 - PLEASE SEE ATTACHED SCHEDULE FOR	P		
l	ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	P		
m	ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	P		
n	PTP ADJUSTMENT	P		
o	PTP ADJUSTMENT	P		

	(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	100,000.		95,836.	4,164.
b	100,000.		100,000.	0.
c	100,000.		99,798.	202.
d	5,000.		5,681.	<681.>
e	19.		16.	3.
f	74.		67.	7.
g	27.		28.	<1.>
h	150,882.		135,567.	15,315.
i	160,474.		150,196.	10,278.
j	5,750.			5,750.
k	13,020,236.		11,573,680.	1,446,556.
l			612.	<612.>
m			37,504.	<37,504.>
n	5,686.			5,686.
o	42,897.			42,897.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				4,164.
b				0.
c				202.
d				<681.>
e				3.
f				7.
g				<1.>
h				15,315.
i				10,278.
j				5,750.
k				1,446,556.
l				<612.>
m				<37,504.>
n				5,686.
o				42,897.

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

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).
If (loss), enter "-0-" in Part I, line 8 3

323591
05-01-13

Part IV **Capital Gains and Losses for Tax on Investment Income**

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAINS DIVIDENDS			
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	89,347.			89,347.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				89,347.
b				
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	1,581,407.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FIDELITY - ACCRUED INTEREST PAID	<48,314.>	0.	<48,314.>	<48,314.>	
FIDELITY - DIVIDENDS	44,176.	0.	44,176.	44,176.	
FIDELITY - LTCG DISTRIBUTIONS	89,347.	89,347.	0.	0.	
FIDELITY - T/E INTEREST	125.	0.	125.	0.	
FIDELITY - TAXABLE INTEREST	54,883.	0.	54,883.	54,883.	
FOLIO - DIVIDENDS	212,549.	0.	212,549.	212,549.	
FOLIO - TAXABLE INTEREST	9.	0.	9.	9.	
ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	324.	0.	324.	324.	
SCOTTRADE - QUALIFIED STATED T/E INTEREST	250.	0.	250.	0.	
SCOTTRADE - T/E INTEREST	4,125.	0.	4,125.	0.	
SCOTTRADE - T/E OID	185.	0.	185.	0.	
SCOTTRADE - TAXABLE INTEREST	32,471.	0.	32,471.	32,471.	
TO PART I, LINE 4	390,130.	89,347.	300,783.	296,098.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ISHARES S&P GSCI COMMODITY-INDEXED TRUST K-1	818.	818.	
TOTAL TO FORM 990-PF, PART I, LINE 11	818.	818.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	366.	0.		366.
TO FM 990-PF, PG 1, LN 16A	366.	0.		366.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,800.	1,400.		1,400.
TO FORM 990-PF, PG 1, LN 16B	2,800.	1,400.		1,400.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	8,789.	879.		7,910.
FOREIGN TAX	4,200.	4,200.		0.
TO FORM 990-PF, PG 1, LN 18	12,989.	5,079.		7,910.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	1,115.	0.		1,115.
POSTAGE AND DELIVERY	265.	0.		265.
BANK CHARGES	1,060.	0.		1,060.
MISCELLANEOUS	592.	0.		592.
PORTFOLIO DEDUCTIONS FROM ISHARES K-1	4,445.	4,445.		0.

INSURANCE	750.	0.		750.
PROFESSIONAL DUES	725.	0.		725.
TO FORM 990-PF, PG 1, LN 23	8,952.	4,445.		4,507.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SCOTTRADE	COST	0.	0.
FOLIO - CUSTOM BOND	COST	0.	0.
FOLIO - HARD ASSETS	COST	0.	0.
FOLIO - INTERNATIONAL STOCK	COST	0.	0.
FOLIO - US STOCK	COST	0.	0.
FIDELITY - BONDS	COST	5,535,980.	5,485,859.
FIDELITY - MUTUAL FUNDS	COST	8,197,200.	8,336,532.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,733,180.	13,822,391.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,028.	998.	30.
HP PAVILION NOTEBOOK	645.	626.	19.
TOTAL TO FM 990-PF, PART II, LN 14	1,673.	1,624.	49.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE - FOLIO	27,817.	0.	0.
TO FORM 990-PF, PART II, LINE 15	27,817.	0.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITIES	7,929.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	7,929.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOE GOLDMAN 6843 QUARTERWAY DRIVE DALLAS, TX 75248	TREASURER (EXECUTIVE DIREC 40.00	120,000.	0.	0.
TIMOTHY P TEHAN C/O AKIN GUMP STRAUSS 1700 PACIFIC AVENUE, SUITE 4100 DALLAS, TX 75201	SECRETARY 0.00	0.	0.	0.
BEVERLY T. GOLDMAN 6843 QUARTERWAY DRIVE DALLAS, TX 75248	PRESIDENT 0.00	0.	0.	0.
RONALD GOLDMAN C/O ARIZONA ELDER CARE 10873 E. PEAR TREE DRIVE CORNVILLE, AZ 86325	VICE PRESIDENT 0.00	0.	0.	0.
MICHAEL GOLDMAN 23 CLEARVIEW DRIVE GORHAM, ME 04038	TRUSTEE 10.00	112,451.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		232,451.	0.	0.

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	05/22/09	200DB	5.00	HY	17	1,028.			514.	514.	425.		59.	484.
2	HP PAVILION NOTEBOOK	10/16/09	200DB	5.00	HY	17	645.			323.	322.	266.		37.	303.
	* TOTAL 990-PF PG 1 DEPR						1,673.			837.	836.	691.		96.	787.

328111
05-01-13

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

FOLIOfn Investments, Inc.

Account RB32942009

Proceeds from Broker and Barter Exchange Transactions

2013 1099-B*

OMB No. 1545-0715

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis (These columns are not reported to the IRS)	Wash sale loss disallowed	Gain or loss(-)	Additional information
ISHARES MSCI CANADA INDEX FUND EWC / CUSIP 464286509 / Symbol EWC							
10/15/13	0 554	15 75	06/14/11	17 31	0 00	-1 56	Sale Original basis $17 31
ISHARES BARCLAYS TIPS BOND FUN TIP / CUSIP 464287176 / Symbol TIP							
10/15/13	0 776	86 95	11/10/11	91 00	0 00	-4 05	Sale Original basis $91 00
ISHARES GSCI COMMODITY-INDEXED GSG / CUSIP 46428R107 / Symbol GSG							
10/15/13	0 616	20.12	06/15/11	22 09	0 00	-1 97	Sale Original basis $22 09

*** This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s).**

**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS

Less commissions

FOLIOfn Investments, Inc. Account RB32942009

Proceeds from Broker and Barter Exchange Transactions

2013 1099-B* (continued) OMB No. 1545-0715

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol

1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc.	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
POWERSHARES EMERGING MARKETS S PCY / CUSIP 73936T573 / Symbol PCY							
10/15/13	0 565	15 60	11/10/11	15.61	0 00	-0 01	Sale Original basis. $15 61
SPDR DOW JONES INTERNATIONAL R RWX / CUSIP 78463X863 / Symbol RWX							
04/16/13	806 801	35,992 27	VARIOUS	32,090 13	0 00	3,902.14	Total of 2 lots
10/15/13	0 235	9 99	06/15/11	9.31	0 00	0 68	Sale Original basis. $9 31
Security total		36,002 26		32,099.44	0 00	3,902.82	
SPDR S&P INTERNATIONAL SMALL C GWX / CUSIP 78463X871 / Symbol GWX							
04/16/13	627 584	18,855 86	06/14/11	19,706.08	0 00	-850.22	Sale Original basis $19,706 08
10/15/13	0 692	22 67	06/14/11	21.72	0 00	0.95	Sale Original basis $21 72
Security total		18,878 53		19,727 80	0 00	-849 27	
SPDR BARCLAYS CAPITAL HIGH YIE JNK / CUSIP 78464A417 / Symbol JNK							
10/15/13	0 445	17 85	06/21/11	17 67	0 00	0 18	Sale Original basis $17 67
VANGUARD EMERGING MARKETS INDE VWO / CUSIP 922042858 / Symbol VWO							
10/15/13	0 803	33 86	06/14/11	38 46	0 00	-4 60	Sale Original basis $38 46
VANGUARD PACIFIC STOCK INDEX F VPL / CUSIP 922042866 / Symbol VPL							
04/16/13	378 397	22,295 42	VARIOUS	20,872 09	0 00	1,423 33	Total of 2 lots
10/15/13	0 918	56 37	06/22/11	50 61	0 00	5.76	Sale Original basis. $50 61
Security total		22,351 79		20,922 70	0 00	1,429 09	
VANGUARD EUROPEAN INDEX FUND VGK / CUSIP 922042874 / Symbol VGK							
04/16/13	201 264	9,943 22	06/14/11	10,632.75	0 00	-689.53	Sale Original basis. $10,632 75
10/15/13	0.742	40 79	06/14/11	39 18	0 00	1 61	Sale Original basis $39 18
Security total		9,984 01		10,671 93	0 00	-687.92	

These columns are not reported to the IRS (Date of acquisition, Cost or other basis, Wash sale loss disallowed)

* This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported Remember, taxpayers are ultimately responsible for the accuracy of their tax return(s)
**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS
\# Less commissions

FOLIOfn Investments, Inc.

Proceeds from Broker and Barter Exchange Transactions

(continued)

Account RB32942009

2013 1099-B*

OMB No. 1545-0715

*LONG-TERM TRANSACTIONS 6 - NONCOVERED tax lot for which cost basis is NOT reported to the IRS***

Report on Form 8949, Part II, with Box E checked

8 - Description / CUSIP / 1d - Symbol				These columns are not reported to the IRS			
1a - Date of Sale or exchange	1e - Quantity	2a - Proceeds of # stocks, bonds, etc	Date of acquisition	Cost or other basis	Wash sale loss disallowed	Gain or loss(-)	Additional information
VANGUARD SHORT-TERM GOVERNMENT VGSH / CUSIP 92206C102 / Symbol VGSH							
10/15/13	0 067	4 08	11/10/11	4 10	0 00	-0 02	Sale Original basis $4 10
VANGUARD SHORT-TERM CORPORATE VCSH / CUSIP. 92206C409 / Symbol VCSH							
10/15/13	0 366	29 14	06/22/11	28 81	0 00	0 33	Sale Original basis $28 81
VANGUARD INTERMEDIATE-TERM GOV VGIT / CUSIP 92206C706 / Symbol. VGIT							
10/15/13	0 669	42 54	11/09/11	43 83	0 00	-1 29	Sale Original basis $43 83
VANGUARD REIT ETF VNQ / CUSIP 922908553 / Symbol VNQ							
04/16/13	614 684	45,039 94	VARIOUS	36,085 90	0 00	8,954 04	Total of 2 lots
10/15/13	0.681	46 04	06/20/11	39 60	0 00	6 44	Sale Original basis $40 82
	Security total	45,085 98		36,125 50	0 00	8,960 48	
VANGUARD SMALL-CAP VALUE INDEX VBR / CUSIP 922908611 / Symbol VBR							
04/16/13	79 987	6,369 22	06/22/11	5,527 89	0 00	841 33	Sale Original basis $5,527 89
10/15/13	0 913	83 69	06/22/11	63 07	0 00	20 62	Sale Original basis $63 07
	Security total	6,452 91		5,590 96	0 00	861 95	
VANGUARD VALUE INDEX FUND VTV / CUSIP 922908744 / Symbol VTV							
04/16/13	131 275	8,576 65	06/22/11	7,323 27	0 00	1,253 38	Sale Original basis $7,323 27
10/15/13	0 048	3 43	06/22/11	2 70	0.00	0 73	Sale Original basis $2 70
	Security total	8,580 08		7,325 97	0 00	1,254 11	
VANGUARD SMALL-CAP INDEX FUND VB / CUSIP 922908751 / Symbol VB							
04/16/13	36 241	3,206 68	06/22/11	2,769 86	0 00	436 82	Sale Original basis $2,769 86
10/15/13	0 712	73 63	06/22/11	54 45	0 00	19 18	Sale Original basis $54 45
	Security total	3,280 31		2,824.31	0 00	456 00	
	Totals	**150,881.76**		**135,567.49**	**0 00**	**15,314.27**	

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**For NONCOVERED tax lots, values for "Date of acquisition," "Cost or other basis" and "Wash sale loss disallowed" are provided for your reference and are NOT reported to the IRS

\# Less commissions

Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note. This information is not reported to the IRS It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions

Short-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
8 Description, **1d** Stock or Other Symbol, CUSIP										
FIRST TR DOW JONES SELECT MICROCAP INDEX, FDM, 33718M105										
Sale	10/25/13	04/16/13	354 811	10,797 06	8,563 36	2,233 70				
ISHARES MSCI CANADA ETF, EWC, 464286509										
Sale	10/25/13	04/16/13	272 089	7,942 22	7,282 50	659 72				
Sale	10/25/13	04/16/13	110 101	3,213 81	2,946 85	266 96				
Subtotals				**11,156 03**	**10,229 35**					
ISHARES S&P GSCI COMMODITY INDEXED TR, GSG, 46428R107										
Sale	10/21/13	04/16/13	1,535 155	49,836 43	46,515 03	3,321 40				
Sale	10/21/13	04/16/13	826 887	26,843 60	25,054 58	1,789 02				
Sale	10/21/13	04/16/13	312 298	10,138 27	9,462.60	675 67				
Subtotals				**86,818.30**	**81,032.21**					
VANGUARD INDEX FDS VANGUARD LARGE CAP VI, VV, 922908637										
Sale	10/25/13	04/16/13	132 926	10,730 66	9,506 18	1,224 48				
VANGUARD INTL EQUITYINDEX FDS FTSE EMERG, VWO, 922042858										
Sale	10/25/13	04/16/13	927 443	38,921 50	38,819 75	101 75				
Sale	10/25/13	04/16/13	48 867	2,050 76	2,045 40	5 36				
Subtotals				**40,972.26**	**40,865 15**					
TOTALS				**160,474.31**	**150,196.25**			**0.00**		
	Short-Term Realized Gain					**10,278.06**				
	Short-Term Realized Loss					**0.00**				
	Wash Sale Loss Disallowed						**0.00**			

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

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Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note **This information is not reported to the IRS. It may assist you in tax return preparation**

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
FIRST TR DOW JONES SELECT MICROCAP INDEX, FDM, 33718M105										
Sale	10/25/13	06/10/11	125 705	3,825 26	2,683 80	1,141 46				
Sale	10/25/13	06/13/11	653 232	19,878 16	14,051 03	5,827 13				
Sale	10/25/13	06/13/11	484 856	14,754 38	10,429 25	4,325 13				
Sale	10/25/13	06/13/11	65 744	2,000 62	1,414 15	586 47				
Sale	10/25/13	06/13/11	43 867	1,334 88	943 57	391 31				
Sale	10/25/13	06/14/11	1,170 343	35,614 00	25,607 06	10,006 94				
Sale	10/25/13	06/14/11	59 954	1,824 64	1,311 94	512 70				
Sale	10/25/13	06/15/11	2,448 073	74,495 98	52,831 81	21,664 17				
Sale	10/25/13	06/15/11	77 358	2,354 04	1,669 46	684 58				
Sale	10/25/13	06/17/11	636 796	19,377 99	13,748 42	5,629 57				
Sale	10/25/13	06/17/11	622 003	18,927 83	13,532 65	5,395 18				
Sale	10/25/13	06/17/11	622 003	18,927 83	13,429 05	5,498 78				
Sale	10/25/13	06/17/11	77 358	2,354 04	1,683 04	671 00				
Sale	10/25/13	06/20/11	630 368	19,182 39	13,742 03	5,440 36				
Sale	10/25/13	06/20/11	611 436	18,606 27	13,329 30	5,276 97				
Sale	10/25/13	06/21/11	1,126 674	34,285 19	25,044 63	9,240 56				
Sale	10/25/13	06/21/11	87 925	2,675 60	1,954 47	721 13				
Sale	10/25/13	06/22/11	245 850	7,481 32	5,476 97	2,004 35				
Sale	10/25/13	06/22/11	115 131	3,503 48	2,564 85	938 63				
Sale	10/25/13	06/23/11	1,252 371	38,110 23	27,056 80	11,053 43				
Sale	10/25/13	06/23/11	1,230 302	37,438 63	26,845 18	10,593 45				
Sale	10/25/13	06/23/11	267 920	8,152 91	5,846 00	2,306 91				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

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Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
FIRST TR DOW JONES SELECT MICROCAP INDEX, FDM, 33718M105										
Sale	10/25/13	06/23/11	107 610	3,274 61	2,348 04	926 57				
Sale	10/25/13	10/06/11	170 218	5,179 81	3,024 78	2,155 03				
Sale	10/25/13	11/11/11	484 856	14,754 38	9,677 72	5,076 66				
Sale	10/25/13	07/20/12	360 981	10,984 80	7,677 28	3,307 52				
Sale	10/25/13	07/20/12	291 605	8,873 68	6,201 82	2,671 86				
Sale	10/25/13	07/20/12	0 647	19 68	13 75	5 93				
Subtotals				**428,192.63**	**304,138.85**					
ISHARES MSCI CANADA ETF, EWC, 464286509										
Sale	10/25/13	06/10/11	27 670	807 67	849 60	-41 93				
Sale	10/25/13	06/13/11	252 489	7,370 07	7,754 80	-384 73				
Sale	10/25/13	06/13/11	23 547	687 32	723 20	-35 88				
Sale	10/25/13	06/14/11	271 346	7,920 52	8,472 79	-552 27				
Sale	10/25/13	06/14/11	0 189	5 52	5 90	-0 38				
Sale	10/25/13	06/15/11	159 996	4,670 23	4,896 67	-226 44				
Sale	10/25/13	06/15/11	123 001	3,590 36	3,764 45	-174 09				
Sale	10/25/13	06/15/11	110 844	3,235 50	3,392 39	-156 89				
Sale	10/25/13	06/15/11	97 597	2,848 84	2,986 98	-138 14				
Sale	10/25/13	06/15/11	58 875	1,718 55	1,801 88	-83 33				
Sale	10/25/13	06/17/11	253 143	7,389 17	7,661 37	-272 20				
Sale	10/25/13	06/17/11	158 620	4,630 09	4,819 14	-189 05				
Sale	10/25/13	06/17/11	23 044	672 66	697 44	-24 78				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND   Account No **676-165064**   Customer Service 866-535-0897
Recipient ID No **75-2302749**   Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
ISHARES MSCI CANADA ETF, EWC, 464286509										
Sale	10/25/13	06/20/11	139 066	4,059 30	4,219 21	-159 91				
Sale	10/25/13	06/20/11	137 990	4,027 88	4,186 55	-158 67				
Sale	10/25/13	06/21/11	138 197	4,033 95	4,278 40	-244 45				
Sale	10/25/13	06/21/11	135 593	3,957 92	4,197 77	-239 85				
Sale	10/25/13	06/22/11	141 463	4,129 26	4,386 35	-257 09				
Sale	10/25/13	06/22/11	133 352	3,892 51	4,134 86	-242 35				
Sale	10/25/13	06/23/11	296 319	8,649 47	8,926 62	-277 15				
Sale	10/25/13	06/23/11	253 994	7,414 01	7,633 81	-219 80				
Sale	10/25/13	06/23/11	68 220	1,991 33	2,055 14	-63 81				
Sale	10/25/13	06/23/11	27 670	807 67	833 55	-25 88				
Sale	10/25/13	06/23/11	25.268	737 57	759 44	-21 87				
Sale	10/25/13	10/06/11	51 771	1,511 17	1,330 85	180 32				
Sale	10/25/13	11/10/11	123 001	3,590 36	3,361 26	229 10				
Sale	10/25/13	11/11/11	126 952	3,705 69	3,541 58	164 11				
Sale	10/25/13	11/11/11	33 044	964 53	921 82	42 71				
Sale	10/25/13	01/04/12	58 875	1,718 55	1,611 15	107 40				
Sale	10/25/13	07/20/12	164 714	4,807 97	4,294 08	513 89				
Sale	10/25/13	07/20/12	87 963	2,567 63	2,293 19	274 44				
Subtotals				**108,113.27**	**110,792 24**					

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES S&P GSCI COMMODITY INDEXED TR, GSG, 46428R107										
Sale	10/21/13	06/13/11	826 887	26,843 60	29,445 00	-2,601 40				
Sale	10/21/13	06/15/11	1,850 402	60,070 44	64,577 23	-4,506 79				
Sale	10/21/13	06/15/11	1,534 539	49,816 44	55,043 89	-5,227 45				
Sale	10/21/13	06/15/11	1,054 348	34,227 79	36,795 73	-2,567 94				
Sale	10/21/13	06/15/11	312 298	10,138 27	10,898 90	-760 63				
Sale	10/21/13	06/15/11	197 949	6,426 12	6,908 24	-482 12				
Sale	10/21/13	06/17/11	1,711 567	55,563 39	58,227 34	-2,663 95				
Sale	10/21/13	06/17/11	694 259	22,538 06	23,910 34	-1,372 28				
Sale	10/21/13	06/17/11	274 597	8,914 36	9,457 13	-542 77				
Sale	10/21/13	06/20/11	1,107 366	35,948 93	37,747 23	-1,798 30				
Sale	10/21/13	06/20/11	577 875	18,759 81	19,698 25	-938 44				
Sale	10/21/13	06/21/11	1,091 583	35,436 57	37,385 50	-1,948 93				
Sale	10/21/13	06/21/11	604 201	19,614 46	20,693 21	-1,078 75				
Sale	10/21/13	06/22/11	783 927	25,449 00	26,988 86	-1,539 86				
Sale	10/21/13	06/22/11	593 657	19,272 17	20,438 29	-1,166 12				
Sale	10/21/13	06/22/11	300 605	9,758 68	10,349 15	-590 47				
Sale	10/21/13	06/23/11	968 856	31,452.42	32,374 23	-921 81				
Sale	10/21/13	06/23/11	911 857	29,602.04	30,335 01	-732 97				
Sale	10/21/13	06/23/11	841 440	27,316 04	28,116 62	-800 58				
Sale	10/21/13	06/23/11	836 750	27,163 81	27,836 40	-672 59				
Sale	10/21/13	06/23/11	753 743	24,469 11	25,186 25	-717 14				
Sale	10/21/13	10/06/11	197 949	6,426 12	6,028 54	397 58				

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Recipient ID No 75-2302749 Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
ISHARES S&P GSCI COMMODITY INDEXED TR, GSG, 46428R107										
Sale	10/21/13	11/11/11	300 605	9,758 68	10,265 66	-506 98				
Sale	10/21/13	07/20/12	1,850 402	60,070 44	61,303 51	-1,233 07				
Subtotals				**655,036.75**	**690,010.51**					
ISHARES TIPS BOND ETF, TIP, 464287176										
Sale	10/21/13	06/10/11	109 159	12,291 12	12,058 80	232 32				
Sale	10/21/13	06/13/11	981 650	110,531 85	108,382 70	2,149 15				
Sale	10/21/13	06/13/11	110 547	12,447 33	12,205 30	242 03				
Sale	10/21/13	06/14/11	980 110	110,358 51	107,958 12	2,400 39				
Sale	10/21/13	06/14/11	111 475	12,551 89	12,278 88	273 01				
Sale	10/21/13	06/15/11	986 358	111,061 98	109,189 39	1,872 59				
Sale	10/21/13	06/15/11	132 050	14,868 58	14,617 88	250 70				
Sale	10/21/13	06/17/11	755 861	85,108 51	83,506 79	1,601 72				
Sale	10/21/13	06/17/11	622 943	70,142 13	68,878 50	1,263 63				
Sale	10/21/13	06/17/11	337 204	37,968 49	37,253 92	714 57				
Sale	10/21/13	06/20/11	650 374	73 230 86	71,729 84	1,501 02				
Sale	10/21/13	06/20/11	331 123	37,283 85	36,519 63	764 22				
Sale	10/21/13	06/20/11	109 159	12,291 12	12,039 19	251 93				
Sale	10/21/13	06/21/11	622 943	70,142 13	68,721 38	1,420 75				
Sale	10/21/13	06/21/11	442 691	49,846 14	48,836 49	1,009 65				
Sale	10/21/13	06/21/11	32 200	3,625 61	3,552 18	73 43				
Sale	10/21/13	06/22/11	1,060 332	119,391 33	117,079 33	2,312 00				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No 676-165064 Customer Service 866-535-0897
Recipient ID No 75-2302749 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
ISHARES TIPS BOND ETF, TIP, 464287176										
Sale	10/21/13	06/22/11	26 653	3,001 03	2,942 91	58 12				
Sale	10/21/13	06/23/11	1,091 756	122,929 53	120,725 27	2,204 26				
Sale	10/21/13	06/23/11	0 776	87 42	85 85	1 57				
Sale	10/21/13	11/10/11	476 564	53,660 16	55,863 42	-2,203 26				
Sale	10/21/13	11/10/11	37 268	4,196 28	4,368 57	-172 29				
Sale	10/21/13	11/11/11	476 564	53,660 16	55,724 62	-2,064 46				
Sale	10/21/13	11/11/11	144 196	16,236 19	16,860 85	-624 66				
Sale	10/21/13	01/04/12	38 044	4,283 69	4,440 93	-157 24				
Subtotals				**1,201,195.89**	**1,185,820.74**					
POWERSHARES GLOBAL EXCHANGE TRADED FD TR, PCY, 73936T573										
Sale	10/21/13	06/14/11	566 557	15,809 46	15,377 58	431 88				
Sale	10/21/13	06/15/11	1,659 724	46,313 68	44,860 60	1,453 08				
Sale	10/21/13	06/15/11	1,499 744	41,849 52	40,536 50	1,313 02				
Sale	10/21/13	06/15/11	1,279 402	35,701 02	34,580 91	1,120 11				
Sale	10/21/13	06/17/11	1,668 493	46,558 38	44,904 42	1,653 96				
Sale	10/21/13	06/17/11	722 093	20,149 60	19,423 60	726 00				
Sale	10/21/13	06/17/11	557 310	15,551 42	14,991 09	560 33				
Sale	10/21/13	06/17/11	553 343	15,440 74	14,892 22	548 52				
Sale	10/21/13	06/20/11	1,678 407	46,835 03	45,146 96	1,688 07				
Sale	10/21/13	06/20/11	548 438	15,303 86	14,752 27	551 59				
Sale	10/21/13	06/21/11	2,206 271	61,564 80	59,562 82	2,001 98				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
POWERSHARES GLOBAL EXCHANGE TRADED FD TR, PCY, 73936T573										
Sale	10/21/13	06/21/11	19 531	545 00	527 28	17 72				
Sale	10/21/13	06/22/11	2,196 100	61,280 97	59,333 83	1,947 14				
Sale	10/21/13	06/22/11	19 531	545 00	527 69	17 31				
Sale	10/21/13	06/23/11	2,231 750	62,275 77	60,253 85	2,021 92				
Sale	10/21/13	06/23/11	2,187 588	61,043 45	59,062 44	1,981 01				
Sale	10/21/13	06/23/11	566 557	15,809 46	15,296 41	513 05				
Sale	10/21/13	06/23/11	0 565	15 75	15 24	0 51				
Sale	10/21/13	11/10/11	1,395 475	38,939 96	38,584 47	355 49				
Sale	10/21/13	11/10/11	80 279	2,240 14	2,219 69	20 45				
Sale	10/21/13	01/04/12	80 844	2,255 89	2,199 76	56 13				
Subtotals				***606,028 90***	***587,049.63***					
SPDR INDEX SHS FDS DJ WILSHIRE INTL REAL, RWX, 78463X863										
Sale	10/21/13	06/10/11	65 593	2,869 54	2,598 61	270 93				
Sale	10/21/13	06/10/11	12 631	552 56	500 39	52 17				
Sale	10/21/13	06/15/11	566 408	24,779 15	22,466 13	2,313 02				
Sale	10/21/13	06/15/11	384 343	16,814 19	15,244 67	1,569 52				
Sale	10/21/13	06/15/11	86 205	3,771 29	3,419 26	352 03				
Sale	10/21/13	06/17/11	572 625	25,051 12	22,527 73	2,523 39				
Sale	10/21/13	06/17/11	187 449	8,200 48	7,379 71	820 77				
Sale	10/21/13	06/17/11	141 516	6,191 03	5,571 39	619 64				
Sale	10/21/13	06/20/11	425 999	18,636 55	16,711 46	1,925 09				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
SPDR INDEX SHS FDS DJ WILSHIRE INTL REAL, RWX, 78463X863										
Sale	10/21/13	06/20/11	145 141	6,349 62	5,693 72	655 90				
Sale	10/21/13	06/21/11	416 797	18,234 00	16,517 53	1,716 47				
Sale	10/21/13	06/21/11	145 141	6,349 62	5,751 89	597 73				
Sale	10/21/13	06/22/11	328 965	14,391 51	13,047 75	1,343 76				
Sale	10/21/13	06/22/11	155 827	6,817 12	6,180 60	636 52				
Sale	10/21/13	06/22/11	78 223	3,422 10	3,102 57	319 53				
Sale	10/21/13	06/22/11	3 993	174 69	158 38	16 31				
Sale	10/21/13	06/23/11	557 945	24,408 93	21,603 59	2,805 34				
Sale	10/21/13	06/23/11	553 162	24,199 68	21,462 54	2,737 14				
Sale	10/21/13	06/23/11	306 120	13,392 09	11,877 36	1,514 73				
Sale	10/21/13	06/23/11	13 846	605 74	536 12	69 62				
Sale	10/21/13	10/06/11	65 827	2,879 81	2,129 83	749 98				
Sale	10/21/13	11/11/11	98 836	4,323 85	3,431 15	892 70				
Sale	10/21/13	07/20/12	566 408	24,779 15	21,149 59	3,629 56				
Subtotals				**257,193.82**	**229,061.97**					
SPDR INDEX SHS FDS S&P INTL SMALL CAP ET, GWX, 78463X871										
Sale	10/25/13	06/10/11	117 378	3,945 91	3,612 60	333 31				
Sale	10/25/13	06/13/11	495 485	16,656 78	15,315 39	1,341 39				
Sale	10/25/13	06/13/11	320 088	10,760 44	9,893 90	866 54				
Sale	10/25/13	06/13/11	250 553	8,422 88	7,744 58	678 30				
Sale	10/25/13	06/13/11	102 625	3,449 96	3,172 13	277 83				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR INDEX SHS FDS S&P INTL SMALL CAP ET, GWX, 78463X871										
Sale	10/25/13	06/14/11	314 579	10,575 24	9,877 75	697 49				
Sale	10/25/13	06/14/11	204 792	6,884 53	6,430 45	454 08				
Sale	10/25/13	06/15/11	1,192 535	40,089 61	36,546 63	3,542 98				
Sale	10/25/13	06/15/11	794 473	26,707 91	24,347 56	2,360 35				
Sale	10/25/13	06/15/11	367 551	12,356 02	11,264 04	1,091 98				
Sale	10/25/13	06/17/11	986.712	33,170 42	29,966 34	3,204 08				
Sale	10/25/13	06/17/11	674.793	22,684 60	20,560 74	2,123 86				
Sale	10/25/13	06/17/11	198 148	6,661 16	6,017 73	643 43				
Sale	10/25/13	06/20/11	986 712	33,170 42	29,857 21	3,313 21				
Sale	10/25/13	06/20/11	194 714	6,545 71	5,891 90	653 81				
Sale	10/25/13	06/21/11	674 793	22,684 60	20,749 65	1,934 95				
Sale	10/25/13	06/21/11	294 313	9,893 96	9,050 03	843 93				
Sale	10/25/13	06/21/11	198 148	6,661 16	6,092 98	568 18				
Sale	10/25/13	06/22/11	1,161 917	39,060 32	36,052 79	3,007 53				
Sale	10/25/13	06/23/11	898 330	30,199 26	27,120 48	3,078 78				
Sale	10/25/13	06/23/11	873 048	29,349 38	26,411 28	2,938 10				
Sale	10/25/13	06/23/11	676 988	22,758 39	20,480 10	2,278 29				
Sale	10/25/13	06/23/11	294 206	9,890 35	8,882 03	1,008 32				
Sale	10/25/13	06/23/11	117 378	3,945 91	3,550 89	395 02				
Sale	10/25/13	10/06/11	220 695	7,419 12	5,559 25	1,859 87				
Sale	10/25/13	11/10/11	271 069	9,112 55	7,209 76	1,902 79				
Sale	10/25/13	11/10/11	253 812	8,532 42	6,750 77	1,781 65				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note. This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
SPDR INDEX SHS FDS S&P INTL SMALL CAP ET, GWX, 78463X871										
Sale	10/25/13	11/11/11	682 130	22,931 26	18,538 11	4,393 15				
Sale	10/25/13	01/04/12	225 975	7,596 64	5,830 15	1,766 49				
Sale	10/25/13	01/04/12	24 578	826 24	634 11	192 13				
Sale	10/25/13	07/20/12	495 485	16,656 80	12,520 84	4,135 96				
Subtotals				**489,599.95**	**435,932.17**					
SPDR SER TR BARCLAYSHIGH YIELD BD ETF, JNK, 78464A417										
Sale	10/21/13	06/10/11	304 191	12,320 39	12,062 70	257 69				
Sale	10/21/13	06/13/11	2,620 842	106,149 69	103,626 82	2,522 87				
Sale	10/21/13	06/13/11	430 940	17,454 01	17,039 18	414 83				
Sale	10/21/13	06/15/11	3,073 712	124,491 90	121,797 45	2,694 45				
Sale	10/21/13	06/15/11	1,449 806	58,720 22	57,449 30	1,270 92				
Sale	10/21/13	06/15/11	1,445 141	58,531 31	57,264 49	1,266 82				
Sale	10/21/13	06/15/11	117 004	4,738 89	4,636 33	102 56				
Sale	10/21/13	06/17/11	1,613 540	65,351 83	63,540 61	1,811 22				
Sale	10/21/13	06/17/11	1,613 540	65,351 83	63,347 11	2,004 72				
Sale	10/21/13	06/17/11	1,460 172	59,140 07	57,325 90	1,814 17				
Sale	10/21/13	06/17/11	112 742	4,566 30	4,439 75	126 55				
Sale	10/21/13	06/20/11	2,319 568	93,947 46	91,645 69	2,301 77				
Sale	10/21/13	06/20/11	739 735	29,960 86	29,226 80	734 06				
Sale	10/21/13	06/21/11	288 876	11,700 09	11,468 54	231 55				
Sale	10/21/13	06/22/11	2,030 692	82,247 37	80,597 01	1,650 36				

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2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
SPDR SER TR BARCLAYSHIGH YIELD BD ETF, JNK, 78464A417										
Sale	10/21/13	06/22/11	1,031 849	41,792 08	40,953 50	838 58				
Sale	10/21/13	06/23/11	3,779 740	153,087 53	149,299 00	3,788 53				
Sale	10/21/13	06/23/11	2,019 933	81,811 62	79,414 65	2,396 97				
Sale	10/21/13	06/23/11	1,038 748	42,071 53	40,838 89	1,232 64				
Sale	10/21/13	11/10/11	1,354 113	54,844 46	51,495 89	3,348 57				
Sale	10/21/13	11/10/11	1,267 174	51,323 26	48,189 68	3,133 58				
Sale	10/21/13	11/10/11	304 191	12,320 39	11,568 16	752 23				
Sale	10/21/13	11/11/11	1,708 428	69,194 99	65,705 76	3,489 23				
Sale	10/21/13	11/11/11	172 318	6,979 23	6,627 29	351 94				
Sale	10/21/13	01/04/12	117 004	4,738 89	4,515 11	223 78				
Subtotals				**1,312,836.20**	**1,274,075.61**					
VANGUARD INDEX FDS VANGUARD LARGE CAP VI, VV, 922908637										
Sale	10/25/13	06/10/11	184 833	14,921 02	10,816 20	4,104 82				
Sale	10/25/13	06/13/11	1,065 264	85,995 43	62,552 22	23,443 21				
Sale	10/25/13	06/13/11	709 001	57,235 37	41,632 44	15,602 93				
Sale	10/25/13	06/13/11	65 895	5,319 49	3,869 34	1,450 15				
Sale	10/25/13	06/14/11	1,041 086	84,043 61	61,819 63	22,223 98				
Sale	10/25/13	06/14/11	775 437	62,598 55	46,045 37	16,553 18				
Sale	10/25/13	06/15/11	2,643 148	213,373 02	154,438 91	58,934 11				
Sale	10/25/13	06/15/11	1,041 086	84,043 61	60,830 57	23,213 04				
Sale	10/25/13	06/17/11	1,836 727	148,273 13	107,429 95	40,843 18				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-166064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INDEX FDS VANGUARD LARGE CAP VI, VV, 922908637										
Sale	10/25/13	06/17/11	795 640	64,229 53	46,672.14	17,557 39				
Sale	10/25/13	06/17/11	184 833	14,921 02	10,842.30	4,078 72				
Sale	10/25/13	06/17/11	67 583	5,455 73	3,964 39	1,491 34				
Sale	10/25/13	06/20/11	1,048 056	84,606 27	61,583 68	23,022 59				
Sale	10/25/13	06/20/11	462.685	37,351 08	27,187 31	10,163 77				
Sale	10/25/13	06/20/11	318 820	25,737 29	18,733 81	7,003 48				
Sale	10/25/13	06/21/11	1,521 340	122,813 00	90,509 32	32,303 68				
Sale	10/25/13	06/21/11	289 812	23,395 64	17,241 85	6,153 79				
Sale	10/25/13	06/22/11	35 462	2,862 72	2,120 62	742 10				
Sale	10/25/13	06/23/11	1,504 286	121,436 28	87,774 94	33,661 34				
Sale	10/25/13	06/23/11	1,480 108	119,484 46	86,726 03	32,758 43				
Sale	10/25/13	06/23/11	886 886	71,595 48	51,966 53	19,628 95				
Sale	10/25/13	06/23/11	336 415	27,157 69	19,629 76	7,527 93				
Sale	10/25/13	10/06/11	251 671	20,316 58	13,193 79	7,122 79				
Sale	10/25/13	11/11/11	672 596	54,296 57	38,954 08	15,342 49				
Sale	10/25/13	11/11/11	35 462	2,862 72	2,053 81	808 91				
Sale	10/25/13	11/11/11	0 942	76 08	54 58	21 50				
Subtotals				**1,554,401.37**	**1,128,643.57**					
VANGUARD INDEX FDS VANGUARD REIT ETF FOR VNQ, 922908553										
Sale	10/21/13	06/10/11	133 379	9,231 90	7,593 94	1,637 96				
Sale	10/21/13	06/10/11	20 242	1,401 04	1,152 46	248 58				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INDEX FDS VANGUARD REIT ETF FOR, VNQ, 922908553										
Sale	10/21/13	06/13/11	1,192 234	82,520 99	68,337 66	14,183 33				
Sale	10/21/13	06/13/11	181 821	12,584 79	10,421 78	2,163 01				
Sale	10/21/13	06/13/11	153 621	10,632 93	8,805 39	1,827 54				
Sale	10/21/13	06/14/11	720 762	49,887 87	41,774 65	8,113 22				
Sale	10/21/13	06/15/11	1,527 675	105,738 72	87,061 49	18,677 23				
Sale	10/21/13	06/15/11	417 371	28,888 48	23,785 74	5,102 74				
Sale	10/21/13	06/15/11	385 321	26,670 14	21,959 24	4,710 90				
Sale	10/21/13	06/17/11	1,031 432	71,391 02	59,750 55	11,640 47				
Sale	10/21/13	06/17/11	662 016	45,821 72	38,340 66	7,481 06				
Sale	10/21/13	06/17/11	138 252	9,569 15	8,008 88	1,560 27				
Sale	10/21/13	06/20/11	730 346	50,551 21	42,863 15	7,688 06				
Sale	10/21/13	06/20/11	193 041	13,361 45	11,329 38	2,032 07				
Sale	10/21/13	06/23/11	720 762	49,887 87	41,507 13	8,380 74				
Sale	10/21/13	06/23/11	716 614	49,600 75	41,212 46	8,388 29				
Sale	10/21/13	06/23/11	587 946	40,694 93	33,858 53	6,836 40				
Sale	10/21/13	06/23/11	468 974	32,460 27	26,970 71	5,489 56				
Sale	10/21/13	06/23/11	453 070	31,359 43	26,091 31	5,268 12				
Sale	10/21/13	10/06/11	134 060	9,279 02	6,630 08	2,648 94				
Sale	10/21/13	11/11/11	202 062	13,985 84	11,379 05	2,606 79				
Subtotals				**745,519.52**	**618,834.24**					

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No 676-165064 Customer Service 866-535-0897
Recipient ID No 75-2302749 Payer's Fed ID Number 04-3523567

Note. This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD INDEX FDS VANGUARD SMALL CAP VA, VBR, 922908611										
Sale	10/25/13	06/10/11	81 053	7,638 90	5,394 60	2,244 30				
Sale	10/25/13	06/13/11	389 378	36,697 09	26,029 87	10,667 22				
Sale	10/25/13	06/13/11	308 705	29,094 07	20,636 92	8,457 15				
Sale	10/25/13	06/13/11	81 053	7,638 90	5,418 40	2,220 50				
Sale	10/25/13	06/13/11	27 836	2,623 39	1,860 81	762 58				
Sale	10/25/13	06/14/11	417 594	39,356 35	28,367 11	10,989 24				
Sale	10/25/13	06/14/11	378 536	35,675 28	25,713 89	9,961 39				
Sale	10/25/13	06/15/11	1,236 740	116,557 07	82,898 54	33,658 53				
Sale	10/25/13	06/15/11	378 536	35,675 28	25,373 22	10,302 06				
Sale	10/25/13	06/17/11	782 474	73,744 60	52,510 65	21,233 95				
Sale	10/25/13	06/17/11	430 077	40,532 75	29,008 48	11,524 27				
Sale	10/25/13	06/17/11	28 068	2,645 30	1,893 19	752 11				
Sale	10/25/13	06/17/11	26 138	2,463 43	1,754 11	709 32				
Sale	10/25/13	06/20/11	432 006	40,714 62	29,251 14	11,463 48				
Sale	10/25/13	06/20/11	369 527	34,826 25	25,020 67	9,805 58				
Sale	10/25/13	06/21/11	432 006	40,714 62	29,743 62	10,971 00				
Sale	10/25/13	06/21/11	359 469	33,878 35	24,749 46	9,128 89				
Sale	10/25/13	06/22/11	153 242	14,442 35	10,590 53	3,851 82				
Sale	10/25/13	06/23/11	524 134	49,397 28	35,295 12	14,102 16				
Sale	10/25/13	06/23/11	509 722	48,039 01	34,554 01	13,485 00				
Sale	10/25/13	06/23/11	387 456	36,515 97	26,265 60	10,250 37				
Sale	10/25/13	06/23/11	286 408	26,992 62	19,286 65	7,705 97				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INDEX FDS VANGUARD SMALL CAP VA, VBR, 922908611										
Sale	10/25/13	06/23/11	139 667	13,163 00	9,468 02	3,694 98				
Sale	10/25/13	10/06/11	109 802	10,348 29	6,248 00	4,100 29				
Sale	10/25/13	11/11/11	294 218	27,728 71	18,878 12	8,850 59				
Sale	10/25/13	11/11/11	14 487	1,365 35	929 55	435 80				
Sale	10/25/13	07/20/12	139 667	13,162 98	9,550 34	3,612 64				
Subtotals				**821,631.81**	**586,690.62**					
VANGUARD INDEX FDS VANGUARD SMALL CAP VI, VB, 922908751										
Sale	10/25/13	06/10/11	36 587	3,904 82	2,691 90	1,212 92				
Sale	10/25/13	06/13/11	175 934	18,776 78	12,987 40	5,789 38				
Sale	10/25/13	06/13/11	139 433	14,881 16	10,292 90	4,588 26				
Sale	10/25/13	06/13/11	36 587	3,904 82	2,700 86	1 203 96				
Sale	10/25/13	06/13/11	12 339	1,316 87	910 84	406 03				
Sale	10/25/13	06/14/11	188 359	20,102 85	14,141 83	5,961 02				
Sale	10/25/13	06/14/11	171 261	18,278 10	12,858 17	5,419 93				
Sale	10/25/13	06/15/11	536 529	57,261 84	39,778 18	17,483 66				
Sale	10/25/13	06/15/11	194 902	20,801 17	14,449 99	6,351 18				
Sale	10/25/13	06/17/11	194 902	20,801 17	14,461 68	6,339 49				
Sale	10/25/13	06/17/11	194 902	20,801 17	14,401 26	6,399 91				
Sale	10/25/13	06/17/11	171 261	18,278 10	12,654 47	5,623 63				
Sale	10/25/13	06/17/11	9 931	1,059 92	736 89	323 03				
Sale	10/25/13	06/20/11	189 883	20,265 59	14,142 20	6,123 39				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INDEX FDS VANGUARD SMALL CAP VI, VB, 922908751										
Sale	10/25/13	06/20/11	171 261	18,278 10	12,755 24	5,522 86				
Sale	10/25/13	06/21/11	194 121	20,717 89	14,753 22	5,964 67				
Sale	10/25/13	06/21/11	159 900	17,065 55	12,152 38	4,913 17				
Sale	10/25/13	06/22/11	72 461	7,733 47	5,538 15	2,195 32				
Sale	10/25/13	06/23/11	238 123	25,414 06	17,742 40	7,671 66				
Sale	10/25/13	06/23/11	229 803	24,526 12	17,276 60	7,249 52				
Sale	10/25/13	06/23/11	190 054	20,283 78	14,288 22	5,995 56				
Sale	10/25/13	06/23/11	127 259	13,581 92	9,481 99	4,099 93				
Sale	10/25/13	06/23/11	48 069	5,130 28	3,613 86	1,516 42				
Sale	10/25/13	10/06/11	49 638	5,297 71	3,127 20	2,170 51				
Sale	10/25/13	11/11/11	114 329	12,201 94	8,149 58	4,052 36				
Sale	10/25/13	11/11/11	25 104	2,679 22	1,789 43	889 79				
Sale	10/25/13	07/20/12	48 069	5,130 26	3,649 87	1,480 39				
Subtotals				**418,474.66**	**291,526.71**					
VANGUARD INDEX FDS VANGUARD VALUE VIPERS, VTV, 922908744										
Sale	10/25/13	06/10/11	99 430	7,251 23	5,413 50	1,837 73				
Sale	10/25/13	06/13/11	571 476	41,676 46	31,362 56	10,313 90				
Sale	10/25/13	06/13/11	381 579	27,827 65	20,940 98	6,886 67				
Sale	10/25/13	06/13/11	35 832	2,613 15	1,966 46	646 69				
Sale	10/25/13	06/14/11	461 309	33,642 22	25,551 87	8,090 35				
Sale	10/25/13	06/14/11	416 605	30,382 02	23,075 69	7,306 33				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INDEX FDS VANGUARD VALUE VIPERS, VTV, 922908744										
Sale	10/25/13	06/14/11	99 430	7,251 23	5,507 44	1,743 79				
Sale	10/25/13	06/15/11	1,517 195	110,645 56	82,611 09	28,034 47				
Sale	10/25/13	06/15/11	461 309	33,642 22	25,118 23	8,523 99				
Sale	10/25/13	06/17/11	742 158	54,123 85	40,617 96	13,505 89				
Sale	10/25/13	06/17/11	566 490	41,312 85	31,105 23	10,207 62				
Sale	10/25/13	06/17/11	245 830	17,927 78	13,454 14	4,473 64				
Sale	10/25/13	06/20/11	741 336	54,063 94	40,743 83	13,320 11				
Sale	10/25/13	06/20/11	245 830	17,927 78	13,510 79	4,416 99				
Sale	10/25/13	06/21/11	566 490	41,312 85	31,456 75	9,856 10				
Sale	10/25/13	06/21/11	247 551	18,053 31	13,746 29	4,307 02				
Sale	10/25/13	06/21/11	155 738	11,357 62	8,648 01	2,709 61				
Sale	10/25/13	06/22/11	271 813	19,822 70	15,163 27	4,659 43				
Sale	10/25/13	06/23/11	724 751	52,854 45	39,520 62	13,333 83				
Sale	10/25/13	06/23/11	559 615	40,811 40	30,432 12	10,379 28				
Sale	10/25/13	06/23/11	548 878	40,028 40	29,930 25	10,098 15				
Sale	10/25/13	06/23/11	428 466	31,247 07	23,300 22	7,946 85				
Sale	10/25/13	10/06/11	135 311	9,867 91	6,414 45	3,453 46				
Sale	10/25/13	11/11/11	271 861	19,826 22	14,255 47	5,570 75				
Sale	10/25/13	11/11/11	109 717	8,001 42	5,753 19	2,248 23				
Subtotals				**773,471.29**	**579,600.41**					

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INTERMEDIATE TERM GOVERNMENT BO, VGIT, 92206C706										
Sale	10/21/13	06/10/11	24 129	1,540 82	1,517 10	23 72				
Sale	10/21/13	06/13/11	216 497	13,824 89	13,602 46	222 43				
Sale	10/21/13	06/13/11	24 965	1,594 19	1,568 54	25 65				
Sale	10/21/13	06/14/11	216 497	13,824 89	13,541 87	283 02				
Sale	10/21/13	06/14/11	24 798	1,583 55	1,551 13	32 42				
Sale	10/21/13	06/15/11	239 590	15,299 59	15,072 62	226 97				
Sale	10/21/13	06/15/11	215 370	13,752 91	13,548 89	204 02				
Sale	10/21/13	06/15/11	24 129	1,540 82	1,517 96	22 86				
Sale	10/21/13	06/17/11	143 710	9,176 92	9,049 40	127 52				
Sale	10/21/13	06/17/11	142 696	9,112 16	8,985 54	126 62				
Sale	10/21/13	06/17/11	96 803	6,181 58	6,095 67	85 91				
Sale	10/21/13	06/20/11	142 696	9,112 16	8,984 12	128 04				
Sale	10/21/13	06/20/11	97 899	6,251 58	6,163 73	87 85				
Sale	10/21/13	06/20/11	1 014	64 76	63 85	0 91				
Sale	10/21/13	06/21/11	239 499	15,293 73	15,050 07	243 66				
Sale	10/21/13	06/21/11	0 669	42 73	42 05	0 68				
Sale	10/21/13	06/22/11	241 423	15,416 61	15,207 21	209 40				
Sale	10/21/13	06/22/11	0 669	42 73	42 15	0 58				
Sale	10/21/13	06/23/11	298 591	19,067 19	18,867 96	199 23				
Sale	10/21/13	06/23/11	241 039	15,392 12	15,221 63	170 49				
Sale	10/21/13	06/23/11	0 669	42 73	42.26	0 47				
Sale	10/21/13	06/23/11	0 669	42 73	42 28	0 45				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No 676-165064 Customer Service 866-535-0897
Recipient ID No 75-2302749 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD INTERMEDIATE TERM GOVERNMENT BO, VGIT, 92206C706										
Sale	10/21/13	11/09/11	6,533 554	417,214 93	427,945 69	-10,730 76				
Sale	10/21/13	11/09/11	1,103 533	70,468 58	72,281 04	-1,812 46				
Sale	10/21/13	11/09/11	722 345	46,127 00	47,313 39	-1,186 39				
Sale	10/21/13	11/10/11	1,103 533	70,468 58	72,093 79	-1,625 21				
Sale	10/21/13	11/11/11	723 015	46,169 70	47,118 85	-949 15				
Subtotals				**818,650.18**	**832,531.25**					
VANGUARD INTL EQUITYINDEX FDS FTSE EMERG, VWO, 922042858										
Sale	10/25/13	06/10/11	94 454	3,963 88	4,456 80	-492.92				
Sale	10/25/13	06/13/11	345 431	14,496 50	16,349 12	-1,852 62				
Sale	10/25/13	06/13/11	310 497	13,030 45	14,695 71	-1,665 26				
Sale	10/25/13	06/13/11	202 205	8,485 85	9,570 32	-1,084 47				
Sale	10/25/13	06/13/11	83 137	3,488 97	3,934 85	-445 88				
Sale	10/25/13	06/14/11	548 384	23,013 73	26,267 28	-3,253 55				
Sale	10/25/13	06/14/11	299 674	12,576 27	14,354 22	-1,777 95				
Sale	10/25/13	06/14/11	78 582	3,297 81	3,764 04	-466 23				
Sale	10/25/13	06/15/11	960 056	40,290 16	45,093 41	-4,803 25				
Sale	10/25/13	06/15/11	676 635	28,396 00	31,781 28	-3,385 28				
Sale	10/25/13	06/15/11	265 218	11,130 28	12,457 19	-1,326 91				
Sale	10/25/13	06/17/11	546 341	22,928 00	25,513 28	-2,585 28				
Sale	10/25/13	06/17/11	536 646	22,521 14	24,969 48	-2,448 34				
Sale	10/25/13	06/17/11	413 899	17,369 88	19,258 20	-1,888 32				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note· This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INTL EQUITYINDEX FDS FTSE EMERG, VWO, 922042858										
Sale	10/25/13	06/20/11	543 184	22,795 51	25,214 44	-2,418 93				
Sale	10/25/13	06/20/11	413 899	17,369 87	19,213 07	-1,843 20				
Sale	10/25/13	06/21/11	536 646	22,521 14	25,281 37	-2,760 23				
Sale	10/25/13	06/21/11	404 722	16,984 77	19,066 44	-2,081 67				
Sale	10/25/13	06/22/11	793 709	33,309 17	37,478 76	-4,169 59				
Sale	10/25/13	06/22/11	141 619	5,943 24	6,687 20	-743 96				
Sale	10/25/13	06/23/11	960 056	40,290 16	44,200 56	-3,910 40				
Sale	10/25/13	06/23/11	941 369	39,505 92	43,452 98	-3,947 06				
Sale	10/25/13	06/23/11	164 239	6,892.52	7,581 16	-688 64				
Sale	10/25/13	06/23/11	148 145	6,217 11	6,838 27	-621 16				
Sale	10/25/13	06/23/11	94 454	3,963 88	4,359 92	-396 04				
Sale	10/25/13	10/06/11	178 394	7,486 55	6,550 37	936 18				
Sale	10/25/13	11/10/11	424 013	17,794 32	17,244 11	550 21				
Sale	10/25/13	11/11/11	379 701	15,934 71	15,828 87	105 84				
Sale	10/25/13	11/11/11	168 683	7,079 01	7,031 99	47 02				
Sale	10/25/13	01/04/12	202 205	8,485 85	7,921 50	564 35				
Sale	10/25/13	07/20/12	310 497	13,030 45	12,273 12	757 33				
Subtotals				**510,593.10**	**558,689.31**					
VANGUARD INTL EQUITYINDEX FDS FTSE EUROP, VGK, 922042874										
Sale	10/25/13	06/10/11	89 146	5,107 07	4,600 80	506 27				
Sale	10/25/13	06/13/11	399 559	22,890 37	20,753 04	2,137 33				

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![Fidelity Investments]

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND | Account No **676-165064** | Customer Service 866-535-0897
Recipient ID No **75-2302749** | Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions*

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, 1d Stock or Other Symbol, CUSIP

Action	1a Date of Sale or Exchange	1b Date of Acquisition	1e Quantity Sold	2a Sales Price of Stocks, Bonds, etc (b)	3 Cost or Other Basis (a)	Gain/Loss (-)	5 Wash Sale Loss Disallowed	4 Federal Income Tax Withheld	13 State	15 State Tax Withheld
VANGUARD INTL EQUITYINDEX FDS FTSE EUROP, VGK, 922042874										
Sale	10/25/13	06/13/11	190 768	10,928 91	9,908 45	1,020 46				
Sale	10/25/13	06/13/11	129 397	7,413 02	6,720 85	692 17				
Sale	10/25/13	06/13/11	89 458	5,124 94	4,646 41	478 53				
Sale	10/25/13	06/13/11	78 345	4,488 33	4,069 25	419 08				
Sale	10/25/13	06/14/11	386 638	22,150 17	20,426 06	1,724 11				
Sale	10/25/13	06/14/11	284 958	16,324 68	15,054 01	1,270 67				
Sale	10/25/13	06/15/11	1,163 332	66,646 28	59,224 08	7,422 20				
Sale	10/25/13	06/15/11	628 861	36,026 89	32,014 68	4,012 21				
Sale	10/25/13	06/17/11	903 151	51,740 73	46,376 54	5,364 19				
Sale	10/25/13	06/17/11	397 127	22,751 05	20,416 26	2,334 79				
Sale	10/25/13	06/17/11	109 480	6,272 00	5,628 34	643 66				
Sale	10/25/13	06/20/11	491 915	28,181 39	25,205 13	2,976 26				
Sale	10/25/13	06/20/11	409 620	23,466 74	20,988 40	2,478 34				
Sale	10/25/13	06/21/11	491 915	28,181 39	25,631 65	2,549 74				
Sale	10/25/13	06/21/11	394 050	22,574 76	20,532 28	2,042 48				
Sale	10/25/13	06/22/11	509 101	29,165 97	26,615 77	2,550 20				
Sale	10/25/13	06/22/11	375 509	21,512 56	19,631 56	1,881 00				
Sale	10/25/13	06/23/11	885 965	50,756 15	44,776 57	5,979 58				
Sale	10/25/13	06/23/11	693 570	39,734 01	34,914 24	4,819 77				
Sale	10/25/13	06/23/11	193 956	11,111 56	9,802 51	1,309 05				
Sale	10/25/13	06/23/11	192 891	11,050 57	9,748 70	1,301 87				
Sale	10/25/13	06/23/11	131 098	7,510 49	6,599 46	911 03				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD INTL EQUITYINDEX FDS FTSE EUROP, VGK, 922042874										
Sale	10/25/13	06/23/11	89 146	5,107 07	4,487 58	619 49				
Sale	10/25/13	10/06/11	168 232	9,637 89	6,988 37	2,649 52				
Sale	10/25/13	11/10/11	399 559	22,890 37	17,463 02	5,427 35				
Sale	10/25/13	11/11/11	392 107	22,463 48	17,655 74	4,807 74				
Sale	10/25/13	11/11/11	123 928	7,099 70	5,580 19	1,519 51				
Sale	10/25/13	01/04/12	190 768	10,928 90	8,088 51	2,840 39				
Sale	10/25/13	07/20/12	89 458	5,124 94	3,771 52	1,353 42				
Subtotals				**634,362.38**	**558,319 97**					
VANGUARD INTL EQUITYINDEX FDS FTSE PAC E, VPL, 922042866										
Sale	10/25/13	06/10/11	82 859	5,121 01	4,480 20	640 81				
Sale	10/25/13	06/13/11	370 903	22,923 17	20,132 58	2,790 59				
Sale	10/25/13	06/13/11	203 423	12,572 26	11,041 75	1,530 51				
Sale	10/25/13	06/13/11	156 533	9,674 29	8,496 57	1,177 72				
Sale	10/25/13	06/13/11	93 536	5,780 84	5,077 10	703 74				
Sale	10/25/13	06/15/11	843 129	52,108 45	45,613 18	6,495 27				
Sale	10/25/13	06/15/11	546 453	33,772 79	29,563 04	4,209 75				
Sale	10/25/13	06/15/11	281 933	17,424 47	15,252 53	2,171 94				
Sale	10/25/13	06/17/11	835 101	51,612 31	45,052 90	6,559 41				
Sale	10/25/13	06/17/11	292 475	18,076 03	15,816 02	2,260 01				
Sale	10/25/13	06/17/11	182 079	11,253 17	9,846 21	1,406 96				
Sale	10/25/13	06/20/11	675 505	41,748 70	36,414 46	5,334 24				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No 676-165064 Customer Service 866-535-0897
Recipient ID No 75-2302749 Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation.

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
VANGUARD INTL EQUITYINDEX FDS FTSE PAC E, VPL, 922042866										
Sale	10/25/13	06/20/11	163 423	10,100 12	8,809 63	1,290 49				
Sale	10/25/13	06/21/11	474 554	29,329 20	25,919 68	3,409 52				
Sale	10/25/13	06/21/11	159 596	9,863 61	8,716 96	1,146 65				
Sale	10/25/13	06/21/11	109 066	6,740 70	5,957 09	783 61				
Sale	10/25/13	06/21/11	82 859	5,121 01	4,525 69	595 32				
Sale	10/25/13	06/22/11	536 739	33,172 43	29,585 00	3,587 43				
Sale	10/25/13	06/23/11	843 129	52,108 45	45,402 40	6,706 05				
Sale	10/25/13	06/23/11	824 394	50,950 54	44,442.93	6,507 61				
Sale	10/25/13	06/23/11	182 580	11,284 13	9,842 88	1,441 25				
Sale	10/25/13	06/23/11	173 629	10,730 92	9,360 32	1,370 60				
Sale	10/25/13	10/06/11	156 533	9,674 29	7,648 18	2,026 11				
Sale	10/25/13	11/10/11	370 903	22,923 17	18,585 79	4,337 38				
Sale	10/25/13	11/11/11	360 344	22,270 59	18,316 29	3,954 30				
Sale	10/25/13	11/11/11	125 011	7,726 13	6,354 31	1,371 82				
Sale	10/25/13	01/04/12	177 313	10,958 56	8,661 58	2,296 98				
Subtotals				**575,021.34**	**498,915.27**					
VANGUARD SCOTTSDALE FDS INTERMEDIATE TER, VCIT, 92206C870										
Sale	10/21/13	06/10/11	16 080	1,352 17	1,306 50	45 67				
Sale	10/21/13	06/13/11	144 113	12,118 22	11,683 31	434 91				
Sale	10/21/13	06/13/11	16 562	1,392 66	1,342 69	49 97				
Sale	10/21/13	06/14/11	143 035	12,027 55	11,537 94	489 61				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS. It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD SCOTTSDALE FDS INTERMEDIATE TER, VCIT, 92206C870										
Sale	10/21/13	06/14/11	17 480	1,469 90	1,410 06	59 84				
Sale	10/21/13	06/15/11	302 738	25,456 75	24,533 85	922 90				
Sale	10/21/13	06/15/11	17 480	1,469 89	1,416 61	53 28				
Sale	10/21/13	06/17/11	111 486	9,374 69	9,056 00	318 69				
Sale	10/21/13	06/17/11	92 650	7,790 77	7,525 02	265 75				
Sale	10/21/13	06/17/11	50 545	4,250 21	4,105 74	144 47				
Sale	10/21/13	06/20/11	112 034	9,420 78	9,093 82	326 96				
Sale	10/21/13	06/20/11	49 388	4,152 92	4,008 78	144 14				
Sale	10/21/13	06/21/11	92 650	7,790 77	7,508 33	282 44				
Sale	10/21/13	06/21/11	49 388	4,152 92	4,002 36	150 56				
Sale	10/21/13	06/21/11	17 559	1,476 52	1,423 00	53 52				
Sale	10/21/13	06/22/11	144 472	12,148 38	11,724 43	423 95				
Sale	10/21/13	06/22/11	16 080	1,352 17	1,304 97	47 20				
Sale	10/21/13	06/22/11	0 322	27 06	26 12	0 94				
Sale	10/21/13	06/23/11	198 816	16,718 13	16,175 69	542 44				
Sale	10/21/13	06/23/11	159 857	13,442 15	12,999 58	442 57				
Sale	10/21/13	06/23/11	0 322	27 06	26 17	0 89				
Sale	10/21/13	06/23/11	0 322	27 06	26 18	0 88				
Sale	10/21/13	11/09/11	761.220	64,009 78	62,899 61	1,110 17				
Sale	10/21/13	11/09/11	302 621	25,446 89	25,005 55	441 34				
Sale	10/21/13	11/09/11	198 167	16,663 55	16,374 54	289 01				
Sale	10/21/13	11/09/11	11 856	996 98	979 69	17 29				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND | Account No **676-165064** | Customer Service 866-535-0897
Recipient ID No **75-2302749** | Payer's Fed ID Number 04-3523567

Note: This information is not reported to the IRS It may assist you in tax return preparation

2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD SCOTTSDALE FDS INTERMEDIATE TER, VCIT, 92206C870										
Sale	10/21/13	11/10/11	302 621	25,446 89	24,904 35	542 54				
Sale	10/21/13	11/11/11	198 167	16,663 55	16,295 27	368 28				
Sale	10/21/13	01/04/12	11 856	996 98	974 23	22 75				
Sale	10/21/13	01/04/12	0 322	27 06	26 44	0 62				
Sale	10/21/13	07/20/12	1,980 792	166,561 63	172,307 01	-5,745 38				
Subtotals				**464,252.04**	**462,003.84**					
VANGUARD SCOTTSDALE FDS SHORT TERM CORP, VCSH, 92206C409										
Sale	10/21/13	06/10/11	24 440	1,951 18	1,920 22	30 96				
Sale	10/21/13	06/10/11	13 880	1,108 16	1,090 58	17 58				
Sale	10/21/13	06/13/11	207 552	16,570 24	16,306 62	263 62				
Sale	10/21/13	06/13/11	175 168	13,984 86	13,762 38	222 48				
Sale	10/21/13	06/14/11	202 500	16,166 91	15,892 14	274 77				
Sale	10/21/13	06/14/11	180 147	14,382 31	14,137.86	244 45				
Sale	10/21/13	06/15/11	382 720	30,555 10	30,108 58	446 52				
Sale	10/21/13	06/15/11	180 147	14,382 31	14,172 13	210 18				
Sale	10/21/13	06/15/11	168 694	13,467 95	13,271 13	196 82				
Sale	10/21/13	06/15/11	38 320	3,059 34	3,014 63	44 71				
Sale	10/21/13	06/17/11	377 389	30,129 45	29,685 36	444 09				
Sale	10/21/13	06/17/11	215 377	17,195 01	16,953 53	241 48				
Sale	10/21/13	06/17/11	6 683	533 51	525 64	7 87				
Sale	10/21/13	06/17/11	4 778	381 48	376 12	5 36				

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD SCOTTSDALE FDS SHORT TERM CORP, VCSH, 92206C409										
Sale	10/21/13	06/20/11	385 805	30,801 35	30,351 25	450 10				
Sale	10/21/13	06/21/11	377 393	30,129 82	29,689 50	440 32				
Sale	10/21/13	06/21/11	4 774	381 10	375 53	5 57				
Sale	10/21/13	06/22/11	119 171	9,514 23	9,383 48	130 75				
Sale	10/21/13	06/23/11	261 860	20,906 02	20,610 98	295 04				
Sale	10/21/13	06/23/11	121 650	9,712 16	9,575 09	137 07				
Sale	10/21/13	11/10/11	261 860	20,906 02	20,505 85	400 17				
Sale	10/21/13	11/10/11	93 455	7,461 14	7,318 32	142 82				
Sale	10/21/13	11/11/11	126 701	10,115 34	9,910 52	204 82				
Sale	10/21/13	11/11/11	105 291	8,406 06	8,235 85	170 21				
Sale	10/21/13	01/04/12	14 246	1,137 37	1,107 64	29 73				
Subtotals				**323,338.42**	**318,280.93**					
VANGUARD SHORT TERM GOVERNMENT BOND INDE, VGSH 92206C102										
Sale	10/21/13	06/10/11	49 470	3,013 09	3,014 70	-1 61				
Sale	10/21/13	06/13/11	444 646	27,082 24	27,092 26	-10 02				
Sale	10/21/13	06/13/11	50 135	3,053 61	3,054 74	-1 13				
Sale	10/21/13	06/14/11	444 646	27,082.24	27,089 96	-7 72				
Sale	10/21/13	06/14/11	31 728	1,932 45	1,933 00	-0 55				
Sale	10/21/13	06/14/11	17 810	1,084 73	1,085 04	-0 31				
Sale	10/21/13	06/15/11	973 957	59,321 25	59,386 17	-64 92				
Sale	10/21/13	06/15/11	17 742	1,080 64	1,081 83	-1 19				

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Fidelity INVESTMENTS

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Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold type**)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4** Federal Income Tax Withheld	**13** State	**15** State Tax Withheld
VANGUARD SHORT TERM GOVERNMENT BOND INDE, VGSH, 92206C102										
Sale	10/21/13	06/17/11	477 588	29,088 64	29,123 30	-34 66				
Sale	10/21/13	06/17/11	263 652	16,058 36	16,077 50	-19 14				
Sale	10/21/13	06/17/11	17 742	1,080 64	1,081 93	-1 29				
Sale	10/21/13	06/17/11	17 742	1,080 64	1,081 93	-1 29				
Sale	10/21/13	06/20/11	477 588	29,088 64	29,123 30	-34 66				
Sale	10/21/13	06/20/11	18 105	1,102 74	1,104 05	-1 31				
Sale	10/21/13	06/21/11	481 203	29,308 86	29,348 59	-39 73				
Sale	10/21/13	06/21/11	17 742	1,080 64	1,082 11	-1 47				
Sale	10/21/13	06/22/11	475 161	28,940 84	28,984 82	-43 98				
Sale	10/21/13	06/22/11	17 742	1,080 64	1,082 29	-1 65				
Sale	10/21/13	06/23/11	115 559	7,038 42	7,053 74	-15 32				
Sale	10/21/13	06/23/11	17 742	1,080 64	1,083 00	-2 36				
Sale	10/21/13	06/23/11	15 094	919 36	921 35	-1 99				
Sale	10/21/13	11/10/11	289 286	17,619 65	17,680 17	-60 52				
Sale	10/21/13	11/10/11	133 302	8,119 07	8,146 95	-27 88				
Sale	10/21/13	11/10/11	3 962	241 32	242 14	-0 82				
Sale	10/21/13	11/11/11	289 286	17,619 65	17,669 57	-49 92				
Sale	10/21/13	01/04/12	17 810	1,084 73	1,085 21	-0 48				
Sale	10/21/13	07/20/12	115 559	7,038 43	7,052 57	-14 14				
Subtotals				**322,322 16**	**322,762.22**					

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Fidelity INVESTMENTS

2013 Informational Tax Reporting Statement

LEO AND RHEA FAY FRUHMAN FOUND Account No **676-165064** Customer Service 866-535-0897
Recipient ID No **75-2302749** Payer's Fed ID Number 04-3523567

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2013 Proceeds from Broker and Barter Exchange Transactions

Long-term transactions

(IRS Form 1099-B box numbers are shown below in **bold** type)

8 Description, **1d** Stock or Other Symbol, CUSIP

Action	**1a** Date of Sale or Exchange	**1b** Date of Acquisition	**1e** Quantity Sold	**2a** Sales Price of Stocks, Bonds, etc (b)	**3** Cost or Other Basis (a)	Gain/Loss (-)	**5** Wash Sale Loss Disallowed	**4 Federal Income Tax Withheld**	**13** State	**15** State Tax Withheld
TOTALS				13,020,235 68	11,573,680 06			0.00		
		Long-Term Realized Gain				1,564,886.36				
		Long-Term Realized Loss				-118,330 74				
		Wash Sale Loss Disallowed					0.00			

(a) Cost or other basis provided may include adjustments including, but not limited to, dividend reinvestment, return of capital/principal, wash sale loss disallowed, amortization, accretion, acquisition premium, bond premium, market discount, market premium, and option premium

(b) Gross proceeds less commissions

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Leo & Rhea Fay Fruhman Foundation
Form 990-PF EIN 75-2302749
Page 11 - Part XV - Line 3a - Contributions paid during the year

Company	Address	City	State	Zip	Relathionship	Purpose	501(c)3	Amount
Akiba Academy of Dallas	12324 Merit Drive	Dallas	TX	75251	None	EDUCATION	Yes	$ 10,000
Bayit Lepletot	1362 E 21st St	Brooklyn	NY	11210	None	HEALTH CHILD WELFARE	Yes	$ 2,500
Bryan's House	P O Box 35868	Dallas	TX	75235	None	HEALTH HIV & AIDS CARE	Yes	$ 5,000
Callier Center for Communication Disorders	1966 Inwood Rd	Dallas	TX	75235	None	HEALTH MEDICAL RESEARCH & SERVICES	Yes	$ 3,000
Children s Medical Center Office of Development	2777 Stemmons Freeway Suite 700	Dallas	TX	75207	None	HEALTH MEDICAL RESEARCH & SERVICES	Yes	$ 10,000
Jewish Studies Initiative of North Texas	3831 Duchess Trail	Dallas	TX	75229	None	EDUCATION	Yes	$ 5,000
Dallas Hebrew Free Loan Assoc	P O Box 671235	Dallas	TX	75367	None	LOANS TO NEEDY	Yes	$ 5,000
Dallas Jewish Historical Society	7900 Nothaven	Dallas	TX	75230	None	HISTORICAL PRESERVATION	Yes	$ 1,000
Gemiluth Chassodim, Congregation	2021 Turner St	Alexandria	LA	71301	None	RELIGION	Yes	$ 5,000
Legacy Preston Hollow - Dallas Home for the Jewish Aged	6101 Ohio Dr Ste 100	Dallas	TX	75024	None	HEALTH HOME FOR AGED	Yes	$ 15,000
Hope Cottage Pregnancy and Adoption Center	4209 McKinney Ave	Dallas	TX	75205	None	HEALTH	Yes	$ 1,000
Jewish Children s Regional Service	P O Box 7368	Metaine	LA	70010	None	HEALTH CHILD WELFARE	Yes	$ 7,500
Jewish Community Center of Dallas	7900 Nothaven	Dallas	TX	75230	None	COMMUNITY ASSISTANCE	Yes	$ 5,000
Jewish Family Sevice	The Edna Zale Building 5402 Arapaho Road	Dallas	TX	75248	None	HEALTH SOCIAL & MENTAL HEALTH SERVICES	Yes	$ 25,100
Jewish Federation of Greater Dallas	7800 Northaven	Dallas	TX	75230	None	COMMUNITY ASSISTANCE	Yes	$ 44,075
Make A Wish Foundation of North Texas	6655 Deseo	Irving	TX	75039	None	COMMUNITY ASSISTANCE	Yes	$ 2,000
North Texas Food Bank	4500 S Cockrell Hill Rd	Dallas	TX	75236	None	COMMUNITY ASSISTANCE	Yes	$ 20,000
Reading & Radio Resource	2007 Randal	Dallas	TX	75201	None	HEALTH DISABILITY SERVICES	Yes	$ 1,000
BBYO	7900 Northeaven Rd	Dallas	TX	75230	None	TEEN EDUCATION	Yes	$ 10,000
Prescott College	220 Grove Avenue	Prescott	AZ	86301	None	EDUCATION	Yes	$ 10,000
Learning Ally	20 Roszel Rd	Princeton	NJ	08540	None	HEALTH DISABILITY SERVICES	Yes	$ 7,500
Ronald McDonald House of Dallas	4707 Bengal Street	Dallas	TX	75235	None	HEALTH CHILD WELFARE	Yes	$ 10,000
Verde Valley Cargivers Coalition	P O Box 1360	Cornville	AZ	86325	None	HEALTH ADULT ELDERY & DISABLED SERVICES	Yes	

St. Jude s Children s Research Hospital	501 St Jude Place	Memphis	TN	38105	None	HEALTH MEDICAL RESEARCH & SERVICES	Yes	$ 10,000
Temple Emanuel	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	Yes	$ 10,000
Temple Emanuel Brotherhood	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	Yes	$ 5,000
Temple Emanuel Music Dept	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	Yes	$ 10,500
Temple Emanuel Sisterhood	8500 Hillcrest Road	Dallas	TX	75225	None	RELIGION	Yes	$ 5,000
Texas Scottish Rite Hospital	2222 Welborn	Dallas	TX	75219	None	HEALTH MEDICAL RESEARCH & SERVICES	Yes	$ 20,000
American Jewish Committee	12720 Hillcrest Rd Suite 210	Dallas	TX	75230	None	EDUCATION	Yes	$ 5,000
Vogel Alcove	7575 Rambler Rd Suite 262	Dallas	TX	75231	None	HEALTH CHILD WELFARE	Yes	$ 7,500
Winston School	5707 Royal Ln	Dallas	TX	75229	None	EDUCATION	Yes	$ 10,000
UTD - Holocaust Studies Program	800 West Campbell Road MP13	Richardson	TX	75080	None	EDUCATION	Yes	$ 2,500
Chai Community Home for Adults	13101 Preston Rd Suite 312	Dallas	TX	75240	None	HEALTH HOME FOR ADULTS WITH COGNITIVE DISABILITIES	Yes	$ 30,500
Rotary Club of Sedona	P O Box 2170	Sedona	AZ	86339	None	COMMUNITY ASSISTANCE	Yes	$ 2,000
Hadassah	50 West 58 Street	New York	NY	10019	None	HEALTH & EDUCATION	Yes	$ 6,500
American Jewish Joint Distribution Committee	711 3rd Ave 10th Floor	New York	NY	10017	None	HEALTH HUMANITARIAN AID	Yes	$ 5,000
Big Brothers Big Sisters Lone Star	2900 Live Oak St	Dallas	TX	75204	None	HEALTH CHILD WELFARE	Yes	$ 1,000
Angel Flight South Central	2550 Midway Rd Ste 220	Carrolton	TX	75006	None	COMMUNITY ASSISTANCE	Yes	$ 2,000
Jewish Community Alliance of Southern Maine	57 Ashmont Street	Portland	ME	04103	None	COMMUNITY ASSISTANCE	Yes	$ 34,000
The Monarch Institute for Neurological Differences	2815 Rosefield Dr	Houston	TX	77080	None	EDUCATION	Yes	$ 3,000
Univ North Texas (UNT) Jewish Studies Program	1155 Union Circle #305369	Denton	TX	76203	None	EDUCATION	Yes	$ 3,000
Temple Beth El	400 Deering Ave	Portland	ME	04103	None	RELIGION	Yes	$ 1,000
Preble Street	38 Preble Street	Portland	ME	04101	None	COMMUNITY ASSISTANCE	Yes	$ 1,000
Jewish Community Association of Austin (JCAA)	7300 Hart Lane	Austin	TX	78731	None	EDUCATION	Yes	$ 5,000
Greene Family Camp	P O Box 1468	Bruceville	TX	76630	None	RELIGION CAMP	Yes	$ 5,000
Dallas Holocaust Museum	211 N Record St Suite 100	Dallas	TX	75202	None	EDUCATION	Yes	$ 5,000
Southern Poverty Law Center	400 Washington Ave	Montgomery	AL	36104	None	EDUCATION LEGAL	Yes	$ 5,000
Visiting Nurse Association - Meals on Wheels	1600 Viceroy Suite 400	Dallas	TX	75235	None	HEALTH FOOD DIST	Yes	$ 4,000
Hillel of Dallas	7615 Currin Drive	Dallas	TX	75230	None	RELIGION - EDUCATION	Yes	$ 3,000

Yavneh Academy	12324 Merit Drive	Dallas	TX	75251	None	EDUCATION	Yes	$ 5,000
Juvenile Diabetes Research Foundation	9400 N Central Expressway #1201	Dallas	TX	75231	None	HEALTH	Yes	$ 1,000
Association of Small Foundations	P O Box 237	Winooski	VT	05404	None	EDUCATION	Yes	$ 1,000
Congregation Bet Ha am	81 Westbrook St	South Portland	ME	04106	None	RELIGION	Yes	$ 4,000
Jewish Community of Sedona and Verde Valley	P O Box 10242	Sedona	AZ	86339	None	RELIGION	Yes	$ 10,500
Sedona Montessori School	90 Deer Trail Drive	Sedona	AZ	86336	None	EDUCATION	Yes	$ 15,000
National Council of Jewish Women	6025 Royal Lane Ste 219-9	Dallas	TX	75230	None	RELIGION	Yes	$ 5,000
Planned Parenthood Federation of America	434 West 33rd Street	New York	NY	10001	None	HEALTH	Yes	$ 2,000
Foundation Fighting Blindness	5600 Tennyson Parkway Suite 180	Plano	TX	75024	None	HEALTH	Yes	$ 1,000
National Jewish Health	1400 Jackson Street	Denver	CO	80206	None	HEALTH	Yes	$ 3,000
Levey Day School	400 Deering Ave	Portland	ME	04103	None	EDUCATION	Yes	$ 10,000
Tiferet Israel Congregation	10909 Hillcrest Rd	Dallas	TX	75230	None	RELIGION	Yes	$ 5,000
Sedona Community Food Bank	P O Box 3962	Sedona	AZ	86340	None	HEALTH	Yes	$ 7,500
Portland Chamber Music Festival	50 Market St #137	South Portland	ME	04106	None	EDUCATION	Yes	$ 4,000
American Lung Association NE	122 State Street	Augusta	ME	04330	None	HEALTH		$ 1,000
Young Judaea Global	575 Eighth Ave 11th Floor	New York	NY	10018	None	TEEN EDUCATION	Yes	$ 1,000
Bnai Zion Foundation	7920 Belt Line Road #695	Dallas	TX	75254	None	HEALTH		$ 2,000
Camp Summit	17210 Cambell Rd #180W	Dallas	TX	75252	None	HEALTH	Yes	$ 2,000
O'Brien School for the Maasai	527 West Maple Street	Hindale	IL	60521	None	EDUCATION	Yes	$ 10,000
Southwestt Kids' Cancer Foundation	P O Box 27872	Tempe	AZ	85285	None	HEALTH	Yes	$ 2,000
Child & Family Guidance Center	8915 Harry Hines Blvd	Dallas	TX	75235	None	HEALTH	Yes	$ 5,000
Anti-Defamation League (ADL)	12800 Hillcrest Rd Suite 219	Dallas	TX	75230	None	EDUCATION	Yes	$ 5,000
Moishe House	2121 Commonweath Ave Suite 210	Charlotte	NC	28205	None	EDUCATION	Yes	$ 3,000
Jewish National Fund	124 Phantum Ln	Bellaire	TX	77401	None	COMMUNITY ASSISTANCE	Yes	$ 4,000
Jonathan s Place	P O Box 140085	Dallas	TX	75214	None	HEALTH	Yes	$ 5,000
Total								$ 520,175