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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation THE ADR FOUNDATION, INC.		A Employer identification number 75-2849058
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 118953	Room/suite	B Telephone number 972-965-8957
City or town, state or province, country, and ZIP or foreign postal code CARROLLTON, TX 75011-8953		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,321,957. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		81,938.	81,938.	81,938.	STATEMENT 1
4 Dividends and interest from securities		18,202.	18,202.	18,202.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<17,554.>			
b Gross sales price for all assets on line 6a		367,877.			
7 Capital gain net income (from Part IV, line 2)			0.		
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		3,317.	0.	0.	STATEMENT 3
12 Total. Add lines 1 through 11		85,903.	100,140.	100,140.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		1,955.	1,955.	1,955.	0.
c Other professional fees STMT 5		8,880.	8,880.	8,880.	0.
17 Interest					
18 Taxes STMT 6		2,245.	2,245.	2,245.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		108.	108.	108.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		13,188.	13,188.	13,188.	0.
25 Contributions, gifts, grants paid		226,400.			226,400.
26 Total expenses and disbursements. Add lines 24 and 25		239,588.	13,188.	13,188.	226,400.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<153,685.>			
b Net investment income (if negative, enter -0-)			86,952.		
c Adjusted net income (if negative, enter -0-)				86,952.	

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			332,066.	449,122.	449,122.
	2 Savings and temporary cash investments					
	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			365.	30.	
	10a Investments - U.S. and state government obligations					
	b Investments - corporate stock STMT 8			905,275.	988,428.	1,132,914.
	c Investments - corporate bonds STMT 9			1,963,697.	1,610,119.	1,739,921.
	11 Investments - land, buildings, and equipment basis ▶					
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)			3,201,403.	3,047,699.	3,321,957.	
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 ▶)					
23 Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			1,000.	1,000.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			3,999,000.	3,999,000.	
29 Retained earnings, accumulated income, endowment, or other funds			<798,597.>	<952,301.>		
30 Total net assets or fund balances			3,201,403.	3,047,699.		
31 Total liabilities and net assets/fund balances			3,201,403.	3,047,699.		

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	3,201,403.
2 Enter amount from Part I, line 27a	2	<153,685.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,047,718.
5 Decreases not included in line 2 (itemize) ▶ PRIOR YEAR ADJUSTMENT	5	19.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,047,699.

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 RBC #182 - STATEMENT A	P	VARIOUS	VARIOUS
b RBC #190 - STATEMENT B	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,471.		31,853.	<19,382.>
b 355,406.		353,578.	1,828.
c			
d			
e			

(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			<19,382.>
b			1,828.
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	<17,554.>
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	0.

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

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

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

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

☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012			
2011			
2010			
2009			
2008			

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

2	
3	
4	
5	
6	
7	
8	

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,739.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	1,739.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	1,739.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,150.
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	2,150.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	411.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 411. Refunded <input type="checkbox"/>	11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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?	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) <input type="checkbox"/> 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► DANNY L. DANSBY Telephone no. ► 972-965-8957 Located at ► 2603 SIR PERCIVAL LANE, LEWISVILLE, TX ZIP+4 ► 75056			
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			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 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

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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

6b

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

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

7b

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

N/A

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
DANNY L. DANSBY	PRESIDENT			
2603 SIR PERCIVAL LANE				
LEWISVILLE, TX 75056	0.00	0.	0.	0.
RYAN L. DANSBY	VICE PRESIDENT			
2603 SIR PERCIVAL LANE				
LEWISVILLE, TX 75056	0.00	0.	0.	0.
DAVID L. DANSBY	VICE PRESIDENT			
2603 SIR PERCIVAL LANE				
LEWISVILLE, TX 75056	0.00	0.	0.	0.
AMY D. DANSBY	SECRETARY			
2603 SIR PERCIVAL LANE				
LEWISVILLE, TX 75056	0.00	0.	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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a Average monthly fair market value of securities	1a		2,897,434.
b Average of monthly cash balances	1b		403,094.
c Fair market value of all other assets	1c		
d Total (add lines 1a, b, and c)	1d		3,300,528.
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		3,300,528.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4		49,508.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5		3,251,020.
6 Minimum investment return. Enter 5% of line 5	6		162,551.

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		162,551.
2a Tax on investment income for 2013 from Part VI, line 5	2a	1,739.	
b Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		1,739.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		160,812.
4 Recoveries of amounts treated as qualifying distributions	4		0.
5 Add lines 3 and 4	5		160,812.
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		160,812.

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		226,400.
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		226,400.
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		226,400.

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				160,812.
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	24,956.			
b From 2009	8,641.			
c From 2010				
d From 2011				
e From 2012	61,175.			
f Total of lines 3a through e	94,772.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$	226,400.			
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				160,812.
e Remaining amount distributed out of corpus	65,588.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	160,360.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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	24,956.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	135,404.			
10 Analysis of line 9:				
a Excess from 2009	8,641.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	61,175.			
e Excess from 2013	65,588.			

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				
CHRISTIAN COMMUNITY ACTION 200 SOUTH MILL STREET LEWISVILLE, TX 75057				20,000.
COMPASSION INTERNATIONAL 12290 VOYAGER PARKWAY COLORADO SPRINGS, CO 80921				30,000.
FAMILY LEGACY MISSIONS INTERNATIONAL 5005 WEST ROYAL LANE, SUITE 252 IRVING, TX 75063				9,400.
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, CO 80920				25,000.
GOSPEL FOR ASIA 1800 GOLDEN TRAIL COURT CARROLLTON, TX 75010				10,000.
Total	SEE CONTINUATION SHEET(S)			226,400.
b Approved for future payment				
NONE				
Total				0.

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. | | |

[illegible]

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


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

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

Sign Here  Janny Jansky President | 4-8-14 |  President

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name JACK D. SPRAWLS, C.P.A.	Preparer's signature 	Date 4-2-14	Check <input type="checkbox"/> if self-employed	PTIN P00156436
	Firm's name ▶ CF & CO., L.L.P.			Firm's EIN ▶ 20-0162782	
	Firm's address ▶ 8750 N. CENTRAL EXPY, STE 300 DALLAS, TX 75231			Phone no. (972) 387-4300	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
INTERNATIONAL MISSION BOARD 3806 MONUMENT AVE, P.O. BOX 6767 RICHMOND, VA 23230-0767				30,000.
MERCY SHIPS P.O. BOX 2020 GARDEN VALLEY, TX 75771-2020				20,000.
NOME COMMUNITY BAPTIST CHURCH P.O. BOX 934 NOME, AK 99762				5,000.
PRECEPT MINISTRIES INTERNATIONAL 7324 NOAH REID ROAD, PO BOX 182218 CHATTANOOGA, TN 37422				5,000.
SOUTH TEXAS CHILDREN'S HOME P.O. BOX 1210 BEEVILLE, TX 78104				15,000.
TEXAS BAPTIST MEN 5351 CATRON DALLAS, TX 75227				20,000.
UNION GOSPEL MISSION 3211 IRVING BLVD DALLAS, TX 75247				15,000.
SPARK MINISTRIES 5960 W. PARKER RD. 278-189 PLANO, TX 75093				2,000.
TEXAS BAPTIST MISSIONS FOUNDATION 333 NORTH WASHINGTON DALLAS, TX 75246				20,000.
Total from continuation sheets				132,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST IN LIEU RBC #97190	10.	10.	10.
LESS ACCRUED INTEREST	<71.>	<71.>	<71.>
RBC REMIC BOND	232.	232.	232.
RBC WEALTH MANAGEMENT #97190	81,767.	81,767.	81,767.
TOTAL TO PART I, LINE 3	81,938.	81,938.	81,938.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
RBC WEALTH MANAGEMENT #97182	18,166.	0.	18,166.	18,166.	18,166.
RBC WEALTH MANAGEMENT #97190	36.	0.	36.	36.	36.
TO PART I, LINE 4	18,202.	0.	18,202.	18,202.	18,202.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NON-TAXABLE DISTRIBUTIONS	3,317.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	3,317.	0.	0.

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	1,955.	1,955.	1,955.	0.
TO FORM 990-PF, PG 1, LN 16B	1,955.	1,955.	1,955.	0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	8,880.	8,880.	8,880.	0.
TO FORM 990-PF, PG 1, LN 16C	8,880.	8,880.	8,880.	0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	2,121.	2,121.	2,121.	0.
FOREIGN TAXES	124.	124.	124.	0.
TO FORM 990-PF, PG 1, LN 18	2,245.	2,245.	2,245.	0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
P.O. BOX RENTAL	88.	88.	88.	0.
INVESTMENT EXPENSES	20.	20.	20.	0.
TO FORM 990-PF, PG 1, LN 23	108.	108.	108.	0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	988,428.	1,132,914.
TOTAL TO FORM 990-PF, PART II, LINE 10B	988,428.	1,132,914.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,610,119.	1,739,921.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,610,119.	1,739,921.

THE ADR FOUNDATION INC
PO BOX 118953
CARROLLTON TX 75011-8953

RBC #97182 Statement A

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Long-Term							
QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
476.000	DELL INC CUSIP: 24702R101	<input checked="" type="checkbox"/>	10/25/00	10/30/13	6,545.00	12,435.50	-5,890.50
143.000	DELL INC CUSIP: 24702R101	<input checked="" type="checkbox"/>	04/18/00	10/30/13	1,966.25	7,221.50	-5,255.25
136.000	DELL INC CUSIP: 24702R101	<input checked="" type="checkbox"/>	02/16/00	10/30/13	1,870.00	5,185.00	-3,315.00
111.000	DELL INC CUSIP: 24702R101	<input checked="" type="checkbox"/>	01/18/00	10/30/13	1,526.25	4,766.06	-3,239.81
41.000	DELL INC CUSIP: 24702R101	<input checked="" type="checkbox"/>	03/16/00	10/30/13	563.75	2,244.75	-1,681.00
Long-Term Subtotal					12,471.25		-19,381.56
Total Gains and Losses					12,471.25		-19,381.56
Short-Term							0.00
Long-Term							-19,381.56
Term Unknown							0.00

THE ADR FOUNDATION INC
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RBC #97190 Statement B

Schedule of Realized Gains and Losses

This section includes a summary of the short-term or long-term gain or loss from the sale of selected securities in this account. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides the following Schedule of Realized Gains and Losses as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or consult your tax advisor for additional information.

Please see Form 1099-B for information reported to the IRS.

Long-Term							
QUANTITY	DESCRIPTION	NON-COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
95,000.000	CAPITAL ONE BK USA NATL ASSN GLEN ALLEN VA C/D FDIC INS TO LIMITS 5 000% DUE 09/03/2013 CUSIP 140420CS7	<input checked="" type="checkbox"/>	08/26/08	09/03/13	95,000.00	95,000.00	0.00
65,000 000	CONSOLIDATED EDISON CO N Y INC 1ST MTG BOND 4.875% DUE 02/01/2013 ORIGINAL COST: 66,054 45, PREMIUM AMORTIZED: 1,053 70, ORIGINAL PRICE: 101.613 CUSIP: 209111EA7	<input checked="" type="checkbox"/>	09/16/05	02/01/13	65,000 00	65,000 75	-0.75
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 88.002, ORIGINAL COST: 91 08, PURCHASE FACTOR: 0 00039112, SALE FACTOR: 0.00039112 CUSIP 36202DD73	<input checked="" type="checkbox"/>	12/08/99	01/22/13	88.00	91.08	-3 08
225,000.000*	G N M A PASS THRU POOL 002826M 8 000% DUE 10/20/2029 ADJUSTED QUANTITY: 5.236, ORIGINAL COST 5 42, PURCHASE FACTOR: 0 00002327, SALE FACTOR: 0 00002327 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	02/20/13	5.24	5 42	-0 18
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 4.718, ORIGINAL COST: 4 88, PURCHASE FACTOR: 0 00002097, SALE FACTOR 0.00002097 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	03/20/13	4 72	4.88	-0.16
225,000.000*	G N M A PASS THRU POOL 002826M 8 000% DUE 10/20/2029 ADJUSTED QUANTITY: 5 069, ORIGINAL COST: 5 25, PURCHASE FACTOR: 0.00002253, SALE FACTOR: 0 00002253 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	04/22/13	5 07	5.25	-0.18
225,000.000*	G N M A PASS THRU POOL 002826M 8 000% DUE 10/20/2029 ADJUSTED QUANTITY: 11.039, ORIGINAL COST: 11.42, PURCHASE FACTOR: 0 00004906, SALE FACTOR: 0 00004906 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	05/20/13	11.04	11.42	-0.38
225,000 000*	G N M A PASS THRU POOL 002826M 8 000% DUE 10/20/2029 ADJUSTED QUANTITY: 5.074, ORIGINAL COST: 5.25,	<input checked="" type="checkbox"/>	12/08/99	06/20/13	5.07	5 25	-0.18

THE ADR FOUNDATION INC
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RBC #97190 Statement B (cont)

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	PURCHASE FACTOR: 0.00002255, SALE FACTOR: 0.00002255 CUSIP: 36202DD73						
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 26.663, ORIGINAL COST: 27.60, PURCHASE FACTOR: 0.0001185, SALE FACTOR: 0.0001185 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	07/22/13	26.66	27.60	-0.94
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 68.339, ORIGINAL COST: 70.73, PURCHASE FACTOR: 0.00030373, SALE FACTOR: 0.00030373 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	08/20/13	68.34	70.73	-2.39
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 36.509, ORIGINAL COST: 37.79, PURCHASE FACTOR: 0.00016226, SALE FACTOR: 0.00016226 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	09/20/13	36.51	37.79	-1.28
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 4.709, ORIGINAL COST: 4.87, PURCHASE FACTOR: 0.00002093, SALE FACTOR: 0.00002093 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	10/21/13	4.71	4.87	-0.16
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 5.132, ORIGINAL COST: 5.31, PURCHASE FACTOR: 0.00002281, SALE FACTOR: 0.00002281 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	11/20/13	5.13	5.31	-0.18
225,000.000*	G N M A PASS THRU POOL 002826M 8.000% DUE 10/20/2029 ADJUSTED QUANTITY: 5.009, ORIGINAL COST: 5.18, PURCHASE FACTOR: 0.00002226, SALE FACTOR: 0.00002226 CUSIP: 36202DD73	<input checked="" type="checkbox"/>	12/08/99	12/20/13	5.01	5.18	-0.17
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.984, ORIGINAL COST: 4.12, PURCHASE FACTOR: 0.00001758, SALE FACTOR: 0.00001758 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	01/22/13	3.98	4.12	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 31.432, ORIGINAL COST: 32.53, PURCHASE FACTOR: 0.00013869, SALE FACTOR: 0.00013869 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	02/20/13	31.43	32.53	-1.10
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 4.039, ORIGINAL COST: 4.18, PURCHASE FACTOR: 0.00001782, SALE FACTOR: 0.00001782 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	03/20/13	4.04	4.18	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029	<input checked="" type="checkbox"/>	12/07/99	04/22/13	4.10	4.25	-0.15

THE ADR FOUNDATION INC
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RBC #97190 Statement B (cont)

Schedule of Realized Gains and Losses (con't)

Long-Term (con't)							
QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
	ADJUSTED QUANTITY: 4 102, ORIGINAL COST: 4 25, PURCHASE FACTOR: 0.0000181, SALE FACTOR: 0.0000181 CUSIP: 36202DEM9						
226,632 000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.948, ORIGINAL COST: 4.09, PURCHASE FACTOR: 0.00001742, SALE FACTOR: 0 00001742 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	05/20/13	3 95	4.09	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8 000% DUE 11/20/2029 ADJUSTED QUANTITY: 21.097, ORIGINAL COST: 21.84, PURCHASE FACTOR: 0 00009309, SALE FACTOR: 0.00009309 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	06/20/13	21.10	21 84	-0.74
226,632.000*	G N M A PASS THRU POOL 002840M 8 000% DUE 11/20/2029 ADJUSTED QUANTITY: 4 016, ORIGINAL COST: 4 16, PURCHASE FACTOR: 0.00001772, SALE FACTOR: 0.00001772 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	07/22/13	4.02	4.16	-0.14
226,632.000*	G N M A PASS THRU POOL 002840M 8 000% DUE 11/20/2029 ADJUSTED QUANTITY: 3.848, ORIGINAL COST: 3 98, PURCHASE FACTOR: 0 00001698, SALE FACTOR: 0 00001698 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	08/20/13	3.85	3.98	-0.13
226,632.000*	G N M A PASS THRU POOL 002840M 8 000% DUE 11/20/2029 ADJUSTED QUANTITY: 4 222, ORIGINAL COST: 4.37, PURCHASE FACTOR: 0 00001863, SALE FACTOR: 0.00001863 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	09/20/13	4.22	4.37	-0 15
226,632 000*	G N M A PASS THRU POOL 002840M 8 000% DUE 11/20/2029 ADJUSTED QUANTITY: 51.475, ORIGINAL COST: 53.28, PURCHASE FACTOR: 0 00022713, SALE FACTOR: 0.00022713 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	10/21/13	51 47	53.28	-1.81
226,632.000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 4 102, ORIGINAL COST: 4.25, PURCHASE FACTOR: 0.0000181, SALE FACTOR: 0 0000181 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	11/20/13	4.10	4.25	-0.15
226,632 000*	G N M A PASS THRU POOL 002840M 8.000% DUE 11/20/2029 ADJUSTED QUANTITY: 4 351, ORIGINAL COST: 4.50, PURCHASE FACTOR: 0.0000192, SALE FACTOR: 0 0000192 CUSIP: 36202DEM9	<input checked="" type="checkbox"/>	12/07/99	12/20/13	4.35	4.50	-0.15
1,400 000	HARRIS PREFERRED CAPITAL CORP 7.375% NON-CUM EXCH PFD SER A CUSIP: 414567206	<input checked="" type="checkbox"/>	01/17/01	04/30/13	35,000.00	33,155.25	1,844.75
95,000.000	NATIONAL REP BK CHICAGO ILL C/D FDIC INS TO LIMITS 5.000% DUE 09/05/2013 CUSIP: 63736QJX0	<input checked="" type="checkbox"/>	08/26/08	09/05/13	95,000 00	95,000.00	0.00

THE ADR FOUNDATION INC
PO BOX 118953
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RBC #97190 Statement B (cont)

Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	NON- COVERED	OPEN DATE	CLOSE DATE	NET PROCEEDS	NET COST	REALIZED GAIN/LOSS
65,000 000	WAL-MART STORES DEBS 7 250% DUE 06/01/2013 ORIGINAL COST: 67,573.80, PREMIUM AMORTIZED: 2,571.80, ORIGINAL PRICE 103 952 CUSIP: 931142AS2	<input checked="" type="checkbox"/>	12/07/99	06/03/13	65,000.00	65,002 00	-2.00
	Long-Term Subtotal				355,406.11		1,827.78
	Total Gains and Losses				355,406.11		1,827.78
	Short-Term						0.00
	Long-Term						1,827.78
	Term Unknown						0.00

* Return of principal. Quantity represents face value