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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

A Employer identification number
75-6306453

Number and street (or P O box number if mail is not delivered to street address) PO BOX 701 | Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
ABILENE, TX 79604

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 529,397

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) ______
(Part I, column (d) must be on cash basis.)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,592	2,592	2,592	
	4	Dividends and interest from securities	9,511	9,511	9,511	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,364			
	b	Gross sales price for all assets on line 6a 125,556				
	7	Capital gain net income (from Part IV, line 2)		24,364		
	8	Net short-term capital gain			23,422	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	36,467	36,467	35,525	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	5,626	5,626		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,225	1,225		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,616	1,616		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	188	188		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	8,655	8,655		0
	25	Contributions, gifts, grants paid	24,000			24,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	32,655	8,655		24,000
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,812			
	b	**Net investment income** (if negative, enter -0-)		27,812		
	c	**Adjusted net income** (if negative, enter -0-)			35,525	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	760	156	156
	2	Savings and temporary cash investments	14,008	4,246	4,246
	3	Accounts receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	4	Pledges receivable ▶ ________ Less allowance for doubtful accounts ▶ ________			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ________ Less allowance for doubtful accounts ▶ ________			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	45,814	38,722	39,765
	b	Investments—corporate stock (attach schedule)	281,429	304,550	401,828
	c	Investments—corporate bonds (attach schedule)	85,498	83,647	83,402
	11	Investments—land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ________ Less accumulated depreciation (attach schedule) ▶ ________			
	15	Other assets (describe ▶ ________)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	427,509	431,321	529,397
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ________)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	25,000	25,000	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	402,509	406,321	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	427,509	431,321	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	427,509	431,321	

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	427,509
2	Enter amount from Part I, line 27a	2	3,812
3	Other increases not included in line 2 (itemize) ▶ ________	3	
4	Add lines 1, 2, and 3	4	431,321
5	Decreases not included in line 2 (itemize) ▶ ________	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	431,321

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				

	(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				

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				

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	24,364
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	23,422

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	22,000	460,222	0 04780
2011	22,000	463,929	0 04742
2010	24,920	469,509	0 05308
2009	21,418	425,039	0 05039
2008	17,500	471,383	0 03713

2	**Total** of line 1, column (d).	2	0 23582
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 04716
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	497,131
5	Multiply line 4 by line 3.	5	23,446
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	278
7	Add lines 5 and 6.	7	23,724
8	Enter qualifying distributions from Part XII, line 4.	8	24,000

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	278
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	278
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	278
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	800		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	800
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	522
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 522 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶FIRST FINANCIAL TR & ASSET MGT Telephone no ▶(325) 627-7000

Located at ▶PO BOX 701 ABILENE TX ZIP+4 ▶79604

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		No

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
FIRST FINANCIAL TR ASSET MGT PO BOX 701 ABILENE,TX 79604	TRUSTEE 1 00	5,626		

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

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

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	495,117
b	Average of monthly cash balances	1b	9,585
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	504,702
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	504,702
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,571
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	497,131
6	**Minimum investment return.** Enter 5% of line 5	6	24,857

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	24,857
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 278		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	278
3	Distributable amount before adjustments Subtract line 2c from line 1	3	24,579
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	24,579
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	24,579

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	24,000
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	24,000
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	278
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	23,722

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				24,579
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			5,273	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 24,000				
a Applied to 2012, but not more than line 2a			5,273	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				18,727
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				5,852
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

THE JAMES FOUNDATION
P O BOX 701
ABILENE,TX 79604
(325) 627-7100

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

INFORMAL LETTER OF REQUEST

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				24,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,592	
4 Dividends and interest from securities			14	9,511	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					24,364
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				12,103	24,364

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 36,467

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee | 2014-03-07 Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
MARK LAYTON CPA				P00021078
Firm's name	Layton & Gage CPAS LLP		Firm's EIN	
Firm's address	400 Pine Stree Suite 980 Abilene, TX 796015118		Phone no (325)670-0888	

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABILENE HOPE HAVEN 801 S TREADAWAY ABILENE,TX 79602	NONE		OPERATIONS	1,000
MEALS ON WHEELS 949 MESQUITE ST ABILENE,TX 79601	NONE		OPERATIONS	2,000
JUNIOR ACHIEVEMENT 3300 S 14TH STE 204 ABILENE,TX 79605	NONE		OPERATIONS	1,000
BOBS AKA BREAKFAST ON BEECH STREET BEECH ST ABILENE,TX 79601	NONE		OPERATIONS	1,000
NOAH PROJECT 1636 N 20TH STREET ABILENE,TX 79601	NONE		OPERATIONS	1,000
BOYS GIRLS CLUB OF ABILENE 709 N 2ND STREET ABILENE,TX 79601	NONE		OPERATIONS	1,000
DAY NURSERY OF ABILENE 650 CEDAR ABILENE,TX 79601	NONE		OPERATIONS	1,000
UNIVERSITY OF TEXAS EL PASO 500 WEST UNIVERSITY AVENUE EL PASO,TX 79968	NONE		OPERATIONS	5,000
SERENITY FOUNDATION OF TEXAS 1546 N 2ND STREET ABILENE,TX 79601	NONE		OPERATIONS	1,000
SALVATION ARMY 1726 BUTTERNUT ABILENE,TX 79602	NONE		OPERATIONS	1,000
FOOD BANK OF ABILENE 5505 N 1ST STREET ABILENE,TX 79603	NONE		OPERATIONS	2,000
HENDRICK MEDICAL CENTER 1900 PINE STREET ABILENE,TX 79601	NONE		OPERATIONS	5,000
LOVE AND CARE MINISTRIES 233 FANNIN STREET ABILENE,TX 79603	NONE		OPERATIONS	2,000
Total . . . . ▶ **3a**				24,000

TY 2013 Accounting Fees Schedule

Name: THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

EIN: 75-6306453

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,225	1,225	0	0

TY 2013 Investments Corporate Bonds Schedule

Name: THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

EIN: 75-6306453

Software ID: 13000170

Software Version: 2013v3.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE OBLIGATIONS	83,647	83,402

TY 2013 Investments Corporate Stock Schedule

Name: THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

EIN: 75-6306453

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUBLICLY TRADED STOCKS	304,550	401,828

TY 2013 Investments Government Obligations Schedule

Name: THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

EIN: 75-6306453

Software ID: 13000170

Software Version: 2013v3.1

US Government Securities - End of Year Book Value: 12,345

US Government Securities - End of Year Fair Market Value: 13,412

State & Local Government Securities - End of Year Book Value: 26,377

State & Local Government Securities - End of Year Fair Market Value: 26,353

TY 2013 Other Expenses Schedule

Name: THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

EIN: 75-6306453

Software ID: 13000170

Software Version: 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE EXPENSE	44	44		
FOREIGN TAX ON DIVIDENDS	144	144		

TY 2013 Taxes Schedule

Name: THE JAMES FOUNDATION CHARITABLE TRUST
ATTN DAN THOMPSON

EIN: 75-6306453

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2012 FEDERAL INCOME TAX	816	816		
2013 FEDERAL ES PAYMENTS	800	800		

FROM 01/01/2013 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2013 JAMES FOUNDATION RUN 02/10/2014 09:38:27 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 117
TRUST ADMINISTRATOR: 5
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	8949
24.0000 AMERIPRISE FINL INC - 03076C106 - MINOR = 34								
SOLD		09/10/2013	2174.12					
ACQ	24.0000	06/16/2011	2174.12	1348.15	825.97	LT		F
5.0000 AMERIPRISE FINL INC - 03076C106 - MINOR = 34								
SOLD		12/02/2013	545.78					
ACQ	5.0000	06/16/2011	545.78	280.87	264.91	LT		F
3.0000 APPLE COMPUTER,INC. - 037833100 - MINOR = 34								
SOLD		09/10/2013	1479.48					
ACQ	3.0000	06/16/2006	1479.48	173.36	1306.12	LT	Y	F
6.0000 BLACKROCK INC - 09247X101 - MINOR = 34								
SOLD		01/11/2013	1322.48					
ACQ	6.0000	01/14/2011	1322.48	1184.25	138.23	LT		F
3.0000 BLACKROCK INC - 09247X101 - MINOR = 34								
SOLD		09/10/2013	797.20					
ACQ	3.0000	01/14/2011	797.20	592.12	205.08	LT		F
23.0000 CME GROUP INC - 12572Q105 - MINOR = 34								
SOLD		09/10/2013	1681.04					
ACQ	23.0000	01/31/2012	1681.04	1099.00	582.04	LT		F
4.0000 CATERPILLAR INC - 149123101 - MINOR = 34								
SOLD		01/23/2013	387.58					
ACQ	4.0000	07/23/2008	387.58	289.88	97.70	LT	Y	F
96.0000 COACH INC - 189754104 - MINOR = 34								
SOLD		07/30/2013	5100.52					
ACQ	76.0000	12/11/2012	4037.91	4279.70	-241.79	ST		C
	20.0000	01/23/2013	1062.61	1021.57	41.04	ST		C
17.0000 DISNEY WALT CO - 254687106 - MINOR = 34								
SOLD		09/10/2013	1065.38					
ACQ	17.0000	02/11/2008	1065.38	541.25	524.13	LT	Y	F
185.6060 DODGE & COX INCOME FD - 256210105 - MINOR = 94								
SOLD		12/16/2013	2531.67					
ACQ	175.8360	06/20/2011	2398.41	2380.82	17.59	LT	Y	F
	9.7700	09/09/2011	133.26	132.09	1.17	LT	Y	F
97.0000 DU PONT E I DE NEMOURS & CO - 263534109 - MINOR = 34								
SOLD		05/21/2013	5425.00					
ACQ	75.0000	08/10/2011	4194.59	3428.61	765.98	LT		F
	22.0000	08/15/2012	1230.41	1107.52	122.89	ST		C
37.0000 EMC CORP - 268648102 - MINOR = 34								
SOLD		02/12/2013	906.12					
ACQ	25.0000	06/14/2011	612.24	679.87	-67.63	LT		F
	12.0000	06/17/2011	293.88	311.01	-17.13	LT		F
131.0000 EMC CORP - 268648102 - MINOR = 34								
SOLD		07/10/2013	3206.43					
ACQ	16.0000	06/17/2011	391.63	414.69	-23.06	LT		F
	115.0000	06/22/2012	2814.80	2836.75	-21.95	LT		F
75.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 34								
SOLD		06/12/2013	6743.10					
ACQ	34.0000	10/04/2011	3056.87	2440.91	615.96	LT		F
	41.0000	12/02/2011	3686.23	3285.93	400.30	LT		F
178.9400 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		01/15/2013	178.94					
ACQ	178.9400	10/26/2006	178.94	175.61	3.33	LT	Y	F
149.1500 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		02/15/2013	149.15					
ACQ	149.1500	10/26/2006	149.15	146.38	2.77	LT	Y	F
143.7500 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		03/15/2013	143.75					
ACQ	143.7500	10/26/2006	143.75	141.08	2.67	LT	Y	F
145.5000 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		04/15/2013	145.50					
ACQ	145.5000	10/26/2006	145.50	142.79	2.71	LT	Y	F
141.9600 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		05/15/2013	141.96					
ACQ	141.9600	10/26/2006	141.96	139.32	2.64	LT	Y	F
140.3500 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		06/15/2013	140.35					
ACQ	140.3500	10/26/2006	140.35	137.74	2.61	LT	Y	F
122.6900 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		07/15/2013	122.69					
ACQ	122.6900	10/26/2006	122.69	120.41	2.28	LT	Y	F
127.5600 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		08/15/2013	127.56					
ACQ	127.5600	10/26/2006	127.56	125.19	2.37	LT	Y	F
106.9300 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		09/15/2013	106.93					
ACQ	106.9300	10/26/2006	106.93	104.94	1.99	LT	Y	F
94.1100 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		10/15/2013	94.11					
ACQ	94.1100	10/26/2006	94.11	92.36	1.75	LT	Y	F
86.8000 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		11/15/2013	86.80					
ACQ	86.8000	10/26/2006	86.80	85.19	1.61	LT	Y	F
85.4600 FHLMC POOL #FGG12410 5.000% 5/01/21 - 3128M1R76 - MINOR = 17								
SOLD		12/15/2013	85.46					
ACQ	85.4600	10/26/2006	85.46	83.87	1.59	LT	Y	F

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 117
TRUST ADMINISTRATOR: 5
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	
195.0700 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		01/15/2013	195.07					
ACQ	195.0700	08/29/2006	195.07	187.21	7.86	LT	Y	F
114.9100 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		02/15/2013	114.91					
ACQ	114.9100	08/29/2006	114.91	110.28	4.63	LT	Y	F
123.7500 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		03/15/2013	123.75					
ACQ	123.7500	08/29/2006	123.75	118.76	4.99	LT	Y	F
175.4000 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		04/15/2013	175.40					
ACQ	175.4000	08/29/2006	175.40	168.33	7.07	LT	Y	F
205.4800 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		05/15/2013	205.48					
ACQ	205.4800	08/29/2006	205.48	197.20	8.28	LT	Y	F
83.7600 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		06/15/2013	83.76					
ACQ	83.7600	08/29/2006	83.76	80.38	3.38	LT	Y	F
158.2200 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		07/15/2013	158.22					
ACQ	158.2200	08/29/2006	158.22	151.84	6.38	LT	Y	F
181.6100 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		08/15/2013	181 61					
ACQ	181.6100	08/29/2006	181.61	174.29	7.32	LT	Y	F
144.1500 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		09/15/2013	144.15					
ACQ	144.1500	08/29/2006	144 15	138.34	5.81	LT	Y	F
62.6800 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		10/15/2013	62 68					
ACQ	62.6800	08/29/2006	62.68	60.15	2.53	LT	Y	F
115.8500 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		11/15/2013	115.85					
ACQ	115.8500	08/29/2006	115.85	111.18	4.67	LT	Y	F
47 3500 FHLMC POOL #FGG18068 4.500% 8/01/20 - 3128MMCE1 - MINOR = 17								
SOLD		12/15/2013	47 35					
ACQ	47.3500	08/29/2006	47.35	45.44	1.91	LT	Y	F
229.0100 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		01/25/2013	229.01					
ACQ	229.0100	11/21/2003	229.01	229.80	-0.79	LT	Y	F
235.7500 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		02/25/2013	235.75					
ACQ	235.7500	11/21/2003	235.75	236.56	-0.81	LT	Y	F
203.7400 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		03/25/2013	203.74					
ACQ	203.7400	11/21/2003	203.74	204.44	-0.70	LT	Y	F
199.5900 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		04/25/2013	199.59					
ACQ	199.5900	11/21/2003	199.59	200.28	-0.69	LT	Y	F
222.6700 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		05/25/2013	222.67					
ACQ	222.6700	11/21/2003	222 67	223.43	-0 76	LT	Y	F
220.4400 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		06/25/2013	220.44					
ACQ	220.4400	11/21/2003	220.44	221.20	-0.76	LT	Y	F
212.0200 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		07/25/2013	212 02					
ACQ	212.0200	11/21/2003	212.02	212.75	-0.73	LT	Y	F
196.2000 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		08/25/2013	196.20					
ACQ	196.2000	11/21/2003	196.20	196.87	-0.67	LT	Y	F
178.4600 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		09/25/2013	178.46					
ACQ	178.4600	11/21/2003	178.46	179.07	-0.61	LT	Y	F
135.1400 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		10/25/2013	135.14					
ACQ	135.1400	11/21/2003	135.14	135.60	-0.46	LT	Y	F
138.2200 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		11/25/2013	138.22					
ACQ	138.2200	11/21/2003	138.22	138.70	-0.48	LT	Y	F
147.5300 FNMA POOL #FN254865 4.500% 9/01/18 - 31371LCA5 - MINOR = 17								
SOLD		12/25/2013	147.53					
ACQ	147.5300	11/21/2003	147 53	148.04	-0.51	LT	Y	F
185.7000 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		01/25/2013	185.70					
ACQ	185.7000	08/13/2007	185.70	177.14	8.56	LT	Y	F
140.9800 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		02/25/2013	140.98					
ACQ	140.9800	08/13/2007	140.98	134.48	6.50	LT	Y	F
117.9500 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		03/25/2013	117.95					
ACQ	117.9500	08/13/2007	117.95	112.51	5.44	LT	Y	F
145.2400 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		04/25/2013	145.24					
ACQ	145.2400	08/13/2007	145 24	138.55	6.69	LT	Y	F

TAX PREPARER: 117
TRUST ADMINISTRATOR: 5
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	
180.0600 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		05/25/2013	180 06					
ACQ	180.0600	08/13/2007	180 06	171.76	8.30	LT	Y	F
118.2400 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		06/25/2013	118.24					
ACQ	118.2400	08/13/2007	118.24	112.79	5 45	LT	Y	F
98.6100 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		07/25/2013	98.61					
ACQ	98.6100	08/13/2007	98.61	94.06	4.55	LT	Y	F
88.3700 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		08/25/2013	88.37					
ACQ	88.3700	08/13/2007	88.37	84.30	4.07	LT	Y	F
89.8200 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		09/25/2013	89.82					
ACQ	89.8200	08/13/2007	89.82	85.68	4.14	LT	Y	F
106.8300 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		10/25/2013	106 83					
ACQ	106.8300	08/13/2007	106.83	101.91	4.92	LT	Y	F
108.8100 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		11/25/2013	108.81					
ACQ	108.8100	08/13/2007	108.81	103.79	5.02	LT	Y	F
57.3400 FNMA POOL #FN0735926 4.500% 10/01/20 - 31402RSP5 - MINOR = 17								
SOLD		12/25/2013	57.34					
ACQ	57.3400	08/13/2007	57.34	54.70	2.64	LT	Y	F
92.0000 FORD MOTOR CO - 345370860 - MINOR = 34								
SOLD		09/10/2013	1607.30					
ACQ	92.0000	06/30/2011	1607 30	1277.54	329.76	LT		F
41.0000 FORTINET INC - 34959E109 - MINOR = 34								
SOLD		09/10/2013	838.43					
ACQ	41.0000	07/10/2013	838.43	807.19	31.24	ST		C
2.0000 GOOGLE INC - 38259P508 - MINOR = 34								
SOLD		02/12/2013	1572.09					
ACQ	2.0000	02/09/2010	1572 09	1074.25	497.84	LT	Y	F
1.0000 GOOGLE INC - 38259P508 - MINOR = 34								
SOLD		09/10/2013	886.51					
ACQ	1.0000	02/09/2010	886.51	537.12	349.39	LT	Y	F
189.0000 INTEL CORP - 458140100 - MINOR = 34								
SOLD		04/25/2013	4470.64					
ACQ	83.0000	10/22/2007	1963.30	2213.46	-250.16	LT	Y	F
	106.0000	02/28/2008	2507.34	2177.24	330.10	LT	Y	F
28.0000 INTERNATIONAL BUSINESS MACHINES - 459200101 - MINOR = 34								
SOLD		11/14/2013	5066.88					
ACQ	12.0000	04/15/2004	2171 52	1122.72	1048.80	LT	Y	F
	12.0000	09/12/2005	2171.52	982.68	1188 84	LT	Y	F
	4.0000	09/10/2013	723.84	746.68	-22 84	ST		C
33.0000 ISHARES S & P MIDCAP 400 INDEX FUND - 464287507 - MINOR = 78								
SOLD		09/10/2013	4045.73					
ACQ	33.0000	10/24/2008	4045.73	1664.34	2381.39	LT	Y	F
19.0000 JPMORGAN CHASE & CO - 46625H100 - MINOR = 34								
SOLD		09/10/2013	1018.76					
ACQ	19.0000	12/07/2012	1018.76	808.43	210.33	ST		C
18.0000 JOHNSON & JOHNSON INC - 478160104 - MINOR = 34								
SOLD		09/10/2013	1590.99					
ACQ	18.0000	10/24/2003	1590.99	900.54	690.45	LT	Y	F
15.5340 JP MORGAN SMALL CAP EQUITY FD SEL - 4812A1373 - MINOR = 43								
SOLD		09/10/2013	731.34					
ACQ	15.5340	10/24/2003	731.34	355.57	375.77	LT	Y	F
8.0000 MATTEL INC - 577081102 - MINOR = 34								
SOLD		09/10/2013	335 75					
ACQ	8.0000	07/30/2013	335.75	338.03	-2 28	ST		C
45.0000 MICROSOFT CORP - 594918104 - MINOR = 34								
SOLD		08/26/2013	1534.57					
ACQ	45.0000	07/25/2012	1534.57	1308.57	226 00	LT		F
10.0000 MICROSOFT CORP - 594918104 - MINOR = 34								
SOLD		09/10/2013	322.69					
ACQ	10.0000	07/25/2012	322.69	290.79	31.90	LT		F
31.0000 MONDELEZ INTL INC - 609207105 - MINOR = 34								
SOLD		09/10/2013	960 08					
ACQ	31.0000	02/20/2013	960.08	840.15	119.93	ST		C
16.0000 NOVARTIS AG - 66987V109 - MINOR = 41								
SOLD		03/01/2013	1088.81					
ACQ	16.0000	05/18/2010	1088 81	754 22	334 59	LT	Y	F
15.0000 NOVARTIS AG - 66987V109 - MINOR = 41								
SOLD		09/10/2013	1140.13					
ACQ	15.0000	05/18/2010	1140 13	707.08	433.05	LT	Y	F
4.0000 OCCIDENTAL PETROLEUM CORP - 674599105 - MINOR = 34								
SOLD		09/10/2013	357.99					
ACQ	4.0000	11/16/2010	357.99	339.90	18.09	LT	Y	F
17.0000 ONEOK INC - 682680103 - MINOR = 34								
SOLD		09/10/2013	889.25					
ACQ	17.0000	03/23/2012	889.25	698.06	191.19	LT		F
5.0000 ONEOK INC - 682680103 - MINOR = 34								
SOLD		09/10/2013	260.23					
ACQ	5.0000	03/23/2012	260.23	205.31	54.92	LT		F

FIRST FINANCIAL TRUST & ASSET MANAGEMENT CO.
STATEMENT OF CAPITAL GAINS AND LOSSES
JAMES FOUNDATION

RUN 02/10/2014
09:38:27 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 117
TRUST ADMINISTRATOR: 5
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	
229.9110 PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 94								
SOLD		12/16/2013	2471.54					
ACQ	225.4520	06/17/2011	2423.61	2479.97	-56.36	LT	Y	F
	4.4590	09/09/2011	47.93	49.18	-1.25	LT	Y	F
22.0000 PNC FINANCIAL SERVICES GROUP INC - 693475105 - MINOR = 34								
SOLD		09/10/2013	1617.19					
ACQ	22.0000	08/30/2011	1617.19	1085.07	532.12	LT		F
28.0000 PPL CORP - 69351T106 - MINOR = 34								
SOLD		04/19/2013	900.54					
ACQ	28.0000	01/24/2012	900.54	776.78	123.76	LT		F
38.0000 PPL CORP - 69351T106 - MINOR = 34								
SOLD		07/30/2013	1204.11					
ACQ	38.0000	01/24/2012	1204.11	1054.20	149.91	LT		F
15.0000 PPL CORP - 69351T106 - MINOR = 34								
SOLD		09/10/2013	452.87					
ACQ	15.0000	01/24/2012	452.87	416.13	36.74	LT		F
18.0000 PEPSICO INC - 713448108 - MINOR = 34								
SOLD		09/10/2013	1428.63					
ACQ	18.0000	09/30/2011	1428.63	1123.03	305.60	LT		F
5.0000 PROCTER & GAMBLE CO - 742718109 - MINOR = 34								
SOLD		09/10/2013	389 44					
ACQ	5.0000	08/15/2012	389 44	334.02	55 42	LT		F
16.0000 QUALCOMM INCORPORATED - 747525103 - MINOR = 34								
SOLD		09/10/2013	1120.00					
ACQ	16.0000	04/25/2013	1120.00	995.71	124.29	ST		C
38.0000 SPDR S&P REGIONAL BANKING ETF (KBW) - 78464A698 - MINOR = 34								
SOLD		09/10/2013	1360.75					
ACQ	38.0000	10/26/2010	1360.75	874.24	486.51	LT	Y	F
43.0000 SANDISK CORP - 80004C101 - MINOR = 34								
SOLD		01/28/2013	2122.29					
ACQ	43.0000	04/19/2012	2122.29	1749.74	372.55	ST		C
21.0000 SANDISK CORP - 80004C101 - MINOR = 34								
SOLD		02/12/2013	1043.25					
ACQ	21.0000	04/19/2012	1043.25	854.52	188.73	ST		C
11.0000 SANDISK CORP - 80004C101 - MINOR = 34								
SOLD		09/10/2013	662.74					
ACQ	11.0000	04/19/2012	662.74	447.61	215.13	LT		F
22.0000 SANOFI-AVENTIS - 80105N105 - MINOR = 41								
SOLD		03/01/2013	1031.81					
ACQ	22.0000	02/17/2012	1031 81	819 54	212 27	LT		F
108.0000 SANOFI-AVENTIS - 80105N105 - MINOR = 41								
SOLD		07/10/2013	5486 96					
ACQ	108.0000	02/17/2012	5486.96	4023.21	1463.75	LT		F
4.0000 SCHLUMBERGER LTD - 806857108 - MINOR = 34								
SOLD		09/10/2013	346 65					
ACQ	4.0000	05/04/2006	346.65	283.66	62.99	LT	Y	F
4.0000 3M CO - 88579Y101 - MINOR = 34								
SOLD		01/23/2013	398.20					
ACQ	4.0000	11/15/2006	398.20	322.09	76.11	LT	Y	F
7.0000 3M CO - 88579Y101 - MINOR = 34								
SOLD		05/29/2013	777.74					
ACQ	7.0000	11/15/2006	777.74	563.66	214.08	LT	Y	F
7.0000 3M CO - 88579Y101 - MINOR = 34								
SOLD		09/10/2013	822.20					
ACQ	7.0000	11/15/2006	822.20	563.66	258.54	LT	Y	F
35.0000 3M CO - 88579Y101 - MINOR = 34								
SOLD		09/16/2013	4191.72					
ACQ	11.0000	11/15/2006	1317.40	885.76	431.64	LT	Y	F
	24.0000	07/23/2008	2874.32	1701.60	1172.72	LT	Y	F
9.0000 UNITED PARCEL SERVICE, INC. - 911312106 - MINOR = 34								
SOLD		09/10/2013	791.80					
ACQ	9.0000	10/25/2011	791.80	625.73	166.07	LT		F
17.0000 VANGUARD FTSE DEVELOPED MARKET ETF - 921943858 - MINOR = 78								
SOLD		09/10/2013	662.99					
ACQ	17.0000	03/12/2010	662.99	584.52	78.47	LT	Y	F
264.2840 VANGUARD I/T INVESTMENT GRADE FD-ADM - 922031810 - MINOR = 94								
SOLD		12/16/2013	2595.27					
ACQ	264.2840	09/29/2011	2595 27	2650 77	-55.50	LT	Y	F
224.1160 VANGUARD S/T INVESTMENT GRADE FD-ADM - 922031836 - MINOR = 94								
SOLD		12/16/2013	2407.01					
ACQ	224.1160	09/29/2011	2407.01	2389.08	17.93	LT	Y	F
117.0000 VANGUARD EMERGING MARKETS ETF - 922042858 - MINOR = 78								
SOLD		09/10/2013	4799.25					
ACQ	117.0000	09/22/2009	4799.25	4570.02	229.23	LT	Y	F
12.0000 VANGUARD MATERIALS ETF - 92204A801 - MINOR = 34								
SOLD		09/10/2013	1134.02					
ACQ	12.0000	05/21/2013	1134.02	1109.57	24.45	ST		C
94.0000 VODAFONE GROUP-SP ADR NEW - 92857W209 - MINOR = 41								
SOLD		03/01/2013	2373.55					
ACQ	94.0000	07/19/2011	2373.55	2433.39	-59.84	LT		F
85.0000 VODAFONE GROUP-SP ADR NEW - 92857W209 - MINOR = 41								
SOLD		03/15/2013	2351.41					
ACQ	62.0000	07/19/2011	1715.15	1605.01	110.14	LT		F
	23.0000	09/09/2011	636 26	594.89	41.37	LT		F

FROM 01/01/2013 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2013 JAMES FOUNDATION RUN 02/10/2014 09:38:27 AM

TRUST YEAR ENDING 12/31/2013

TAX PREPARER: 117
TRUST ADMINISTRATOR: 5
INVESTMENT OFFICER: 2

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC	
164.0000 WALGREEN CO - 931422109 - MINOR = 34								
SOLD		02/20/2013	6843.56					
ACQ	111.0000	02/17/2012	4631.92	3860.36	771.56	LT		F
	53.0000	03/21/2012	2211.64	1782.62	429.02	ST		C
24.0000 WELLPOINT INC - 94973V107 - MINOR = 34								
SOLD		09/10/2013	2101.45					
ACQ	24.0000	09/20/2012	2101.45	1415.96	685.49	ST		C
7.0000 EATON CORP PLC - G29183103 - MINOR = 34								
SOLD		01/23/2013	395.44					
ACQ	7.0000	11/30/2012	395.44	363.34	32.10	ST		C
14.0000 EATON CORP PLC - G29183103 - MINOR = 34								
SOLD		09/10/2013	948.48					
ACQ	14.0000	11/30/2012	948.48	726.68	221.80	ST		C
7.0000 CHECK POINT SOFTWARE TECH - M22465104 - MINOR = 34								
SOLD		09/10/2013	409.00					
ACQ	7.0000	02/12/2013	409.00	362.10	46.90	ST		C
		TOTALS	124614.08	101192.33				

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0.00	0.00	12411.43	0.00	0.00	0.00*
COVERED FROM ABOVE	2383.85	0.00	8626.47	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	52.24	0.00	941.72			0.00
	2436.09	0.00	21979.62	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	0.00	0.00	12411.43	0.00	0.00	0.00*
COVERED FROM ABOVE	2383.85	0.00	8626.47	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	52.24	0.00	941.72			0.00
	2436.09	0.00	21979.62	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
TEXAS	N/A	N/A