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

OMB No 1545-0052
2013
Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE HODGES FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O. BOX 1501, NJ2-130-03-31

City or town | State | ZIP code
PENNINGTON | NJ | 08534-1501

Foreign country name | Foreign province/state/county | Foreign postal code

A Employer identification number
75-6329970

B Telephone number (see instructions)
609-274-6834

C If exemption application is pending, check here ▶☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 1,512,179

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

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	33,120	31,194		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	39,209			
b	Gross sales price for all assets on line 6a 167,825				
7	Capital gain net income (from Part IV, line 2)		39,209		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	3,320	3,320		
12	**Total.** Add lines 1 through 11	75,649	73,723	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500			2,500
c	Other professional fees (attach schedule)	13,333	8,000		5,333
17	Interest				
18	Taxes (attach schedule) (see instructions)	2,216	312		2,216
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	586	586		
24	**Total operating and administrative expenses.** Add lines 13 through 23	18,635	8,898	0	10,049
25	Contributions, gifts, grants paid	58,450			58,450
26	**Total expenses and disbursements.** Add lines 24 and 25	77,085	8,898	0	68,499
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-1,436			
b	**Net investment income** (if negative, enter -0-)		64,825		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2013)

ZAP

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	10,304	193	193
	2	Savings and temporary cash investments	62,303	33,227	33,227
	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)	196,039	195,435	185,206
	b	Investments—corporate stock (attach schedule)	439,874	455,851	966,007
	c	Investments—corporate bonds (attach schedule)	149,589	168,726	181,652
	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) ▶	110,280	110,212	130,944
	15	Other assets (describe ▶ LIFE INSURANCE POLICY)	14,950	14,950	14,950
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	983,339	978,594	1,512,179
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	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	983,339	978,594	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	983,339	978,594	
	31	**Total liabilities and net assets/fund balances** (see instructions)	983,339	978,594	

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	983,339
2	Enter amount from Part I, line 27a	2	-1,436
3	Other increases not included in line 2 (itemize) ▶ PURCHASE OF ACCRUED INT CARRIED OVER F	3	456
4	Add lines 1, 2, and 3	4	982,359
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,765
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	978,594

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 Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				0
b				0
c				0
d				0
e				0

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** 39,209

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** 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			0 000000
2011			0 000000
2010			0 000000
2009			0 000000
2008			0 000000

2 **Total** of line 1, column (d) **2** 0 000000

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 000000

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 **4**

5 Multiply line 4 by line 3 **5**

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 0

7 Add lines 5 and 6 **7** 0

8 Enter qualifying distributions from Part XII, line 4 **8** 0

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,297
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	1,297
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	1,297
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,677		
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	1,677
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	380
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶**		Refunded ▶	11	380

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A Telephone no. ▶ 609-274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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	N/A	
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** N/A

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 (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** N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
EDDIE V HODGES, SR PO BOX 193 COLEMAN, TX 76834	TRUSTEE 2 00	0		
NELDA R HODGES PO BOX 193 COLEMAN, TX 76834	TRUSTEE 1 00	0		

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 ▶ 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 (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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities			1a	1,368,127
b	Average of monthly cash balances			1b	76,771
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,444,898
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	1,444,898
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	21,673
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,423,225
6	**Minimum investment return.** Enter 5% of line 5			6	71,161

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	71,161
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,297		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,297
3	Distributable amount before adjustments Subtract line 2c from line 1			3	69,864
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	69,864
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	69,864

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	68,499
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	68,499
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	68,499

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				69,864
2		Undistributed income, if any, as of the end of 2013				
	a	Enter amount for 2012 only			58,249	
	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	0			
4		Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 68,499				
	a	Applied to 2012, but not more than line 2a			58,249	
	b	Applied to undistributed income of prior years (Election required—see instructions)				
	c	Treated as distributions out of corpus (Election required—see instructions)				
	d	Applied to 2013 distributable amount				10,250
	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	0			
	b	Prior years' undistributed income. Subtract line 4b from line 2b		0		
	c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
	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			0	
	f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				59,614
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) **N/A**

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a . . .					0
c Qualifying distributions from Part XII, line 4 for each year listed . . .					0
d Amounts included in line 2c not used directly for active conduct of exempt activities .					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . .					0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets .					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . .					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .					0
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) . .					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) .					0
(3) Largest amount of support from an exempt organization . .					0
(4) Gross investment income .					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total . . . . ▶ **3a**				58,450
b *Approved for future payment* NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	33,120	
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			18	39,209	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a PARTNERSHIP INCOME			14	3,320	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		75,649	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 75,649

(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)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

▶ Eddie C. Hodges 5/16/14 ▶ trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		5/7/2014		P00364310

Firm's name ▶ PricewaterhouseCoopers, LLP Firm's EIN ▶ 13-4008324

Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219 Phone no 412-355-6000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name ABILENE OPEN DOOR				
Street 357 RUSSELL				
City ABILENE		**State** TX	**Zip Code** 79605	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 1,000
Name ABILENE ZOO				
Street 2070 ZOO LANE				
City ABILENE		**State** TX	**Zip Code** 79602	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 500
Name ALZHEIMERS FOUNDATION OF AMERICA				
Street 301 S PIONEER DR				
City ABILENE		**State** TX	**Zip Code** 79605	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 500
Name BELTWAY PARK BAPTIST CHURCH				
Street 4009 BELTWAY SOUTH				
City ABILENE		**State** TX	**Zip Code** 79606	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 100
Name BUFFALO GAP HISTORICAL				
Street PO BOX 818				
City BUFFALO GAP		**State** TX	**Zip Code** 79508	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 250
Name CARENET PREGNANCY CENTERS OF CANYON				
Street 1712 2ND AVENUE				
City CANYON		**State** TX	**Zip Code** 79015	**Foreign Country**
Relationship NONE	**Foundation Status** PC			
Purpose of grant/contribution GENERAL OPERATING				**Amount** 1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
COLEMAN SENIOR CENTER
Street
916 S CONCHO
City COLEMAN | **State** TX | **Zip Code** 76834 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 500

Name
FIRST BAPTIST CHURCH OF ABILENE
Street
1333 NORTH 3RD
City ABILENE | **State** TX | **Zip Code** 79601 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 500

Name
FIRST UNITED METHODIST CHURCH
Street
202 BUTTERNUT
City ABILENE | **State** TX | **Zip Code** 79602 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 500

Name
FRONTIER TEXAS
Street
625 NORTH 1ST
City ABILENE | **State** TX | **Zip Code** 79601 | **Foreign Country**
Relationship NONE | **Foundation Status** SO I
Purpose of grant/contribution GENERAL OPERATING | **Amount** 500

Name
GRACE MUSEUM
Street
PO BOX 33
City ABILENE | **State** TX | **Zip Code** 79601 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 250

Name
HARDIN SIMMONS UNIV
Street
2200 HICKORY BOX 16100
City ABILENE | **State** TX | **Zip Code** 79698 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 7,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
HENDRICK HOME FOR CHILDREN
Street
PO BOX 5195

City	State	Zip Code	Foreign Country
ABILENE	TX	79608	

Relationship	Foundation Status
NONE	POF

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,000

Name
HILLSDALE COLLEGE
Street
PO BOX 96607

City	State	Zip Code	Foreign Country
WASHINGTON	DC	20077	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	100

Name
JUNIOR LEAGUE OF ABILENE
Street
774 BUTTERNUT

City	State	Zip Code	Foreign Country
ABILENE	TX	79602	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	100

Name
MATTHEW 25 MINISTRIES
Street
PO BOX 1003

City	State	Zip Code	Foreign Country
COLEMAN	TX	76834	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,500

Name
MCMURRY UNIVERSITY
Street
MCMURRY UNIVERSITY BOX 938

City	State	Zip Code	Foreign Country
ABILENE	TX	79597	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,000

Name
EAST TEXAS COMMUNITIES FOUNDATION
Street
315 N BROADWAY SUITE 219

City	State	Zip Code	Foreign Country
TYLER	TX	75702	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
NOROC INC
Street
200 HEDGES

City	**State**	**Zip Code**	**Foreign Country**
ABILENE	TX	79605	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	2,500

Name
PARAMOUNT THEATER
Street
PO BOX 1818

City	**State**	**Zip Code**	**Foreign Country**
ABILENE	TX	79604	

Relationship	**Foundation Status**
NONE	SO-DP

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	1,200

Name
PASTORAL CARE
Street
1317 N 8TH ST #200

City	**State**	**Zip Code**	**Foreign Country**
ABILENE	TX	79601	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	1,000

Name
PRESBYTERIAN MEDICAL CARE MISSION
Street
1857 PINE ST

City	**State**	**Zip Code**	**Foreign Country**
ABILENE	TX	79601	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	1,000

Name
SALVATION ARMY
Street
1726 BUTTERNUT

City	**State**	**Zip Code**	**Foreign Country**
ABILENE	TX	79602	

Relationship	**Foundation Status**
NONE	SO I

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	200

Name
SAMARITANS PURSE
Street
PO BOX 3000

City	**State**	**Zip Code**	**Foreign Country**
BOONE	NC	28607	

Relationship	**Foundation Status**
NONE	PC

Purpose of grant/contribution	**Amount**
GENERAL OPERATING	500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
SMILE TRAIN
Street
PO BOX 96231
City WASHINGTON | **State** DC | **Zip Code** 20090 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 250

Name
TEXAS MOCH NETWORK INC
Street
PO BOX 58014
City HOUSTON | **State** TX | **Zip Code** 77258 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 7,000

Name
WEST TEXAS REHAB CENTER
Street
4601 HARTFORD ST
City ABILENE | **State** TX | **Zip Code** 79605 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 15,500

Name
YOUNG LIFE ABILENE
Street
181 1 2 PINE ST
City ABILENE | **State** TX | **Zip Code** 79601 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 3,000

Name
WOUNDED WARRIORS PROJECT
Street
PO BOX 758517
City TOPEKA | **State** KS | **Zip Code** 66675 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 500

Name
TEAM FOCUS
Street
PO BOX 91626
City MOBILE | **State** AL | **Zip Code** 36691 | **Foreign Country**
Relationship NONE | **Foundation Status** PC
Purpose of grant/contribution GENERAL OPERATING | **Amount** 5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
ABILENE CULTURAL AFFAIRS CONCIL

Street
1101 N 1ST

City	State	Zip Code	Foreign Country
ABILENE	TX	79601	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	500

Name
ABILENE PHILHARMONIC

Street
401 CYPRESS STE 520

City	State	Zip Code	Foreign Country
ABILENE	TX	79601	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	2,500

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	217	Capital Gains/Losses	167,825	128,616	39,209
Short Term CG Distributions		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	CATERPILLAR INC DEL	149123101			12/7/2007		3/12/2013	1,344	1,113				0	231
2	X	CATERPILLAR INC DEL	149123101			1/8/2010		4/4/2013	420	299				0	121
3	X	CATERPILLAR INC DEL	149123101			12/12/2008		4/4/2013	1,009	492				0	517
4	X	CATERPILLAR INC DEL	149123101			11/22/2010		4/4/2013	841	832				0	9
5	X	CATERPILLAR INC DEL	149123101			10/15/2009		4/4/2013	2,186	1,407				0	779
6	X	CENTURYLINK INC SHS	156700106			1/5/2010		2/20/2013	4,194	3,359				0	835
7	X	CENTURYLINK INC SHS	156700106			11/22/2010		2/20/2013	375	444				0	-69
8	X	CONSOL ENERGY INC COM	20854P109			12/12/2008		9/24/2013	342	293				0	49
9	X	CONSOL ENERGY INC COM	20854P109			12/12/2008		9/25/2013	1,016	879				0	137
10	X	CONSOL ENERGY INC COM	20854P109			12/12/2008		9/26/2013	1,250	1,084				0	166
11	X	CONSOL ENERGY INC COM	20854P109			12/12/2008		9/27/2013	270	234				0	36
12	X	EQT CORP	26884L109			12/12/2008		2/6/2013	5,157	2,704				0	2,453
13	X	FEDERAL HOME LN MTG COR	3134A4UK8			12/16/2008		11/15/2013	12,000	12,000				0	0
14	X	FEDERAL HOME LN MTG COR	3134A4UK8			12/16/2010		11/15/2013	1,000	1,000				0	0
15	X	FEDERAL HOME LN MTG COR	3134A4UK8			2/11/2011		11/15/2013	4,000	4,000				0	0
16	X	FEDERAL HOME LN MTG COR	3134A4UK8			11/22/2010		11/15/2013	3,000	3,000				0	0
17	X	FIRSTENERGY CORP	337932107			1/8/2010		2/6/2013	199	230				0	-31
18	X	FIRSTENERGY CORP	337932107			11/22/2010		2/6/2013	398	358				0	40
19	X	FIRSTENERGY CORP	337932107			12/12/2008		2/6/2013	2,459	3,345				0	-886
20	X	FIRSTENERGY CORP	337932107			12/12/2008		2/6/2013	717	971				0	-254
21	X	GENL DYNAMICS CORP CON	369550108			12/12/2008		2/11/2013	1,867	1,486				0	381
22	X	GENL DYNAMICS CORP CON	369550108			12/12/2008		2/12/2013	2,936	2,335				0	601
23	X	GENL DYNAMICS CORP CON	369550108			11/22/2010		2/12/2013	334	330				0	4
24	X	GENERAL ELECTRIC COMPAI	369604AY9			1/8/2010		2/1/2013	2,000	2,000				0	0
25	X	GENERAL ELECTRIC COMPAI	369604AY9			12/16/2008		2/1/2013	10,000	10,000				0	0
26	X	GENERAL ELECTRIC COMPAI	369604AY9			11/22/2010		2/1/2013	1,000	1,000				0	0
27	X	LIMITED BRANDS INC	532716107			2/17/2011		2/20/2013	5,373	4,026				0	1,347
28	X	LIMITED BRANDS INC	532716107			8/23/2011		2/20/2013	1,998	1,592				0	406
29	X	PEABODY ENERGY CORP CC	704549104			12/12/2008		4/4/2013	1,686	2,005				0	-319
30	X	RIO TINTO PLC SPNSRD ADR	767204100			12/12/2008		4/4/2013	3,849	1,385				0	2,464
31	X	RIO TINTO PLC SPNSRD ADR	767204100			11/22/2010		4/4/2013	687	1,007				0	-320
32	X	SOUTHERN COMPANY	842587107			12/12/2008		1/18/2013	4,953	4,140				0	813
33	X	SOUTHERN COMPANY	842587107			12/12/2008		1/22/2013	2,010	1,671				0	339
34	X	UNILEVER NV NY REG SHS	904784709			12/12/2008		11/19/2013	938	557				0	381
35	X	UNILEVER NV NY REG SHS	904784709			12/12/2008		11/20/2013	1,723	1,021				0	702
36	X	UNILEVER NV NY REG SHS	904784709			12/12/2008		11/21/2013	1,438	858				0	580
37	X	U S TREASURY BOND	912810QU5			2/24/2012		1/9/2013	2,036	2,006				0	30
38	X	U S TREASURY NOTE	912828LK4			2/11/2011		6/6/2013	7,187	7,063				0	124
39	X	U S TREASURY NOTE	912828NZ9			11/22/2010		6/27/2013	1,018	990				0	28
40	X	U S TREASURY NOTE	912828NZ9			3/3/2011		6/27/2013	7,125	6,740				0	385
41	X	U S TREASURY NOTE	912828QF0			5/27/2011		6/27/2013	6,227	6,053				0	174
42	X	U S TREASURY NOTE	912828RC6			8/25/2011		5/13/2013	7,295	6,931				0	364
43	X	U S TREASURY NOTE	912828RC6			10/26/2012		5/13/2013	6,253	6,266				0	-13
44	X	V F CORPORATION	918204108			3/5/2009		9/20/2013	2,026	482				0	1,544
45	X	V F CORPORATION	918204108			3/5/2009		9/23/2013	1,818	434				0	1,384
46	X	VODAFONE GROP PLC SP AD	92857W209			4/12/2007		2/21/2013	517	577				0	-60
47	X	VODAFONE GROP PLC SP AD	92857W209			6/19/2007		2/21/2013	123	159				0	-36
48	X	VODAFONE GROP PLC SP AD	92857W209			2/11/2008		2/21/2013	246	332				0	-86
49	X	VODAFONE GROP PLC SP AD	92857W209			7/29/2008		2/21/2013	221	240				0	-19
50	X	VODAFONE GROP PLC SP AD	92857W209			12/12/2008		2/21/2013	3,198	2,492				0	706
51	X	AT&T INC	00206R102			12/12/2008		1/15/2013	2,460	2,044				0	416
52	X	BANK OF NOVA SCOTIA	064149107			12/12/2008		7/12/2013	4,829	2,176				0	2,653
53	X	BANK OF NOVA SCOTIA	064149107			12/12/2008		7/15/2013	2,039	915				0	1,124
54	X	CANADIAN NATL RAILWAY CC	136375102			8/27/2009		5/2/2013	2,345	1,185				0	1,160
55	X	CANADIAN NATL RAILWAY CC	136375102			8/27/2009		5/6/2013	3,999	1,975				0	2,024
56	X	CANADIAN NATL RAILWAY CC	136375102			8/27/2009		5/7/2013	1,209	592				0	617
57	X	CANADIAN NATL RAILWAY CC	136375102			11/22/2010		5/7/2013	1,008	640				0	368
58	X	CATERPILLAR INC DEL	149123101			12/6/2007		3/12/2013	448	372				0	76
59	X	CATERPILLAR INC DEL	149123101			12/3/2007		3/12/2013	1,792	1,450				0	342
60	X	CATERPILLAR INC DEL	149123101			12/12/2008		3/12/2013	3,853	1,765				0	2,088
61	X	RAIN DANCE ENVAIL								926					-926
62	X	SEE ATTACHED							13,367	354					13,013

Part I, Line 11 (990-PF) - Other Income

		3,320	3,320	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	OTHER INCOME	3,320	3,320	

Part I, Line 16b (990-PF) - Accounting Fees

		2,500	0	0	2,500
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 16c (990-PF) - Other Professional Fees

		13,333	8,000	0	5,333
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	MERRILL LYNCH FEES AS AGENT	13,183	7,910		5,273
2	CMA ANNUAL FEE	150	90		60

Part I, Line 18 (990-PF) - Taxes

		2,216	312	0	2,216
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX	312	312		312
2	PY EXCISE TAX DUE	500			500
3	ESTIMATED EXCISE PAYMENTS	1,404			1,404

Part I, Line 23 (990-PF) - Other Expenses

		586	586	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	2	2		
2	PARTNERSHIP DEDUCTION	149	149		
3	OTHER MISC FEES	435	435		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	PURCHASE OF ACCRUED INT CARRIED OVER FROM PY	1	456
2	Total	2	456

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	1,926
2	COST BASIS ADJUSTMENT	2	1,828
3	PURCHASE OF ACCRUED INT CO TO NEXT YEAR	3	11
4	Total	4	3,765

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	217
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						167,608	0	0	128,616	38,992	0	0	0	38,992
1	CATERPILLAR INC DEL	149123101		12/7/2007	3/12/2013	1,344		0	1,113	231	0	0	0	231
2	CATERPILLAR INC DEL	149123101		1/8/2010	4/4/2013	420		0	299	121	0	0	0	121
3	CATERPILLAR INC DEL	149123101		12/12/2008	4/4/2013	1 009		0	492	517	0	0	0	517
4	CATERPILLAR INC DEL	149123101		11/22/2010	4/4/2013	841		0	832	9	0	0	0	9
5	CATERPILLAR INC DEL	149123101		10/15/2009	4/4/2013	2,186		0	1,407	779	0	0	0	779
6	CENTURYLINK INC SHS	156700106		1/5/2010	2/20/2013	4,194		0	3,359	835	0	0	0	835
7	CENTURYLINK INC SHS	156700106		11/22/2010	2/20/2013	375		0	444	-69	0	0	0	-69
8	CONSOL ENERGY INC COM	20854P109		12/12/2008	9/24/2013	342		0	293	49	0	0	0	49
9	CONSOL ENERGY INC COM	20854P109		12/12/2008	9/25/2013	1,016		0	879	137	0	0	0	137
10	CONSOL ENERGY INC COM	20854P109		12/12/2008	9/26/2013	1 250		0	1,084	166	0	0	0	166
11	CONSOL ENERGY INC COM	20854P109		12/12/2008	9/27/2013	270		0	234	36	0	0	0	36
12	EQT CORP	26884L109		12/12/2008	2/6/2013	5,157		0	2,704	2 453	0	0	0	2,453
13	FEDERAL HOME LN MTG CORP	3134A4UK8		12/16/2008	11/15/2013	12,000		0	12,000	0	0	0	0	0
14	FEDERAL HOME LN MTG CORP	3134A4UK8		12/16/2010	11/15/2013	1 000		0	1,000	0	0	0	0	0
15	FEDERAL HOME LN MTG CORP	3134A4UK8		2/11/2011	11/15/2013	4 000		0	4,000	0	0	0	0	0
16	FEDERAL HOME LN MTG CORP	3134A4UK8		11/22/2010	11/15/2013	3,000		0	3,000	0	0	0	0	0
17	FIRSTENERGY CORP	337932107		1/8/2010	2/6/2013	199		0	230	-31	0	0	0	-31
18	FIRSTENERGY CORP	337932107		11/22/2010	2/6/2013	398		0	358	40	0	0	0	40
19	FIRSTENERGY CORP	337932107		12/12/2008	2/6/2013	2,459		0	3,345	-886	0	0	0	-886
20	FIRSTENERGY CORP	337932107		12/12/2008	2/6/2013	717		0	971	-254	0	0	0	-254
21	GENL DYNAMICS CORP COM	369550108		12/12/2008	2/11/2013	1 867		0	1,486	381	0	0	0	381
22	GENL DYNAMICS CORP COM	369550108		12/12/2008	2/12/2013	2,936		0	2,335	601	0	0	0	601
23	GENL DYNAMICS CORP COM	369550108		11/22/2010	2/12/2013	334		0	330	4	0	0	0	4
24	GENERAL ELECTRIC COMPANY	369604AY9		1/8/2010	2/1/2013	2,000		0	2 000	0	0	0	0	0
25	GENERAL ELECTRIC COMPANY	369604AY9		12/16/2008	2/1/2013	10 000		0	10 000	0	0	0	0	0
26	GENERAL ELECTRIC COMPANY	369604AY9		11/22/2010	2/1/2013	1,000		0	1,000	0	0	0	0	0
27	LIMITED BRANDS INC	532716107		2/17/2011	2/20/2013	5 373		0	4 026	1,347	0	0	0	1,347
28	LIMITED BRANDS INC	532716107		8/23/2011	2/20/2013	1 998		0	1,592	406	0	0	0	406
29	PEABODY ENERGY CORP COM	704549104		12/12/2008	4/4/2013	1 686		0	2,005	-319	0	0	0	-319
30	RIO TINTO PLC SPNSRD ADR	767204100		12/12/2008	4/4/2013	3 849		0	1 385	2,464	0	0	0	2,464
31	RIO TINTO PLC SPNSRD ADR	767204100		11/22/2010	4/4/2013	687		0	1,007	-320	0	0	0	-320
32	SOUTHERN COMPANY	842587107		12/12/2008	1/18/2013	4 953		0	4,140	813	0	0	0	813
33	SOUTHERN COMPANY	842587107		12/12/2008	1/22/2013	2,010		0	1,671	339	0	0	0	339
34	UNILEVER NV NY REG SHS	904784709		12/12/2008	11/19/2013	938		0	557	381	0	0	0	381
35	UNILEVER NV NY REG SHS	904784709		12/12/2008	11/20/2013	1 723		0	1,021	702	0	0	0	702
36	UNILEVER NV NY REG SHS	904784709		12/12/2008	11/21/2013	1,438		0	858	580	0	0	0	580
37	U S TREASURY BOND	912810QU5		2/24/2012	1/9/2013	2 036		0	2,006	30	0	0	0	30
38	U S TREASURY NOTE	912828LK4		2/11/2011	6/6/2013	7 187		0	7,063	124	0	0	0	124
39	U S TREASURY NOTE	912828NZ9		11/22/2010	6/27/2013	1,018		0	990	28	0	0	0	28
40	U S TREASURY NOTE	912828NZ9		3/3/2011	6/27/2013	7 125		0	6,740	385	0	0	0	385
41	U S TREASURY NOTE	912828QF0		5/27/2011	6/27/2013	6 227		0	6,053	174	0	0	0	174
42	U S TREASURY NOTE	912828RC6		8/25/2011	5/13/2013	7 295		0	6,931	364	0	0	0	364
43	U S TREASURY NOTE	912828RC6		10/26/2012	5/13/2013	6 253		0	6,266	-13	0	0	0	-13
44	V F CORPORATION	918204108		3/5/2009	9/20/2013	2 026		0	482	1,544	0	0	0	1,544
45	V F CORPORATION	918204108		3/5/2009	9/23/2013	1,818		0	434	1,384	0	0	0	1,384
46	VODAFONE GROP PLC SP ADR	92857W209		4/12/2007	2/21/2013	517		0	577	-60	0	0	0	-60
47	VODAFONE GROP PLC SP ADR	92857W209		6/19/2007	2/21/2013	123		0	159	-36	0	0	0	-36
48	VODAFONE GROP PLC SP ADR	92857W209		2/11/2008	2/21/2013	246		0	332	-86	0	0	0	-86
49	VODAFONE GROP PLC SP ADR	92857W209		7/29/2008	2/21/2013	221		0	240	-19	0	0	0	-19
50	VODAFONE GROP PLC SP ADR	92857W209		12/12/2008	2/21/2013	3,198		0	2,492	706	0	0	0	706
51	AT&T INC	00206R102		12/12/2008	1/15/2013	2,460		0	2,044	416	0	0	0	416
52	BANK OF NOVA SCOTIA	064149107		12/12/2008	7/12/2013	4,829		0	2,176	2,653	0	0	0	2,653
53	BANK OF NOVA SCOTIA	064149107		12/12/2008	7/15/2013	2,039		0	915	1 124	0	0	0	1,124
54	CANADIAN NATL RAILWAY CO	136375102		8/27/2009	5/2/2013	2,345		0	1,185	1 160	0	0	0	1,160
55	CANADIAN NATL RAILWAY CO	136375102		8/27/2009	5/6/2013	3 999		0	1,975	2 024	0	0	0	2 024
56	CANADIAN NATL RAILWAY CO	136375102		8/27/2009	5/7/2013	1 209		0	592	617	0	0	0	617
57	CANADIAN NATL RAILWAY CO	136375102		11/22/2010	5/7/2013	1,008		0	640	368	0	0	0	368
58	CATERPILLAR INC DEL	149123101		12/6/2007	3/12/2013	448		0	372	76	0	0	0	76
59	CATERPILLAR INC DEL	149123101		12/3/2007	3/12/2013	1 792		0	1 450	342	0	0	0	342
60	CATERPILLAR INC DEL	149123101		12/12/2008	3/12/2013	3,853		0	1,765	2,088	0	0	0	2,088
61	RAIN DANCE ENVAIL								926	-926	0	0	0	-926
62	SEE ATTACHED					13,367			354	13,013	0	0	0	13,013

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

										0	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	EDDIE V HODGES, SR		PO BOX 193	COLEMAN	TX	76834		TRUSTEE	2 00	0	0	0
2	NELDA R HODGES		PO BOX 193	COLEMAN	TX	76834		TRUSTEE	1 00	0	0	0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	273
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	1,404
7	Total		7	1,677

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	58,249
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	58,249

THE HODGES FOUNDATION

2013 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2013 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

1099-B 2013 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
CVS CAREMARK CORP		*CUSIP Number*	*126650100*					
200 0000	Sale	04/24/00	12/13/13	13,366.67	353.95	0.00	13,012.72	
Noncovered Long Term Capital Gains and Losses Subtotal				13,366.67	353.95	0.00	13,012.72	
NET LONG TERM CAPITAL GAINS AND LOSSES				13,366.67	353.95	0.00	13,012.72	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				13,366.67				
TOTAL REPORTED SALES PROCEEDS				13,366.67				

2013 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
0.00	0.00	0.00	13,012.72

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	0 87	0 87		.87		

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	0 11	0.11		.11		
BIF MONEY FUND	1 00	1 00	1 0000	1.00		07
TOTAL		1 11		1.11		
TOTAL INCOME INVESTMENTS		1 11		1.11		

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL PRINCIPAL/INCOME INVESTMENTS	1 98	1.98				

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	*Transaction Type*	*Quantity*	*Description*	*Income Cash*	*Principal Cash*	*Income Year To Date*
12/27	Cash Dividend		BIF MONEY FUND DIVIDEND PAY DATE 12/26/2013 FROM 11-29 THRU 12-26	1 11		
	Subtotal (Taxable Dividends)			*1.11*		*1.11*
	NET TOTAL			1.11		1.11

YOUR EMA BANK DEPOSIT INTEREST SUMMARY

November 30, 2013 - December 31, 2013

Money Account Description	Opening Balance	Average Deposit Balance	Current Yield%	Interest on Deposits	Closing Balance
FIA Card Services, N A.	33,187	24,301	02	0 43	**6,122**
TOTAL ML Bank Deposit Program	33,187			0 43	**6,122**

YOUR EMA ASSETS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	1.11	1.11		**1.11**		
+ML BANK DEPOSIT PROGRAM *+FDIC INSURED NOT SIPC COVERED*	6,122.00	6,122 00	1.0000	**6,122.00**	1	.02
TOTAL		6,123 11		**6,123.11**	1	.02

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CVS CAREMARK CORP	CVS	04/24/00	1,130	1 7697	1,999 82	71 5700	80,874 10	78,874 28	1,244	1 53
		04/27/00	1,670	1 7993	3,004 88	71 5700	119,521.90	116,517 02	1,838	1.53
		04/05/01	400	29 1737	11,669 50	71 5700	28,628 00	16,958 50	441	1 53
		05/25/04	600	20 3566	12,214 00	71 5700	42,942 00	30,728.00	661	1 53
Subtotal			*3,800*		*28,888 20*		***271,966.00***	*243,077.80*	***4,184***	*1 53*
TOTAL					28,888 20		**271,966 00**	243,077 80	4,184	1 54

RESEARCH RATINGS

Security	*Symbol*	*BofAML Research*	*Morningstar*	*S&P*
CVS CAREMARK CORP	CVS	Buy (B17)	Hold	Buy

PLEASE REFER TO THE BACK OF YOUR STATEMENT FOR A GUIDE TO BofAML AND THIRD PARTY RESEARCH RATINGS.

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THE HODGES FOUNDATION

YOUR EMA ASSETS

November 30, 2013 - December 31, 2013

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	35,011 31	278,089.11	243,077 80		4,185	1 50

YOUR EMA TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income	Income Year To Date
12/31	¤ Bank Interest		BANK DEPOSIT INTEREST	.43	
	Subtotal (Taxable Interest)			.43	5.43
	Subtotal (Taxable Dividends)				3,600.00
	NET TOTAL			.43	3,605.43

SECURITY TRANSACTIONS

Settlement Date	Description	Transaction Type	Quantity	Unit Price	Debit	Credit	Accrued Interest Earned/(Paid)
12/18	CVS CAREMARK CORP CUS NO 126650100	Sale	-200	67 3345		13,366 67	
	Subtotal (Sales)					13,366.67	
	TOTAL					13,366 67	

REALIZED GAINS/(LOSSES)

Description	Quantity	Acquired Date	Liquidation Date	Sale Amount	Cost Basis	Gains/(Losses) * This Statement	Year to Date
CVS CAREMARK CORP	200 0000	04/24/00	12/13/13	13,366 67	353 95	13,012 72	
Subtotal (Long-Term)						13,012.72	13,012 72
TOTAL				13,366 67	353.95	13,012.72	13,012.72

* - Excludes transactions for which we have insufficient data

The capital gains and losses shown above may not reflect all transactions which must be reported on your 2013 tax return. These reportable transactions will appear on your January statement

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 · December 31, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 87	0 87		.87		
BIF MONEY FUND	6,144 00	6,144 00	1 0000	6,144.00	4	.07
TOTAL		6,144 87		6,144.87	4	07

GOVERNMENT AND AGENCY SECURITIES [1] Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ FEDERAL NATL MTG ASSOC *NOTES 02.375% APR 11 2016* *MOODY'S: AAA S&P: AA+ CUSIP: 3135G0BA0* *ORIGINAL UNIT/TOTAL COST: 106.7490/16,012.35*	08/02/12	15,000	15,629 20	104 1660	**15,624 90**	(4 30)	79 17	**357**	2.28
Δ U.S TREASURY NOTE *2.000% APR 30 2016 02 000% APR 30 2016* *MOODY'S: AAA S&P. *** CUSIP: 912828QF0* *ORIGINAL UNIT/TOTAL COST· 101 5081/8,120.65*	05/27/11	8,000	8,058.44	103 4530	**8,276.24**	217.80	26.96	**160**	1.93
Δ U S TREASURY NOTE *1 000% OCT 31 2016 01.000% OCT 31 2016* *MOODY'S. AAA S&P. *** CUSIP: 912828RM4* *ORIGINAL UNIT/TOTAL COST 100.6445/12,077 34*	11/17/11	12,000	12,044.69	100 7580	**12,090 96**	46 27	20 22	**120**	99
Δ FEDERAL NATL MTG ASSOC *NOTES 05.375% JUN 12 2017* *MOODY'S· AAA S&P· AA+ CUSIP: 31398ADM1* *ORIGINAL UNIT/TOTAL COST: 115.7130/12,728.44*	12/16/08	11,000	11,759 74	114 3510	12,578 61	818 87	31 20	592	4 70
Δ FEDERAL NATL MTG ASSOC *ORIGINAL UNIT/TOTAL COST. 111.3225/2,226.45*	01/08/10	2,000	2,112 78	114 3510	2,287 02	174 24	5 67	108	4 70
Δ FEDERAL NATL MTG ASSOC *ORIGINAL UNIT/TOTAL COST: 118.2870/1,182.87*	11/22/10	1,000	1,099 79	114 3510	1,143.51	43 72	2 84	54	4 70

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THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

GOVERNMENT AND AGENCY SECURITIES [1] (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ FEDERAL NATL MTG ASSOC *ORIGINAL UNIT/TOTAL COST. 113.4520/1,134.52*	12/16/10	1,000	1,074 90	114 3510	1,143 51	68 61	2 84	54	4 70
Subtotal		*15,000*	*16,047.21*		***17,152.65***	*1,105.44*	*42.55*	***808***	*4.70*
Δ FEDERAL HOME LN MTG CORP *NOTES 01.000% JUN 29 2017* *MOODY'S· AAA S&P AA+ CUSIP. 3137EADH9* *ORIGINAL UNIT/TOTAL COST: 100.2920/18,052.56*	11/18/13	18,000	18,050.97	99.4000	**17,892.00**	(158 97)	1 00	**180**	1 00
Δ U S TREASURY NOTE *1.875% SEP 30 2017 01.875% SEP 30 2017* *MOODY'S· AAA S&P: *** CUSIP: 912828PA2* *ORIGINAL UNIT/TOTAL COST. 106.2660/8,501.28*	08/02/12	8,000	8,366.24	102 5550	**8,204.40**	(161.84)	37 91	**150**	1 82
Δ U S TREASURY NOTE *3 500% MAY 15 2020 03 500% MAY 15 2020* *MOODY'S: AAA S&P: *** CUSIP: 912828ND8* *ORIGINAL UNIT/TOTAL COST 103 4496/8,275.97*	06/24/10	8,000	8,187 36	107 8830	8,630 64	443 28	35 58	280	3 24
Δ U S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST· 106.4850/1,064 85*	11/22/10	1,000	1,045 42	107.8830	1,078 83	33 41	4 45	35	3 24
Δ U S. TREASURY NOTE *ORIGINAL UNIT/TOTAL COST 100 4570/1,004.57*	12/16/10	1,000	1,003 26	107 8830	1,078 83	75 57	4 45	35	3 24
Δ U S TREASURY NOTE *ORIGINAL UNIT/TOTAL COST· 100.4770/4,019 08*	03/03/11	4,000	4,013 85	107 8830	4,315 32	301 47	17 79	140	3 24
Subtotal		*14,000*	*14,249 89*		***15,103.62***	*853 73*	*62 27*	***490***	***3.24***
U S TREASURY NOTE *2.625% AUG 15 2020 02.625% AUG 15 2020* *MOODY'S: AAA S&P *** CUSIP· 912828NT3*	10/28/10	5,000	4,974 43	102 0310	5,101 55	127.12	49 22	132	2 57
U.S TREASURY NOTE	11/22/10	1,000	985 94	102 0310	1,020 31	34 37	9 84	27	2 57

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

GOVERNMENT AND AGENCY SECURITIES [1] (continued) *Description*	*Acquired*	*Quantity*	*Adjusted/Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
U.S. TREASURY NOTE	12/16/10	1,000	929.93	102 0310	1,020 31	90 38	9.84	27	2 57
Subtotal		***7,000***	***6,890.30***		***7,142.17***	***251.87***	***68.90***	***186***	***2.57***
Δ U S. TREASURY NOTE *2.000% FEB 15 2022 02.000% FEB 15 2022* *MOODY'S: AAA S&P: *** CUSIP: 912828SF8* *ORIGINAL UNIT/TOTAL COST 100 7543/19,143 32*	02/27/12	19,000	19,118 87	94.8980	18,030.62	(1,088.25)	142 50	380	2.10
Δ U.S TREASURY NOTE *ORIGINAL UNIT/TOTAL COST. 100.8402/13,109 23*	06/06/13	13,000	13,102 73	94 8980	12,336 74	(765 99)	97 50	260	2 10
U S TREASURY NOTE	06/27/13	18,000	17,579 60	94 8980	17,081 64	(497.96)	135.00	360	2 10
Subtotal		***50,000***	***49,801.20***		***47,449.00***	***(2,352.20)***	***375.00***	***1,000***	***2.10***
U S. TREASURY BOND *4.500% FEB 15 2036 04 500% FEB 15 2036* *MOODY'S: AAA S&P: *** CUSIP: 912810FT0*	03/03/11	14,000	13,879 74	111.2660	**15,577.24**	1,697.50	236 25	**630**	4 04
Δ U S TREASURY BOND *3 125% FEB 15 2042 03 125% FEB 15 2042* *MOODY'S· AAA S&P: *** CUSIP· 912810QU5* *ORIGINAL UNIT/TOTAL COST. 100.2972/18,053.51*	02/24/12	18,000	18,051 46	86 2190	15,519 42	(2,532 04)	210 94	563	3 62
Δ U S TREASURY BOND *ORIGINAL UNIT/TOTAL COST. 106.2465/6,374.79*	09/10/12	6,000	6,363 92	86 2190	5,173 14	(1,190 78)	70 31	188	3 62
Subtotal		***24,000***	***24,415.38***		***20,692.56***	***(3,722.82)***	***281.25***	***751***	***3.62***
TOTAL		185,000	187,433 26		**185,205.74**	(2,227 52)	1,231 48	4,832	2 61

CORPORATE BONDS *Description*	*Acquired*	*Quantity*	*Adjusted/Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
JPMORGAN CHASE & CO *SUBORDINATED GLB 05.125% SEP 15 2014* *MOODY'S: BAA1 S&P· A- CUSIP· 46625HBV1*	12/16/08	11,000	10,425 80	103 0270	11,332.97	907 17	165 99	564	4 97

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THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ JPMORGAN CHASE & CO	11/22/10	2,000	2,031.64	103 0270	2,060.54	28 90	30.18	103	4.97
ORIGINAL UNIT/TOTAL COST. 108.1770/2,163.54									
Δ JPMORGAN CHASE & CO	12/16/10	1,000	1,011.29	103 0270	1,030 27	18 98	15 09	52	4 97
ORIGINAL UNIT/TOTAL COST: 105.6820/1,056.82									
Subtotal		*14,000*	*13,468.73*		***14,423.78***	*955.05*	*211.26*	***719***	*4.97*
Δ CREDIT SUISSE FB USA INC	03/25/11	11,000	11,251.13	104 4780	**11,492.58**	241 45	247 27	**537**	4 66
BANK GUARANTEED GLB 04.875% JAN 15 2015									
MOODY'S· A1 S&P· A CUSIP. 22541LAR4									
ORIGINAL UNIT/TOTAL COST· 108.0440/11,884.84									
GENERAL ELEC CAP CORP	01/09/13	8,000	7,998.56	100 2500	**8,020.00**	21 44	38 44	**80**	99
SER MTN 01.000% JAN 08 2016									
MOODY'S· A1 S&P· AA+ CUSIP: 36962G6R0									
GOLDMAN SACHS GROUP INC	02/26/09	11,000	9,806.72	108 2170	11,903 87	2,097 15	271 36	589	4.94
GLB 05.350% JAN 15 2016									
MOODY'S: BAA1 S&P. A- CUSIP 38141GEE0									
Δ GOLDMAN SACHS GROUP INC	01/08/10	3,000	3,057.22	108 2170	3,246 51	189 29	74 01	161	4 94
ORIGINAL UNIT/TOTAL COST: 105.1700/3,155.10									
Δ GOLDMAN SACHS GROUP INC	12/16/10	1,000	1,030.71	108 2170	1,082 17	51 46	24 67	54	4 94
ORIGINAL UNIT/TOTAL COST. 107.2230/1,072.23									
Subtotal		*15,000*	*13,894.65*		***16,232.55***	*2,337.90*	*370.04*	***804***	*4.94*
Δ VERIZON COMMUNICATIONS	08/25/11	13,000	13,257.38	104 2800	**13,556.40**	299 02	97 50	**390**	2 87
GLB 03.000% APR 01 2016									
MOODY'S. BAA1 S&P. BBB+ CUSIP· 92343VAY0									
ORIGINAL UNIT/TOTAL COST: 103.9410/13,512.33									
Δ CHEVRON CORP	12/03/12	16,000	16,126 36	97 7990	**15,647.84**	(478 52)	12 76	**177**	1 12
GLB 01.104% DEC 05 2017									
MOODY'S· AA1 S&P: AA CUSIP: 166764AAB									

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

CORPORATE BONDS (continued) *Description*	*Acquired*	*Quantity*	*Adjusted/Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
PAR CALL DATE· 11/05/17 PAR CALL PRICE: 100.00 *ORIGINAL UNIT/TOTAL COST· 101 0000/16,160 00*									
Δ WELLS FARGO & COMPANY *GLB 01.500% JAN 16 2018* *MOODY'S: A2 S&P: A+ CUSIP: 94974BFG0* *ORIGINAL UNIT/TOTAL COST 100 4470/8,035.76*	01/09/13	8,000	8,029 07	99 3540	**7,948 32**	(80 75)	55.00	**120**	1 50
AT&T INC *GLB 05 500% FEB 01 2018* *MOODY'S: A3 S&P: A- CUSIP: 00206RAJ1*	12/16/08	11,000	10,657.02	112 5680	12,382 48	1,725.46	252.08	605	4 88
Δ AT&T INC *ORIGINAL UNIT/TOTAL COST: 106.4870/1,064.87*	01/08/10	1,000	1,035 82	112 5680	1,125 68	89 86	22 92	55	4 88
Δ AT&T INC *ORIGINAL UNIT/TOTAL COST: 109 8160/1,098.16*	12/16/10	1,000	1,059 62	112.5680	1,125 68	66 06	22 92	55	4 88
Subtotal		*13,000*	*12,752.46*		***14,633.84***	*1,881 38*	*297.92*	***715***	*4 88*
Δ WELLS FARGO & COMPANY *GLB 02 150% JAN 15 2019* *MOODY'S: A2 S&P· A+ CUSIP· 94974BFQ8* *ORIGINAL UNIT/TOTAL COST: 100.8680/8,069.44* *EST MKT PRICE AS OF 12/05/13*	11/18/13	8,000	8,068 01	100 7667	**8,061.34**	(6 67)	30 10	**173**	2 14
Δ SHELL INTERNATIONAL FIN *COMPANY GUARNT GLB 04.300% SEP 22 2019* *MOODY'S: AA1 S&P· AA< CUSIP: 822582AJ1* *ORIGINAL UNIT/TOTAL COST: 103 1770/13,413.01*	03/25/11	13,000	13,293 21	109 6120	**14,249.56**	956 35	153 73	**559**	3 92
Δ CISCO SYSTEMS INC *04 450% JAN 15 2020* *MOODY'S· A1 S&P AA- CUSIP· 17275RAH5* *ORIGINAL UNIT/TOTAL COST: 100.8920/11,098.12*	11/17/09	11,000	11,063 42	109 0670	11,997 37	933 95	225 71	490	4 08

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THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

CORPORATE BONDS (continued) *Description*	*Acquired*	*Quantity*	*Adjusted/Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
CISCO SYSTEMS INC	01/08/10	1,000	987.76	109 0670	1,090.67	102.91	20.52	45	4 08
Δ CISCO SYSTEMS INC *ORIGINAL UNIT/TOTAL COST· 108 4120/1,084 12*	11/22/10	1,000	1,058 43	109 0670	1,090 67	32 24	20 52	45	4 08
Subtotal		*13,000*	*13,109.61*		***14,178.71***	*1,069.10*	*266.75*	***580***	***4.08***
CITIGROUP INC *GLB 04.500% JAN 14 2022* *MOODY'S: BAA2 S&P: A- CUSIP: 172967FT3*	11/17/11	7,000	6,700 26	105 9710	**7,417.97**	717 71	146 13	**315**	4 24
Δ DEERE & COMPANY *02.600% JUN 08 2022* *MOODY'S: A2 S&P: A CUSIP· 244199BE4* *PAR CALL DATE: 03/08/22 PAR CALL PRICE: 100.00* *ORIGINAL UNIT/TOTAL COST: 100 4900/15,073 50*	06/12/12	15,000	15,063 30	93 5070	**14,026.05**	(1,037 25)	24 92	**390**	2.78
Δ ANHEUSER-BUSCH INBEV WOR *COMPANY GUARNT GLB 02 500% JUL 15 2022* *MOODY'S. A3 S&P· A< CUSIP 03523TBP2* *ORIGINAL UNIT/TOTAL COST· 101.4000/7,098.00*	07/16/12	7,000	7,085 15	92 4970	**6,474.79**	(610 36)	80 69	**175**	2 70
APPLE INC *GLB 02.400% MAY 03 2023* *MOODY'S AA1 S&P· AA+ CUSIP· 037833AK6*	05/13/13	17,000	16,628 38	89 9210	**15,286 57**	(1,341 81)	65 73	**408**	2 66
TOTAL		178,000	176,726.26		**181,650.30**	4,924 04	2,098 24	**6,142**	3 38

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS

EQUITIES *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
ABBOTT LABS	ABT	04/12/07	23	27 5182	632 92	38.3300	881 59	248 67	21	2 29
		01/18/08	5	28 7320	143 66	38.3300	191 65	47 99	5	2 29
		07/09/08	10	27 5650	275 65	38 3300	383 30	107.65	9	2.29
		12/12/08	50	24 1746	1,208.73	38 3300	1,916 50	707 77	44	2.29
Subtotal			***88***		***2,260 96***		***3,373.04***	***1,112 08***	***79***	***2 29***
ABBVIE INC SHS	ABBV	04/12/07	23	29.8413	686 35	52 8100	1,214 63	528.28	37	3.02
		01/18/08	5	31 1560	155 78	52 8100	264 05	108 27	8	3 02
		07/09/08	10	29 8910	298 91	52.8100	528 10	229 19	16	3 02
		12/12/08	50	26 2152	1,310 76	52 8100	2,640.50	1,329 74	80	3 02
Subtotal			***88***		***2,451.80***		***4,647.28***	***2,195.48***	***141***	***3 02***
ACE LIMITED	ACE	10/05/11	13	60 9900	792 87	103 5300	1,345 89	553 02	33	2 43
		10/06/11	47	60.7006	2,852 93	103 5300	4,865 91	2,012.98	119	2 43
Subtotal			***60***		***3,645.80***		***6,211.80***	***2,566.00***	***152***	***2.43***
AMER EXPRESS COMPANY	AXP	12/15/10	81	46.5598	3,771 35	90 7300	**7,349.13**	3,577 78	75	1.01
AMERICAN TOWER REIT INC *(HLDG CO) SHS*	AMT	01/15/13	30	79 0730	2,372.19	79 8200	**2,394.60**	22.41	35	1.45
AT&T INC	T	12/12/08	196	27 9379	5,475 83	35 1600	6,891 36	1,415.53	361	5 23
		01/08/10	10	27 0700	270 70	35.1600	351 60	80 90	19	5 23
		11/22/10	20	28 2800	565 60	35 1600	703 20	137 60	37	5 23
Subtotal			***226***		***6,312.13***		***7,946.16***	***1,634.03***	***417***	***5 23***
BHP BILLITON LTD ADR	BHP	12/12/08	125	40 0500	5,006 25	68 2000	8,525 00	3,518 75	290	3 40
		11/22/10	20	85 4300	1,708 60	68 2000	1,364 00	(344 60)	47	3.40
Subtotal			***145***		***6,714 85***		***9,889.00***	***3,174 15***	***337***	***3.40***

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
BRISTOL-MYERS SQUIBB CO	BMY	12/12/08	185	22 0873	4,086.16	53.1500	9,832 75	5,746 59	267	2 70
		04/07/09	104	20 4680	2,128.68	53.1500	5,527 60	3,398.92	150	2 70
		01/08/10	10	25 0000	250.00	53.1500	531 50	281 50	15	2 70
		11/22/10	20	25 9100	518.20	53 1500	1,063 00	544.80	29	2 70
Subtotal			***319***		***6,983.04***		***16,954.85***	***9,971 81***	***461***	***2.70***
CHEVRON CORP	CVX	03/15/06	10	56 3800	563 80	124 9100	1,249 10	685 30	40	3 20
		04/12/07	15	76 4900	1,147.35	124 9100	1,873 65	726 30	60	3.20
		12/12/08	100	79 0700	7,907 00	124 9100	12,491 00	4,584.00	400	3.20
		01/08/10	5	79 2000	396.00	124 9100	624 55	228 55	20	3 20
		11/22/10	10	82 8300	828.30	124 9100	1,249.10	420 80	40	3 20
Subtotal			***140***		***10,842 45***		***17,487.40***	***6,644.95***	***560***	***3.20***
CHUBB CORP	CB	09/22/08	30	59 7243	1,791 73	96 6300	2,898 90	1,107 17	53	1.82
		12/12/08	70	48.3600	3,385 20	96 6300	6,764 10	3,378 90	124	1.82
		11/22/10	5	57.1700	285 85	96 6300	483 15	197 30	9	1 82
Subtotal			***105***		***5,462.78***		***10,146.15***	***4,683.37***	***186***	***1.82***
CITIGROUP INC COM NEW	C	03/11/13	98	47 6424	4,668 96	52 1100	5,106 78	437 82	4	07
		05/09/13	48	48 8054	2,342 66	52 1100	2,501 28	158 62	2	07
Subtotal			***146***		***7,011.62***		***7,608.06***	***596.44***	***6***	***.07***
COCA COLA COM	KO	02/24/09	114	21 5722	2,459 24	41.3100	4,709 34	2,250 10	128	2 71
		03/23/09	76	21 6007	1,641 66	41 3100	3,139 56	1,497 90	86	2 71
		11/22/10	10	31 9900	319 90	41.3100	413 10	93 20	12	2 71
Subtotal			***200***		***4,420 80***		***8,262.00***	***3,841 20***	***226***	***2.71***
COMCAST CRP NEW CL A SPL	CMCSK	02/16/11	167	23 9592	4,001 19	49 8800	8,329 96	4,328 77	131	1 56
		02/21/13	111	37 9680	4,214 45	49 8800	5,536 68	1,322 23	87	1 56
Subtotal			***278***		***8,215.64***		***13,866.64***	***5,651.00***	***218***	***1.56***

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CONOCOPHILLIPS	COP	02/28/06	11	46 9000	515 90	70 6500	777 15	261 25	31	3 90
		03/15/06	5	47 4240	237 12	70 6500	353 25	116.13	14	3 90
		08/16/06	5	51.1720	255 86	70 6500	353 25	97 39	14	3 90
		04/12/07	15	53 8393	807 59	70 6500	1,059.75	252.16	42	3 90
		12/12/08	55	39 9710	2,198 41	70 6500	3,885 75	1,687 34	152	3 90
Subtotal			*91*		*4,014.88*		***6,429.15***	*2,414.27*	***253***	*3.90*
DEERE CO	DE	12/12/08	115	36 0299	4,143 44	91 3300	10,502.95	6,359.51	235	2 23
		11/22/10	5	76.9600	384 80	91 3300	456 65	71 85	11	2.23
Subtotal			*120*		*4,528.24*		***10,959.60***	*6,431 36*	***246***	*2.23*
DIAGEO PLC SPSD ADR NEW	DEO	12/12/08	90	55.3573	4,982 16	132 4200	11,917 80	6,935 64	270	2.26
		01/08/10	5	68 2200	341.10	132.4200	662 10	321 00	15	2.26
		11/22/10	10	75 5000	755 00	132 4200	1,324 20	569 20	30	2.26
Subtotal			*105*		*6,078.26*		***13,904.10***	*7,825.84*	***315***	*2.26*
DOMINION RES INC NEW VA	D	12/12/08	100	34 5400	3,454 00	64 6900	6,469 00	3,015 00	225	3 47
		07/09/09	77	32 9029	2,533.53	64 6900	4,981 13	2,447 60	174	3 47
Subtotal			*177*		*5,987.53*		***11,450.13***	*5,462.60*	***399***	*3.47*
DOW CHEMICAL CO	DOW	06/06/11	107	35 1300	3,758 91	44.4000	4,750.80	991 89	137	2 88
DU PONT E I DE NEMOURS	DD	12/12/08	230	25 9673	5,972 48	64 9700	14,943.10	8,970 62	414	2.77
DUKE ENERGY CORP NEW	DUK	02/11/13	41	69 0995	2,833 08	69 0100	2,829 41	(3 67)	128	4 52
		02/12/13	25	69 3140	1,732 85	69 0100	1,725 25	(7 60)	78	4 52
Subtotal			*66*		*4,565.93*		***4,554.66***	*(11 27)*	***206***	*4 52*
ENBRIDGE INC COM	ENB	12/12/08	180	15.9050	2,862 90	43 6800	7,862 40	4,999 50	236	3 00
		11/22/10	10	27 9450	279 45	43 6800	436 80	157 35	14	3 00
Subtotal			*190*		*3,142.35*		***8,299.20***	*5,156 85*	***250***	*3.00*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
EXXON MOBIL CORP COM	XOM	11/21/08	10	69 7670	697 67	101.2000	1,012 00	314 33	26	2.49
		12/12/08	160	80 0778	12,812 46	101 2000	16,192.00	3,379 54	404	2 49
		01/08/10	5	69.5300	347 65	101.2000	506 00	158.35	13	2 49
		11/22/10	15	69 6800	1,045 20	101 2000	1,518 00	472 80	38	2 49
Subtotal			***190***		***14,902.98***		***19,228.00***	***4,325.02***	***481***	***2.49***
FIFTH THIRD BANCORP	FITB	12/20/12	81	15 1919	1,230 55	21 0300	1,703 43	472 88	39	2.28
		12/21/12	213	15.1559	3,228 21	21 0300	4,479.39	1,251 18	103	2.28
		05/09/13	60	17 7703	1,066 22	21 0300	1,261 80	195 58	29	2 28
Subtotal			***354***		***5,524.98***		***7,444.62***	***1,919.64***	***171***	***2 28***
GENERAL ELECTRIC	GE	05/25/04	280	31.4000	8,792 00	28 0300	7,848 40	(943 60)	247	3.13
		09/18/08	55	23 1667	1,274.17	28 0300	1,541 65	267.48	49	3 13
		09/22/08	50	26 8978	1,344 89	28 0300	1,401.50	56.61	44	3 13
		12/14/10	97	17 8008	1,726 68	28 0300	2,718.91	992 23	86	3 13
		02/05/13	174	22.6475	3,940.68	28 0300	4,877 22	936 54	154	3 13
		11/08/13	74	26 9141	1,991 65	28 0300	2,074.22	82 57	66	3.13
Subtotal			***730***		***19,070 07***		***20,461.90***	***1,391 83***	***646***	***3 13***
GENERAL MILLS	GIS	03/31/09	103	25.1669	2,592 20	49 9100	5,140.73	2,548.53	157	3 04
HOME DEPOT INC	HD	04/09/10	137	33 1883	4,546 81	82 3400	11,280 58	6,733 77	214	1 89
		11/22/10	10	31 1200	311 20	82 3400	823 40	512 20	16	1.89
Subtotal			***147***		***4,858 01***		***12,103.98***	***7,245.97***	***230***	***1.89***
HONEYWELL INTL INC DEL	HON	04/06/11	69	58 9714	4,069 03	91 3700	6,304 53	2,235 50	125	1 97
		02/05/13	19	69 6221	1,322 82	91 3700	1,736 03	413 21	35	1.97
Subtotal			***88***		***5,391.85***		***8,040.56***	***2,648 71***	***160***	***1.97***
INTEL CORP	INTC	09/16/09	206	19 7069	4,059 64	25 9550	5,346 73	1,287 09	186	3 46
		11/22/10	20	21 1300	422 60	25 9550	519 10	96 50	18	3 46
Subtotal			***226***		***4,482 24***		***5,865.83***	***1,383 59***	***204***	***3 46***

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
INTL BUSINESS MACHINES	IBM	06/24/08	15	123 5546	1,853.32	187.5700	2,813.55	960 23	57	2 02
CORP IBM		07/08/08	5	123 2740	616.37	187 5700	937.85	321.48	19	2 02
		12/12/08	30	80 0100	2,400 30	187.5700	5,627.10	3,226 80	114	2 02
		01/08/10	5	130 0500	650.25	187 5700	937.85	287.60	19	2 02
Subtotal			*55*		*5,520.24*		***10,316.35***	*4,796.11*	***209***	*2.02*
INTL PAPER CO	IP	07/16/13	98	48.2831	4,731.75	49 0300	4,804.94	73.19	138	2 85
JOHNSON AND JOHNSON COM	JNJ	08/16/06	5	64.7400	323.70	91.5900	457 95	134 25	14	2 88
		04/12/07	20	61 8400	1,236.80	91 5900	1,831 80	595 00	53	2 88
		02/24/09	32	54.6843	1,749.90	91.5900	2,930.88	1,180.98	85	2.88
		11/22/10	5	63 4700	317 35	91.5900	457 95	140 60	14	2 88
		05/17/11	25	66 3776	1,659 44	91 5900	2,289.75	630 31	66	2 88
		08/29/12	22	67.7272	1,490.00	91.5900	2,014.98	524 98	59	2 88
Subtotal			*109*		*6,777.19*		***9,983.31***	*3,206.12*	***291***	*2.88*
JOHNSON CONTROLS INC	JCI	03/14/11	77	40 5427	3,121.79	51 3000	3,950 10	828 31	68	1.71
		03/15/11	22	39 0513	859.13	51 3000	1,128 60	269 47	20	1 71
Subtotal			*99*		*3,980.92*		***5,078.70***	*1,097.78*	***88***	*1.71*
JPMORGAN CHASE & CO	JPM	09/19/08	45	45 5040	2,047 68	58 4800	2,631 60	583 92	69	2.59
		12/12/08	280	29 5190	8,265 32	58 4800	16,374 40	8,109 08	426	2 59
		05/05/09	34	35 0314	1,191 07	58.4800	1,988 32	797.25	52	2 59
		11/22/10	35	38 5200	1,348 20	58 4800	2,046 80	698 60	54	2 59
Subtotal			*394*		*12,852 27*		***23,041.12***	*10,188 85*	***601***	*2 59*
KIMBERLY CLARK	KMB	04/12/07	12	69 6000	835 20	104 4600	1,253 52	418 32	39	3 10
		06/19/07	5	68.4720	342 36	104 4600	522 30	179 94	17	3 10
		12/12/08	40	50 6700	2,026 80	104 4600	4,178 40	2,151 60	130	3 10
		01/08/10	5	62.2200	311 10	104 4600	522 30	211 20	17	3 10
		11/22/10	5	61 8500	309 25	104 4600	522 30	213 05	17	3 10
Subtotal			*67*		*3,824.71*		***6,998.82***	*3,174 11*	***220***	*3 10*

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THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
KINDER MORGAN INC DEL	KMI	02/05/13	78	37.4116	2,918 11	36 0000	2,808 00	(110 11)	128	4 55
		02/06/13	45	37 4162	1,683 73	36 0000	1,620 00	(63 73)	74	4 55
Subtotal			***123***		***4,601.84***		***4,428.00***	***(173.84)***	***202***	***4.55***
LORILLARD INC	LO	03/05/09	150	19 0586	2,858 80	50 6800	7,602 00	4,743 20	330	4.34
		01/08/10	15	25 7866	386.80	50 6800	760 20	373 40	33	4 34
Subtotal			***165***		***3,245.60***		***8,362.20***	***5,116.60***	***363***	***4.34***
MARATHON OIL CORP	MRO	04/22/05	8	14 2775	114.22	35 3000	282.40	168 18	7	2 15
		03/15/06	20	22 1655	443 31	35 3000	706.00	262 69	16	2 15
		06/19/07	5	38 6580	193 29	35 3000	176 50	(16 79)	4	2 15
		12/12/08	100	14 6261	1,462.61	35 3000	3,530 00	2,067.39	76	2 15
		11/22/10	15	20 3346	305.02	35 3000	529 50	224 48	12	2 15
Subtotal			***148***		***2,518.45***		***5,224.40***	***2,705.95***	***115***	***2.15***
MARATHON PETROLEUM CORP	MPC	04/22/05	4	19 3150	77 26	91 7300	366.92	289 66	7	1 83
		03/15/06	10	29 9880	299 88	91 7300	917 30	617 42	17	1 83
		06/19/07	2	52 3000	104 60	91.7300	183 46	78 86	4	1 83
		12/12/08	50	19 7876	989 38	91 7300	4,586 50	3,597 12	84	1 83
		11/22/10	8	29 0587	232 47	91 7300	733 84	501.37	14	1 83
Subtotal			***74***		***1,703.59***		***6,788.02***	***5,084 43***	***126***	***1 83***
MCDONALDS CORP COM	MCD	04/12/07	6	46 7300	280.38	97.0300	582 18	301.80	20	3 33
		07/09/08	10	59 3320	593 32	97 0300	970 30	376 98	33	3 33
		12/12/08	105	59.9419	6,293 90	97 0300	10,188 15	3,894 25	341	3 33
		11/22/10	10	79 2900	792 90	97 0300	970 30	177 40	33	3 33
Subtotal			***131***		***7,960.50***		***12,710.93***	***4,750 43***	***427***	***3 33***
MEADWESTVACO CORP	MWV	12/12/08	165	9 7729	1,612 54	36 9300	6,093.45	4,480 91	165	2 70

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
MERCK AND CO INC SHS	MRK	12/12/08	115	26 4594	3,042 84	50.0500	5,755 75	2,712 91	203	3.51
		01/05/10	44	37 2536	1,639 16	50 0500	2,202 20	563 04	78	3 51
		01/08/10	10	37 8500	378 50	50.0500	500 50	122 00	18	3 51
		11/22/10	10	35 3500	353 50	50 0500	500.50	147.00	18	3 51
		04/19/13	58	47 3622	2,747 01	50.0500	2,902 90	155 89	103	3.51
Subtotal			*237*		*8,161.01*		***11,861.85***	*3,700.84*	***420***	*3.51*
METLIFE INC COM	MET	07/09/13	64	48 7851	3,122 25	53 9200	3,450.88	328 63	71	2 04
MICROSOFT CORP	MSFT	07/15/10	129	25 6316	3,306 48	37 4100	4,825 89	1,519.41	145	2 99
		12/07/11	84	25 5657	2,147.52	37.4100	3,142 44	994 92	95	2 99
Subtotal			*213*		*5,454.00*		***7,968.33***	*2,514.33*	***240***	*2.99*
MONDELEZ INTERNATIONAL INC	MDLZ	04/22/13	198	31 5206	6,241 08	35 3000	6,989.40	748 32	111	1.58
MOTOROLA SOLUTIONS INC	MSI	10/02/13	41	60 5002	2,480 51	67 5000	2,767 50	286 99	51	1 83
		10/03/13	38	60 6592	2,305 05	67 5000	2,565 00	259 95	48	1 83
Subtotal			*79*		*4,785.56*		***5,332.50***	*546.94*	***99***	*1.83*
NEWMONT MINING CORP	NEM	02/11/13	27	44.5929	1,204 01	23 0300	621 81	(582 20)	22	3 47
		02/12/13	75	45 1337	3,385 03	23 0300	1,727 25	(1,657 78)	60	3 47
Subtotal			*102*		*4,589 04*		***2,349.06***	*(2,239.98)*	***82***	*3.47*
NEXTERA ENERGY INC SHS	NEE	12/09/05	75	42 6568	3,199 26	85 6200	6,421 50	3,222 24	198	3 08
		10/15/07	5	63 0760	315 38	85 6200	428 10	112 72	14	3 08
		10/16/07	20	63 3930	1,267 86	85 6200	1,712 40	444 54	53	3 08
		10/17/07	15	63 4313	951 47	85 6200	1,284 30	332 83	40	3 08
		01/08/10	5	53 0000	265 00	85 6200	428 10	163 10	14	3 08
		11/22/10	10	51 6000	516 00	85.6200	856 20	340 20	27	3 08
Subtotal			*130*		*6,514 97*		***11,130.60***	*4,615 63*	***346***	*3 08*
NORTHEAST UTILITIES COM	NU	12/12/08	125	23 3148	2,914 35	42 3900	5,298.75	2,384 40	184	3 46

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
NORTHROP GRUMMAN CORP	NOC	12/12/08	70	36 1400	2,529 80	114 6100	8,022 70	5,492 90	171	2 12
		11/22/10	5	56.1600	280 80	114 6100	573 05	292 25	13	2.12
Subtotal			*75*		*2,810 60*		***8,595.75***	*5,785 15*	***184***	*2.12*
OCCIDENTAL PETE CORP CAL	OXY	04/12/07	22	50 4700	1,110 34	95.1000	2,092.20	981 86	57	2 69
		09/18/07	10	63.8800	638 80	95 1000	951 00	312.20	26	2 69
		09/19/07	30	65.3830	1,961 49	95 1000	2,853 00	891.51	77	2 69
		01/25/08	10	64 8120	648 12	95 1000	951 00	302.88	26	2 69
		12/12/08	20	54.7600	1,095 20	95 1000	1,902 00	806 80	52	2 69
		01/08/10	5	82 3900	411.95	95 1000	475 50	63 55	13	2.69
		11/22/10	5	88 0400	440 20	95 1000	475.50	35 30	13	2.69
Subtotal			*102*		*6,306 10*		***9,700.20***	*3,394 10*	***264***	*2 69*
PFIZER INC	PFE	01/31/05	5	24.0500	120 25	30 6300	153 15	32 90	6	3.39
		03/15/06	20	26.0100	520 20	30 6300	612 60	92 40	21	3 39
		04/25/06	5	24 7480	123.74	30 6300	153 15	29.41	6	3 39
		04/26/06	30	24 9690	749 07	30 6300	918 90	169 83	32	3 39
		04/28/06	35	25 1485	880 20	30 6300	1,072 05	191 85	37	3 39
		08/16/06	20	26.7800	535 60	30 6300	612.60	77 00	21	3 39
		04/12/07	100	26 3600	2,636 00	30 6300	3,063 00	427 00	104	3.39
		06/19/07	10	26 2600	262 60	30 6300	306.30	43 70	11	3 39
		10/19/09	82	17 5150	1,436.23	30 6300	2,511 66	1,075 43	86	3 39
		04/18/13	56	30 7258	1,720 65	30 6300	1,715 28	(5.37)	59	3 39
Subtotal			*363*		*8,984.54*		***11,118.69***	*2,134.15*	***383***	*3.39*
PHILIP MORRIS INTL INC	PM	07/14/08	45	53 5035	2,407 66	87.1300	3,920 85	1,513 19	170	4 31
		09/11/08	25	54 4900	1,362 25	87 1300	2,178 25	816 00	94	4 31
		12/12/08	75	41 3300	3,099 75	87 1300	6,534 75	3,435 00	282	4 31
		01/08/10	5	49 1200	245 60	87 1300	435 65	190 05	19	4.31
		11/22/10	10	59 2300	592 30	87 1300	871 30	279 00	38	4 31
Subtotal			*160*		*7,707 56*		***13,940.80***	*6,233 24*	***603***	*4.31*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
PHILLIPS 66 SHS	PSX	02/28/06	5	27 8740	139 37	77 1300	385 65	246 28	8	2 02
		03/15/06	3	28.1366	84.41	77.1300	231 39	146 98	5	2 02
		08/16/06	2	30.4100	60.82	77 1300	154 26	93 44	4	2.02
		04/12/07	8	31 9012	255 21	77 1300	617 04	361 83	13	2 02
		12/12/08	27	23 7574	641 45	77 1300	2,082 51	1,441 06	43	2 02
Subtotal			***45***		***1,181.26***		***3,470.85***	***2,289.59***	***73***	***2.02***
PRAXAIR INC	PX	12/12/08	65	54 5200	3,543 80	130 0300	**8,451.95**	4,908.15	156	1 84
PROCTER & GAMBLE CO	PG	12/12/08	122	57 9095	7,064 97	81.4100	9,932 02	2,867 05	294	2.95
		01/08/10	5	60.2600	301 30	81 4100	407 05	105 75	13	2.95
		11/22/10	15	63 6500	954 75	81 4100	1,221 15	266.40	37	2 95
Subtotal			***142***		***8,321.02***		***11,560.22***	***3,239.20***	***344***	***2.95***
PRUDENTIAL FINANCIAL INC	PRU	06/10/10	57	57 1414	3,257 06	92 2200	5,256 54	1,999 48	121	2.29
		08/29/12	50	54.5978	2,729 89	92 2200	4,611 00	1,881 11	106	2.29
		07/12/13	31	77 7806	2,411 20	92 2200	2,858 82	447 62	66	2 29
Subtotal			***138***		***8,398.15***		***12,726.36***	***4,328 21***	***293***	***2 29***
PUB SVC ENTERPRISE GRP	PEG	03/06/09	107	25.1300	2,688 92	32 0400	3,428 28	739 36	155	4 49
		11/22/10	15	30 6900	460 35	32 0400	480.60	20 25	22	4.49
Subtotal			***122***		***3,149.27***		***3,908.88***	***759.61***	***177***	***4.49***
RAYTHEON CO DELAWARE NEW	RTN	03/25/08	25	64 4284	1,610 71	90 7000	2,267 50	656 79	55	2 42
		12/12/08	115	49 9519	5,744 47	90 7000	10,430 50	4,686 03	253	2 42
		11/22/10	20	46 3800	927 60	90 7000	1,814 00	886 40	44	2 42
Subtotal			***160***		***8,282.78***		***14,512.00***	***6,229.22***	***352***	***2.42***
SCHLUMBERGER LTD	SLB	02/06/07	3	65 0800	195 24	90 1100	270.33	75 09	4	1 38
		04/12/07	20	73 1800	1,463 60	90 1100	1,802 20	338 60	25	1 38
		11/24/08	20	46 2380	924 76	90 1100	1,802 20	877 44	25	1 38
		12/12/08	20	40 0700	801 40	90.1100	1,802 20	1,000.80	25	1 38
		11/22/10	10	74 9100	749 10	90 1100	901 10	152 00	13	1 38
Subtotal			***73***		***4,134.10***		***6,578.03***	***2,443.93***	***92***	***1 38***

THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
SEMPRA ENERGY	SRE	10/05/09	13	50.2953	653 84	89 7600	1,166 88	513 04	33	2.80
		10/06/09	47	50 9951	2,396 77	89 7600	4,218 72	1,821.95	119	2.80
		11/22/10	5	50 3500	251.75	89 7600	448 80	197.05	13	2 80
Subtotal			*65*		*3,302 36*		***5,834.40***	*2,532.04*	***165***	*2.80*
SUNTRUST BKS INC COM	STI	02/20/13	165	27 8264	4,591.36	36 8100	6,073 65	1,482 29	66	1 08
		05/09/13	76	30 8332	2,343.33	36.8100	2,797 56	454.23	31	1 08
Subtotal			*241*		*6,934.69*		***8,871.21***	*1,936.52*	***97***	*1.08*
TORONTO DOMINION BANK	TD	07/27/11	49	81.5675	3,996.81	94 2400	4,617 76	620.95	158	3 41
		08/30/12	22	81 3709	1,790 16	94 2400	2,073 28	283 12	71	3 41
Subtotal			*71*		*5,786.97*		***6,691.04***	*904.07*	***229***	*3.41*
TOTAL S A SP ADR	TOT	12/27/07	10	82 3690	823 69	61 2700	612 70	(210 99)	27	4 28
		01/03/08	15	84.7386	1,271.08	61.2700	919 05	(352.03)	40	4.28
		08/21/08	21	73 2347	1,537 93	61.2700	1,286 67	(251 26)	56	4 28
		12/12/08	95	53 0500	5,039 75	61.2700	5,820 65	780 90	250	4 28
		01/08/10	5	65.8800	329 40	61 2700	306 35	(23 05)	14	4 28
		11/22/10	10	52 1400	521 40	61 2700	612 70	91 30	27	4.28
Subtotal			*156*		*9,523.25*		***9,558.12***	*34.87*	***414***	*4.28*
TRAVELERS COS INC	TRV	01/31/05	15	37 4433	561 65	90.5400	1,358 10	796 45	30	2 20
		03/15/06	10	43 1000	431 00	90 5400	905 40	474 40	20	2 20
		08/16/06	10	44 2500	442 50	90 5400	905 40	462 90	20	2 20
		04/12/07	15	53 0500	795 75	90 5400	1,358 10	562 35	30	2 20
		06/19/07	5	53.2040	266 02	90 5400	452 70	186 68	10	2 20
		01/05/09	115	44 7515	5,146 43	90 5400	10,412 10	5,265 67	230	2 20
		11/22/10	10	54 8900	548 90	90 5400	905 40	356 50	20	2 20
Subtotal			*180*		*8,192 25*		***16,297.20***	*8,104.95*	***360***	*2 20*

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
UNILEVER NV NY REG SHS	UN	12/12/08	150	23 1400	3,471.00	40.2300	6,034 50	2,563 50	178	2 94
		01/08/10	10	31 6000	316 00	40 2300	402 30	86 30	12	2 94
		11/22/10	25	30 7300	768 25	40.2300	1,005 75	237 50	30	2 94
Subtotal			***185***		***4,555 25***		***7,442.55***	***2,887.30***	***220***	***2.94***
UNITED PARCEL SVC CL B	UPS	03/18/13	72	85 3915	6,148 19	105 0800	7,565.76	1,417 57	179	2 36
UNITED TECHS CORP COM	UTX	10/13/08	35	52 2174	1,827 61	113 8000	3,983 00	2,155 39	83	2 07
		12/12/08	65	47 4200	3,082 30	113 8000	7,397 00	4,314 70	154	2 07
		05/05/09	34	51 6002	1,754 41	113.8000	3,869 20	2,114 79	81	2.07
		11/22/10	10	74.7300	747 30	113 8000	1,138 00	390 70	24	2 07
Subtotal			***144***		***7,411.62***		***16,387.20***	***8,975.58***	***342***	***2.07***
US BANCORP (NEW)	USB	12/12/08	240	24 9495	5,987 88	40 4000	9,696.00	3,708 12	221	2 27
V F CORPORATION	VFC	03/05/09	168	12 0427	2,023.19	62 3400	10,473 12	8,449.93	177	1 68
		11/22/10	20	20.5675	411 35	62 3400	1,246 80	835 45	21	1.68
Subtotal			***188***		***2,434 54***		***11,719.92***	***9,285 38***	***198***	***1.68***
VERIZON COMMUNICATNS COM	VZ	04/12/07	11	34 8245	383 07	49 1400	540 54	157 47	24	4 31
		10/27/08	55	26 3634	1,449 99	49 1400	2,702 70	1,252 71	117	4 31
		12/12/08	240	30 2664	7,263 95	49 1400	11,793 60	4,529 65	509	4 31
		01/08/10	15	29 6773	445 16	49 1400	737 10	291.94	32	4 31
		11/22/10	25	32 5300	813 25	49 1400	1,228 50	415 25	53	4 31
Subtotal			***346***		***10,355.42***		***17,002.44***	***6,647.02***	***735***	***4 31***
WAL-MART STORES INC	WMT	06/12/08	20	59 5015	1,190 03	78 6900	1,573 80	383 77	38	2 38
		06/24/08	15	57 6460	864 69	78 6900	1,180 35	315 66	29	2 38
		06/27/08	20	56.9735	1,139 47	78 6900	1,573 80	434 33	38	2 38
		07/09/08	10	58 4360	584 36	78 6900	786 90	202 54	19	2 38
		09/11/08	5	62 4580	312 29	78 6900	393 45	81 16	10	2 38
		12/12/08	25	54 4900	1,362 25	78 6900	1,967.25	605 00	47	2 38
Subtotal			***95***		***5,453.09***		***7,475.55***	***2,022.46***	***181***	***2.38***

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THE HODGES FOUNDATION

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

November 30, 2013 - December 31, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
WELLS FARGO & CO NEW DEL	WFC	07/17/08	15	26 8700	403 05	45 4000	681 00	277.95	18	2.64
		07/17/08	50	27 6464	1,382 32	45.4000	2,270 00	887 68	60	2.64
		12/12/08	320	25 9673	8,309 54	45 4000	14,528 00	6,218 46	384	2 64
		11/22/10	40	27 1300	1,085 20	45.4000	1,816 00	730 80	48	2.64
Subtotal			*425*		*11,180 11*		***19,295.00***	*8,114 89*	***510***	*2.64*
WEYERHAEUSER CO	WY	12/12/08	110	35 3944	3,893 39	31.5700	3,472.70	(420 69)	97	2.78
		09/02/10	158	15 5400	2,455 32	31 5700	4,988.06	2,532 74	140	2.78
Subtotal			*268*		*6,348.71*		***8,460.76***	*2,112 05*	***237***	*2.78*
3M COMPANY	MMM	06/30/09	61	59 9840	3,659 03	140 2500	8,555 25	4,896 22	209	2 43
		11/22/10	5	84 3500	421 75	140 2500	701.25	279 50	18	2 43
Subtotal			*66*		*4,080.78*		***9,256.50***	*5,175.72*	***227***	*2.43*
TOTAL					426,962.47		694,041.46	267,078 99	18,896	2.72
TOTAL PRINCIPAL INVESTMENTS					797,266 86		1,067,042.37	269,775 51	29,874	2 80

Notes

Δ Debt Instruments purchased at a premium show amortization θ Debt Instruments purchased at a discount show accretion

[1] Some agency securities are not backed by the full faith and credit of the United States government

< Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor

For Credit Ratings S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est Annual Yield%*
CASH	190 18	190 18		190.18		

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS November 30, 2013 - December 31, 2013

CASH/MONEY ACCOUNTS (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
BIF MONEY FUND	20,960 00	20,960 00	1 0000	20,960.00	15	07
TOTAL		21,150 18		21,150.18	15	.07
TOTAL INCOME INVESTMENTS		21,150 18		21,150.18	14	07

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	818,417 04	1,088,192.55	269,775.51	3,329 72	29,889	2 75

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Income Cash	Principal Cash	Income Year To Date
	Subtotal (Tax-Exempt Interest)					(10.99)
12/05	Interest Credit		CHEVRON CORP GLB 01 104% DEC 05 2017 INTEREST CREDIT PAY DATE 12/05/2013 CUSIP NUM 166764AA8	88 32		
12/09	Interest Credit		DEERE & COMPANY 02.600% JUN 08 2022 INTEREST CREDIT PAY DATE 12/08/2013 CUSIP NUM 244199BE4	195 00		
12/12	Interest Credit		FEDERAL NATL MTG ASSOC NOTES 05 375% JUN 12 2017 INTEREST CREDIT PAY DATE 12/12/2013	403 13		

Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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* 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, 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 THE HODGES FOUNDATION	Employer identification number (EIN) or 75-6329970
	Number, street, and room or suite no If a P.O box, see instructions P O. BOX 1501, NJ2-130-03-31	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions PENNINGTON, NJ 08534-1501	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A.

Telephone No. ▶ 609-274-6834 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 8/15/2014, 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

3a	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.	3a	$ 1,297
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.	3b	$ 1,677
c	**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.	3c	$ 0

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Form **8868** (Rev 1-2014)

HTA