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## Return of Private Foundation

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

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2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>LELAND FIKES FOUNDATION, INC.</b>		A Employer identification number <b>75-6035984</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>500 N. Akard</b>	Room/suite <b>1919</b>	B Telephone number <b>(214) 754-0144</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Dallas, TX 75201</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) <b>\$ 99,466,911.</b>	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				N/A	
2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,915.	1,915.		Statement 1
4 Dividends and interest from securities		2,102,150.	2,102,150.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		3,538,402.			Statement 3
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			3,538,294.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances		1,513,119.			Statement 4
b Less: Cost of goods sold		1,181,667.			Statement 5
c Gross profit or (loss)		331,452.			
11 Other income		1,424,882.	1,392,794.		Statement 6
12 Total. Add lines 1 through 11		7,398,801.	7,035,153.		
13 Compensation of officers, directors, trustees, etc.		57,806.	0.		57,806.
14 Other employee salaries and wages		80,634.	57,062.		15,826.
15 Pension plans, employee benefits		15,334.	0.		15,334.
16a Legal fees					
b Accounting fees					
c Other professional fees Stmt 7		422,497.	416,672.		5,654.
17 Interest					
18 Taxes Stmt 8		293,568.	158,260.		1,541.
19 Depreciation and depletion		150,260.	1,526.		
20 Occupancy		39,374.	0.		39,374.
21 Travel, conferences, and meetings		1,439.	1,345.		95.
22 Printing and publications					
23 Other expenses Stmt 9		711,244.	656,004.		13,102.
24 Total operating and administrative expenses. Add lines 13 through 23		1,772,156.	1,290,869.		148,732.
25 Contributions, gifts, grants paid		4,930,522.			4,930,522.
26 Total expenses and disbursements. Add lines 24 and 25		6,702,678.	1,290,869.		5,079,254.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		696,123.			
b Net investment income (if negative, enter -0-)			5,744,284.		
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				
	2	Savings and temporary cash investments		4,559,121.	7,914,951.	7,914,951.
	3	Accounts receivable ▶ 2,057,837.				
		Less: allowance for doubtful accounts ▶		1,523,147.	2,057,837.	2,057,837.
	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 Stmt 10		19,823,542.	19,822,222.	32,020,939.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment: basis ▶ 3,468,505.			
		Less: accumulated depreciation Stmt 13 ▶ 3,214,585.		196,653.	253,920.	9,253,204.
12		Investments - mortgage loans Stmt 11		34,304,349.	31,379,070.	30,686,059.
13		Investments - other Stmt 12		11,950,613.	11,584,801.	17,491,012.
14		Land, buildings, and equipment: basis ▶ 209,340.				
		Less: accumulated depreciation Stmt 13 ▶ 138,017.		30,576.	71,323.	40,040.
15		Other assets (describe ▶ Security Deposit)		2,869.	2,869.	2,869.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		72,390,870.	73,086,993.	99,466,911.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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		19,401,771.	19,401,771.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		52,989,099.	53,685,222.		
30	Total net assets or fund balances		72,390,870.	73,086,993.		
31	Total liabilities and net assets/fund balances		72,390,870.	73,086,993.		

## 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	72,390,870.
2	Enter amount from Part I, line 27a	2	696,123.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	73,086,993.
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	73,086,993.

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

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

(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			3,538,294.

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			3,538,294.

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	3,538,294.
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	5,408,926.	93,776,444.	.057679
2011	4,752,040.	92,134,033.	.051577
2010	4,052,395.	90,621,331.	.044718
2009	3,582,587.	86,337,767.	.041495
2008	3,875,616.	92,852,815.	.041739

2 Total of line 1, column (d)	2	.237208
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	.047442
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	96,373,610.
5 Multiply line 4 by line 3	5	4,572,157.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57,443.
7 Add lines 5 and 6	7	4,629,600.
8 Enter qualifying distributions from Part XII, line 4	8	5,079,254.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	57,443.
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	57,443.
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	57,443.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	73,143.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	25,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	98,143.
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	40,700.
11	Enter the amount of line 10 to be credited to 2014 estimated tax <input type="checkbox"/> 40,700. 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
1c 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> DE, 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**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) <u>Statement 19</u>	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? <u>No Request N/A</u> Website address <u>N/A</u>	13		
14	The books are in care of <u>Mary F. Radford</u> Telephone no. <u>214 220-1011</u> Located at <u>500 N. Akard, Suite 1900, Dallas, Texas</u> ZIP+4 <u>75201</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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 <u>N/A</u>	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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)? <u>1b</u> <input type="checkbox"/>		X
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? <u>1c</u>		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 <u>N/A</u>		
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.) <u>N/A</u>		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>N/A</u>		
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.) <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u>4a</u>		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? <u>4b</u>		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 14		175,114.	30,758.	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 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
Bank America	Investment Advice & Security Custod	148,730.
P.O. Box 830241, Dallas, TX 752830241	Mortgage Loan Servicing	112,272.
Graham Mortgage Corporation		
3838 Oak Lawn #1500, Dallas, TX 75219		
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.

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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	46,534,427.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	9,264,292.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	42,042,509.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	97,841,228.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	97,841,228.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,467,618.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	96,373,610.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	4,818,681.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	4,818,681.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	57,443.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	4,195.
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	61,638.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	4,757,043.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	4,757,043.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	4,757,043.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	5,079,254.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	5,079,254.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	57,443.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	5,021,811.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				4,757,043.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				241,585.
<b>e</b> From 2012				808,609.
<b>f</b> Total of lines 3a through e		1,050,194.		
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,079,254.				
<b>a</b> Applied to 2012, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				4,757,043.
<b>e</b> Remaining amount distributed out of corpus	322,211.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,372,405.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,372,405.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				241,585.
<b>d</b> Excess from 2012				808,609.
<b>e</b> Excess from 2013				322,211.

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

N/A

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

**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

Tax year

(a) 2013

(b) 2012

Prior 3 years

(c) 2011

(d) 2010

(e) Total

**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:

Risa Gross, 500 N. Akard Street, Suite 1919, Dallas, Texas 75201

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

See Attached Statement 20

**c** Any submission deadlines:

None

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

No grants to individuals

**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
<b>a Paid during the year</b>				
See Attached Statement 21				4,930,522.
<b>Total</b>			▶ <b>3a</b>	4,930,522.
<b>b Approved for future payment</b>				
See Attached Statement 22				8,850,000.
<b>Total</b>			▶ <b>3b</b>	8,850,000.



## Part XVII

## Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of  |              |    |
|          | (1) Cash   | <b>1a(1)</b> | X  |
|          | (2) Other assets   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | <b>1c</b>    | X  |
| <b>d</b> | 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
Plain Majestic Prop. Inc.	501(c)(2)	See Statement 15
Roadway Properties Inc.	501(c)(2)	
Wimbledon Properties Inc.	501(c)(2)	
NBN Properties Inc.	501(c)(2)	
Cedar Properties Inc.	501(c)(2)	

**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

5 Nov 14  
Date

President

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 ☐  
self-employed

PTIN

Firm's name ►

Firm's EIN ▶

Firm's address ►

Phone no.

## 2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Furniture and Fixtures	063089SL		10.00	17	3,747.			3,747.	3,747.		0.
2	Furniture and Fixtures	063090SL		10.00	17	8,681.			8,681.	8,681.		0.
3	Furniture and Fixtures	110292SL		10.00	17	794.			794.	794.		0.
4	Computer Equipment	112392SL		5.00	17	475.			475.	475.		0.
5	Furniture and Fixtures	072296SL		10.00	17	24,682.			24,682.	24,682.		0.
6	Computer Equipment	061896SL		5.00	17	893.			893.	893.		0.
7	Computer Equipment	102197SL		5.00	17	2,114.			2,114.	2,114.		0.
8	Telephone System	092800SL		5.00	17	5,428.			5,428.	5,428.		0.
9	Computer Equipment	012300SL		5.00	17	697.			697.	697.		0.
337	Computer Equipment	122100SL		5.00	17	540.			540.	540.		0.
338	Computer Equipment	012301SL		5.00	17	618.			618.	618.		0.
339	Computer Equipment	020201SL		5.00	17	1,244.			1,244.	1,244.		0.
340	Computer Equipment	050401SL		5.00	17	1,863.			1,863.	1,863.		0.
341	Computer Equipment	060404SL		5.00	17	346.			346.	346.		0.
342	Telephone System	100104SL		5.00	17	1,677.			1,677.	1,677.		0.
343	Office Furniture	100104SL		10.00	17	46,609.			46,609.	37,871.		4,661.
344	Leashold Improvements	102804SL		15.00	17	40,767.			40,767.	22,084.		2,718.
345	Lease & Well Equip	Varies	200DB	7.00	17	938,820.			938,820.	938,820.		0.

328102  
05-01-13

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

## 2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
346	Lease & Well Equip	061504200DB	7.00	16		24,353.			24,353.	24,353.		0.
378	Lease & Well Equip	061505200DB	7.00	16		36,578.			36,578.	36,578.		0.
380	Office Furniture	012105SL	10.00	17		3,700.			3,700.	2,775.		370.
381	Computer & Printer (CP)	032205SL	5.00	17		2,765.			2,765.	2,765.		0.
382	Computer Monitor (NS)	032205SL	5.00	17		464.			464.	464.		0.
383	Office Furniture	050105SL	10.00	17		7,390.			7,390.	5,543.		739.
384	Computer Hard Drive (DH)	050905SL	5.00	17		87.			87.	87.		0.
385	Conference Speaker	091905SL	5.00	17		693.			693.	693.		0.
416	Lease & Well Equip	061506200DB	7.00	16		59,197.			59,197.	59,197.		0.
434	Lease & Well Equip	061507200DB	7.00	16		44,168.			44,168.	44,168.		0.
435	Computer (NJS)	062607SL	5.00	17		983.			983.	983.		0.
451	Lease & Well Equip	061508200DB	7.00	16		52,346.		52,346.				0.
464	Lease & Well Equip	061509200DB	7.00	16		29,721.		29,721.				0.
479	Lease & Well Equip	061510200DB	7.00	16		30,694.		21,993.	8,701.	5,377.		950.
480	Server (20% of Total)	111510SL	5.00	17		764.			764.	382.		153.
497	Lease & Well Equip	061511200DB	7.00	16		110,278.		110,278.				0.
516	Lease & Well Equip	061512200DB	7.00	16		200,537.			200,537.	114,598.		24,554.
531	Lease & Well Equip	063013200DB	7.00	16		196,956.			196,956.			112,548.

328102  
05-01-13

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction



## 2013 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
532	Table	12/02/13	SL	10.00	19D	1,175.			1,175.			59.
533	Computer (Risa) Leasehold	02/25/13	SL	5.00	19B	951.			951.			95.
534	Improvements	10/28/13	SL	15.00	19E	41,063.			41,063.			1,369.
535	Furniture (Business Environments)	10/21/13	SL	10.00	19D	8,131.			8,131.			407.
* 990-PF Pg 1 Total						1932989.		214,338.	1718651.	1350537.	0.	148,623.
Other												1,526
Cost Depreciation												111
Oil and Gas Reserves												150,263
Oil and Gas Working Interest												
Total Depreciation and Depletion												

328102  
05-01-13

(D) - Asset disposed

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

## 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
Bank of America	1,915.	1,915.	
Total to Part I, line 3	1,915.	1,915.	

## 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
Bank Custody G Acct	171,137.	0.	171,137.	171,137.	
Bank Custody M Acct	117.	0.	117.	117.	
Bank Custody R Acct	20.	0.	20.	20.	
Bank Custody V Acct	205,830.	0.	205,830.	205,830.	
Dividends Other	3.	0.	3.	3.	
Dividends Title Holding Co	638,796.	0.	638,796.	638,796.	
From Access Venture LP EIN 94-3328918	1,080.	0.	1,080.	1,080.	
From Artiman II LP EIN 20-5472594	2,539.	0.	2,539.	2,539.	
From Artiman Ventures III EIN 27-3008857	246.	0.	246.	246.	
From Commonfund Global III LP EIN 26-0133064	7,529.	0.	7,529.	7,529.	
From Ft. Washington II EIN 26-3806629	30,497.	0.	30,497.	30,497.	
From Ft. Washington IV LP EIN 16-1648796	7,179.	0.	7,179.	7,179.	
From Ft. Washington V LP EIN 20-4568842	17,267.	0.	17,267.	17,267.	
From Ft. Washington VII EIN 27-1321348	4,361.	0.	4,361.	4,361.	

From Helix Fund LP EIN 27-2971759	24.	0.	24.	24.
From Kenmont Capital I EIN 76-0605443	3,875.	0.	3,875.	3,875.
From Kenmont Capital II EIN 34-2027430	14,479.	0.	14,479.	14,479.
From Knightsbridge VII EIN 90-0812211	5.	0.	5.	5.
From Private Equity IV LP EIN 20-2543812	3,267.	0.	3,267.	3,267.
From Private Equity V LP EIN 26-4427241	4,987.	0.	4,987.	4,987.
From Startup Capital LP EIN 20-2473463	18.	0.	18.	18.
From SVB Capital II LP EIN 20-4665087	65.	0.	65.	65.
From SVB India Capital Partners I LP EIN 98-0517319	2,178.	0.	2,178.	2,178.
From SVB Strategic Inv II LP EIN 91-2187963	1,083.	0.	1,083.	1,083.
From SVB Strategic Inv III EIN 20-3076856	2,034.	0.	2,034.	2,034.
From SVB Strategic Inv IV LP EIN 26-2776097	8,533.	0.	8,533.	8,533.
From SVB Strategic Inv V EIN 27-5109706	206.	0.	206.	206.
From WSL Partners LP EIN 20-0360272	13,509.	0.	13,509.	13,509.
Mortgage Loans	961,286.	0.	961,286.	961,286.
To Part I, line 4	2,102,150.	0.	2,102,150.	2,102,150.

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 3

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
Account G Statement 17		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	188,430.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
Account G Statement 17		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	1,130,730.		

(a) Description of Property		Manner Acquired		Date Acquired		Date Sold
Account V Statement 18		Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss		
0.	0.	0.	0.	81,213.		

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Account V Statement 18		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	850,012.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Class Action Settlements		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	4,246.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Foreclosed Land LMI LC 1059		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,657,780.	3,060,768.	0.	0.	<402,988.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Foreclosed Land 3 a. NE40 S750		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
197,042.	253,711.	0.	0.	<56,669.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Foreclosed Land 2 a. NE40 S750		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
129,899.	168,790.	0.	0.	<38,891.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Foreclosed Land Golden Pond S763		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
915,628.	1,014,596.	0.	0.	<98,968.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Foreclosed Land 89 a. Olympia LR 2040A		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
933,437.	1,145,632.	0.	0.	<212,195.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
Foreclosed Land Douglas S754 & S755	1,990,832.	1,767,382.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	223,450.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
Foreclosed Lots Landers S353	0.	0.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	<16,995.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
Foreclosed Lots JMP S761	0.	0.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	<6,043.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
Foreclosed Lots MAW Niblo S357	0.	0.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	<38,209.>

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
Foreclosed Land 16.3 a. Olympia LR 2040A	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
235,765.	300,164.	0.	0.	<64,399.>	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
Foreclosed Land 13 a. MAW Niblo S357	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
251,811.	193,012.	0.	0.	58,799.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Commonfund III LP EIN 26-0133064	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	1,171.	



(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Commonfund III LP EIN 26-0133064	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	21,150.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI II EIN 26-3806629	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	2,488.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Ft. Washington PEI II EIN 26-3806629	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	6,675.	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
From Ft. Washington PEI IV EIN 16-1648796	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
0.	0.	0.	0.
			1,217.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
From Ft. Washington PEI IV EIN 16-1648796	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
0.	0.	0.	0.
			75,089.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
From Ft. Washington PEI V EIN 20-4568842	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
0.	0.	0.	0.
			1,516.

(a) Description of Property		Manner Acquired		Date Acquired Date Sold	
From Ft. Washington PEI V EIN 20-4568842		Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	68,446.	

(a) Description of Property		Manner Acquired		Date Acquired Date Sold	
From Ft. Washington PEI VII EIN 27-1321348		Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	1,577.	

(a) Description of Property		Manner Acquired		Date Acquired Date Sold	
From Ft. Washington PEI VII EIN 27-1321348		Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	2,137.	

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Kenmont Capital LP EIN 76-0605443		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	65.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Kenmont Capital LP EIN 76-0605443		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	61,713.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Kenmont Capital II LP EIN 34-2027430		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	15,710.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Knightsbridge VIII EIN 90-0812211		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<4.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Knightsbridge VIII EIN 90-0812211		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<30.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Private Equity Fund IV EIN 20-2543812		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	49.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Private Equity Fund IV EIN 20-2543812		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	130.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Private Equity Fund V EIN 26-4427241		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<144.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From Private Equity Fund V EIN 26-4427241		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<14,157.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
From Startup Capital LP EIN 20-2473463	0.	0.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	<7,576.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
From SVB Capital II LP EIN 20-4665087	0.	0.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	1,316.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Purchased	Date Acquired	Date Sold
From SVB Capital II LP EIN 20-4665087	0.	0.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	19,522.

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From SVB India Capital LP EIN 98-0517319	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	<51,547.>	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From SVB Strategic II LP EIN 91-2187963	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	527.	

(a) Description of Property	Manner Acquired		Date Acquired		Date Sold
From Artiman II LP EIN 20-5472594	Purchased				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	431,764.	



(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From SVB Strategic II LP EIN 91-2187963		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	27,935.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From SVB Strategic III LP EIN 20-3076856		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	5,642.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
From SVB Strategic III LP EIN 20-3076856		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	73,417.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Deprec.	Date Acquired	Date Sold
From SSVB Strategic IV LP EIN 26-2776097				Purchased		
	0.	0.	0.	0.		5,133.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
From SVB Strategic IV LP EIN 26-2776097					
	0.	0.	0.	0.	42,308.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired Deprec.	Date Acquired	Date Sold
From SVB Strategic V LP EIN 27-5109706				Purchased		
	0.	0.	0.	0.		373.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
From SVB Strategic V LP EIN 27-5109706	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	1,798.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
From WSL LP EIN 20-0360272	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	552.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
From WSL LP EIN 20-0360272	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	41,277.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
From Zero2ipo Fund II	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	<2,402.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
From Access Venture Partners EIN 94-3328918	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	1,101,934.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lease and Well Equipment			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	108.	

Net Gain or Loss from Sale of Assets	3,538,402.
Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	3,538,402.

Form 990-PF

Income and Cost of Goods Sold  
Included on Part I, Line 10

Statement 4

## Income

1. Gross receipts . . . . .	1,513,119	
2. Returns and allowances . . . . .		
3. Line 1 less line 2 . . . . .		1,513,119
4. Cost of goods sold (line 15) . . . . .	1,181,667	
5. Gross profit (line 3 less line 4) . . . . .		331,452
6. Other Income . . . . .		
7. Gross Income (add lines 5 and 6) . . . . .		331,452

## Cost of Goods Sold

8. Inventory at beginning of year . . . . .		
9. Merchandise purchased. . . . .		
10. Cost of labor. . . . .		
11. Materials and supplies . . . . .		
12. Other costs. . . . .	1,181,667	
13. Add lines 8 through 12 . . . . .		1,181,667
14. Inventory at end of year . . . . .		
15. Cost of goods sold (line 13 less line 14) . .		1,181,667

Form 990-PF	Cost of Goods Sold - Other Costs	Statement	5
Description		Amount	
Lease Operating Costs		697,475.	
Gasoline Plant Operating Expense		38,554.	
Intangible Drilling Costs		392,225.	
Oil and Gas Processing Fees		53,413.	
Total Other Costs		1,181,667.	

Form 990-PF	Other Income	Statement	6
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Oil and Gas Royalties	1,379,961.	1,379,961.	
Mining Royalty & Seismic Fee	390.	390.	
From Ft. Washington II LP EIN			
26-3806629 UBTI	30,449.	0.	
From Ft. Washington IV LP EIN			
16-1648796 UBTI	1,213.	0.	
From Kenmont Capital II LP II EIN			
34-2027430 UBTI	2,580.	0.	
From Ft. Washington II LP EIN			
26-3806629	791.	791.	
From Ft. Washington V LP EIN			
20-4568842 UBTI	3,425.	0.	
From Commonfund Global III LP EIN			
26-0133064 UBTI	<67.>	0.	
From WSL Partners LP EIN 20-0360272			
UBTI	<265.>	0.	
From SVB Strategic Investors II EIN			
91-2187963 UBTI	653.	0.	
From Private Equity Fund V EIN			
26-4427241 UBTI	<6,145.>	0.	
From Commonfund Global EIN			
26-0133064	10,968.	10,968.	
From SVB Strategic Inv III EIN			
20-3076856 UBTI	511.	0.	
From SVB Strategic Inv V EIN			
27-5109706 UBTI	<131.>	0.	
From Ft. Washington IV LP EIN			
16-1648796	17.	17.	
From Ft. Washington V LP EIN			
20-4568842	402.	402.	
From Kenmont Capital LP EIN			
76-0605443 UBTI	212.	0.	

From Kenmont Capital LP EIN 76-0605443	103.	103.
From SVB Strategic Inv IV EIN 26-2776097 UBTI	<91.>	0.
From Ft. Washington VII LP EIN 27-1321348 UBTI	<189.>	0.
From Ft. Washington VII LP EIN 27-1321348	162.	162.
From Private Equity Fund IV EIN 20-2543812 UBTI	<67.>	0.
Total to Form 990-PF, Part I, line 11	1,424,882.	1,392,794.

Form 990-PF	Other Professional Fees		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Professional Fees	281,875.	276,050.		5,654.
From Zero2ipo China Fund II EIN 98-0564605	11,562.	11,562.		0.
From SVB India Capital I LP EIN 98-0517319	20,000.	20,000.		0.
From Startup Capital LP EIN 20-2473463	15,864.	15,864.		0.
SVB Strategic Fund V EIN 27-5109706	10,000.	10,000.		0.
From Artiman II LP EIN 20-5472594	12,880.	12,880.		0.
From SVB Capital II LP EIN 20-4665087	15,000.	15,000.		0.
From SVB Strategic Invest.IV EIN 26-2776097	10,000.	10,000.		0.
From Kenmont Capital II LP EIN 34-2027430	10,000.	10,000.		0.
From Artiman Ventures III EIN 27-3008857	17,816.	17,816.		0.
from Private Equity Fund V LP EIN 26-4427241	17,500.	17,500.		0.
To Form 990-PF, Pg 1, ln 16c	422,497.	416,672.		5,654.

Form 990-PF	Taxes			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Ad Valorem Taxes	134,121.	95,222.		1,094.	
Production Taxes	120,032.	62,570.		0.	
New Mexico State Income Tax	468.	468.		0.	
Federal Income and Excise Taxes	38,500.	0.		0.	
Delaware Franchise Tax	447.	0.		447.	
To Form 990-PF, Pg 1, ln 18	293,568.	158,260.		1,541.	

Form 990-PF	Other Expenses			Statement	9
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Office Supplies	487.	0.		487.	
Miscellaneous	3,742.	0.		3,742.	
Dues and Subscriptions	7,873.	0.		7,873.	
Insurance	41,714.	0.		1,000.	
From Access Venture LP EIN 94-3328918	2,252.	2,252.		0.	
From SVB Capital Partners II LP EIN 20-4665087	1,060.	1,060.		0.	
From SVB Strategic Investors II LP EIN 91-2187963	9,940.	9,940.		0.	
From Startup Capital LP EIN 20-2473463	2,339.	2,339.		0.	
From SVB Strategic Investors III LP EIN 20-3076856	27,320.	27,320.		0.	
From SVB Strategic Investors V LP EIN 27-5109706	17,946.	17,946.		0.	
Foreclosed Real Estate Expenses	272,916.	272,916.		0.	
Royalty Processing Fee	28.	28.		0.	
From Artiman LP II EIN 20-5472594	799.	799.		0.	
From Kenmont Capital I LP EIN 76-0605443	6,907.	6,907.		0.	
From SVB India Capital I LP EIN 98-0517319	1,769.	1,769.		0.	
From Artiman LP III EIN 27-3008857	1,154.	1,154.		0.	



From Ft. Washington V LP EIN 20-4568842	31,437.	31,437.	0.
From Private Equity Fund IV LP EIN 20-2543812	13,910.	13,910.	0.
From SVB Strategic Investors IV LP EIN 26-2776097	21,794.	21,794.	0.
From Zero2ipo China Angel Fund II LP EIN 98-0564605	994.	994.	0.
From Kenmont Capital II LP EIN 34-2027430	12,909.	12,909.	0.
Partnership Nondeductible Expenses less Tax Exempt Income	1,424.	0.	0.
From Ft. Washington IV LP EIN 16-1648796	20,734.	20,734.	0.
From Ft. Washington VII EIN 27-1321348	17,435.	17,435.	0.
From Private Equity Fund V LP EIN 26-4427241	1,483.	1,483.	0.
From Helix Fund LP EIN 27-2971759	28,776.	28,776.	0.
Bad Debt Expense Statement 16	119,713.	119,713.	0.
From Knightsbridge VIII LP EIN 90-0812211	7,108.	7,108.	0.
From Ft. Washington II EIN 26-3806629	28,073.	28,073.	0.
From WSL LP EIN 20-0360272	7,208.	7,208.	0.
To Form 990-PF, Pg 1, ln 23	711,244.	656,004.	13,102.

Form 990-PF	Corporate Stock	Statement	10
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Description	Book Value	Fair Market Value
NBN Properties Title Hld Co	1,061,709.	2,395,426.
Plain Majestic Title Hld Co	533,572.	5,235.
Roadway Properties Title Hld Co	1,028,534.	2,900,639.
Wimbledon Prop Inc. Title Hld Co	1,372,727.	4,136,207.
Cedar Properties Inc.	9,015.	9,236.
Eliaance Biotech Inc	479.	479.
Meridian Securities	22,584.	66,663.
Windham Bank Custody G Account Statement 25	7,445,786.	11,257,622.
Todd Bank Custody V Account Statement 26	7,296,194.	10,665,296.
FOHVF "Pequot" LP Fund	315,797.	14,760.
JP Morgan Incubator Fund	168,929.	2,480.
Xignite	566,896.	566,896.
Total to Form 990-PF, Part II, line 10b	19,822,222.	32,020,939.

Form 990-PF	Mortgage Loans	Statement 11
Description	Book Value	Fair Market Value
Mortgage Loans & Foreclosed Real Estate Statement 29	31,379,070.	30,686,059.
Total to Form 990-PF, Part II, line 12	31,379,070.	30,686,059.

Form 990-PF	Other Investments	Statement	12
Description	Valuation Method	Book Value	Fair Market Value
Uncut Ruby Corundum	FMV	680,000.	2,500.
Access Venture Partners	FMV	261,867.	180,348.
Kenmont Capital Equity Partners	FMV	356,981.	398,247.
WSL Partners LP	FMV	114,433.	619,451.
Ft. Washington IV	FMV	455,807.	720,117.
Private Equity Fund IV	FMV	389,052.	623,170.
Startup Capital	FMV	513,526.	1,342,775.
SVB Strategic II LP	FMV	232,377.	518,679.
Artiman II LP	FMV	777,100.	854,320.
Commonfund Global LP	FMV	644,602.	627,228.
Kenmont Capital Partners II	FMV	435,305.	547,048.
SVB Strategic III LP	FMV	596,859.	1,108,664.
Ft. Washington V	FMV	627,436.	1,000,449.
SVB Capital Partners II	FMV	451,885.	2,089,513.
SVB India Capital Partners	FMV	616,125.	904,233.
KKR European Fund III	FMV	756,811.	889,779.
SVB Strategic IV LP	FMV	687,402.	1,128,725.
Zero2ipo China Angel Fund II LP	FMV	353,881.	445,732.
Ft. Washington PEOF II	FMV	259,921.	596,581.
Private Equity Fund V	FMV	566,740.	920,848.
Artiman Ventures III	FMV	478,111.	489,096.
Helix Founders Fund	FMV	702,429.	721,269.
SVB Strategic Fund V	FMV	294,197.	364,540.
Ft. Washington VII	FMV	299,092.	357,700.
Knightsbridge VC VIII LP	FMV	32,862.	40,000.
Total to Form 990-PF, Part II, line 13		11,584,801.	17,491,012.

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Form 990-PF    Depreciation of Assets Not Held for Investment    Statement 13

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	Book Value	Fair Market Value
<u>Investments Land Building &amp; Equipment</u>		
Investment Real Estate	11,032	156,204
Productive Oil & Gas Properties	1,697,356	9,097,000
Unproductive Oil & Gas Properties	36,463	
Oil & Gas Lease Equipment	1,706,470	
Prentice Gasoline Plant	17,185	
Total	3,468,505	9,253,204
Less Accumulated Depreciation	(1,571,941)	
Less Accumulated Depletion	(1,642,644)	
Total Line 11, Part II	253,920	9,253,204

<u>Land, Building &amp; Equipment</u>		
Leasehold Improvements	81,829	40,040
Office Furniture & Equipment	127,512	
Accumulated Depreciation	(138,017)	
Total	71,323	40,040

Form 990-PF

Part VIII - List of Officers, Directors  
Trustees and Foundation Managers

Statement 14

Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
Lee Fikes 500 N. Akard St, # 1900 Dallas, TX 75201	President / Treasurer 6.00	0.	0.	0.
Nancy Solana 500 N. Akard St, # 1919 Dallas, TX 75201	Executive VP / Secretary 35.00	107,836.	15,765. *	0.
Amy Fikes 500 N. Akard St., #1900 Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Catherine Lavie 500 N. Akard St, # 1919 Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Brendan Fikes 500 N. Akard St, # 1919 Dallas, TX 75201	Vice President 1.00	0.	0.	0.
Risa Gross 500 N. Akard St, # 1900 Dallas, TX 75201	Secretary 35.00	67,278.	14,993. *	0.
Totals included on 990-PF, Page 6, Part VIII		175,114.	30,758.	0.

\* Nancy Solana and Risa Gross are participants in the Retirement Plan for Employees of Bonanza Oil Company however the amount of any increase in the present value of their benefits isn't determinable. Since there was no payment to Bonanza Oil Company by Leland Fikes Foundation for this benefit there was no potential for self dealing. See Reg. Sec. 53.4941(d)-3.

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990-PF	Affiliation with Tax-Exempt Organizations Part XVII, Line 2, Column (c)	Statement 15
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Name of Affiliated or Related Organization

Plain Majestic Prop. Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

Roadway Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

Wimbledon Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

NBN Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Name of Affiliated or Related Organization

Cedar Properties Inc.

Description of Relationship with Affiliated or Related Organization

100% Owned Title Holding Corporation

Pursuant to IRC Section 166(a)(1), the Leland Fikes Foundation "LFF" is deducting its remaining tax basis in the loan participation shown below after LFF's share of the loan collateral sales proceeds were applied against the loan basis. Because of the poor financial condition of the borrower no further collection efforts will be pursued for this deficiency.

Devon Wolf Creek Loan Tax Basis	\$ 546,984
Share of Cash from Loan Collateral Sale	<u>427,271</u>
Bad Debt Deduction	\$ <u>119,713</u>

## US Trust

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
002824100	ABBOTT LABS								
Sold		07/24/13	230	8,360.35					
Acq		05/17/12	230	8,360.35	6,891.06 <input type="checkbox"/>	6,891.06	1,469.29	1,469.29	L
Total for 7/24/2013					6,891.06	6,891.06	1,469.29	1,469.29	
002824100	ABBOTT LABS								
Sold		07/24/13	430	15,630.23					
Acq		06/25/12	430	15,630.23	12,861.34 <input type="checkbox"/>	12,861.34	2,768.89	2,768.89	L
Total for 7/24/2013					12,861.34	12,861.34	2,768.89	2,768.89	
00287Y109	ABBVIE INC								
Sold		05/09/13	230	10,157.74					
Acq		05/17/12	230	10,157.74	7,472.76 <input type="checkbox"/>	7,472.76	2,684.98	2,684.98	S
Total for 5/9/2013					7,472.76	7,472.76	2,684.98	2,684.98	
00287Y109	ABBVIE INC								
Sold		05/09/13	660	29,148.31					
Acq		06/25/12	660	29,148.31	21,407.04 <input type="checkbox"/>	21,407.04	7,741.27	7,741.27	S
Total for 5/9/2013					21,407.04	21,407.04	7,741.27	7,741.27	
00287Y109	ABBVIE INC								
Sold		05/09/13	820	36,214.57					
Acq		12/15/11	820	36,214.57	23,352.39 <input type="checkbox"/>	23,352.39	12,862.18	12,862.18	L
Total for 5/9/2013					23,352.39	23,352.39	12,862.18	12,862.18	
00287Y109	ABBVIE INC								
Sold		05/09/13	450	19,873.85					
Acq		10/10/08	450	19,873.85	11,463.60 <input type="checkbox"/>	11,463.60	8,410.25	8,410.25	L
Total for 5/9/2013					11,463.60	11,463.60	8,410.25	8,410.25	
00287Y109	ABBVIE INC								
Sold		05/09/13	60	2,649.85					
Acq		09/25/09	60	2,649.85	1,480.72 <input type="checkbox"/>	1,480.72	1,169.13	1,169.13	L
Total for 5/9/2013					1,480.72	1,480.72	1,169.13	1,169.13	
00287Y109	ABBVIE INC								
Sold		05/10/13	700	31,139.99					
Acq		09/25/09	700	31,139.99	17,275.04 <input type="checkbox"/>	17,275.04	13,864.95	13,864.95	L
Total for 5/10/2013					17,275.04	17,275.04	13,864.95	13,864.95	
00287Y109	ABBVIE INC								
Sold		07/24/13	300	13,046.77					
Acq		09/25/09	300	13,046.77	7,403.59 <input type="checkbox"/>	7,403.59	5,643.18	5,643.18	L
Total for 7/24/2013					7,403.59	7,403.59	5,643.18	5,643.18	

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
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Account Id: 011000066092

LELAND FIKE FOUNDATION CUST G  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
018490102	ALLERGAN INC								
Sold		01/24/13	458	48,095.10					
Acq		06/13/12	458	48,095.10	41,988.12	41,988.12	6,106.98	6,106.98	S
Total for 1/24/2013					41,988.12	41,988.12	6,106.98	6,106.98	
018490102	ALLERGAN INC								
Sold		01/24/13	2	210.10					
Acq		06/13/12	2	210.10	183.35	183.35	26.75	26.75	S
Total for 1/24/2013					183.35	183.35	26.75	26.75	
018490102	ALLERGAN INC								
Sold		01/24/13	530	55,675.68					
Acq		06/13/12	530	55,675.68	48,515.46	48,515.46	7,160.22	7,160.22	S
Total for 1/24/2013					48,515.46	48,515.46	7,160.22	7,160.22	
018490102	ALLERGAN INC								
Sold		01/24/13	500	52,524.22					
Acq		06/22/12	500	52,524.22	45,733.00	45,733.00	6,791.22	6,791.22	S
Total for 1/24/2013					45,733.00	45,733.00	6,791.22	6,791.22	
025816109	AMERICAN EXPRESS CO								
Sold		07/10/13	70	5,336.38					
Acq		03/24/11	70	5,336.38	3,180.75	3,180.75	2,155.63	2,155.63	L
Total for 7/10/2013					3,180.75	3,180.75	2,155.63	2,155.63	
025816109	AMERICAN EXPRESS CO								
Sold		07/10/13	500	38,116.98					
Acq		09/27/10	500	38,116.98	21,804.95	21,804.95	16,312.03	16,312.03	L
Total for 7/10/2013					21,804.95	21,804.95	16,312.03	16,312.03	
025816109	AMERICAN EXPRESS CO								
Sold		07/10/13	630	48,027.40					
Acq		11/23/10	630	48,027.40	26,527.54	26,527.54	21,499.86	21,499.86	L
Total for 7/10/2013					26,527.54	26,527.54	21,499.86	21,499.86	
025816109	AMERICAN EXPRESS CO								
Sold		07/24/13	230	17,327.89					
Acq		11/23/10	230	17,327.89	9,684.65	9,684.65	7,643.24	7,643.24	L
Total for 7/24/2013					9,684.65	9,684.65	7,643.24	7,643.24	
031162100	AMGEN INC								
Sold		07/24/13	420	44,569.62					
Acq		03/25/13	420	44,569.62	40,734.33	40,734.33	3,835.29	3,835.29	S
Total for 7/24/2013					40,734.33	40,734.33	3,835.29	3,835.29	
037833100	APPLE COMPUTER INC								
Sold		07/24/13	190	84,001.33					
Acq		12/24/12	190	84,001.33	98,945.10	98,945.10	-14,943.77	-14,943.77	S
Total for 7/24/2013					98,945.10	98,945.10	-14,943.77	-14,943.77	

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**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
037833100	APPLE COMPUTER INC								
Sold		09/23/13	140	68,353.22					
Acq		05/07/13	140	68,353.22	64,125.56 <input type="checkbox"/>	64,125.56	4,227.66	4,227.66	S
Total for 9/23/2013					64,125.56	64,125.56	4,227.66	4,227.66	
037833100	APPLE COMPUTER INC								
Sold		09/23/13	40	19,529.49					
Acq		06/03/13	40	19,529.49	17,810.04 <input type="checkbox"/>	17,810.04	1,719.45	1,719.45	S
Total for 9/23/2013					17,810.04	17,810.04	1,719.45	1,719.45	
037833100	APPLE COMPUTER INC								
Sold		12/03/13	200	112,376.24					
Acq		06/03/13	200	112,376.24	89,050.22 <input type="checkbox"/>	89,050.22	23,326.02	23,326.02	S
Total for 12/31/2013					89,050.22	89,050.22	23,326.02	23,326.02	
037833100	APPLE COMPUTER INC								
Sold		12/03/13	90	50,569.31					
Acq		01/25/13	90	50,569.31	39,727.60 <input type="checkbox"/>	39,727.60	10,841.71	10,841.71	S
Total for 12/31/2013					39,727.60	39,727.60	10,841.71	10,841.71	
053332102	AUTOZONE INC								
Sold		07/24/13	40	17,402.89					
Acq		07/18/13	40	17,402.89	17,354.42 <input type="checkbox"/>	17,354.42	48.47	48.47	S
Total for 7/24/2013					17,354.42	17,354.42	48.47	48.47	
097023105	BOEING CO								
Sold		07/12/13	350	35,720.48					
Acq		12/27/11	350	35,720.48	25,968.18 <input type="checkbox"/>	25,968.18	9,752.30	9,752.30	L
Total for 7/12/2013					25,968.18	25,968.18	9,752.30	9,752.30	
097023105	BOEING CO								
Sold		07/12/13	260	26,535.22					
Acq		10/28/11	260	26,535.22	17,671.94 <input type="checkbox"/>	17,671.94	8,863.28	8,863.28	L
Total for 7/12/2013					17,671.94	17,671.94	8,863.28	8,863.28	
097023105	BOEING CO								
Sold		07/24/13	120	12,800.54					
Acq		10/28/11	120	12,800.54	8,156.28 <input type="checkbox"/>	8,156.28	4,644.26	4,644.26	L
Total for 7/24/2013					8,156.28	8,156.28	4,644.26	4,644.26	
097023105	BOEING CO								
Sold		11/25/13	3	397.63					
Acq		10/28/11	3	397.63	203.91 <input type="checkbox"/>	203.91	193.72	193.72	L
Total for 11/25/2013					203.91	203.91	193.72	193.72	
097023105	BOEING CO								
Sold		11/25/13	997	132,146.06					
Acq		10/31/11	997	132,146.06	67,009.77 <input type="checkbox"/>	67,009.77	65,136.29	65,136.29	L
Total for 11/25/2013					67,009.77	67,009.77	65,136.29	65,136.29	

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**Statement of Capital Gains and Losses From Sales**  
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Account Id: 011000066092

**LELAND FIKES FOUNDATION CUST G**  
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
126650100	CVS CORPORATION DEL								
Sold		02/06/13	1240	63,560.60					
Acq		07/19/12	1240	63,560.60	56,234.62 <input type="checkbox"/>	56,234.62	7,325.98	7,325.98	S
Total for 2/6/2013					56,234.62	56,234.62	7,325.98	7,325.98	
126650100	CVS CORPORATION DEL								
Sold		07/24/13	110	6,769.04					
Acq		07/19/12	110	6,769.04	4,988.56 <input type="checkbox"/>	4,988.56	1,780.48	1,780.48	L
Total for 7/24/2013					4,988.56	4,988.56	1,780.48	1,780.48	
126650100	CVS CORPORATION DEL								
Sold		07/24/13	410	25,230.05					
Acq		12/27/11	410	25,230.05	16,882.61 <input type="checkbox"/>	16,882.61	8,347.44	8,347.44	L
Total for 7/24/2013					16,882.61	16,882.61	8,347.44	8,347.44	
126650100	CVS CORPORATION DEL								
Sold		07/24/13	50	3,076.84					
Acq		12/09/11	50	3,076.84	1,920.14 <input type="checkbox"/>	1,920.14	1,156.70	1,156.70	L
Total for 7/24/2013					1,920.14	1,920.14	1,156.70	1,156.70	
149123101	CATERPILLAR INC								
Sold		07/18/13	990	84,685.00					
Acq		08/08/11	990	84,685.00	85,415.81 <input type="checkbox"/>	85,415.81	-730.81	-730.81	L
Total for 7/18/2013					85,415.81	85,415.81	-730.81	-730.81	
149123101	CATERPILLAR INC								
Sold		07/18/13	600	51,324.25					
Acq		08/08/11	600	51,324.25	51,028.80 <input type="checkbox"/>	51,028.80	295.45	295.45	L
Total for 7/18/2013					51,028.80	51,028.80	295.45	295.45	
151020104	CELGENE CORP COM								
Sold		01/17/13	190	18,810.88					
Acq		03/31/11	190	18,810.88	10,935.13 <input type="checkbox"/>	10,935.13	7,875.75	7,875.75	L
Total for 1/17/2013					10,935.13	10,935.13	7,875.75	7,875.75	
151020104	CELGENE CORP COM								
Sold		01/17/13	910	90,033.11					
Acq		03/31/11	910	90,033.11	52,373.50 <input type="checkbox"/>	52,373.50	37,659.61	37,659.61	L
Total for 1/17/2013					52,373.50	52,373.50	37,659.61	37,659.61	
151020104	CELGENE CORP COM								
Sold		04/24/13	270	32,046.63					
Acq		03/31/11	270	32,046.63	15,539.39 <input type="checkbox"/>	15,539.39	16,507.24	16,507.24	L
Total for 4/24/2013					15,539.39	15,539.39	16,507.24	16,507.24	
151020104	CELGENE CORP COM								
Sold		04/24/13	190	22,551.33					
Acq		03/31/11	190	22,551.33	10,926.22 <input type="checkbox"/>	10,926.22	11,625.11	11,625.11	L
Total for 4/24/2013					10,926.22	10,926.22	11,625.11	11,625.11	

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**Statement of Capital Gains and Losses From Sales**  
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Account Id: 011000066092

**LELAND FIKES FOUNDATION CUST G**  
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
151020104	CELGENE CORP COM								
Sold		07/24/13	250	33,835.31					
Acq		03/31/11	250	33,835.31	14,376.60 <input type="checkbox"/>	14,376.60	19,458.71	19,458.71	L
Total for 7/24/2013					14,376.60	14,376.60	19,458.71	19,458.71	
151020104	CELGENE CORP COM								
Sold		07/26/13	160	22,617.60					
Acq		03/31/11	160	22,617.60	9,201.02 <input type="checkbox"/>	9,201.02	13,416.58	13,416.58	L
Total for 7/26/2013					9,201.02	9,201.02	13,416.58	13,416.58	
151020104	CELGENE CORP COM								
Sold		07/26/13	40	5,654.40					
Acq		02/18/11	40	5,654.40	2,135.58 <input type="checkbox"/>	2,135.58	3,518.82	3,518.82	L
Total for 7/26/2013					2,135.58	2,135.58	3,518.82	3,518.82	
191216100	COCA COLA								
Sold		05/09/13	1694	71,213.14					
Acq		02/22/12	1694	71,213.14	58,700.40 <input type="checkbox"/>	58,700.40	12,512.74	12,512.74	L
Total for 5/9/2013					58,700.40	58,700.40	12,512.74	12,512.74	
191216100	COCA COLA								
Sold		05/10/13	886	37,215.85					
Acq		02/22/12	886	37,215.85	30,701.63 <input type="checkbox"/>	30,701.63	6,514.22	6,514.22	L
Total for 5/10/2013					30,701.63	30,701.63	6,514.22	6,514.22	
191216100	COCA COLA								
Sold		05/10/13	160	6,720.70					
Acq		09/14/11	160	6,720.70	5,530.00 <input type="checkbox"/>	5,530.00	1,190.70	1,190.70	L
Total for 5/10/2013					5,530.00	5,530.00	1,190.70	1,190.70	
191216100	COCA COLA								
Sold		07/24/13	720	29,347.55					
Acq		09/14/11	720	29,347.55	24,885.00 <input type="checkbox"/>	24,885.00	4,462.55	4,462.55	L
Total for 7/24/2013					24,885.00	24,885.00	4,462.55	4,462.55	
191216100	COCA COLA								
Sold		07/24/13	180	7,336.89					
Acq		08/05/11	180	7,336.89	5,957.20 <input type="checkbox"/>	5,957.20	1,379.69	1,379.69	L
Total for 7/24/2013					5,957.20	5,957.20	1,379.69	1,379.69	
20030N101	COMCAST CORP NEW CLA								
Sold		07/24/13	840	37,512.23					
Acq		06/07/13	840	37,512.23	34,091.06 <input type="checkbox"/>	34,091.06	3,421.17	3,421.17	S
Total for 7/24/2013					34,091.06	34,091.06	3,421.17	3,421.17	
20030N101	COMCAST CORP NEW CLA								
Sold		07/24/13	70	3,126.02					
Acq		09/25/12	70	3,126.02	2,575.32 <input type="checkbox"/>	2,575.32	550.70	550.70	S
Total for 7/24/2013					2,575.32	2,575.32	550.70	550.70	

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**Statement of Capital Gains and Losses From Sales**  
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Account Id: 011000066092

**LELAND FIRES FOUNDATION CUST G**

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
205887102	CONAGRA INC								
Sold		07/24/13	470	17,246.44					
Acq		12/07/12	470	17,246.44	13,979.54	13,979.54	3,266.90	3,266.90	S
Total for 7/24/2013					13,979.54	13,979.54	3,266.90	3,266.90	
205887102	CONAGRA INC								
Sold		07/24/13	180	6,605.02					
Acq		12/07/12	180	6,605.02	5,347.94	5,347.94	1,257.08	1,257.08	S
Total for 7/24/2013					5,347.94	5,347.94	1,257.08	1,257.08	
22160K105	COSTCO WHSL CORP NEW								
Sold		07/24/13	100	11,726.79					
Acq		01/30/07	100	11,726.79	5,561.00	5,561.00	6,165.79	6,165.79	L
Total for 7/24/2013					5,561.00	5,561.00	6,165.79	6,165.79	
235851102	DANAHER CORP								
Sold		07/24/13	330	22,263.19					
Acq		11/30/12	330	22,263.19	17,797.40	17,797.40	4,465.79	4,465.79	S
Total for 7/24/2013					17,797.40	17,797.40	4,465.79	4,465.79	
25490A309	DIRECTV								
Sold		07/24/13	640	40,694.20					
Acq		03/13/13	640	40,694.20	33,338.43	33,338.43	7,355.77	7,355.77	S
Total for 7/24/2013					33,338.43	33,338.43	7,355.77	7,355.77	
268648102	EMC CORPORATION								
Sold		07/24/13	1270	33,797.67					
Acq		11/29/12	1270	33,797.67	31,968.31	31,968.31	1,829.36	1,829.36	S
Total for 7/24/2013					31,968.31	31,968.31	1,829.36	1,829.36	
278865100	ECOLAB INC								
Sold		07/24/13	420	39,332.18					
Acq		05/10/12	420	39,332.18	27,214.91	27,214.91	12,117.27	12,117.27	L
Total for 7/24/2013					27,214.91	27,214.91	12,117.27	12,117.27	
278865100	ECOLAB INC								
Sold		10/28/13	30	3,102.69					
Acq		05/10/12	30	3,102.69	1,943.92	1,943.92	1,158.77	1,158.77	L
Total for 10/28/2013					1,943.92	1,943.92	1,158.77	1,158.77	
278865100	ECOLAB INC								
Sold		10/28/13	300	31,026.93					
Acq		12/16/11	300	31,026.93	16,495.41	16,495.41	14,531.52	14,531.52	L
Total for 10/28/2013					16,495.41	16,495.41	14,531.52	14,531.52	
278865100	ECOLAB INC								
Sold		11/25/13	90	9,607.14					
Acq		12/16/11	90	9,607.14	4,948.62	4,948.62	4,658.52	4,658.52	L
Total for 11/25/2013					4,948.62	4,948.62	4,658.52	4,658.52	

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Statement of Capital Gains and Losses From Sales  
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Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
278865100	ECOLAB INC								
	Sold	11/25/13	480	51,238.05					
	Acq	06/24/11	480	51,238.05	26,142.05 <input type="checkbox"/>	26,142.05	25,096.00	25,096.00	L
Total for 11/25/2013					26,142.05	26,142.05	25,096.00	25,096.00	
30219G108	EXPRESS SCRIPTS HLDG CO								
	Sold	07/24/13	450	30,102.90					
	Acq	06/07/13	450	30,102.90	28,122.30 <input type="checkbox"/>	28,122.30	1,980.60	1,980.60	S
Total for 7/24/2013					28,122.30	28,122.30	1,980.60	1,980.60	
30231G102	EXXON MOBIL CORP								
	Sold	07/24/13	270	25,501.27					
	Acq	07/12/10	270	25,501.27	15,838.96 <input type="checkbox"/>	15,838.96	9,662.31	9,662.31	L
Total for 7/24/2013					15,838.96	15,838.96	9,662.31	9,662.31	
38259P508	GOOGLE INC CLA								
	Sold	03/13/13	80	65,887.82					
	Acq	02/10/12	80	65,887.82	48,557.20 <input type="checkbox"/>	48,557.20	17,330.62	17,330.62	L
Total for 3/13/2013					48,557.20	48,557.20	17,330.62	17,330.62	
38259P508	GOOGLE INC CLA								
	Sold	03/13/13	60	49,415.86					
	Acq	08/08/11	60	49,415.86	33,894.70 <input type="checkbox"/>	33,894.70	15,521.16	15,521.16	L
Total for 3/13/2013					33,894.70	33,894.70	15,521.16	15,521.16	
38259P508	GOOGLE INC CLA								
	Sold	04/18/13	120	92,838.96					
	Acq	08/08/11	120	92,838.96	67,789.39 <input type="checkbox"/>	67,789.39	25,049.57	25,049.57	L
Total for 4/18/2013					67,789.39	67,789.39	25,049.57	25,049.57	
38259P508	GOOGLE INC CLA								
	Sold	07/24/13	40	36,056.97					
	Acq	06/07/13	40	36,056.97	34,757.29 <input type="checkbox"/>	34,757.29	1,299.68	1,299.68	S
Total for 7/24/2013					34,757.29	34,757.29	1,299.68	1,299.68	
437076102	HOME DEPOT INC								
	Sold	07/24/13	280	22,399.83					
	Acq	06/07/13	280	22,399.83	22,024.74 <input type="checkbox"/>	22,024.74	375.09	375.09	S
Total for 7/24/2013					22,024.74	22,024.74	375.09	375.09	
437076102	HOME DEPOT INC								
	Sold	11/25/13	110	8,744.92					
	Acq	06/07/13	110	8,744.92	8,652.58 <input type="checkbox"/>	8,652.58	92.34	92.34	S
Total for 11/25/2013					8,652.58	8,652.58	92.34	92.34	
437076102	HOME DEPOT INC								
	Sold	11/25/13	410	32,594.72					
	Acq	09/11/13	410	32,594.72	30,517.20 <input type="checkbox"/>	30,517.20	2,077.52	2,077.52	S
Total for 11/25/2013					30,517.20	30,517.20	2,077.52	2,077.52	

Statement 17

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
438516106	HONEYWELL INTL INC								
Sold		07/24/13	240	19,909.23					
Acq		06/07/13	240	19,909.23	18,887.54 <input type="checkbox"/>	18,887.54	1,021.69	1,021.69	S
Total for 7/24/2013					18,887.54	18,887.54	1,021.69	1,021.69	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold		07/24/13	180	35,380.85					
Acq		03/21/03	180	35,380.85	14,991.70 <input type="checkbox"/>	14,991.70	20,389.15	20,389.15	L
Total for 7/24/2013					14,991.70	14,991.70	20,389.15	20,389.15	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold		10/16/13	730	128,466.01					
Acq		03/21/03	730	128,466.01	60,799.65 <input type="checkbox"/>	60,799.65	67,666.36	67,666.36	L
Total for 10/16/2013					60,799.65	60,799.65	67,666.36	67,666.36	
478160104	JOHNSON AND JOHNSON								
Sold		07/24/13	230	21,169.04					
Acq		05/09/13	230	21,169.04	19,600.97 <input type="checkbox"/>	19,600.97	1,568.07	1,568.07	S
Total for 7/24/2013					19,600.97	19,600.97	1,568.07	1,568.07	
494368103	KIMBERLY CLARK CORP								
Sold		06/03/13	750	72,440.71					
Acq		06/25/12	750	72,440.71	60,746.33 <input type="checkbox"/>	60,746.33	11,694.38	11,694.38	S
Total for 6/3/2013					60,746.33	60,746.33	11,694.38	11,694.38	
494368103	KIMBERLY CLARK CORP								
Sold		06/03/13	460	44,430.30					
Acq		06/21/12	460	44,430.30	37,181.85 <input type="checkbox"/>	37,181.85	7,248.45	7,248.45	S
Total for 6/3/2013					37,181.85	37,181.85	7,248.45	7,248.45	
494368103	KIMBERLY CLARK CORP								
Sold		07/24/13	140	13,719.10					
Acq		06/21/12	140	13,719.10	11,316.21 <input type="checkbox"/>	11,316.21	2,402.89	2,402.89	L
Total for 7/24/2013					11,316.21	11,316.21	2,402.89	2,402.89	
494368103	KIMBERLY CLARK CORP								
Sold		11/15/13	1120	123,530.70					
Acq		06/04/12	1120	123,530.70	88,164.50 <input type="checkbox"/>	88,164.50	35,366.20	35,366.20	L
Total for 11/15/2013					88,164.50	88,164.50	35,366.20	35,366.20	
501044101	KROGER CO								
Sold		03/06/13	40	1,182.77					
Acq		05/17/11	40	1,182.77	1,012.33 <input type="checkbox"/>	1,012.33	170.44	170.44	L
Total for 3/6/2013					1,012.33	1,012.33	170.44	170.44	
501044101	KROGER CO								
Sold		03/06/13	2700	79,438.42					
Acq		05/17/11	2700	79,438.42	68,332.13 <input type="checkbox"/>	68,332.13	11,106.29	11,106.29	L
Total for 3/6/2013					68,332.13	68,332.13	11,106.29	11,106.29	

**Statement of Capital Gains and Losses From Sales**  
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 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

**LELAND FIKES FOUNDATION CUST G**  
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
501044101	KROGER CO								
Sold		03/06/13	610	17,947.20					
Acq		05/23/11	610	17,947.20	15,065.29 <input type="checkbox"/>	15,065.29	2,881.91	2,881.91	L
Total for 3/6/2013					15,065.29	15,065.29	2,881.91	2,881.91	
501044101	KROGER CO								
Sold		07/24/13	250	9,749.43					
Acq		05/23/11	250	9,749.43	6,174.30 <input type="checkbox"/>	6,174.30	3,575.13	3,575.13	L
Total for 7/24/2013					6,174.30	6,174.30	3,575.13	3,575.13	
501044101	KROGER CO								
Sold		07/24/13	650	25,348.51					
Acq		05/23/11	650	25,348.51	16,040.63 <input type="checkbox"/>	16,040.63	9,307.88	9,307.88	L
Total for 7/24/2013					16,040.63	16,040.63	9,307.88	9,307.88	
501044101	KROGER CO								
Sold		09/11/13	1830	68,747.88					
Acq		05/23/11	1830	68,747.88	45,160.56 <input type="checkbox"/>	45,160.56	23,587.32	23,587.32	L
Total for 9/11/2013					45,160.56	45,160.56	23,587.32	23,587.32	
501044101	KROGER CO								
Sold		09/11/13	860	32,307.74					
Acq		05/23/11	860	32,307.74	21,216.80 <input type="checkbox"/>	21,216.80	11,090.94	11,090.94	L
Total for 9/11/2013					21,216.80	21,216.80	11,090.94	11,090.94	
501044101	KROGER CO								
Sold		09/11/13	60	2,254.03					
Acq		02/27/12	60	2,254.03	1,433.72 <input type="checkbox"/>	1,433.72	820.31	820.31	L
Total for 9/11/2013					1,433.72	1,433.72	820.31	820.31	
53217V109	LIFE TECHNOLOGIES CORP								
Sold		01/18/13	1240	76,322.76					
Acq		11/13/12	1240	76,322.76	58,037.21 <input type="checkbox"/>	58,037.21	18,285.55	18,285.55	S
Total for 1/18/2013					58,037.21	58,037.21	18,285.55	18,285.55	
53217V109	LIFE TECHNOLOGIES CORP								
Sold		03/01/13	790	46,925.18					
Acq		11/13/12	790	46,925.18	36,975.32 <input type="checkbox"/>	36,975.32	9,949.86	9,949.86	S
Total for 3/1/2013					36,975.32	36,975.32	9,949.86	9,949.86	
57636Q104	MASTERCARD INC CLA								
Sold		07/24/13	60	35,484.58					
Acq		03/16/12	60	35,484.58	25,260.77 <input type="checkbox"/>	25,260.77	10,223.81	10,223.81	L
Total for 7/24/2013					25,260.77	25,260.77	10,223.81	10,223.81	
57636Q104	MASTERCARD INC CLA								
Sold		12/11/13	20	15,879.58					
Acq		03/16/12	20	15,879.58	8,420.25 <input type="checkbox"/>	8,420.25	7,459.33	7,459.33	L
Total for 12/11/2013					8,420.25	8,420.25	7,459.33	7,459.33	

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**LELAND FIKES FOUNDATION CUST G**  
**Trust Year Ending 12/31/2013**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
57636Q104	MASTERCARD INC CL A								
Sold	12/11/13	60	47,638.73						
Acq	03/08/12	60	47,638.73	24,919.84	<input type="checkbox"/>	24,919.84	22,718.89	22,718.89	L
Total for 12/11/2013					24,919.84	24,919.84	22,718.89	22,718.89	
57636Q104	MASTERCARD INC CL A								
Sold	12/11/13	80	63,518.30						
Acq	06/02/11	80	63,518.30	22,625.07	<input type="checkbox"/>	22,625.07	40,893.23	40,893.23	L
Total for 12/11/2013					22,625.07	22,625.07	40,893.23	40,893.23	
58155Q103	MCKESSON HBOC INC								
Sold	07/24/13	260	30,692.46						
Acq	03/29/12	260	30,692.46	23,020.71	<input type="checkbox"/>	23,020.71	7,671.75	7,671.75	L
Total for 7/24/2013					23,020.71	23,020.71	7,671.75	7,671.75	
58155Q103	MCKESSON HBOC INC								
Sold	11/25/13	270	44,320.81						
Acq	03/29/12	270	44,320.81	23,906.13	<input type="checkbox"/>	23,906.13	20,414.68	20,414.68	L
Total for 11/25/2013					23,906.13	23,906.13	20,414.68	20,414.68	
58155Q103	MCKESSON HBOC INC								
Sold	11/25/13	470	77,151.04						
Acq	03/27/12	470	77,151.04	41,420.73	<input type="checkbox"/>	41,420.73	35,730.31	35,730.31	L
Total for 11/25/2013					41,420.73	41,420.73	35,730.31	35,730.31	
594918104	MICROSOFT CORP								
Sold	04/18/13	1940	55,400.30						
Acq	08/16/12	1940	55,400.30	59,852.30	<input type="checkbox"/>	59,852.30	-4,452.00	-4,452.00	S
Total for 4/18/2013					59,852.30	59,852.30	-4,452.00	-4,452.00	
594918104	MICROSOFT CORP								
Sold	04/18/13	730	20,846.51						
Acq	05/09/12	730	20,846.51	22,462.61	<input type="checkbox"/>	22,462.61	-1,616.10	-1,616.10	S
Total for 4/18/2013					22,462.61	22,462.61	-1,616.10	-1,616.10	
594918104	MICROSOFT CORP								
Sold	07/24/13	820	26,178.20						
Acq	05/09/12	820	26,178.20	25,231.98	<input type="checkbox"/>	25,231.98	946.22	946.22	L
Total for 7/24/2013					25,231.98	25,231.98	946.22	946.22	
594918104	MICROSOFT CORP								
Sold	07/24/13	500	15,962.32						
Acq	02/18/11	500	15,962.32	13,559.40	<input type="checkbox"/>	13,559.40	2,402.92	2,402.92	L
Total for 7/24/2013					13,559.40	13,559.40	2,402.92	2,402.92	
594918104	MICROSOFT CORP								
Sold	08/23/13	750	25,860.45						
Acq	02/18/11	750	25,860.45	20,339.10	<input type="checkbox"/>	20,339.10	5,521.35	5,521.35	L
Total for 8/23/2013					20,339.10	20,339.10	5,521.35	5,521.35	

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Statement of Capital Gains and Losses From Sales  
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LELAND FIKES FOUNDATION CUST G  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
594918104	MICROSOFT CORP								
Sold		08/23/13	2000	68,961.20					
Acq		09/19/11	2000	68,961.20	53,869.20 <input type="checkbox"/>	53,869.20	15,092.00	15,092.00	L
Total for 8/23/2013					53,869.20	53,869.20	15,092.00	15,092.00	
594918104	MICROSOFT CORP								
Sold		08/23/13	230	7,930.54					
Acq		06/18/10	230	7,930.54	6,067.84 <input type="checkbox"/>	6,067.84	1,862.70	1,862.70	L
Total for 8/23/2013					6,067.84	6,067.84	1,862.70	1,862.70	
594918104	MICROSOFT CORP								
Sold		09/17/13	1870	61,709.86					
Acq		06/18/10	1870	61,709.86	49,334.15 <input type="checkbox"/>	49,334.15	12,375.71	12,375.71	L
Total for 9/17/2013					49,334.15	49,334.15	12,375.71	12,375.71	
594918104	MICROSOFT CORP								
Sold		09/17/13	400	13,199.97					
Acq		06/25/09	400	13,199.97	9,537.48 <input type="checkbox"/>	9,537.48	3,662.49	3,662.49	L
Total for 9/17/2013					9,537.48	9,537.48	3,662.49	3,662.49	
594918104	MICROSOFT CORP								
Sold		09/17/13	500	16,499.96					
Acq		06/26/09	500	16,499.96	11,840.25 <input type="checkbox"/>	11,840.25	4,659.71	4,659.71	L
Total for 9/17/2013					11,840.25	11,840.25	4,659.71	4,659.71	
594918104	MICROSOFT CORP								
Sold		09/17/13	2100	69,299.84					
Acq		06/02/09	2100	69,299.84	45,629.01 <input type="checkbox"/>	45,629.01	23,670.83	23,670.83	L
Total for 9/17/2013					45,629.01	45,629.01	23,670.83	23,670.83	
594918104	MICROSOFT CORP								
Sold		09/17/13	2350	77,549.82					
Acq		10/10/08	2350	77,549.82	49,855.49 <input type="checkbox"/>	49,855.49	27,694.33	27,694.33	L
Total for 9/17/2013					49,855.49	49,855.49	27,694.33	27,694.33	
620076307	MOTOROLA INC								
Sold		07/24/13	300	16,614.58					
Acq		09/25/12	300	16,614.58	15,398.37 <input type="checkbox"/>	15,398.37	1,216.21	1,216.21	S
Total for 7/24/2013					15,398.37	15,398.37	1,216.21	1,216.21	
620076307	MOTOROLA INC								
Sold		10/22/13	300	18,235.90					
Acq		09/25/12	300	18,235.90	15,398.37 <input type="checkbox"/>	15,398.37	2,837.53	2,837.53	L
Total for 10/22/2013					15,398.37	15,398.37	2,837.53	2,837.53	
620076307	MOTOROLA INC								
Sold		10/22/13	1890	114,886.19					
Acq		06/13/12	1890	114,886.19	89,856.84 <input type="checkbox"/>	89,856.84	25,029.35	25,029.35	L
Total for 10/22/2013					89,856.84	89,856.84	25,029.35	25,029.35	

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LELAND FIKES FOUNDATION CUST G

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
68389X105	ORACLE CORPORATION								
Sold		07/24/13	1000	32,326.93					
Acq		03/13/13	1000	32,326.93	35,612.40 <input type="checkbox"/>	35,612.40	-3,285.47	-3,285.47	S
Total for 7/24/2013					35,612.40	35,612.40	-3,285.47	-3,285.47	
74005P104	PRAXAIR INC								
Sold		07/24/13	90	10,601.93					
Acq		10/27/10	90	10,601.93	8,163.25 <input type="checkbox"/>	8,163.25	2,438.68	2,438.68	L
Total for 7/24/2013					8,163.25	8,163.25	2,438.68	2,438.68	
74005P104	PRAXAIR INC								
Sold		07/24/13	110	12,957.91					
Acq		06/26/09	110	12,957.91	7,831.37 <input type="checkbox"/>	7,831.37	5,126.54	5,126.54	L
Total for 7/24/2013					7,831.37	7,831.37	5,126.54	5,126.54	
747525103	QUALCOMM INC								
Sold		07/24/13	630	38,799.39					
Acq		03/25/13	630	38,799.39	41,376.51 <input type="checkbox"/>	41,376.51	-2,577.12	-2,577.12	S
Total for 7/24/2013					41,376.51	41,376.51	-2,577.12	-2,577.12	
747525103	QUALCOMM INC								
Sold		07/24/13	60	3,695.18					
Acq		11/29/12	60	3,695.18	3,798.51 <input type="checkbox"/>	3,798.51	-103.33	-103.33	S
Total for 7/24/2013					3,798.51	3,798.51	-103.33	-103.33	
806857108	SCHLUMBERGER LTD								
Sold		07/24/13	250	20,593.62					
Acq		12/02/11	250	20,593.62	18,924.90 <input type="checkbox"/>	18,924.90	1,668.72	1,668.72	L
Total for 7/24/2013					18,924.90	18,924.90	1,668.72	1,668.72	
826552101	SIGMAALDRICH CORP								
Sold		07/24/13	150	12,417.56					
Acq		06/24/11	150	12,417.56	10,337.38 <input type="checkbox"/>	10,337.38	2,080.18	2,080.18	L
Total for 7/24/2013					10,337.38	10,337.38	2,080.18	2,080.18	
858912108	STERICYCLE INC								
Sold		07/24/13	280	32,764.60					
Acq		06/07/13	280	32,764.60	30,320.20 <input type="checkbox"/>	30,320.20	2,444.40	2,444.40	S
Total for 7/24/2013					30,320.20	30,320.20	2,444.40	2,444.40	
872540109	TJX COS INC NEW								
Sold		07/24/13	620	31,951.02					
Acq		03/25/13	620	31,951.02	29,182.72 <input type="checkbox"/>	29,182.72	2,768.30	2,768.30	S
Total for 7/24/2013					29,182.72	29,182.72	2,768.30	2,768.30	
872540109	TJX COS INC NEW								
Sold		11/22/13	300	18,883.32					
Acq		03/25/13	300	18,883.32	14,120.67 <input type="checkbox"/>	14,120.67	4,762.65	4,762.65	S
Total for 11/22/2013					14,120.67	14,120.67	4,762.65	4,762.65	

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LELAND FIKES FOUNDATION CUST G

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
872540109	TJX COS INC NEW								
Sold		11/22/13	250	15,736.10					
Acq		05/14/08	250	15,736.10	3,982.75 <input type="checkbox"/>	3,982.75	11,753.35	11,753.35	L
Total for 11/22/2013					3,982.75	3,982.75	11,753.35	11,753.35	
872540109	TJX COS INC NEW								
Sold		11/22/13	1200	75,533.30					
Acq		09/24/08	1200	75,533.30	18,913.50 <input type="checkbox"/>	18,913.50	56,619.80	56,619.80	L
Total for 11/22/2013					18,913.50	18,913.50	56,619.80	56,619.80	
872540109	TJX COS INC NEW								
Sold		11/22/13	60	3,776.66					
Acq		10/10/08	60	3,776.66	745.82 <input type="checkbox"/>	745.82	3,030.84	3,030.84	L
Total for 11/22/2013					745.82	745.82	3,030.84	3,030.84	
883556102	THERMO ELECTRON CORP								
Sold		07/02/13	370	31,446.53					
Acq		12/27/11	370	31,446.53	16,924.91 <input type="checkbox"/>	16,924.91	14,521.62	14,521.62	L
Total for 7/2/2013					16,924.91	16,924.91	14,521.62	14,521.62	
883556102	THERMO ELECTRON CORP								
Sold		07/02/13	230	19,547.84					
Acq		06/25/09	230	19,547.84	9,513.58 <input type="checkbox"/>	9,513.58	10,034.26	10,034.26	L
Total for 7/2/2013					9,513.58	9,513.58	10,034.26	10,034.26	
883556102	THERMO ELECTRON CORP								
Sold		07/02/13	1300	110,487.80					
Acq		10/10/08	1300	110,487.80	52,151.58 <input type="checkbox"/>	52,151.58	58,336.22	58,336.22	L
Total for 7/2/2013					52,151.58	52,151.58	58,336.22	58,336.22	
907818108	UNION PACIFIC CORP								
Sold		07/24/13	120	19,152.45					
Acq		07/18/13	120	19,152.45	19,422.79 <input type="checkbox"/>	19,422.79	-270.34	-270.34	S
Total for 7/24/2013					19,422.79	19,422.79	-270.34	-270.34	
911312106	UNITED PARCEL SVC INC CL B								
Sold		07/24/13	150	13,039.02					
Acq		11/29/12	150	13,039.02	11,044.05 <input type="checkbox"/>	11,044.05	1,994.97	1,994.97	S
Total for 7/24/2013					11,044.05	11,044.05	1,994.97	1,994.97	
913017109	UNITED TECHNOLOGIES CORP								
Sold		07/24/13	330	34,402.43					
Acq		08/28/12	330	34,402.43	26,600.67 <input type="checkbox"/>	26,600.67	7,801.76	7,801.76	S
Total for 7/24/2013					26,600.67	26,600.67	7,801.76	7,801.76	
913017109	UNITED TECHNOLOGIES CORP								
Sold		07/24/13	50	5,212.49					
Acq		10/25/11	50	5,212.49	3,790.64 <input type="checkbox"/>	3,790.64	1,421.85	1,421.85	L
Total for 7/24/2013					3,790.64	3,790.64	1,421.85	1,421.85	

Statement 17

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

**LELAND FIRES FOUNDATION CUST G**  
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
92343V104	VERIZON COMMUNICATIONS								
Sold		04/29/13	1120	59,785.38					
Acq		09/25/12	1120	59,785.38	51,439.70 <input type="checkbox"/>	51,439.70	8,345.68	8,345.68	S
Total for 4/29/2013					51,439.70	51,439.70	8,345.68	8,345.68	
92343V104	VERIZON COMMUNICATIONS								
Sold		04/29/13	560	29,892.69					
Acq		08/28/12	560	29,892.69	23,937.14 <input type="checkbox"/>	23,937.14	5,955.55	5,955.55	S
Total for 4/29/2013					23,937.14	23,937.14	5,955.55	5,955.55	
92343V104	VERIZON COMMUNICATIONS								
Sold		04/29/13	490	26,156.10					
Acq		05/10/12	490	26,156.10	19,915.71 <input type="checkbox"/>	19,915.71	6,240.39	6,240.39	S
Total for 4/29/2013					19,915.71	19,915.71	6,240.39	6,240.39	
92343V104	VERIZON COMMUNICATIONS								
Sold		04/29/13	540	28,825.09					
Acq		12/27/11	540	28,825.09	21,590.50 <input type="checkbox"/>	21,590.50	7,234.59	7,234.59	L
Total for 4/29/2013					21,590.50	21,590.50	7,234.59	7,234.59	
92343V104	VERIZON COMMUNICATIONS								
Sold		07/24/13	300	15,085.59					
Acq		12/27/11	300	15,085.59	11,994.72 <input type="checkbox"/>	11,994.72	3,090.87	3,090.87	L
Total for 7/24/2013					11,994.72	11,994.72	3,090.87	3,090.87	
92343V104	VERIZON COMMUNICATIONS								
Sold		07/24/13	210	10,559.92					
Acq		03/08/12	210	10,559.92	8,255.37 <input type="checkbox"/>	8,255.37	2,304.55	2,304.55	L
Total for 7/24/2013					8,255.37	8,255.37	2,304.55	2,304.55	
92553P201	VIACOM INC NEW CL B								
Sold		07/24/13	510	37,076.35					
Acq		11/30/12	510	37,076.35	26,334.57 <input type="checkbox"/>	26,334.57	10,741.78	10,741.78	S
Total for 7/24/2013					26,334.57	26,334.57	10,741.78	10,741.78	
92553P201	VIACOM INC NEW CL B								
Sold		11/25/13	180	14,354.52					
Acq		11/30/12	180	14,354.52	9,294.55 <input type="checkbox"/>	9,294.55	5,059.97	5,059.97	S
Total for 11/25/2013					9,294.55	9,294.55	5,059.97	5,059.97	
92553P201	VIACOM INC NEW CL B								
Sold		11/25/13	590	47,050.91					
Acq		04/19/12	590	47,050.91	27,909.83 <input type="checkbox"/>	27,909.83	19,141.08	19,141.08	L
Total for 11/25/2013					27,909.83	27,909.83	19,141.08	19,141.08	
92553P201	VIACOM INC NEW CL B								
Sold		11/25/13	370	29,506.50					
Acq		03/29/12	370	29,506.50	17,462.22 <input type="checkbox"/>	17,462.22	12,044.28	12,044.28	L
Total for 11/25/2013					17,462.22	17,462.22	12,044.28	12,044.28	

Statement 17

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066092

LELAND FIKES FOUNDATION CUST G

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
931142103	WAL MART STORES INC								
Sold		07/24/13	670	52,092.80					
Acq		05/15/13	670	52,092.80	53,322.42	53,322.42	-1,229.62	-1,229.62	S
Total for 7/24/2013					53,322.42	53,322.42	-1,229.62	-1,229.62	
Total for Account: 011000066092					3,636,431.05	3,636,431.05	1,319,160.29	1,319,160.29	
Total Proceeds:						Fed	State		
4,955,591.34					S/T Gain/Loss	188,429.91	188,429.91		
					L/T Gain/Loss	1,130,730.38	1,130,730.38		

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## US Trust

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Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

LELAND FIKES FDN CUST A/C V

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
001055102	AFLAC INC								
Sold		04/19/13	1190	58,492.89					
Acq		12/27/06	1190	58,492.89	54,573.40 <input type="checkbox"/>	54,573.40	3,919.49	3,919.49	L
Total for 4/19/2013					54,573.40	54,573.40	3,919.49	3,919.49	
001055102	AFLAC INC								
Sold		04/19/13	5	245.77					
Acq		11/14/11	5	245.77	220.19 <input type="checkbox"/>	220.19	25.58	25.58	L
Total for 4/19/2013					220.19	220.19	25.58	25.58	
001055102	AFLAC INC								
Sold		07/26/13	240	14,488.89					
Acq		11/14/11	240	14,488.89	10,569.02 <input type="checkbox"/>	10,569.02	3,919.87	3,919.87	L
Total for 7/26/2013					10,569.02	10,569.02	3,919.87	3,919.87	
00206R102	AT&T INC								
Sold		05/20/13	1090	40,563.44					
Acq		11/02/05	1090	40,563.44	26,116.50 <input type="checkbox"/>	26,116.50	14,446.94	14,446.94	L
Total for 5/20/2013					26,116.50	26,116.50	14,446.94	14,446.94	
00206R102	AT&T INC								
Sold		05/20/13	1800	66,985.50					
Acq		10/10/08	1800	66,985.50	40,932.00 <input type="checkbox"/>	40,932.00	26,053.50	26,053.50	L
Total for 5/20/2013					40,932.00	40,932.00	26,053.50	26,053.50	
002824100	ABBOTT LABS								
Sold		07/26/13	150	5,434.14					
Acq		04/25/12	150	5,434.14	4,406.28 <input type="checkbox"/>	4,406.28	1,027.86	1,027.86	L
Total for 7/26/2013					4,406.28	4,406.28	1,027.86	1,027.86	
002824100	ABBOTT LABS								
Sold		09/13/13	570	19,784.70					
Acq		04/25/12	570	19,784.70	16,743.84 <input type="checkbox"/>	16,743.84	3,040.86	3,040.86	L
Total for 9/13/2013					16,743.84	16,743.84	3,040.86	3,040.86	
002824100	ABBOTT LABS								
Sold		09/13/13	725	25,164.74					
Acq		03/21/12	725	25,164.74	21,001.59 <input type="checkbox"/>	21,001.59	4,163.15	4,163.15	L
Total for 9/13/2013					21,001.59	21,001.59	4,163.15	4,163.15	
002824100	ABBOTT LABS								
Sold		09/13/13	455	15,793.05					
Acq		06/06/12	455	15,793.05	13,106.73 <input type="checkbox"/>	13,106.73	2,686.32	2,686.32	L
Total for 9/13/2013					13,106.73	13,106.73	2,686.32	2,686.32	

Statement 18

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

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Account Id: 011000066407

**LELAND FIKES FDN CUST A/C V**  
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
00287Y109	ABBVIE INC								
Sold		07/26/13	150	6,729.63					
Acq		04/25/12	150	6,729.63	4,778.22 <input type="checkbox"/>	4,778.22	1,951.41	1,951.41	L
Total for 7/26/2013					4,778.22	4,778.22	1,951.41	1,951.41	
025816109	AMERICAN EXPRESS CO								
Sold		06/11/13	640	49,408.60					
Acq		12/27/06	640	49,408.60	39,422.27 <input type="checkbox"/>	39,422.27	9,986.33	9,986.33	L
Total for 6/11/2013					39,422.27	39,422.27	9,986.33	9,986.33	
025816109	AMERICAN EXPRESS CO								
Sold		07/26/13	220	16,415.71					
Acq		12/27/06	220	16,415.71	13,551.41 <input type="checkbox"/>	13,551.41	2,864.30	2,864.30	L
Total for 7/26/2013					13,551.41	13,551.41	2,864.30	2,864.30	
03076C106	AMERIPRISE FINL INC								
Sold		07/26/13	210	18,289.65					
Acq		05/20/13	210	18,289.65	17,195.91 <input type="checkbox"/>	17,195.91	1,093.74	1,093.74	S
Total for 7/26/2013					17,195.91	17,195.91	1,093.74	1,093.74	
060505104	BANK AMERICA CORP								
Sold		07/26/13	1410	20,664.88					
Acq		02/28/13	1410	20,664.88	16,009.70 <input type="checkbox"/>	16,009.70	4,655.18	4,655.18	S
Total for 7/26/2013					16,009.70	16,009.70	4,655.18	4,655.18	
088606108	BHP LTD SPONSORED ADR								
Sold		05/20/13	620	41,982.24					
Acq		11/04/09	620	41,982.24	42,324.11 <input type="checkbox"/>	42,324.11	-341.87	-341.87	L
Total for 5/20/2013					42,324.11	42,324.11	-341.87	-341.87	
09247X101	BLACKROCK INC CLA								
Sold		07/26/13	100	28,239.01					
Acq		02/14/13	100	28,239.01	24,255.08 <input type="checkbox"/>	24,255.08	3,983.93	3,983.93	S
Total for 7/26/2013					24,255.08	24,255.08	3,983.93	3,983.93	
110122108	BRISTOL MYERS SQUIBB COMPANY								
Sold		04/19/13	2830	116,232.85					
Acq		09/22/10	2830	116,232.85	78,855.40 <input type="checkbox"/>	78,855.40	37,377.45	37,377.45	L
Total for 4/19/2013					78,855.40	78,855.40	37,377.45	37,377.45	
111320107	BROADCOM CORP								
Sold		07/26/13	300	8,233.39					
Acq		03/16/11	300	8,233.39	12,018.54 <input type="checkbox"/>	12,018.54	-3,785.15	-3,785.15	L
Total for 7/26/2013					12,018.54	12,018.54	-3,785.15	-3,785.15	
111320107	BROADCOM CORP								
Sold		09/04/13	1410	35,395.03					
Acq		03/16/11	1410	35,395.03	56,487.14 <input type="checkbox"/>	56,487.14	-21,092.11	-21,092.11	L
Total for 9/4/2013					56,487.14	56,487.14	-21,092.11	-21,092.11	

Statement 18



**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

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Account Id: 011000066407

**LELAND FIKES FDN CUST A/C V**  
 Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
111320107	BROADCOM CORP								
Sold	09/04/13	2030	50,958.81						
Acq	08/15/11	2030	50,958.81	69,686.86	69,686.86	-18,728.05	-18,728.05	L	
Total for 9/4/2013				69,686.86	69,686.86	-18,728.05	-18,728.05		
125269100	CF INDS HLDGS INC								
Sold	07/26/13	40	7,170.48						
Acq	03/19/13	40	7,170.48	7,849.06	7,849.06	-678.58	-678.58	S	
Total for 7/26/2013				7,849.06	7,849.06	-678.58	-678.58		
14040H105	CAPITAL ONE FINL CORP								
Sold	02/28/13	1130	57,741.14						
Acq	07/25/12	1130	57,741.14	61,915.64	61,915.64	-4,174.50	-4,174.50	S	
Total for 2/28/2013				61,915.64	61,915.64	-4,174.50	-4,174.50		
14040H105	CAPITAL ONE FINL CORP								
Sold	02/28/13	1620	82,779.34						
Acq	06/28/11	1620	82,779.34	82,604.93	82,604.93	174.41	174.41	L	
Total for 2/28/2013				82,604.93	82,604.93	174.41	174.41		
149123101	CATERPILLAR INC								
Sold	05/20/13	350	30,836.69						
Acq	08/15/11	350	30,836.69	32,034.21	32,034.21	-1,197.52	-1,197.52	L	
Total for 5/20/2013				32,034.21	32,034.21	-1,197.52	-1,197.52		
149123101	CATERPILLAR INC								
Sold	05/20/13	240	21,145.16						
Acq	08/29/11	240	21,145.16	20,969.35	20,969.35	175.81	175.81	L	
Total for 5/20/2013				20,969.35	20,969.35	175.81	175.81		
166764100	CHEVRONTXACO CORP								
Sold	07/26/13	170	21,461.82						
Acq	12/17/08	170	21,461.82	13,343.30	13,343.30	8,118.52	8,118.52	L	
Total for 7/26/2013				13,343.30	13,343.30	8,118.52	8,118.52		
17275R102	CISCO SYSTEM INC								
Sold	07/26/13	780	19,701.68						
Acq	04/19/13	780	19,701.68	15,994.76	15,994.76	3,706.92	3,706.92	S	
Total for 7/26/2013				15,994.76	15,994.76	3,706.92	3,706.92		
172967424	CITIGROUP INC								
Sold	07/26/13	370	19,253.54						
Acq	02/28/13	370	19,253.54	15,594.87	15,594.87	3,658.67	3,658.67	S	
Total for 7/26/2013				15,594.87	15,594.87	3,658.67	3,658.67		
189754104	COACH INC								
Sold	07/26/13	210	12,311.71						
Acq	06/06/12	210	12,311.71	13,537.15	13,537.15	-1,225.44	-1,225.44	L	
Total for 7/26/2013				13,537.15	13,537.15	-1,225.44	-1,225.44		

Statement 18

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

LELAND FIKES FDN CUST A/C V  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
189754104	COACH INC								
Sold		08/01/13	475	25,318.86					
Acq		06/06/12	475	25,318.86	30,619.74 <input type="checkbox"/>	30,619.74	-5,300.88	-5,300.88	L
Total for 8/1/2013					30,619.74	30,619.74	-5,300.88	-5,300.88	
189754104	COACH INC								
Sold		08/01/13	360	19,189.03					
Acq		11/11/11	360	19,189.03	23,097.71 <input type="checkbox"/>	23,097.71	-3,908.68	-3,908.68	L
Total for 8/1/2013					23,097.71	23,097.71	-3,908.68	-3,908.68	
189754104	COACH INC								
Sold		08/01/13	1510	80,487.34					
Acq		08/29/11	1510	80,487.34	84,177.67 <input type="checkbox"/>	84,177.67	-3,690.33	-3,690.33	L
Total for 8/1/2013					84,177.67	84,177.67	-3,690.33	-3,690.33	
20825C104	CONOCOPHILLIPS								
Sold		07/26/13	280	18,330.78					
Acq		03/19/13	280	18,330.78	16,560.29 <input type="checkbox"/>	16,560.29	1,770.49	1,770.49	S
Total for 7/26/2013					16,560.29	16,560.29	1,770.49	1,770.49	
235851102	DANAHER CORP								
Sold		02/28/13	900	55,124.21					
Acq		09/18/07	900	55,124.21	35,892.72 <input type="checkbox"/>	35,892.72	19,231.49	19,231.49	L
Total for 2/28/2013					35,892.72	35,892.72	19,231.49	19,231.49	
235851102	DANAHER CORP								
Sold		07/26/13	200	13,319.35					
Acq		09/18/07	200	13,319.35	7,976.16 <input type="checkbox"/>	7,976.16	5,343.19	5,343.19	L
Total for 7/26/2013					7,976.16	7,976.16	5,343.19	5,343.19	
25746U109	DOMINION RES INC VA NEW								
Sold		07/26/13	140	8,213.46					
Acq		12/23/09	140	8,213.46	5,469.65 <input type="checkbox"/>	5,469.65	2,743.81	2,743.81	L
Total for 7/26/2013					5,469.65	5,469.65	2,743.81	2,743.81	
268648102	EMC CORPORATION								
Sold		07/26/13	250	6,614.43					
Acq		09/24/12	250	6,614.43	6,937.63 <input type="checkbox"/>	6,937.63	-323.20	-323.20	S
Total for 7/26/2013					6,937.63	6,937.63	-323.20	-323.20	
30219G108	EXPRESS SCRIPTS HLDG CO								
Sold		07/26/13	310	20,843.48					
Acq		07/26/12	310	20,843.48	17,575.17 <input type="checkbox"/>	17,575.17	3,268.31	3,268.31	S
Total for 7/26/2013					17,575.17	17,575.17	3,268.31	3,268.31	
30231G102	EXXON MOBIL CORP								
Sold		07/26/13	170	15,986.21					
Acq		03/19/13	170	15,986.21	15,067.47 <input type="checkbox"/>	15,067.47	918.74	918.74	S
Total for 7/26/2013					15,067.47	15,067.47	918.74	918.74	

Statement 18

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

LELAND FIKES FDN CUST A/C V

Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
30231G102	EXXON MOBIL CORP								
Sold		09/13/13	400	35,444.31					
Acq		03/19/13	400	35,444.31	35,452.88 <input type="checkbox"/>	35,452.88	-8.57	-8.57	S
Total for 9/13/2013					35,452.88	35,452.88	-8.57	-8.57	
30231G102	EXXON MOBIL CORP								
Sold		09/13/13	400	35,444.30					
Acq		11/19/12	400	35,444.30	35,080.28 <input type="checkbox"/>	35,080.28	364.02	364.02	S
Total for 9/13/2013					35,080.28	35,080.28	364.02	364.02	
30231G102	EXXON MOBIL CORP								
Sold		11/01/13	1145	102,130.84					
Acq		11/19/12	1145	102,130.84	100,417.31 <input type="checkbox"/>	100,417.31	1,713.53	1,713.53	S
Total for 11/1/2013					100,417.31	100,417.31	1,713.53	1,713.53	
369604103	GENERAL ELECTRIC CO								
Sold		07/26/13	790	19,352.69					
Acq		10/12/12	790	19,352.69	17,921.15 <input type="checkbox"/>	17,921.15	1,431.54	1,431.54	S
Total for 7/26/2013					17,921.15	17,921.15	1,431.54	1,431.54	
372460105	GENUINE PARTS CO								
Sold		07/26/13	130	10,577.11					
Acq		08/11/10	130	10,577.11	5,567.99 <input type="checkbox"/>	5,567.99	5,009.12	5,009.12	L
Total for 7/26/2013					5,567.99	5,567.99	5,009.12	5,009.12	
372460105	GENUINE PARTS CO								
Sold		08/28/13	1540	119,464.19					
Acq		08/11/10	1540	119,464.19	65,959.28 <input type="checkbox"/>	65,959.28	53,504.91	53,504.91	L
Total for 8/28/2013					65,959.28	65,959.28	53,504.91	53,504.91	
38141G104	GOLDMAN SACHS GROUP INC								
Sold		07/26/13	80	13,180.12					
Acq		05/23/13	80	13,180.12	12,566.35 <input type="checkbox"/>	12,566.35	613.77	613.77	S
Total for 7/26/2013					12,566.35	12,566.35	613.77	613.77	
38259P508	GOOGLE INC CLA								
Sold		05/20/13	55	50,047.41					
Acq		07/21/10	55	50,047.41	26,625.70 <input type="checkbox"/>	26,625.70	23,421.71	23,421.71	L
Total for 5/20/2013					26,625.70	26,625.70	23,421.71	23,421.71	
38259P508	GOOGLE INC CLA								
Sold		07/26/13	20	17,682.19					
Acq		07/21/10	20	17,682.19	9,682.08 <input type="checkbox"/>	9,682.08	8,000.11	8,000.11	L
Total for 7/26/2013					9,682.08	9,682.08	8,000.11	8,000.11	
38259P508	GOOGLE INC CLA								
Sold		09/04/13	52	44,912.89					
Acq		07/21/10	52	44,912.89	25,173.39 <input type="checkbox"/>	25,173.39	19,739.50	19,739.50	L
Total for 9/4/2013					25,173.39	25,173.39	19,739.50	19,739.50	

Statement 18

**Statement of Capital Gains and Losses From Sales**  
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**LELAND FIKES FDN CUST A/C V**  
**Trust Year Ending 12/31/2013**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
437076102	HOME DEPOT INC								
Sold	07/26/13	110	8,670.00						
Acq	03/25/10	110	8,670.00	3,594.03	3,594.03	5,075.97	5,075.97	L	
Total for 7/26/2013					3,594.03	3,594.03	5,075.97	5,075.97	
452308109	ILLINOIS TOOL WORKS INC								
Sold	07/26/13	270	19,326.48						
Acq	08/21/06	270	19,326.48	12,043.19	12,043.19	7,283.29	7,283.29	L	
Total for 7/26/2013					12,043.19	12,043.19	7,283.29	7,283.29	
458140100	INTEL CORP								
Sold	07/26/13	890	20,486.82						
Acq	10/22/07	890	20,486.82	23,683.88	23,683.88	-3,197.06	-3,197.06	L	
Total for 7/26/2013					23,683.88	23,683.88	-3,197.06	-3,197.06	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold	07/26/13	90	17,554.28						
Acq	05/15/09	90	17,554.28	9,128.80	9,128.80	8,425.48	8,425.48	L	
Total for 7/26/2013					9,128.80	9,128.80	8,425.48	8,425.48	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold	10/30/13	490	88,787.04						
Acq	05/15/09	490	88,787.04	49,701.24	49,701.24	39,085.80	39,085.80	L	
Total for 10/30/2013					49,701.24	49,701.24	39,085.80	39,085.80	
459200101	INTERNATIONAL BUSINESS MACHINES								
Sold	12/10/13	550	97,303.71						
Acq	05/15/09	550	97,303.71	55,787.10	55,787.10	41,516.61	41,516.61	L	
Total for 12/10/2013					55,787.10	55,787.10	41,516.61	41,516.61	
46625H100	JP MORGAN CHASE & CO								
Sold	07/26/13	410	22,872.76						
Acq	02/28/13	410	22,872.76	20,113.78	20,113.78	2,758.98	2,758.98	S	
Total for 7/26/2013					20,113.78	20,113.78	2,758.98	2,758.98	
565849106	MARATHON OIL CORP								
Sold	03/19/13	1460	49,617.42						
Acq	08/11/11	1460	49,617.42	37,449.29	37,449.29	12,168.13	12,168.13	L	
Total for 3/19/2013					37,449.29	37,449.29	12,168.13	12,168.13	
565849106	MARATHON OIL CORP								
Sold	03/19/13	4500	152,930.42						
Acq	04/27/05	4500	152,930.42	63,367.90	63,367.90	89,562.52	89,562.52	L	
Total for 3/19/2013					63,367.90	63,367.90	89,562.52	89,562.52	
56585A102	MARATHON PETE CORP								
Sold	07/26/13	100	7,208.42						
Acq	04/27/05	100	7,208.42	1,905.11	1,905.11	5,303.31	5,303.31	L	
Total for 7/26/2013					1,905.11	1,905.11	5,303.31	5,303.31	

Statement 18

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
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LELAND FIKES FDN CUST A/C V  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
580135101	MCDONALDS CORP								
Sold		06/11/13	470	46,363.05					
Acq		12/17/08	470	46,363.05	29,450.20 <input type="checkbox"/>	29,450.20	16,912.85	16,912.85	L
Total for 6/11/2013					29,450.20	29,450.20	16,912.85	16,912.85	
580135101	MCDONALDS CORP								
Sold		07/26/13	90	8,757.57					
Acq		12/17/08	90	8,757.57	5,639.40 <input type="checkbox"/>	5,639.40	3,118.17	3,118.17	L
Total for 7/26/2013					5,639.40	5,639.40	3,118.17	3,118.17	
580135101	MCDONALDS CORP								
Sold		08/01/13	1000	99,006.58					
Acq		12/17/08	1000	99,006.58	62,660.00 <input type="checkbox"/>	62,660.00	36,346.58	36,346.58	L
Total for 8/1/2013					62,660.00	62,660.00	36,346.58	36,346.58	
58155Q103	MCKESSON HBOC INC								
Sold		07/26/13	220	27,276.05					
Acq		12/23/09	220	27,276.05	13,861.34 <input type="checkbox"/>	13,861.34	13,414.71	13,414.71	L
Total for 7/26/2013					13,861.34	13,861.34	13,414.71	13,414.71	
58155Q103	MCKESSON HBOC INC								
Sold		11/13/13	700	109,775.16					
Acq		12/23/09	700	109,775.16	44,104.27 <input type="checkbox"/>	44,104.27	65,670.89	65,670.89	L
Total for 11/13/2013					44,104.27	44,104.27	65,670.89	65,670.89	
58155Q103	MCKESSON HBOC INC								
Sold		12/09/13	360	59,151.69					
Acq		12/23/09	360	59,151.69	22,682.20 <input type="checkbox"/>	22,682.20	36,469.49	36,469.49	L
Total for 12/9/2013					22,682.20	22,682.20	36,469.49	36,469.49	
58933Y105	MERCK & CO INC								
Sold		07/26/13	170	8,171.45					
Acq		12/13/12	170	8,171.45	7,612.41 <input type="checkbox"/>	7,612.41	559.04	559.04	S
Total for 7/26/2013					7,612.41	7,612.41	559.04	559.04	
594918104	MICROSOFT CORP								
Sold		07/26/13	400	12,519.06					
Acq		12/23/09	400	12,519.06	12,344.00 <input type="checkbox"/>	12,344.00	175.06	175.06	L
Total for 7/26/2013					12,344.00	12,344.00	175.06	175.06	
594918104	MICROSOFT CORP								
Sold		08/01/13	1460	46,147.76					
Acq		12/23/09	1460	46,147.76	45,055.60 <input type="checkbox"/>	45,055.60	1,092.16	1,092.16	L
Total for 8/1/2013					45,055.60	45,055.60	1,092.16	1,092.16	
594918104	MICROSOFT CORP								
Sold		08/28/13	3050	101,727.62					
Acq		12/23/09	3050	101,727.62	94,123.00 <input type="checkbox"/>	94,123.00	7,604.62	7,604.62	L
Total for 8/28/2013					94,123.00	94,123.00	7,604.62	7,604.62	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
655844108	NORFOLK SOUTHERN CORP								
Sold	07/26/13	150	11,015.74						
Acq	02/01/12	150	11,015.74	10,944.68	10,944.68	71.06	71.06	L	
Total for 7/26/2013					10,944.68	10,944.68	71.06	71.06	
66987V109	NOVARTIS AG SPONSORED ADR								
Sold	07/26/13	130	9,264.88						
Acq	10/06/08	130	9,264.88	6,752.37	6,752.37	2,512.51	2,512.51	L	
Total for 7/26/2013					6,752.37	6,752.37	2,512.51	2,512.51	
68389X105	ORACLE CORPORATION								
Sold	07/26/13	590	19,025.93						
Acq	04/26/11	590	19,025.93	20,690.77	20,690.77	-1,664.84	-1,664.84	L	
Total for 7/26/2013					20,690.77	20,690.77	-1,664.84	-1,664.84	
713448108	PEPSICO INC								
Sold	06/11/13	1940	159,207.59						
Acq	12/23/09	1940	159,207.59	117,496.49	117,496.49	41,711.10	41,711.10	L	
Total for 6/11/2013					117,496.49	117,496.49	41,711.10	41,711.10	
713448108	PEPSICO INC								
Sold	07/02/13	1310	106,968.16						
Acq	12/23/09	1310	106,968.16	79,340.41	79,340.41	27,627.75	27,627.75	L	
Total for 7/2/2013					79,340.41	79,340.41	27,627.75	27,627.75	
717081103	PFIZER INC								
Sold	07/26/13	560	16,288.94						
Acq	10/12/12	560	16,288.94	14,104.89	14,104.89	2,184.05	2,184.05	S	
Total for 7/26/2013					14,104.89	14,104.89	2,184.05	2,184.05	
718546104	PHILLIPS 66								
Sold	07/26/13	120	7,080.18						
Acq	07/26/12	120	7,080.18	4,308.53	4,308.53	2,771.65	2,771.65	S	
Total for 7/26/2013					4,308.53	4,308.53	2,771.65	2,771.65	
74005P104	PRAXAIR INC								
Sold	03/19/13	830	93,787.07						
Acq	12/23/09	830	93,787.07	65,940.01	65,940.01	27,847.06	27,847.06	L	
Total for 3/19/2013					65,940.01	65,940.01	27,847.06	27,847.06	
74005P104	PRAXAIR INC								
Sold	04/19/13	900	98,450.50						
Acq	12/23/09	900	98,450.50	71,501.22	71,501.22	26,949.28	26,949.28	L	
Total for 4/19/2013					71,501.22	71,501.22	26,949.28	26,949.28	
742718109	PROCTER & GAMBLE CO								
Sold	07/26/13	200	15,879.72						
Acq	12/20/10	200	15,879.72	13,040.98	13,040.98	2,838.74	2,838.74	L	
Total for 7/26/2013					13,040.98	13,040.98	2,838.74	2,838.74	

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LELAND FIKES FDN CUST A/C V

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
747525103	QUALCOMM INC								
Sold		07/26/13	310	19,796.26					
Acq		02/15/07	310	19,796.26	12,730.89 <input type="checkbox"/>	12,730.89	7,065.37	7,065.37	L
Total for 7/26/2013					12,730.89	12,730.89	7,065.37	7,065.37	
747525103	QUALCOMM INC								
Sold		08/01/13	150	9,769.33					
Acq		02/15/07	150	9,769.33	6,160.11 <input type="checkbox"/>	6,160.11	3,609.22	3,609.22	L
Total for 8/1/2013					6,160.11	6,160.11	3,609.22	3,609.22	
747525103	QUALCOMM INC								
Sold		08/01/13	225	14,653.99					
Acq		11/17/06	225	14,653.99	8,478.32 <input type="checkbox"/>	8,478.32	6,175.67	6,175.67	L
Total for 8/1/2013					8,478.32	8,478.32	6,175.67	6,175.67	
778296103	ROSS STORES INC								
Sold		07/26/13	260	17,283.23					
Acq		01/11/10	260	17,283.23	5,861.39 <input type="checkbox"/>	5,861.39	11,421.84	11,421.84	L
Total for 7/26/2013					5,861.39	5,861.39	11,421.84	11,421.84	
854502101	STANLEY BLACK & DECKER INC								
Sold		07/26/13	160	13,420.33					
Acq		01/29/13	160	13,420.33	12,320.38 <input type="checkbox"/>	12,320.38	1,099.95	1,099.95	S
Total for 7/26/2013					12,320.38	12,320.38	1,099.95	1,099.95	
857477103	STATE STR CORP								
Sold		07/26/13	140	9,621.78					
Acq		02/04/10	140	9,621.78	6,096.40 <input type="checkbox"/>	6,096.40	3,525.38	3,525.38	L
Total for 7/26/2013					6,096.40	6,096.40	3,525.38	3,525.38	
88732J207	TIME WARNER CABLE INC								
Sold		07/26/13	180	21,014.09					
Acq		05/20/13	180	21,014.09	17,401.97 <input type="checkbox"/>	17,401.97	3,612.12	3,612.12	S
Total for 7/26/2013					17,401.97	17,401.97	3,612.12	3,612.12	
902973304	US BANCORP DEL NEW								
Sold		07/26/13	240	8,929.74					
Acq		07/02/13	240	8,929.74	8,732.30 <input type="checkbox"/>	8,732.30	197.44	197.44	S
Total for 7/26/2013					8,732.30	8,732.30	197.44	197.44	
907818108	UNION PACIFIC CORP								
Sold		07/26/13	170	26,885.81					
Acq		12/23/09	170	26,885.81	11,118.17 <input type="checkbox"/>	11,118.17	15,767.64	15,767.64	L
Total for 7/26/2013					11,118.17	11,118.17	15,767.64	15,767.64	
913017109	UNITED TECHNOLOGIES CORP								
Sold		01/29/13	370	33,167.90					
Acq		12/23/09	370	33,167.90	25,692.87 <input type="checkbox"/>	25,692.87	7,475.03	7,475.03	L
Total for 1/29/2013					25,692.87	25,692.87	7,475.03	7,475.03	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
913017109	UNITED TECHNOLOGIES CORP								
Sold		07/26/13	150	15,628.44					
Acq		12/23/09	150	15,628.44	10,416.03 <input type="checkbox"/>	10,416.03	5,212.41	5,212.41	L
Total for 7/26/2013					10,416.03	10,416.03	5,212.41	5,212.41	
91324P102	UNITEDHEALTH GROUP INC								
Sold		07/26/13	230	16,520.20					
Acq		06/06/12	230	16,520.20	13,131.66 <input type="checkbox"/>	13,131.66	3,388.54	3,388.54	L
Total for 7/26/2013					13,131.66	13,131.66	3,388.54	3,388.54	
92857W209	VODAFONE GROUP PLC NEW SPONSORED								
Sold		07/26/13	340	10,063.14					
Acq		02/22/11	340	10,063.14	9,793.73 <input type="checkbox"/>	9,793.73	269.41	269.41	L
Total for 7/26/2013					9,793.73	9,793.73	269.41	269.41	
931422109	WALGREEN CO								
Sold		07/26/13	290	14,629.73					
Acq		02/14/13	290	14,629.73	11,963.80 <input type="checkbox"/>	11,963.80	2,665.93	2,665.93	S
Total for 7/26/2013					11,963.80	11,963.80	2,665.93	2,665.93	
949746101	WELLS FARGO & CO (NEW)								
Sold		07/26/13	480	20,855.11					
Acq		02/14/13	480	20,855.11	16,793.76 <input type="checkbox"/>	16,793.76	4,061.35	4,061.35	S
Total for 7/26/2013					16,793.76	16,793.76	4,061.35	4,061.35	
988498101	YUM BRANDS INC								
Sold		01/29/13	120	7,711.80					
Acq		05/06/11	120	7,711.80	6,483.90 <input type="checkbox"/>	6,483.90	1,227.90	1,227.90	L
Total for 1/29/2013					6,483.90	6,483.90	1,227.90	1,227.90	
988498101	YUM BRANDS INC								
Sold		01/29/13	1480	95,112.13					
Acq		02/15/11	1480	95,112.13	75,149.52 <input type="checkbox"/>	75,149.52	19,962.61	19,962.61	L
Total for 1/29/2013					75,149.52	75,149.52	19,962.61	19,962.61	
988498101	YUM BRANDS INC								
Sold		01/29/13	100	6,426.50					
Acq		01/31/11	100	6,426.50	4,681.53 <input type="checkbox"/>	4,681.53	1,744.97	1,744.97	L
Total for 1/29/2013					4,681.53	4,681.53	1,744.97	1,744.97	
988498101	YUM BRANDS INC								
Sold		07/26/13	150	10,922.06					
Acq		05/20/13	150	10,922.06	10,571.91 <input type="checkbox"/>	10,571.91	350.15	350.15	S
Total for 7/26/2013					10,571.91	10,571.91	350.15	350.15	
988498101	YUM BRANDS INC								
Sold		10/11/13	240	15,939.03					
Acq		05/20/13	240	15,939.03	16,915.06 <input type="checkbox"/>	16,915.06	-976.03	-976.03	S
Total for 10/11/2013					16,915.06	16,915.06	-976.03	-976.03	

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Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
988498101	YUM BRANDS INC								
Sold		10/11/13	1520	100,947.22					
Acq		01/31/11	1520	100,947.22	71,159.26	71,159.26	29,787.96	29,787.96	L
Total for 10/11/2013					71,159.26	71,159.26	29,787.96	29,787.96	
G2554F113	COVIDIEN PLC								
Sold		07/26/13	210	12,641.97					
Acq		10/12/12	210	12,641.97	11,155.37	11,155.37	1,486.60	1,486.60	S
Total for 7/26/2013					11,155.37	11,155.37	1,486.60	1,486.60	
G29183103	EATON CORP PLC								
Sold		07/26/13	220	14,819.12					
Acq		11/30/12	220	14,819.12	11,419.10	11,419.10	3,400.02	3,400.02	S
Total for 7/26/2013					11,419.10	11,419.10	3,400.02	3,400.02	
G29183103	EATON CORP PLC								
Sold		08/28/13	1020	65,194.51					
Acq		11/30/12	1020	65,194.51	52,943.10	52,943.10	12,251.41	12,251.41	S
Total for 8/28/2013					52,943.10	52,943.10	12,251.41	12,251.41	
G29183103	EATON CORP PLC								
Sold		09/13/13	1500	100,567.55					
Acq		11/30/12	1500	100,567.55	77,857.50	77,857.50	22,710.05	22,710.05	S
Total for 9/13/2013					77,857.50	77,857.50	22,710.05	22,710.05	
G3157S106	ENSCO PLC								
Sold		07/26/13	350	20,481.64					
Acq		05/31/11	350	20,481.64	18,662.00	18,662.00	1,819.64	1,819.64	L
Total for 7/26/2013					18,662.00	18,662.00	1,819.64	1,819.64	
G3157S106	ENSCO PLC								
Sold		08/28/13	590	33,470.35					
Acq		05/31/11	590	33,470.35	31,458.80	31,458.80	2,011.55	2,011.55	L
Total for 8/28/2013					31,458.80	31,458.80	2,011.55	2,011.55	
G3157S106	ENSCO PLC								
Sold		09/13/13	770	42,997.21					
Acq		05/31/11	770	42,997.21	41,056.40	41,056.40	1,940.81	1,940.81	L
Total for 9/13/2013					41,056.40	41,056.40	1,940.81	1,940.81	
G3157S106	ENSCO PLC								
Sold		10/11/13	230	12,553.18					
Acq		05/31/11	230	12,553.18	12,263.60	12,263.60	289.58	289.58	L
Total for 10/11/2013					12,263.60	12,263.60	289.58	289.58	
G3157S106	ENSCO PLC								
Sold		10/11/13	1310	71,498.56					
Acq		10/23/07	1310	71,498.56	69,522.88	69,522.88	1,975.68	1,975.68	L
Total for 10/11/2013					69,522.88	69,522.88	1,975.68	1,975.68	

Statement 18

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)

Account Id: 011000066407

LELAND FIKES FDN CUST A/C V  
Trust Year Ending 12/31/2013

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
G3157S106	ENSCO PLC								
Sold		10/11/13	725	39,569.81					
Acq		12/20/10	725	39,569.81	38,012.92 <input type="checkbox"/>	38,012.92	1,556.89	1,556.89	L
Total for 10/11/2013					38,012.92	38,012.92	1,556.89	1,556.89	
G3157S106	ENSCO PLC								
Sold		10/11/13	400	21,831.62					
Acq		10/10/08	400	21,831.62	16,870.00 <input type="checkbox"/>	16,870.00	4,961.62	4,961.62	L
Total for 10/11/2013					16,870.00	16,870.00	4,961.62	4,961.62	
G5785G107	MALLINCKRODT PLC								
Sold		07/08/13	36.25	1,562.11					
Acq		10/12/12	36.25	1,562.11	1,475.83 <input type="checkbox"/>	1,475.83	86.28	86.28	S
Total for 7/8/2013					1,475.83	1,475.83	86.28	86.28	
G5785G107	MALLINCKRODT PLC								
Sold		07/08/13	100.63	4,336.21					
Acq		04/25/12	100.63	4,336.21	3,849.10 <input type="checkbox"/>	3,849.10	487.11	487.11	L
Total for 7/8/2013					3,849.10	3,849.10	487.11	487.11	
G5785G107	MALLINCKRODT PLC								
Sold		07/08/13	101.88	4,390.07					
Acq		03/21/12	101.88	4,390.07	3,839.47 <input type="checkbox"/>	3,839.47	550.60	550.60	L
Total for 7/8/2013					3,839.47	3,839.47	550.60	550.60	
G5785G107	MALLINCKRODT PLC								
Sold		07/08/13	92.25	3,975.31					
Acq		06/06/12	92.25	3,975.31	3,341.32 <input type="checkbox"/>	3,341.32	633.99	633.99	L
Total for 7/8/2013					3,341.32	3,341.32	633.99	633.99	
G5785G107	MALLINCKRODT PLC								
Sold		08/07/13	0.88	39.53					
Acq		06/06/12	0.88	39.53	31.69 <input type="checkbox"/>	31.69	7.84	7.84	L
Total for 8/7/2013					31.69	31.69	7.84	7.84	
H84989104	TE CONNECTIVITY LTD								
Sold		07/26/13	210	10,572.88					
Acq		12/11/09	210	10,572.88	5,007.20 <input type="checkbox"/>	5,007.20	5,565.68	5,565.68	L
Total for 7/26/2013					5,007.20	5,007.20	5,565.68	5,565.68	
Total for Account: 011000066407					3,182,764.41	3,182,764.41	931,224.77	931,224.77	

Total Proceeds:

4,113,989.18

S/T Gain/Loss  
L/T Gain/Loss

81,212.98

850,011.79

Fed

81,212.98

850,011.79

State

81,212.98

850,011.79

Statement 18

**Leland Fikes Foundation  
Distributions from Title Holding Companies  
2013**

Controlled Entity	EIN	Dividends	Distributions of Basis
Plain Majestic Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2236928	0	0
Roadway Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2318464	230,905	19,095
Wimbledon Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2274957	286,314	53,686
NBN Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2557761	121,576	53,424
Cedar Properties Inc. 500 N. Akard Suite 1919 Dallas, Texas 75201	75-2364372	0	0
<b>Total</b>		<u>638,796</u>	<u>126,204</u>

The entities listed above qualify as exempt title holding companies pursuant to IRC Section 501(c)(2). They are 100% owned by the Leland Fikes Foundation and the exclusive purpose is to hold title to rental real estate, collect the cash from this real estate and remit this cash less expenses to the Leland Fikes Foundation. Each of these title holding companies files Form 990.

# **The Leland Fikes Foundation, Inc.**

## **Application Guidelines**

These guidelines are intended to assist applicants in communicating with the Foundation and are not intended to impede those seeking support. The Foundation encourages applicants to submit concise and complete written proposals in whatever format seems best to the applicant. We do not have an application form but do expect ordinarily to find the following in a written proposal:

- a cover letter, written on the organization's letterhead and signed by the chief executive officer of the governing body, which briefly describes the program or project for which funds are needed, the amount of funds requested, and the date by which funds are needed
- a copy of all currently applicable letters from the Internal Revenue Service pertaining to tax exempt status under sections 501(c)(3) and 509(a) of the Internal Revenue Code
- the names and affiliations of the organization's Board of Directors or Trustees
- a brief history of the organization's work and purpose
- a specific description of the program or project for which support is asked
- a copy of the organization's total budget showing projected income and expenses for the current year and, in the same format, the budget for the year immediately past with actual numbers
- appropriate budget information pertaining to the program or project for which funding is requested
- statement of financial position (balance sheet)
- information about the principal staff or volunteers who will implement the program or project
- the name and phone number of someone who could be contacted for additional information
- other funding sources that have responded favorably or currently are considering the program or project for funding
- plans for future funding of the program, project or organization
- plans for evaluating the effectiveness of the project or program

Applications for grants are accepted at any time throughout the year. All grant requests will be acknowledged and will receive careful, expeditious consideration.

It is not the practice of the trustees to meet with applicants regarding a project or request until the trustees have had an opportunity to review written material describing the proposal. After the written material has been reviewed, the trustees or their staff researcher may request a meeting or additional written material.

Although the trustees occasionally make grants outside the Dallas area, most grants are made to local organizations.

If you would like the Foundation to consider a request from your organization, please send your written proposal to:

Leland Fikes Foundation, Inc.  
500 North Akard Street, Suite 1919  
Dallas, Texas 75201

**Leland Fikes Foundation**  
**Grants For 2013**

**Foundation Status of Recipient**  
 PC = Public Charity  
 PF = Private Foundation  
 NC = Non Charity

**2013  
 Dollar  
 Payments**

**Name and Address**

**Category 1000 Health and Medical Grants**

Mental Health America of Greater Dallas 624 N. Good-Latimer, Suite 200 Dallas, TX 75204 Payment: #1 of 1 Paid 6/12/2013 Category # 2013-1351 Purpose: General support	ID: 221	Req. No.: 2013-0024	\$25,000	PC
Parkland Foundation 2777 North Stemmons Freeway, Suite 1700 Dallas, TX 75207 Payment: #3 of 5 Paid 11/15/2013 Category # 2011-1403 Purpose: support for "I Stand for Parkland" capital campaign	ID: 1123	Req. No.: 2010-0080	\$1,000,000	PC
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #8 of 20 Paid 11/15/2013 Category # 2012-1402 Purpose: University Hospital capital campaign	ID: 315	Req. No.: 2011-0152	\$250,000	PC
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #5 of 20 Paid 2/15/2013 Category # 2012-1402 Purpose: University Hospital capital campaign	ID: 315	Req. No.: 2011-0152	\$250,000	PC
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #7 of 20 Paid 8/15/2013 Category # 2012-1402 Purpose: University Hospital capital campaign	ID: 315	Req. No.: 2011-0152	\$250,000	PC
Southwestern Medical Foundation Reagan Place at Old Parkland 3963 Maple Avenue, Suite 100 Dallas, TX 75219 Payment: #6 of 20 Paid 5/23/2013 Category # 2012-1402 Purpose: University Hospital capital campaign	ID: 315	Req. No.: 2011-0152	\$250,000	PC

**Leland Fikes Foundation**  
**Grants For 2013**

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Dollar  
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**Name and Address**

Special Camps for Special Kids 2824 Swiss Avenue Dallas, TX 75204 Payment: #2 of 2 Paid 11/15/2013 Category # 2012-1313 Purpose: capital campaign to renovate and expand Camp John Marc	ID: 872	Req. No.: 2012-0144	\$100,000	PC
Suicide and Crisis Center of North Texas 2808 Swiss Avenue Dallas, TX 75204 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-1350 Purpose:	ID: 322	Req. No.: 2013-0112	\$15,000	PC
University of Texas Southwestern Medical Center 5323 Harry Hines Boulevard Dallas, Texas 75390-9046 Payment: #1 of 1 Paid 11/15/2013 Category # 2013-1340 Purpose:	ID: 374	Req. No.: 2013-0118	\$75,000	PC
University of Texas Southwestern Medical Center 5323 Harry Hines Boulevard Dallas, Texas 75390-9046 Payment: #1 of 1 Paid 2/19/2013 Category # 2013-1132 Purpose: High Impact High Risk	ID: 374	Req. No.: 2013-0022	\$75,000	PC
University of Texas Southwestern Medical Center 5323 Harry Hines Boulevard Dallas, Texas 75390-9046 Payment: #1 of 1 Paid 2/19/2013 Category # 2013-1132 Purpose: High Impact High Risk	ID: 374	Req. No.: 2013-0021	\$75,000	PC
University of Texas Southwestern Medical Center 5323 Harry Hines Boulevard Dallas, Texas 75390-9046 Payment: #1 of 1 Paid 11/15/2013 Category # 2013-1340 Purpose:	ID: 374	Req. No.: 2013-0119	\$75,000	PC

Total Grant Payments in 2013 for Category 1000.

\$2,440,000

**Leland Fikes Foundation**  
**Grants For 2013**

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2013  
 Dollar  
 Payments

**Name and Address**

**Category 2000 Education Grants**

Trinity School of Midland 3500 West Wadley Avenue Midland, Texas 79707 Payment: #1 of 2   Paid 12/27/2013   Category # 2013-2300 Purpose:	ID: 954      Req. No.: 2013-0138	\$250,000	PC
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Total Grant Payments in 2013 for Category 2000.

\$250,000

**Category 3000 Grants for Arts, Culture, and Enrichment**

Dallas Symphony Association, Inc. 2301 Flora, Suite 300 Dallas, TX 75201 Payment: #1 of 1   Paid 2/15/2013   Category # 2013-3212 Purpose: March 2013 European Tour	ID: 117      Req. No.: 2013-0011	\$100,000	PC
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Total Grant Payments in 2013 for Category 3000.

\$100,000

**Category 4000 Reproductive Rights and Population Grants**

Center for Reproductive Rights 120 Wall Street, 14th Floor New York, NY 10005 Payment: #1 of 1   Paid 6/12/2013   Category # 2013-4501 Purpose: General support	ID: 1722      Req. No.: 2013-0013	\$25,000	PC
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Medical Students for Choice P.O. Box 40188 Philadelphia, PA 19106 Payment: #1 of 1   Paid 9/18/2013   Category # 2013-4400 Purpose: general support	ID: 2468      Req. No.: 2013-0075	\$25,000	PC
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NARAL Pro-Choice America Foundation Naral Pro-Choice America Foundation 1156 15th Street, NW, Suite 700 Washington, D.C. 20005 Payment: #1 of 1   Paid 6/12/2013   Category # 2013-4101 Purpose: general support	ID: 230      Req. No.: 2013-0014	\$50,000	PC
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**Leland Fikes Foundation**  
**Grants For 2013**

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**2013  
 Dollar  
 Payments**

**Name and Address**

NARAL Pro-Choice Texas Foundation  
 902 E. 5th St, Suite 110 ID: 1477 Req. No.: 2013-0087 \$25,000 PC  
 Austin, TX 78702  
 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-4100  
 Purpose:

Physicians for Reproductive Health  
 Physicians for Reproductive Choice and Health, Inc.  
 55 West 39th Street, 10th Floor ID: 3394 Req. No.: 2013-0077 \$25,000 PC  
 New York, NY 10018  
 Payment: #1 of 1 Paid 9/18/2013 Category # 2013-4400  
 Purpose: general support

Planned Parenthood of Greater Texas, Inc.  
 7424 Greenville Avenue, Suite 206 ID: 265 Req. No.: 2010-0083 \$250,000 PC  
 Dallas, TX 75231  
 Payment: #3 of 5 Paid 2/15/2013 Category # 2011-4202  
 Purpose: support for Constituent Identification Project

Public Health Institute  
 555 12th Street, 10th Floor ID: 3946 Req. No.: 2013-0117 \$13,142 PC  
 Oakland, CA 94607  
 Payment: #1 of 1 Paid 11/8/2013 Category # 2013-4400  
 Purpose: To cover the costs of a conference on misoprostol use in the U.S.

Total Grant Payments in 2013 for Category 4000.

\$413,142

**Category 6000 Human Services Grants**

buildingcommunity WORKSHOP  
 buildingcommunity Workshop  
 416 South Ervay St. ID: 3732 Req. No.: 2013-0074 \$40,000 PC  
 Dallas, Texas 75201  
 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-6740  
 Purpose:



**Leland Fikes Foundation**  
**Grants For 2013**

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**2013  
Dollar  
Payments**

**Name and Address**

Child Protective Services Community Partners, Inc. 1215 Skiles Street Dallas, TX 75204 Payment: #1 of 1 Paid 9/18/2013 Category # 2013-6200 paige@cpdtx.org Purpose: half of Program Director's salary and benefits	ID: 1623	Req. No.: 2013-0078	\$21,880	PC
Dallas Bar Association Community Service Fund Dallas Bar Foundation 2101 Ross Avenue Dallas, TX 75201 Payment: #1 of 1 Paid 9/18/2013 Category # 2013-6600 Purpose: in support of the Association's Equal Access to Justice Campaign.	ID: 1291	Req. No.: 2013-0073	\$25,000	PC
Family Place, Inc., The P.O. Box 7999 Dallas, TX 75209 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-6100 Purpose:	ID: 451	Req. No.: 2013-0089	\$35,000	PC
First Presbyterian Church, Dallas 1835 Young Street Dallas, TX 75201 Payment: #1 of 1 Paid 8/15/2013 Category # 2013-6700 Purpose: The Stewpot	ID: 149	Req. No.: 2013-0056	\$25,000	PC
Jubilee Park & Community Center Corporation P.O. Box 710759 Dallas, TX 75371 Payment: #2 of 3 Paid 11/15/2013 Category # 2012-6901 Purpose: general support for core programs	ID: 2454	Req. No.: 2012-0063	\$25,000	PC
Metro Dallas Homeless Alliance 2816 Swiss Avenue Dallas, TX 75204 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-6900 Purpose:	ID: 3541	Req. No.: 2013-0092	\$50,000	PC

**Leland Fikes Foundation**  
**Grants For 2013**

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**2013  
 Dollar  
 Payments**

**Name and Address**

North Dallas Shared Ministries, Inc. 2875 Merrell Road Dallas, TX 75229-4702 Payment: #1 of 1 Paid 8/15/2013 Category # 2013-6900 Purpose: Building expansion project	ID: 1688	Req. No.: 2013-0059	\$35,000	PC
North Texas Food Bank 4500 S. Cockrell Hill Road Dallas, Texas 75236 - 2028 Payment: #1 of 1 Paid 9/18/2013 Category # 2013-6720 Purpose: general support	ID: 495	Req. No.: 2013-0082	\$50,000	PC
Promise House, Inc. Promise House, Inc. 224 West Page Avenue Dallas, TX 75208 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-6200 Purpose:	ID: 1598	Req. No.: 2013-0111	\$25,000	PC
Senior Source Senior Citizens of Greater Dallas, Inc. 3910 Harry Hines Blvd. Dallas, Texas 75219 Payment: #1 of 1 Paid 8/15/2013 Category # 2013-6300 Purpose: Unrestricted funds	ID: 302	Req. No.: 2013-0055	\$30,000	PC
Texas Winds P.O. Box 797811 Dallas, TX 75379-7811 Payment: #1 of 1 Paid 12/27/2013 Category # 2013-6900 Purpose:	ID: 1445	Req. No.: 2013-0124	\$15,000	PC

Total Grant Payments in 2013 for Category 6000.

\$376,880

**Category 8000 Grants Promoting Progressive Values**

**Leland Fikes Foundation**  
**Grants For 2013**

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**2013  
 Dollar  
 Payments**

**Name and Address**

<b>American Constitution Society for Law and Policy</b> 1333 H Street, NW 11th floor Washington, DC 20005 Payment: #1 of 3 Paid 6/12/2013 Category # 2013-8501 Purpose: general support				ID: 3534 Req. No.: 2013-0032	\$50,000	PC
<b>American Prospect, The</b> 1710 Rhode Island Ave NW 12th Floor Washington, DC 20036 Payment: #1 of 1 Paid 8/15/2013 Category # 2013-8200 Purpose: General support				ID: 3576 Req. No.: 2013-0060	\$25,000	PC
<b>Brennan Center for Justice</b> 161 Avenue of the Americas 12th Floor New York, NY 10013 Payment: #1 of 1 Paid 11/8/2013 Category # 2013-8500 Purpose: To support investigating looking into voter ID impact in Texas				ID: 3602 Req. No.: 2013-0116	\$100,000	PC
<b>Brennan Center for Justice</b> 161 Avenue of the Americas 12th Floor New York, NY 10013 Payment: #1 of 3 Paid 6/12/2013 Category # 2013-8500 Purpose: general support				ID: 3602 Req. No.: 2013-0048	\$50,000	PC
<b>Center for American Progress</b> 1333 H Street, NW, 10th Floor Washington, DC 20005 Payment: #1 of 1 Paid 6/12/2013 Category # 2013-8101 Purpose: general support				ID: 3353 Req. No.: 2013-0046	\$100,000	PC
<b>Center for Public Policy Priorities</b> 7020 Easy Wind Drive, Suite 200 Austin, TX 78752 Payment: #1 of 1 Paid 8/15/2013 Category # 2013-8100 Purpose: General support				ID: 3373 Req. No.: 2013-0063	\$100,000	PC

**Leland Fikes Foundation**  
**Grants For 2013**

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**2013  
Dollar  
Payments**

**Name and Address**

Center on Budget and Policy Priorities 820 1st Street, NE, #510 Washington, DC 20002 Payment: #1 of 1 Paid 6/12/2013 Category # 2013-8101 Purpose: General support	ID: 3357	Req. No.: 2013-0047	\$100,000	PC
CREW (Citizens for Responsibility and Ethics in Washington) 1400 Eye Street NW Suite 405 Washington, DC 20005 Payment: #1 of 2 Paid 8/15/2013 Category # 2013-8500 Purpose:	ID: 3496	Req. No.: 2013-0054	\$100,000	PC
Free Press 40 Main Street, Suite 301 Florence, MA 01062 Payment: #1 of 2 Paid 11/21/2013 Category # 2013-8200 Purpose:	ID: 3449	Req. No.: 2013-0097	\$75,000	PC
Media Matters for America 455 Massachusetts Ave NW Suite 600 Washington, DC 20001 Payment: #1 of 4 Paid 6/12/2013 Category # 2013-8201 Purpose: general support	ID: 3495	Req. No.: 2013-0034	\$200,000	PC
Texas Appleseed 1609 Shoal Creek, Suite 201 Austin, TX 78701 Payment: #1 of 1 Paid 11/21/2013 Category # 2013-8500 Purpose:	ID: 3629	Req. No.: 2013-0091	\$50,000	PC
Texas Freedom Network Education Fund P.O. Box 1624 Austin, TX 78767 Payment: #1 of 2 Paid 11/21/2013 Category # 2013-8100 Purpose:	ID: 2181	Req. No.: 2013-0079	\$200,000	PC

**Leland Fikes Foundation**  
**Grants For 2013**

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Dollar  
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**Name and Address**

Texas Organizing Project Education Fund (TOP Ed Fund) PC  
Texas Organizing Project Education Fund  
2404 Caroline Street ID: 3729 Req. No.: 2013-0100 \$75,000  
Houston, TX 77004  
Payment: #1 of 1 Paid 11/21/2013 Category # 2013-8400  
Purpose:

Texas Public Interest Research Group (TexPIRG) Education Fund PC  
815 Brazos Street ID: 3952 Req. No.: 2013-0132 \$20,000  
Suite 600  
Austin, TX 78701  
Payment: #1 of 1 Paid 12/27/2013 Category # 2103-8400  
Purpose:

Voter Participation Center, The PC  
Voter Participation Center  
1707 L Street NW, Suite 300 ID: 3412 Req. No.: 2013-0065 \$100,000  
Washington, DC 20036  
Payment: #1 of 1 Paid 9/18/2013 Category # 2013-8400  
Purpose: general support

Total Grant Payments in 2013 for Category 8000. \$1,345,000

**Category 9000 Other Grants**

Foundation Center PC  
79 Fifth Avenue ID: 153 Req. No.: 2013-0069 \$5,500  
New York, NY 10003  
Payment: #1 of 1 Paid 9/18/2013 Category # 2013-9500  
Purpose: general support

Total Grant Payments in 2013 for Category 9000. \$5,500

Total of all Grant Payments in 2013 \$4,930,522

**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 Account G Statement 17		P		
b Account G Statement 17		P		
c Account V Statement 18		P		
d Account V Statement 18		P		
e Class Action Settlements		P		
f Foreclosed Land LMI LC 1059		P		
g Foreclosed Land 3 a. NE40 S750		P		
h Foreclosed Land 2 a. NE40 S750		P		
i Foreclosed Land Golden Pond S763		P		
j Foreclosed Land 89 a. Olympia LR 2040A		P		
k Foreclosed Land Douglas S754 & S755		P		
l Foreclosed Lots Landers S353		P		
m Foreclosed Lots JMP S761		P		
n Foreclosed Lots MAW Niblo S357		P		
o Foreclosed Land 16.3 a. Olympia LR 2040A		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			188,430.
b			1,130,730.
c			81,213.
d			850,012.
e			4,246.
f	2,657,780.	3,060,768.	<402,988.>
g	197,042.	253,711.	<56,669.>
h	129,899.	168,790.	<38,891.>
i	915,628.	1,014,596.	<98,968.>
j	933,437.	1,145,632.	<212,195.>
k	1,990,832.	1,767,382.	223,450.
l			<16,995.>
m			<6,043.>
n			<38,209.>
o	235,765.	300,164.	<64,399.>

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			188,430.
b			1,130,730.
c			81,213.
d			850,012.
e			4,246.
f			<402,988.>
g			<56,669.>
h			<38,891.>
i			<98,968.>
j			<212,195.>
k			223,450.
l			<16,995.>
m			<6,043.>
n			<38,209.>
o			<64,399.>

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

**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	Foreclosed Land 13 a. MAW Niblo S357	P		
b	From Commonfund III LP EIN 26-0133064	P		
c	From Commonfund III LP EIN 26-0133064	P		
d	From Ft. Washington PEI II EIN 26-3806629	P		
e	From Ft. Washington PEI II EIN 26-3806629	P		
f	From Ft. Washington PEI IV EIN 16-1648796	P		
g	From Ft. Washington PEI IV EIN 16-1648796	P		
h	From Ft. Washington PEI V EIN 20-4568842	P		
i	From Ft. Washington PEI V EIN 20-4568842	P		
j	From Ft. Washington PEI VII EIN 27-1321348	P		
k	From Ft. Washington PEI VII EIN 27-1321348	P		
l	From Kenmont Capital LP EIN 76-0605443	P		
m	From Kenmont Capital LP EIN 76-0605443	P		
n	From Kenmont Capital II LP EIN 34-2027430	P		
o	From Knightsbridge VIII EIN 90-0812211	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 251,811.		193,012.	58,799.
b			1,171.
c			21,150.
d			2,488.
e			6,675.
f			1,217.
g			75,089.
h			1,516.
i			68,446.
j			1,577.
k			2,137.
l			65.
m			61,713.
n			15,710.
o			<4.>

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			58,799.
b			1,171.
c			21,150.
d			2,488.
e			6,675.
f			1,217.
g			75,089.
h			1,516.
i			68,446.
j			1,577.
k			2,137.
l			65.
m			61,713.
n			15,710.
o			<4.>

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

**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	From Knightsbridge VIII EIN 90-0812211	P		
b	From Private Equity Fund IV EIN 20-2543812	P		
c	From Private Equity Fund IV EIN 20-2543812	P		
d	From Private Equity Fund V EIN 26-4427241	P		
e	From Private Equity Fund V EIN 26-4427241	P		
f	From Startup Capital LP EIN 20-2473463	P		
g	From SVB Capital II LP EIN 20-4665087	P		
h	From SVB Capital II LP EIN 20-4665087	P		
i	From SVB India Capital LP EIN 98-0517319	P		
j	From SVB Strategic II LP EIN 91-2187963	P		
k	From Artiman II LP EIN 20-5472594	P		
l	From SVB Strategic II LP EIN 91-2187963	P		
m	From SVB Strategic III LP EIN 20-3076856	P		
n	From SVB Strategic III LP EIN 20-3076856	P		
o	From SSVB Strategic IV LP EIN 26-2776097	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			<30.>
b			49.
c			130.
d			<144.>
e			<14,157.>
f			<7,576.>
g			1,316.
h			19,522.
i			<51,547.>
j			527.
k			431,764.
l			27,935.
m			5,642.
n			73,417.
o			5,133.

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			<30.>
b			49.
c			130.
d			<144.>
e			<14,157.>
f			<7,576.>
g			1,316.
h			19,522.
i			<51,547.>
j			527.
k			431,764.
l			27,935.
m			5,642.
n			73,417.
o			5,133.

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



**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	From SVB Strategic IV LP EIN 26-2776097	P			
b	From SVB Strategic V LP EIN 27-5109706	P			
c	From SVB Strategic V LP EIN 27-5109706	P			
d	From WSL LP EIN 20-0360272	P			
e	From WSL LP EIN 20-0360272	P			
f	From Zero2ipo Fund II	P			
g	From Access Venture Partners EIN 94-3328918	P			
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			42,308.
b			373.
c			1,798.
d			552.
e			41,277.
f			<2,402.>
g			1,101,934.
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			42,308.
b			373.
c			1,798.
d			552.
e			41,277.
f			<2,402.>
g			1,101,934.
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	3,538,294.
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

## Outstanding Pledges 12/31/2013

Name	Request Number	Foundation Status of Recipient	Purpose	Amount to be Paid in Future Years
American Constitution Society for Law and Policy	13-0032	PC	General support	\$100,000
Brennan Center for Justice	13-0048	PC	General support	\$100,000
Free Press	13-0097	PC	General support	\$75,000
Jubilee Park & Community Center Corporation	12-0063	PC	Support for core programming	\$25,000
Media Matters for America	13-0034	PC	General support	\$600,000
Parkland Foundation	10-0080	PC	Support for "I Stand for Parkland" capital campaign	\$2,000,000
Planned Parenthood of Greater Texas, Inc.	13-0140	PC	To purchase a facility that meets the Texas state guidelines for an ambulatory surgical center	\$1,000,000
Planned Parenthood of Greater Texas, Inc.	10-0083	PC	Support for Constituent Identification Project	\$500,000
Southwestern Medical Foundation	11-0152	PC	Support for University Hospital capital campaign	\$3,000,000
Texas Freedom Network Education Fund	13-0079	PC	General operating expenses	\$200,000
Trinity School of Midland	13-0138		To support the Campaign for Trinity capital campaign	\$250,000
University of Texas Southwestern Medical Center	13-0121	PC	To support the purchase of a Polara instrument for cryo-electron microscopy and cry-electron tomography	\$1,000,000
<b>Total Remaining</b>				<b>\$8,850,000</b>

A S S E T   D E T A I L

AS OF 12/31/13

LELAND FIKES FOUNDATION CUST G

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
CONSUMER DISCRETIONARY			
670.000	AUTOZONE INC CUSIP NO: 053332102	286,533.59	320,219.80
9,140.000	COMCAST CORP NEW CL A COM CUSIP NO: 20030N101	333,568.66	474,960.10
4,910.000	DIRECTV CUSIP NO: 25490A309	139,092.25	339,084.60
2,390.000	HOME DEPOT INC CUSIP NO: 437076102	107,894.23	196,792.60
1,930.000	PETSMART INC CUSIP NO: 716768106	141,202.29	140,407.50
2,940.000	TJX COS INC NEW CUSIP NO: 872540109	36,545.23	187,366.20
2,660.000	VIACOM INC CL B COM CUSIP NO: 92553P201	125,414.34	232,324.40
	TOTAL CONSUMER DISCRETIONARY	<u>1,170,250.59</u>	<u>1,891,155.20</u>
CONSUMER STAPLES			
4,370.000	CVS CAREMARK CORP CUSIP NO: 126650100	167,779.37	312,760.90
9,100.000	COCA COLA CO CUSIP NO: 191216100	313,566.84	375,921.00
6,480.000	CONAGRA FOODS INC CUSIP NO: 205887102	191,260.64	218,376.00
1,520.000	COSTCO WHSL CORP NEW CUSIP NO: 22160K105	131,080.39	180,910.40
6,980.000	KROGER CO CUSIP NO: 501044101	214,568.07	275,919.40
5,210.000	WAL-MART STORES INC CUSIP NO: 931142103	309,242.92	409,974.90
	TOTAL CONSUMER STAPLES	<u>1,327,498.23</u>	<u>1,773,862.60</u>
ENERGY			
1,930.000	EXXON MOBIL CORP CUSIP NO: 30231G102	113,219.20	195,316.00
1,860.000	SCHLUMBERGER LTD NETHERLANDS ANTILLES CUSIP NO: 806857108	138,036.03	167,604.60
	TOTAL ENERGY	<u>251,255.23</u>	<u>362,920.60</u>
FINANCIALS			
1,803.000	AMERICAN EXPRESS CO CUSIP NO: 025816109	75,484.94	163,586.19
	TOTAL FINANCIALS	<u>75,484.94</u>	<u>163,586.19</u>

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A S S E T   D E T A I L

AS OF 12/31/13

LELAND FIKES FOUNDATION CUST G

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
HEALTH CARE			
6,990.000	ABBOTT LABS CUSIP NO: 002824100	191,770.12	267,926.70
2,280.000	ABBVIE INC CUSIP NO: 00287Y109	54,493.32	120,406.80
3,220.000	AMGEN INC CUSIP NO: 031162100	275,646.89	367,337.60
1,810.000	CELGENE CORP CUSIP NO: 151020104	96,634.99	305,832.08
4,200.000	EXPRESS SCRIPTS HLDG CO CUSIP NO: 30219G108	245,618.61	295,008.00
2,930.000	JOHNSON & JOHNSON CUSIP NO: 478160104	262,103.84	268,358.70
1,160.000	MCKESSON CORP CUSIP NO: 58155Q103	102,229.87	187,224.00
TOTAL HEALTH CARE		1,228,497.64	1,812,093.88
INDUSTRIALS			
2,540.000	DANAHER CORP DEL CUSIP NO: 235851102	87,599.10	196,088.00
1,890.000	HONEYWELL INTL INC CUSIP NO: 438516106	122,704.02	172,689.30
6,070.000	SOUTHWEST AIRLS CO CUSIP NO: 844741108	114,483.84	114,358.80
2,180.000	STERICYCLE INC CUSIP NO: 858912108	197,043.93	253,250.60
1,380.000	UNION PAC CORP CUSIP NO: 907818108	189,770.27	231,840.00
1,150.000	UNITED PARCEL SVC INC CL B CUSIP NO: 911312106	84,671.05	120,842.00
2,830.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	121,497.48	322,054.00
TOTAL INDUSTRIALS		917,769.69	1,411,122.70
INFORMATION TECHNOLOGY			
1,010.000	APPLE INC CUSIP NO: 037833100	252,288.19	566,630.20
13,420.000	EMC CORP CUSIP NO: 268648102	249,618.66	337,513.00

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A S S E T   D E T A I L

AS OF 12/31/13

LELAND FIKES FOUNDATION CUST G

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
430.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	203,331.43	481,905.30
590.000	INTERNATIONAL BUSINESS MACHS CUSIP NO: 459200101	49,139.45	110,666.30
280.000	MASTERCARD INC CL A COM CUSIP NO: 57636Q104	76,971.72	233,928.80
11,730.000	ORACLE CORP CUSIP NO: 68389X105	393,133.85	448,789.80
5,810.000	QUALCOMM INC CUSIP NO: 747525103	302,782.60	431,392.50
2,860.000	VERISIGN INC CUSIP NO: 92343E102	164,295.38	170,970.80
	TOTAL INFORMATION TECHNOLOGY	<u>1,691,561.28</u>	<u>2,781,796.70</u>
MATERIALS			
2,180.000	ECOLAB INC CUSIP NO: 278865100	118,474.34	227,308.60
1,670.000	PRAXAIR INC CUSIP NO: 74005P104	133,147.64	217,150.10
1,400.000	SIGMA ALDRICH CORP CUSIP NO: 826552101	102,763.12	131,614.00
	TOTAL MATERIALS	<u>354,385.10</u>	<u>576,072.70</u>
TELECOMMUNICATION SERVICES			
9,870.000	VERIZON COMMUNICATIONS INC CUSIP NO: 92343V104	429,083.27	485,011.80
	TOTAL TELECOMMUNICATION SERVICES	<u>429,083.27</u>	<u>485,011.80</u>
	TOTAL EQUITIES	<u>7,445,785.97</u>	<u>11,257,622.37</u>

# ASSET DETAIL

AS OF 12/31/13

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
9,025.000	GENERAL ELEC CO CUSIP NO: 369604103	183,613.87	252,970.75
3,120.000	ILLINOIS TOOL WKS INC CUSIP NO: 452308109	129,026.21	262,329.60
2,475.000	NORFOLK SOUTHERN CORP CUSIP NO: 655844108	190,776.73	229,754.25
1,815.000	STANLEY BLACK & DECKER INC CUSIP NO: 854502101	139,320.01	146,452.35
1,995.000	UNION PAC CORP CUSIP NO: 907818108	130,474.99	335,160.00
2,700.000	UNITED RENTALS INC CUSIP NO: 911363109	150,607.37	210,465.00
1,765.000	UNITED TECHNOLOGIES CORP CUSIP NO: 913017109	122,561.96	200,857.00
TOTAL INDUSTRIALS		1,345,612.83	2,048,129.80
INFORMATION TECHNOLOGY			
2,400.000	TE CONNECTIVITY LTD SWITZERLAND CUSIP NO: M84989104	57,225.12	132,264.00
8,950.000	CISCO SYS INC CUSIP NO: 17275R102	173,654.41	200,748.50
6,765.000	EMC CORP CUSIP NO: 268648102	182,986.69	170,139.75
228.000	GOOGLE INC CL A COM CUSIP NO: 38259P508	107,339.75	255,521.88
8,540.000	HEWLETT PACKARD CO CUSIP NO: 428236103	203,357.47	238,949.20
10,162.000	INTEL CORP CUSIP NO: 458140100	212,307.39	263,754.71
6,760.000	ORACLE CORP CUSIP NO: 68389X105	222,585.86	258,637.60
3,125.000	QUALCOMM INC CUSIP NO: 747525103	117,044.69	232,031.25
TOTAL INFORMATION TECHNOLOGY		1,276,501.38	1,752,046.89
MATERIALS			
440.000	CF INDS HLDGS INC CUSIP NO: 125269100	86,339.66	102,537.60
TOTAL MATERIALS		86,339.66	102,537.60
TELECOMMUNICATION SERVICES			
3,910.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM CUSIP NO: 92857W209	106,292.97	153,702.10
TOTAL TELECOMMUNICATION SERVICES		106,292.97	153,702.10

# ASSET DETAIL

AS OF 12/31/13

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
4,280.000	CITIGROUP INC NEW COM CUSIP NO: 172967424	169,323.48	223,030.80
1,530.000	GOLDMAN SACHS GROUP INC CUSIP NO: 38141G104	244,321.23	271,207.80
4,710.000	J P MORGAN CHASE & CO CUSIP NO: 46625H100	197,226.47	275,440.80
1,580.000	STATE STR CORP CUSIP NO: 857477103	68,802.20	115,956.20
2,685.000	US BANCORP DEL COM NEW CUSIP NO: 902973304	97,692.65	108,474.00
5,535.000	WELLS FARGO & CO NEW COM CUSIP NO: 949746101	186,331.99	251,289.00
TOTAL FINANCIALS		1,797,016.42	2,602,473.10
HEALTH CARE			
2,445.000	COVIDIEN PLC IRELAND CUSIP NO: G2554F113	119,713.16	166,504.50
1,750.000	ABBVIE INC CUSIP NO: 00287Y109	55,144.79	92,417.50
3,490.000	EXPRESS SCRIPTS HLDG CO CUSIP NO: 30219G108	187,563.87	245,137.60
1,490.000	MCKESSON CORP CUSIP NO: 58155Q103	93,879.09	240,486.00
1,895.000	MERCK & CO INC NEW COM CUSIP NO: 58933Y105	84,856.02	94,844.75
1,460.000	NOVARTIS A G SPONSORED ADR SWITZERLAND CUSIP NO: 66987V109	68,409.26	117,354.80
6,385.000	PFIZER INC CUSIP NO: 717081103	149,176.61	195,572.55
2,570.000	UNITEDHEALTH GROUP INC CUSIP NO: 91324P102	101,316.96	193,521.00
1,790.000	ZIMMER HLDGS INC CUSIP NO: 98956P102	151,868.35	166,810.10
TOTAL HEALTH CARE		1,011,928.11	1,512,648.80
INDUSTRIALS			
3,945.000	DELPHI AUTOMOTIVE PLC JERSEY CUSIP NO: G27823106	220,875.33	237,212.85
2,240.000	DANAHER CORP DEL CUSIP NO: 235851102	78,356.36	172,928.00

Statement 26

# ASSET DETAIL

AS OF 12/31/13

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
CONSUMER DISCRETIONARY			
1,810.000	CBS CORP NEW CL B COM CUSIP NO: 124857202	100,024.96	115,369.40
9,690.000	GANNETT INC CUSIP NO: 364730101	250,994.56	286,630.20
1,235.000	HOME DEPOT INC CUSIP NO: 437076102	40,351.15	101,689.90
2,825.000	MACYS INC CUSIP NO: 55616P104	134,171.61	150,855.00
2,960.000	ROSS STORES INC CUSIP NO: 778296103	66,729.64	221,792.80
2,085.000	TIME WARNER CABLE INC CUSIP NO: 88732J207	200,048.51	282,517.50
TOTAL CONSUMER DISCRETIONARY		792,320.43	1,158,854.80
CONSUMER STAPLES			
2,290.000	PROCTER & GAMBLE CO CUSIP NO: 742718109	137,989.57	186,428.90
3,780.000	WALGREEN CO CUSIP NO: 931422109	147,070.18	217,123.20
TOTAL CONSUMER STAPLES		285,059.75	403,552.10
ENERGY			
2,625.000	ATWOOD OCEANICS INC CUSIP NO: 050095108	149,198.35	140,148.75
1,995.000	CHEVRON CORP CUSIP NO: 166764100	156,587.55	249,195.45
3,240.000	CONOCOPHILLIPS CUSIP NO: 20825C104	164,642.45	228,906.00
1,130.000	MARATHON PETE CORP CUSIP NO: 56585A102	21,527.73	103,654.90
1,340.000	PHILLIPS 66 CUSIP NO: 718546104	39,093.83	103,354.20
TOTAL ENERGY		531,049.91	825,259.30
FINANCIALS			
2,695.000	AFLAC INC CUSIP NO: 001055102	97,152.69	180,026.00
2,550.000	AMERICAN EXPRESS CO CUSIP NO: 025816109	112,480.49	231,361.50
2,835.000	AMERIPRISE FINL INC CUSIP NO: 03076C106	223,255.60	326,166.75
16,110.000	BANK AMER CORP CUSIP NO: 060505104	176,972.94	250,832.70
1,165.000	BLACKROCK INC CL A CUSIP NO: 09247X101	223,456.68	368,687.55

Statement 26



# ASSET DETAIL

AS OF 12/31/13

LELAND FIKES FDN CUST A/C V

UNITS	ASSET DESCRIPTION	FEDERAL TAX COST	MARKET VALUE
UTILITIES			
1,640.000	DOMINION RES INC VA NEW CUSIP NO: 25746U109	64,072.99	106,091.60
	TOTAL UTILITIES	<u>64,072.99</u>	<u>106,091.60</u>
	TOTAL EQUITIES	<u>7,296,194.45</u>	<u>10,665,296.09</u>

## Borrower

	Tax Basis of REO, Loans & Original Issue Discount	Fair Market Value
90 Spring Creek LP	275,459 18	330,000 00
Bayview Partners	1,355,071 36	1,080,000 00
Bethany Crossing	1,100,000 00	1,100,000 00
Blanton Family	550,000 00	550,001 00
Brittany Estates	537,822 41	278,351 00
Cheldan	459,768 42	461,767 00
Dittmar Development	2,096,801 63	2,014,286 00
Douglas Properties & Douglas Hall	5,687,705 17	6,154,501 00
Downtown Prop Mgmt	1,150,000 00	1,150,000 00
EDAL	743,810 28	737,303 00
Fitzhugh	126,926 25	126,926 00
Fontana Ranch	487,785 94	506,599 00
Gateway Land Dev	933,436 74	933,437 00
Greenville Tower Medical	2,000,000 00	2,000,020 00
HJ Rockland LLC	0	50,000 00
Lake Austin Condos	2,612,621 01	1,472,462 00
Landers Family	259,484 18	249,000 00
KG Legacy Capital Investments LLC	679,862 20	810,000 00
Littlefield Hts Vig	1,099,999 31	1,100,000 00
MAW Grady Niblo	233,080 88	258,312 00
NE 40 Partners	870,092 90	960,000 00
Nebcan Realty	232,334 22	214,306 00
Quadrant Inv Prescott Int	1,978,071 08	2,279,688 00
RREAF (1925 Forest Lane)	613,000 00	613,000 00
River Oaks @ Fnendwood	1,687,821 75	1,714,500 00
Santa Barbara Realty	1,676,772 71	1,670,944 00
Silveira	153,846 00	153,846 00
Superior Arts	389,301 49	389,300 00
Urban Southwest Eastside	1,026,100 10	990,205 00
Urban Southwest - east	362,094 32	337,305 00
Totals	31,379,069 53	30,686,059 00

# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868)**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file)** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

## **Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
<b>Type or print</b>	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LELAND FIKES FOUNDATION, INC.	75-6035984
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	500 N. Akard, No. 1919	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Dallas, TX 75201	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

Mary F. Radford

- The books are in the care of ► 500 N. Akard, Suite 1900, Dallas, Texas - 75201
- Telephone No. ► 214 220-1011 Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2013** or  
► ☐ tax year beginning , and ending

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	98,143.
<b>b</b> If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	73,143.
<b>c</b> Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	25,000.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LELAND FIKES FOUNDATION, INC.	75-6035984
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	500 N. Akard, No. 1919	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Dallas, TX 75201	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

Mary F. Radford

• The books are in the care of **500 N. Akard, Suite 1900, Dallas, Texas - 75201**

Telephone No. **214 220-1011**

Fax No.

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **November 15, 2014.**

5 For calendar year **2013**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

**The Leland Fikes Foundation has not yet received from outside parties all of the information needed to prepare the tax return.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	50,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	98,143.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Michael McCallister** Title **CPA Texas**

Date **8/4/14**

Form 8868 (Rev. 1-2014)