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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE SUSAN VAUGHAN FOUNDATION, INC.		A Employer identification number 76-0285765
Number and street (or P O box number if mail is not delivered to street address) LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR 600 JEFFERSON STREET, SUITE 300		B Telephone number (see instructions) (713) 216-3447
City or town, state or province, country, and ZIP or foreign postal code HOUSTON, TX 77002		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization	☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,611,041.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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	425,364.	425,364.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)	1,825,597.			
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 10,268,478				
	7 Capital gain net income (from Part IV, line 2)		1,825,597.		
	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) ATCH 2	-4,742.	657.			
12 Total. Add lines 1 through 11	2,246,219.	2,251,618.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	121,081.	35,233.		85,849.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	10,133.	7,600.		2,533.
	b Accounting fees (attach schedule) ATCH 4	36,400.	27,300.		9,100.
	c Other professional fees (attach schedule)	196,439.	196,439.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	45,373.	6,077.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	14,159.	14,159.		
	24 Total operating and administrative expenses. Add lines 13 through 23	423,585.	286,808.		97,482.
	25 Contributions, gifts, grants paid	1,173,420.			1,173,420.
26 Total expenses and disbursements. Add lines 24 and 25	1,597,005.	286,808.	0	1,270,902.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	649,214.				
b Net investment income (if negative, enter -0-)		1,964,810.			
c Adjusted net income (if negative, enter -0-)					

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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				
	2	Savings and temporary cash investments		846,005.	922,572.	922,572.
	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 ATCH 8		15,130.	4,465.	4,465.
	10 a	Investments - U S and state government obligations (attach schedule) **		1,315,660.	1,041,352.	1,108,236.
	b	Investments - corporate stock (attach schedule) ATCH 10		12,498,659.	13,247,424.	19,942,979.
	c	Investments - corporate bonds (attach schedule) ATCH 11		4,425,235.	4,559,494.	4,609,853.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 12)		23,830.	22,936.	22,936.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		19,124,519.	19,798,243.	26,611,041.	
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 ▶ ATCH 13)			23,631.		
23	Total liabilities (add lines 17 through 22)		0	23,631.		
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		19,124,519.	19,774,612.	
	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				
	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)		19,124,519.	19,774,612.	
	31	Total liabilities and net assets/fund balances (see instructions)		19,124,519.	19,798,243.	

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	19,124,519.
2	Enter amount from Part I, line 27a	2	649,214.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	879.
4	Add lines 1, 2, and 3	4	19,774,612.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,774,612.

**ATCH 9

Form 990-PF (2013)

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 PART IV SCHEDULE

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,825,597.
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	1,301,987.	23,427,349.	0.055576
2011	1,238,136.	23,278,792.	0.053187
2010	816,339.	22,150,067.	0.036855
2009	1,029,861.	19,973,253.	0.051562
2008	1,416,839.	24,341,269.	0.058207

2 Total of line 1, column (d)	2	0.255387
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	0.051077
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	25,957,050.
5 Multiply line 4 by line 3	5	1,325,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,648.
7 Add lines 5 and 6	7	1,345,456.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,270,902.

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

1 a 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)		1	39,296.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	39,296.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	39,296.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	15,665.	
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	15,665.	
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. <u>ATTCH 15</u>	9	24,857.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).			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).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address ▶ N/A				
14	The books are in care of ▶ LEGACY TRUST COMPANY	Telephone no ▶	713-216-3447	
	Located at ▶ 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX	ZIP+4 ▶	77002	
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		
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	Yes X	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			UNITED KINGDOM	

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

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

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

Form 990-PF (2013)

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

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

6b

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

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
ATCH 16		121,081.	0	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 ☐

Form 990-PF (2013)

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 PROVIDE GRANTS TO SUPPORT RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, AND EDUCATIONAL PURPOSES. THIS IS THE ONLY ACTIVITY OF THE FOUNDATION.	
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 NO PROGRAM RELATED INVESTMENTS	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

Form 990-PF (2013)

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	25,220,495.
b	Average of monthly cash balances	1b	1,093,659.
c	Fair market value of all other assets (see instructions)	1c	38,181.
d	Total (add lines 1a, b, and c)	1d	26,352,335.
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	26,352,335.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	395,285.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	25,957,050.
6	Minimum investment return. Enter 5% of line 5	6	1,297,853.

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	1,297,853.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	39,296.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	39,296.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,258,557.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,258,557.
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	1,258,557.

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	1,270,902.
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	1,270,902.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,270,902.

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.

Form 990-PF (2013)

Page **9****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				1,258,557.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 149,232.				
b From 2009 34,470.				
c From 2010				
d From 2011 86,308.				
e From 2012 135,896.				
f Total of lines 3a through e 405,906.				
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>1,270,902.</u>				
a Applied to 2012, but not more than line 2a				
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				1,258,557.
e Remaining amount distributed out of corpus 12,345.				
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 5 418,251.				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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) 149,232.				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a 269,019.				
10 Analysis of line 9				
a Excess from 2009 34,470.				
b Excess from 2010				
c Excess from 2011 86,308.				
d Excess from 2012 135,896.				
e Excess from 2013 12,345.				

Form **990-PF** (2013)

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 ATCH 18				
Total			3a	1,173,420.
b Approved for future payment ATCH 19				
Total			3b	750,000.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
99,005.		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 96,249.				P	VARIOUS 2,756.	VARIOUS
1,445,194.		SEE ATTACHMENT D-1 PROPERTY TYPE: SECURITIES 911,817.				P	VARIOUS 533,377.	VARIOUS
791,507.		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES 781,487.				P	VARIOUS 10,020.	VARIOUS
1,381,659.		SEE ATTACHMENT D-2 PROPERTY TYPE: SECURITIES 1,341,895.				P	VARIOUS 39,764.	VARIOUS
1,242,695.		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES 1,310,679.				P	VARIOUS -67,984.	VARIOUS
221,616.		SEE ATTACHMENT D-3 PROPERTY TYPE: SECURITIES 174,273.				P	VARIOUS 47,343.	VARIOUS
2,643,790.		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES 2,281,357.				P	VARIOUS 362,433.	VARIOUS
2,291,535.		SEE ATTACHMENT D-4 PROPERTY TYPE: SECURITIES 1,545,124.				P	VARIOUS 746,411.	VARIOUS
151,477.		PTP BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VARIOUS 151,477.	VARIOUS
TOTAL GAIN (LOSS)							<u>1,825,597.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMERCIAL BONDS AND U.S. INSTRUMENTS	121,731.	121,731.
DIVIDENDS	303,633.	303,633.
TOTAL	<u>425,364.</u>	<u>425,364.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INCOME/LOSS	-4,742.	657.
TOTALS	<u>-4,742.</u>	<u>657.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	10,133.	7,600.		2,533.
TOTALS	<u>10,133.</u>	<u>7,600.</u>		<u>2,533.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT AND TAX ACCOUNTING	36,400.	27,300.		9,100.
TOTALS	<u>36,400.</u>	<u>27,300.</u>		<u>9,100.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CYPRESS MANAGEMENT-INVESTMENT	40,745.	40,745.
JO HAMBRO MGT-INVESTMENT	82,515.	82,515.
FROST-INVESTMENT	20,811.	20,811.
CUSTODY FEE	22,773.	22,773.
LUTHER KING CAPITAL-INVESTMENT	29,595.	29,595.
TOTALS	<u>196,439.</u>	<u>196,439.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	6,077.	6,077.
FEDERAL EXCISE TAX EXPENSE	39,296.	
TOTALS	<u>45,373.</u>	<u>6,077.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INSURANCE	10,191.	10,191.
MISCELLANEOUS EXPENSES	307.	307.
BOARD EXPENSE/TRAVEL	3,661.	3,661.
TOTALS	<u>14,159.</u>	<u>14,159.</u>

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	4,465.	4,465.
TOTALS	<u>4,465.</u>	<u>4,465.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION

ENDING ENDING
BOOK VALUE FMV

ATTACHMENT 9

SEE STATEMENT 9-1

1,041,352. 1,108,236.

US OBLIGATIONS TOTAL

1,041,352. 1,108,236.

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
125000	UNITED STATES TREASURY NOTES DTD 02/15/2008 3.500% 02/15/2018	135,703.75	124,677.01	3.22
250000	UNITED STATES TREASURY NOTES DTD 03/15/2013 0.375% 03/15/2016	249,610.00	249,952.01	0.38

The Susan Vaughan Foundation, Inc.
 76-0285765
 December 31, 2013

		<u>Market</u>	<u>Cost</u>	
211992.04	FED HOME LOAN MTGE CORP POOL #1N1417 30 YR GTD SINGLE FAMILY MORTGAGE DTD 04/01/2007 VAR CPN 02/01/2037 NON CALLABLE	223,852.99	226,003.40	4,231.36 1.89
100000	FEDERAL FARM CREDIT BANK DTD 01/09/2007 4.875% 01/17/2017 NON CALLABLE	112,104.00	98,677.37	4,875.00 4.35
100000	FEDERAL NATIONAL MORTGAGE ASSN DTD 04/16/2007 5.000% 05/11/2017 NON CALLABLE	112,964.00	99,595.46	5,000.00 4.43
150000	FEDERAL NATIONAL MORTGAGE ASSN DTD 06/08/2007 5.375% 06/12/2017 NON CALLABLE	171,526.50	150,055.46	8,062.50 4.70

		<u>Market</u>	<u>Cost</u>	
746.39	FEDERAL HOME LOAN MORTGAGE CORP CMO SER 3378 CL ME DTD 10/01/2007 5.500% 01/15/2023 NON CALLABLE	788.76	748.48	41.05 5.20
45077.6	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2007 2.625% 07/15/2017	50,705.09	47,764.20	1,183.29 2.33
46327.6	UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 01/15/2007 2.375% 01/15/2017	50,982.13	43,878.39	1,100.28 2.16
Grand Total		1,108,236.32	1,041,351.78	

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 10-1	4,433,137.	7,847,999.
SEE STATEMENT 10-2	6,556,337.	8,708,757.
SEE STATEMENT 10-3	2,257,950.	3,386,223.
TOTALS	<u>13,247,424.</u>	<u>19,942,979.</u>

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

	U.S. COMMON STOCK	Market	Cost	
600	AMAZON COM INC COM	239,274.00	57,206.84	0.00
1000	ANADARKO PETE CORP	79,320.00	72,586.01	0.91
2600	ANALOG DEVICES INC	132,418.00	41,236.80	2.67

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
350	APPLE INC	196,357.00	71,345.91	2.17
500	BEAM INC-W/I	34,030.00	34,033.50	1.32
1150	BRISTOL MYERS SQUIBB CO	61,122.50	40,894.00	2.71
2000	CHEVRON CORPORATION	249,820.00	90,141.15	3.20
4000	COCA COLA CO	165,240.00	133,663.62	2.71
1000	COLGATE PALMOLIVE CO	65,210.00	43,819.73	2.09
900	DEERE & CO	82,197.00	64,911.18	2.23
1250	DISNEY WALT CO	95,500.00	79,798.95	1.13
1650	DU PONT E I DE NEMOURS & CO	107,200.50	75,413.83	2.77
2000	E M C CORP MASS	50,300.00	50,280.00	1.59
600	EASTMAN CHEMICAL CO	48,420.00	45,960.78	1.73
2000	EMERSON ELEC CO	140,360.00	69,642.00	2.45
800	EOG RESOURCES INC	134,272.00	79,620.60	0.45
2600	EXXON MOBIL CORP	263,120.00	104,721.20	2.49

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
6000	GENERAL ELEC CO	168,180.00	201,815.40	3.14
1100	GENERAL MLS INC	54,901.00	42,777.84	3.05
80	GOOGLE INC-CL A	89,656.80	68,608.79	0.00
700	HOME DEPOT INC	57,638.00	53,560.50	1.89
2700	HONEYWELL INTL INC	246,699.00	122,688.50	1.97
950	J.P. MORGAN CHASE & CO	55,556.00	39,644.00	2.60
2200	JOHNSON & JOHNSON	201,498.00	83,191.25	2.88
1200	JOHNSON CTLS INC	61,560.00	49,316.80	1.72
1500	KINDER MORGAN INC	54,000.00	53,603.50	4.56
550	KRAFT FOODS GROUP INC	29,650.50	22,198.38	3.90
1650	LILLY ELI & CO	84,150.00	68,328.29	3.84
1100	LOWES COS INC	54,505.00	41,780.68	1.45
1250	MCDONALDS CORP	121,287.50	71,440.40	3.34

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
1500	MERCK & CO INC	75,075.00	60,461.12	3.52
1950	MONDELEZ INTERNATIONAL INC	68,835.00	48,959.34	1.59
700	NATIONAL-OILWELL INC	55,671.00	55,577.90	1.31
1350	NIKE INC-CLASS B	106,164.00	72,793.13	1.22
1450	OCCIDENTAL PETE CORP	137,895.00	110,255.60	2.69
2500	PEPSICO INC	207,350.00	108,123.75	2.74
2500	PFIZER INC	76,575.00	67,687.13	3.40
1600	PHILIP MORRIS INTERNATIONAL	139,408.00	47,201.71	4.32
1350	PNC FINANCIAL SERVICES GROUP	104,733.00	58,464.50	2.27
1900	PROCTER & GAMBLE CO	154,679.00	65,143.10	2.96
2000	QUALCOMM INC	148,500.00	53,010.91	1.89
300	RALPH LAUREN CORP	52,971.00	48,710.00	1.02
500	UNION PAC CORP	84,000.00	56,381.01	1.88
1000	UNITED PARCEL SERVICE INC	105,080.00	72,574.00	2.36

		<u>Market</u>	<u>Cost</u>	
1100	UNITED TECHNOLOGIES CORP	125,180.00	88,533.13	2,596.00 2.07
1200	V.P. CORP	74,808.00	47,886.50	1,260.00 1.68
1150	VERIZON COMMUNICATIONS	56,511.00	49,976.81	2,438.00 4.31
2800	WELLS FARGO & CO NEW	127,120.00	102,044.49	3,360.00 2.64
1400	WEYERHAEUSER CO	44,198.00	43,271.32	1,232.00 2.79
1200	WILLIAMS COS INC	46,284.00	39,003.00	1,824.00 3.94
1850	XILINX INC	84,952.00	48,912.85	1,850.00 2.18
1750	YAHOO INC	70,770.00	48,017.03	0.00 0.00
1650	YUM! BRANDS	124,756.50	75,259.36	2,442.00 1.96
700	ZOETIS INC	22,883.00	22,162.00	201.60 0.88

		<u>Market</u>	<u>Cost</u>	
400	ANHEUSER BUSCH INBEV SPONSORED AMERICAN DEPOSITORY RECEIPT	42,584.00	39,323.32	1,001.60 2.35
2800	CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027	159,656.00	64,308.19	2,340.80 1.47
2000	DIAGEO PLC AMERICAN DEPOSITORY RECEIPT	264,840.00	106,402.00	5,996.89 2.26
1150	EATON CORP PLC	87,538.00	68,038.83	1,932.00 2.21
700	ENSCO PLC CL A	40,026.00	39,806.62	1,575.00 3.93
2500	NESTLE S A SPONSORED ADR REPSTG REG SH	183,975.00	101,353.23	4,540.00 2.47
1700	NOVARTIS AG SPONSORED ADR	136,646.00	81,533.40	3,496.90 2.56

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
1700	SANOFI SPONSORED AMERICAN DEPOSITORY RECEIPT	91,171.00	60,753.48	2.34
1900	SCHLUMBERGER LTD	171,209.00	75,057.90	1.39
EQUITY INVESTMENTS-PARTNERSHIP -----				
U.S. STOCK-PARTNERSHIPS -----				
1600	BLACKSTONE GROUP LP EXCHANGE TRADED PARTNERSHIP	50,400.00	37,339.00	3.75
6500	ENTERPRISE PRODS PARTNERS LP COM UNIT	430,950.00	114,132.58	4.16
2700	MAGELLAN MIDSTREAM PARTNERS LP EXCHANGE TRADED PARTNERSHIP	170,829.00	79,448.05	3.52

		<u>Market</u>	<u>Cost</u>	
1000	MARKWEST ENERGY EXCHANGE TRADED PARTNERSHIP	66,130.00	51,770.97	3,400.00 5.14
3800	PLAINS ALL AMERICAN PIPELINE LP EXCHANGE TRADED PARTNERSHIP	196,726.00	79,026.66	9,120.00 4.64
1400	PLAINS GP HOLDINGS LP EXCHANGE TRADED PARTNERSHIP	37,478.00	32,354.00	0.00 0.00
	Total Equities	7,847,999.30	4,595,288.35	
	Partnership Basis Adjustment		(162,151.16)	
	Grand Total	7,847,999.30	4,433,137.19	

Security	Shares	Cost Basis	FMV
Adecco SA CHF1	2,690.00	151,917.73	212,936.29
Alcatel Lucent Total	45,500.00	150,588.19	203,976.42
A2A SpA Total	194,134.00	170,912.41	227,192.20
Bangkok Bank THB10 Total	21,000.00	159,250.23	114,303.71
BNP Paribas Total	2,985.00	131,249.87	232,681.44
Bridgestone Corporation Total	7,000.00	164,753.64	264,634.45
Canon Inc Total	4,300.00	138,228.46	136,012.23
Cap Gemini Total	2,939.00	180,785.94	198,684.43
Carnival Plc Ord Total	5,800.00	206,516.61	240,237.81
Carrefour Total	12,128.00	273,167.95	480,783.92
CNP Assurances Total	9,292.00	132,744.14	190,507.89
East Japan Railway Total	2,500.00	159,062.62	198,998.27
EDF Total	7,527.00	153,948.64	266,022.87
Ericsson Series B SEK1 Total	16,968.00	199,782.68	207,077.13
E. ON SE Total	13,378.00	220,892.36	247,404.70
Hang Lung Properties Total	38,000.00	133,267.15	120,065.07
Husgvarna AB Series B Total	27,421.00	168,990.69	165,063.27
Indra Sistemas Total	16,945.00	224,628.30	283,409.25
International Consolidated Airline OrdTotal	47,139.00	148,328.66	313,369.99
Intesa Sanpaolo Total	162,480.00	299,055.37	401,088.16
Jardine Matheson US Total	2,800.00	139,475.01	146,468.00
Keppel Corporation Total	16,000.00	144,825.21	141,704.71
Keppel REIT Total	1,280.00	-	1,200.50
Keyence Corporation Total	500.00	127,821.93	213,721.29
Lloyds Banking Group Plc Ord Total	416,628.00	265,711.49	544,270.79
Lonza Group Ltd Total	2,029.00	186,231.08	192,462.06
Nippon Telegraph & Telephone Corp Total	3,600.00	181,938.82	193,546.00
Pandora A/S DKK1 Total	8,697.00	314,575.63	471,668.49
Petrochina Co H Shares Total	110,000.00	135,719.46	120,580.93
Renault SA Total	2,212.00	160,232.16	177,904.58
Royal Mail Group Ltd Ord 1p Total	20,000.00	193,470.70	188,801.10
Samsonite International SA Total	72,000.00	139,422.54	219,134.88
Securitas AB Series B SEK1 Total	15,373.00	167,180.89	163,353.70
Siam Cement Co THB1 Total	12,400.00	145,312.82	151,671.05
Singapore Telecommunications Total	50,000.00	129,412.36	144,838.92
Shin-Etsu Chemical Total	2,500.00	134,262.78	145,805.41
TF1 - TV Francaise Total	16,027.00	197,310.64	308,963.99
Vinci SA Total	3,583.00	225,362.21	235,269.01
World Duty Free Total	19,317.00	-	242,942.43
Grand Total	1,415,072.00	6,556,337.37	8,708,757.34

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

	U.S. COMMON STOCK -----	Market	Cost	
1275	ACI WORLDWIDE INC	82,875.00	52,142.52	0.00
590	ACUITY BRANDS INC	64,498.80	42,851.99	0.48
2220	ACXIOM CORP	82,095.60	43,726.38	0.00
345	AFFILIATED MANAGERS GROUP INC	74,823.60	35,622.54	0.00
4060	AKORN INC	99,957.20	57,017.12	0.00
1535	ALLEGHENY TECHNOLOGIES INC	54,692.05	51,034.18	2.02

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
856	AMTRUST FINANCIAL SERVICES INC	27,982.64	21,112.89	479.36 1.71
825	ANSYS INC	71,940.00	51,750.13	0.00 0.00
950	ARMSTRON WORLD INDUSTRIES INC	54,729.50	50,835.27	0.00 0.00
1250	ASPEN TECHNOLOGY INC	52,250.00	28,157.16	0.00 0.00
870	ATHLON ENERGY INC	26,317.50	23,844.70	0.00 0.00
645	ATWOOD OCEANICS INC	34,436.55	33,959.62	0.00 0.00
1175	B/E AEROSPACE INC	102,260.25	50,635.89	0.00 0.00
985	BEACON ROOFING SUPPLY INC	39,675.80	27,606.59	0.00 0.00
1265	BELDEN INC	89,119.25	40,245.64	253.00 0.28
2490	BLOOMIN' BRANDS INC	59,784.90	57,168.45	0.00 0.00
720	CASEYS GEN STORES INC	50,580.00	41,972.44	518.40 1.02
340	CHART INDUSTRIES INC	32,517.60	34,487.12	0.00 0.00
3525	CIENA CORP	84,353.25	53,612.45	0.00 0.00
1650	CINEMARK HOLDING INC	54,994.50	38,528.57	1,650.00 3.00
1825	COMERICA INC COM	86,760.50	53,169.97	1,241.00 1.43

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
560	COVANCE INC	49,313.60	41,649.82	0.00
1150	CYBERONICS INC	75,235.30	57,517.76	0.00
520	DRIL-QUIP INC	57,163.60	43,968.43	0.00
3560	E TRADE FINANCIAL CORP	69,918.40	43,166.56	0.00
740	F M C CORP COM NEW	55,840.40	36,839.40	0.72
2805	FIFTH & PACIFIC COMPANIES, INC.	89,956.35	36,540.80	0.00
2265	FINISAR CORPORATION	54,178.80	50,669.96	0.00
1125	FIRST CASH FINANCIAL SERVICES INC	69,570.00	51,140.19	0.00
3190	FIRST HORIZON NATIONAL CORP	37,163.50	28,579.86	1.72
4050	GENWORTH FINL INC COM CL A	62,896.50	44,510.91	0.00
1530	GUESS INC	47,537.10	42,972.75	2.57
2225	HEXCEL CORP	99,435.25	54,724.96	0.00
725	KIRBY CORP	71,956.25	36,099.88	0.00
2635	LKQ CORP	86,691.50	47,582.16	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
350	MIDDLEBY CORP	83,903.40	36,673.13	0.00
1460	MRC GLOBAL INC	47,099.60	41,715.07	0.00
350	MWI VETERINARY SUPPLY INC	59,488.10	35,016.46	0.00
1050	OASIS PETROLEUM INC	49,318.50	25,774.59	0.00
705	POLARIS INDUSTRIES INC	102,676.20	51,082.57	1.15
1655	POLYONE CORP	58,504.25	45,672.29	0.91
925	POOL CORPORATION	53,779.50	49,647.06	1.31
1150	PROSPERITY BANCSHARES INC	72,898.50	46,514.64	1.51
2020	SAPIENT CORP	35,067.20	34,286.14	0.00
2050	TEAM HEALTH HOLDINGS INC	93,377.50	46,859.00	0.00
575	TELEDYNE TECHNOLOGIES INC	52,819.50	49,142.72	0.00
1010	TEXAS CAPITAL BANCSHARES	62,822.00	41,427.22	0.00
620	TRACTOR SUPPLY CO	48,099.60	27,392.34	0.67
2150	TRIMBLE NAVIGATION LTD	74,605.00	50,273.76	0.00
830	UNITED NAT FOODS INC	62,573.70	46,140.27	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

	<u>Market</u>	<u>Cost</u>	
700	WESCO INTERNATIONAL INC	63,749.00	39,995.00
			0.00
1770	WOLVERINE WORLD WIDE INC	60,109.20	42,452.64
			424.80
1730	ZIONS BANCORPORATION	51,830.80	42,439.88
			276.80
			0.53
	TOTAL	3,386,222.59	2,257,949.84
			12,360.36
			0.37

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE STATEMENT 11-1	4,559,494.	4,609,853.
TOTALS	<u>4,559,494.</u>	<u>4,609,853.</u>

December 31, 2013

	Market	Cost	
237089.7	ALLY AUTO RECEIVABLES TRUST ASSET BCKD SEC SER 2011-2 CL A4 DTD 05/05/2011 1.980% 04/15/2016 CALLABLE	239,211.65	237,018.93
			4,694.38
			1.96
250000	AMERICAN CREIT ACCEPTANCE RECEIVABL ASSET BCKD SEC SER 2013-1 CL B DTD 03/27/2013 2.150% 02/15/2019 NON CALLABLE 144A PRIVATE PLACEMENT	246,532.50	249,935.10
			5,375.00
			2.18
250000	AMERICAN EXPRESS CREDIT ACCOUNT ASSET BCKD SEC SER 2013-1 CL B DTD 07/25/2013 VAR CPN 02/16/2021 NON CALLABLE	250,000.00	250,000.00
			2,167.50
			0.87
250000	CAPITAL ONE MULTI-ASSET EXECUTION TR ASSET BCKD SEC SER 2013-A1 CL A1 DTD 02/01/2013 0.630% 11/15/2018 NON CALLABLE	249,357.50	249,962.23
			1,575.00
			0.63
250000	CHASE ISSUANCE TRUST ASSET BCKD SEC SER 2012-A6 CL A DTD 09/13/2012 VAR CPN 08/15/2017 NON CALLABLE	249,690.00	250,000.00
			742.50
			0.30

		<u>Market</u>	<u>Cost</u>	
250000	CHESAPEAKE FUNDING LLC ASSET BCKD SEC SER 2012-1A CL C DTD 05/17/2012 VAR CPN 11/07/2023 NON CALLABLE 144A PRIVATE PLACEMENT	250,967.50	250,000.00	2.16
135000	CS FIRST BOSTON MORTGAGE SECURITIES CMO SERIES 2005-C4 CLASS AJ DTD 08/01/2005 5.190% 08/15/2038 NON CALLABLE	140,921.10	131,603.91	4.97
214583.34	GLOBAL SC FINANCE SRL ASSET BCKD SEC SER 2012-1A CL A DTD 08/02/2012 4.110% 07/17/2027 NON CALLABLE 144A PRIVATE PLACEMENT	216,053.24	214,540.74	4.08
125000	MORGAN STANLEY CAPITAL I CMO SERIES 2011-C1 CLASS C DTD 02/01/2011 5.257% 09/15/2047 NON CALLABLE 144A PRIVATE PLACEMENT	135,267.50	124,150.63	4.86
250000	NELNET STUDENT LOAN TRUST ASSET BCKD SEC SER 2013-3A CL B DTD 04/30/2013 VAR CPN 07/25/2047 CALLABLE 144A PRIVATE PLACEMENT	223,357.50	227,978.53	1.86

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
155883.53	SLM STUDENT LOAN TRUST ASSET BCKD SEC SER 2012-A CL A1 DTD 02/09/2012 VAR CPN 08/15/2025 NON CALLABLE 144A PRIVATE PLACEMENT	157,381.57	155,883.53	2,442.69 1.55
250000	SMART TRUST ASSET BCKD SEC SER 2012-4US CL A4B DTD 10/11/2012 VAR CPN 08/14/2018 NON CALLABLE	251,172.50	250,000.00	2,166.50 0.86
265000	AMERICAN EXPR CENTURION MEDIUM TERM NOTE DTD 06/12/2007 5.950% 06/12/2017 NON CALLABLE	299,773.30	304,492.95	15,767.50 5.26
200000	APPLE INC DTD 05/03/2013 1.000% 05/03/2018 NON CALLABLE	193,390.00	200,134.00	2,000.00 1.03
250000	BANK OF AMERICA CORP MEDIUM TERM NOTE	251,680.00	245,595.00	4,489.00 1.78

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

		<u>Market</u>	<u>Cost</u>	
250000	DTD 07/12/2011 VAR CPN 07/11/2014 NON CALLABLE GOLDMAN SACHS GROUP INC DTD 02/07/2011 3.625% 02/07/2016 NON CALLABLE	262,370.00	249,343.00	3.45
250000	KAYNE ANDERSON MLP INVEST DTD 08/22/2013 VAR CPN 08/19/2016 CALLABLE 144A PRIVATE PLACEMENT	250,000.00	250,000.00	1.49
250000	NATIONAL CITY BANK MEDIUM TERM NOTE DTD 06/07/2007 VAR CPN 06/07/2017 NON CALLABLE	247,245.00	236,760.00	0.62
250000	WACHOVIA CORP DTD 10/23/2006 VAR CPN 10/15/2016 NON CALLABLE	248,630.00	232,720.50	0.62

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

	<u>Market</u>	<u>Cost</u>	
250000	246,852.50	249,375.00	1.52
----- BARCLAYS BANK PLC MEDIUM TERM NOTE DTD 09/17/2010 VAR CPN 09/17/2015 NON CALLABLE			
Grand Total	4,609,853.36	4,559,494.05	

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PURCHASED INTEREST RECEIVABLE	22,936.	22,936.
TOTALS	<u>22,936.</u>	<u>22,936.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
FEDERAL EXCISE TAX PAYABLE	23,631.
TOTALS	<u>23,631.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
BASIS ADJUSTMENT	879.
TOTAL	<u>879.</u>

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
SUSAN CLAYTON GARWOOD LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	19,000.	0	0
DUNCAN E OSBORNE LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0	0
ELIZABETH B OSBORNE LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0	0
LEGACY TRUST COMPANY - HOUSTON LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	SEC/TREAS 1.00	57,081.	0	0
GEORGE PETERKIN LEGACY TRUST COMPANY C/O JENNIFER G 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 77002	TRUSTEE 1.00	15,000.	0	0
GRAND TOTALS		121,081.	0	0

ATTACHMENT 17

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

LEGACY TRUST COMPANY
600 JEFFERSON STREET, SUITE 300
HOUSTON, TX 77002
713-651-8800

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONTEMPORARY ARTS MUSEUM OF HOUSTON 5216 MONTROSE HOUSTON, TX 77006	NONE PC		PROGRAM SUPPORT	10,000.
ST STEPHEN'S EPISCOPAL SCHOOL P.O. BOX 1868 AUSTIN, TX 78768	NONE PC		EDUCATION	125,000.
THE CHINQUAPIN SCHOOL 2615 EAST WALLISVILLE HIGHLANDS, TX 77562	NONE PC		CHARITABLE	10,000.
CLAYTON LIBRARY FRIENDS, INC P.O BOX 271078 HOUSTON, TX 77277	NONE PC		CHARITABLE	20,000.
COMMUNITIES IN SCHOOLS HOUSTON, INC. 2150 W 18TH ST STE 100 HOUSTON, TX 77008	NONE PC		CHARITABLE	10,000.
URBAN HARVEST P.O BOX 980460 HOUSTON, TX 77098	NONE PC		CHARITABLE	10,000

ATTACHMENT 18

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON PARKS BOARD 2001 KIRBY, STE 814 HOUSTON, TX 77019	NONE PC	CHARITABLE	7,000.
RICE DESIGN ALLIANCE P.O BOX 1892 HOUSTON, TX 77251	NONE PC	CHARITABLE	15,000
INPRINT, INC 1524 SUL ROSS HOUSTON, TX 77006	NONE PC	CHARITABLE	5,000
CHINATI FOUNDATION P.O BOX 1135 MARFA, TX 79843	NONE PC	CHARITABLE	15,000.
BREAKTHROUGH HOUSTON 2401 CLAREMONT LANE HOUSTON, TX 77019	NONE PC	CHARITABLE	5,000.
MUSEUM OF FINE ARTS HOUSTON PO BOX 6826 HOUSTON, TX 77265	NONE PC	CHARITABLE	39,620

ATTACHMENT 18

13POBR K920

70-039902-039902

THE SUSAN VAUGHAN FOUNDATION, INC

76-0285765

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BUFFALO BAYOU PARTNERSHIP 1113 VINE ST STE 200 HOUSTON, TX 77002	NONE PC	CHARITABLE	10,000.
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	NONE PC	CHARITABLE	125,000.
KATY PRAIRIE CONSERVANCY 3015 RICHMOND AVE SUITE 230 HOUSTON, TX 77098	NONE PC	CHARITABLE	10,000.
NEIGHBORHOOD CENTERS P.O. BOX 271389 HOUSTON, TX 77277	NONE PC	CHARITABLE	5,000.
PECKERWOOD GARDENS CONSERVATION FOUNDATION INC 20571 FM 359 RD HEMPSTEAD, TX 77445	NONE PC	CHARITABLE	25,000
PLANNED PARENTHOOD GULF COAST INC 4600 GULF FREEWAY HOUSTON, TX 77023	NONE PC	SOCIAL SERVICE	95,000.

ATTACHMENT 18

13P0BR K920

70-039902-039902

FORM 990DF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVER OAKS BAPTIST SCHOOL ENDOWMENT FUND INC 2300 WILLOWICK RD HOUSTON, TX 77027	NONE PC	CHARITABLE	105,000.
ECOLOGY ACTION OF TEXAS 707 E 9TH ST AUSTIN, TX 78701	NONE PC	CHARITABLE	15,000
PRESERVATION HOUSTON 611 WALKER ST HOUSTON, TX 77002	NONE PC	CHARITABLE	25,000.
RICE GALLERY 6100 MAIN STREET HOUSTON, TX 77005	NONE PC	ARTS/EDUCATION	3,000.
WORKSHOP HOUSTON 90 BOX 88365 ATTN BENJAMIN MASON HOUSTON, TX 77288	NONE PC	CHARITABLE	5,000.
BERKSHIRE HISTORY SOCIETY AT ARROWHEAD P.O. BOX 1437 PITTSFIELD, MA 01202	NONE PC	CHARITABLE	45,000

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BLANTON MUSEUM OF ART AKA UT FINE ARTS FOUNDATION P.O. BOX R AUSTIN, TX 78713	NONE PC	CHARITABLE	2,800.
HERITAGE SOCIETY 1100 BAGBY STREET HOUSTON, TX 77002	NONE PC	CHARITABLE	25,000.
HERMANN PARK CONSERVANCY 6201 A HERMANN PARK DRIVE HOUSTON, TX 77030	NONE PC	CHARITABLE	25,000.
HOUSTON ARTS ALLIANCE 3201 ALLEN PARKWAY, SUITE 250 HOUSTON, TX 77019	NONE PC	CHARITABLE	20,000.
HOUSTON BOTANIC GARDEN 3701 KIRBY DRIVE HOUSTON, TX 77098	NONE PC	CHARITABLE	35,000.
HOUSTON MOD P.O. BOX 541353 HOUSTON, TX 77254	NONE PC	CHARITABLE	10,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOUSTON PUBLIC LIBRARY P O. BOX 2109 HOUSTON, TX 77252	NONE PC	CHARITABLE	42,000.
HOUSTON WILDERNESS INC 550 WESTCOTT ST SUITE 305 HOUSTON, TX 77007	NONE PC	CHARITABLE	10,000.
NAU CENTER FOR TEXAS CULTURAL HERITAGE P.O. BOX 3404 HOUSTON, TX 77253	NONE PC	CHARITABLE	100,000.
NEW HOPE HOUSING 1117 TEXAS AVENUE HOUSTON, TX 77002	NONE PC	CHARITABLE	20,000
PROJECT GRAD HOUSTON 3000 RICHMOND AVENUE, SUITE 400 HOUSTON, TX 77098	NONE PC	CHARITABLE	4,000
PROJECT ROW HOUSES P.O. BOX 1011 HOUSTON, TX 77251	NONE PC	CHARITABLE	5,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RICE UNIVERSITY P O. BOX 1892 HOUSTON, TX 77251	NONE PC	CHARITABLE	5,000.
EPISCOPAL THEOLOGICAL SEMINARY OF THE SOUTHWEST P.O. BOX 2247 AUSTIN, TX 78768	NONE PC	CHARITABLE	25,000
BIG MEDIUM 5305 BOLM ROAD, SUITE 12 AUSTIN, TX 78721	NONE PC	CHARITABLE	10,000.
UNIVERSITY OF TEXAS LAW SCHOOL FOUNDATION 727 E. DEAN KEETON ST. AUSTIN, TX 78705	NONE PC	CHARITABLE	25,000.
JANES DUE PROCESS INC P.O. BOX 685137 AUSTIN, TX 78768	NONE PC	CHARITABLE	5,000.
SCENIC HOUSTON 3015 RICHMOND AVENUE, SUITE 220 HOUSTON, TX 77098	NONE PC	CHARITABLE	15,000

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUSTAINABLE FOOD CENTER INC 2921 E 17TH STREET, BUILDING C AUSTIN, TX 78702	NONE PC	CHARITABLE	25,000
WALLER CREEK CONSERVANCY P O. BOX 12363 AUSTIN, TX 78711	NONE PC	CHARITABLE	25,000.
TOTAL CONTRIBUTIONS PAID			1,173,420.

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RIVER OAKS BAPTIST SCHOOL 2300 WILLOWICK RD HOUSTON, TX 77027	NONE PC	CHARITABLE	250,000.
ST. STEPHEN'S EPISCOPAL SCHOOL P O. BOX 1868 AUSTIN, TX 78768	NONE PC	CHARITABLE	200,000
HOUSTON ARBORETUM & NATURE CENTER 4501 WOODWAY DR HOUSTON, TX 77024	NONE PC	CHARITABLE	300,000.

TOTAL CONTRIBUTIONS APPROVED

750,000

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 20

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
PARTNERSHIP INCOME	211110	-5,399.	01	657.
TOTALS		<u>-5,399.</u>		<u>657.</u>

The Susan Vaughan Foundation, Inc.

76-0285765

December 31, 2013

Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
110122108	BRISTOL MYERS SQUIBB CO							
50.0000	02/25/2013	07/20/2012	BMV	1,832.96	1,778.00	54.96	0.00	0.00
16941M109	CHINA MOBILE LIMITED SPONS ADR		CHL	27,722.87	29,365.00	1,642.13	0.00	0.00
500.0000	02/22/2013	01/04/2013						
20825C104	CONOCOPHILLIPS		COP	52,198.82	48,905.16	3,293.66	0.00	0.00
900.0000	02/22/2013							
G29183103	EATON CORP PLC		ETN	3,018.44	2,849.36	169.08	0.00	0.00
50.0000	02/25/2013	01/31/2013						
370334104	GENERAL MILS INC		GIS	2,281.45	1,946.88	334.57	0.00	0.00
50.0000	02/25/2013	06/20/2012						
50076Q106	KRAFT FOODS GROUP INC		KRFT	753.90	642.06	111.84	0.00	0.00
16.0000	02/25/2013	03/28/2012						
609207105	MONDELEZ INTERNATIONAL INC		MDLZ	1,343.47	1,237.57	105.90	0.00	0.00
50.0000	02/25/2013	03/28/2012						

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)				Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, etc. Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed				
(Box 1e)	(Box 1a)		(Box 2a)						
654106103	NIKE INC-CLASS B		NKE						
50.0000	02/25/2013	04/05/2012	2,726.94	2,746.95	0.00	-20.01	0.00	0.00	0.00
717081103	PFIZER INC		PFE						
50.0000	02/25/2013	01/04/2013	1,353.96	1,300.00	0.00	53.96	0.00	0.00	0.00
92343V104	VERIZON COMMUNICATIONS								
50.0000	02/25/2013	11/08/2012	2,275.45	2,138.37	0.00	137.08	0.00	0.00	0.00
949746101	WELLS FARGO & CO NEW								
50.0000	02/25/2013	03/28/2012	1,775.97	1,712.50	0.00	63.47	0.00	0.00	0.00
969457100	WILLIAMS COS INC		WMB						
50.0000	02/25/2013	08/27/2012	1,720.47	1,627.00	0.00	93.47	0.00	0.00	0.00
Total Short Term Sales Reported on 1099-B							2,755.85	0.00	0.00
Report on Form 8949, Part I, with Box B checked									
Long Term Sales Reported on 1099-B									
032511107	ANADARKO PETE CORP		APC						
50.0000	02/25/2013	09/02/2011	4,053.91	3,513.00	0.00	540.91	0.00	0.00	0.00
032654105	ANALOG DEVICES INC		ADI						
100.0000	02/25/2013	02/18/1998	4,548.21	1,430.27	0.00	3,117.94	0.00	0.00	0.00
032654105	ANALOG DEVICES INC		ADI						
300.0000	08/26/2013	02/18/1998	14,222.75	4,290.80	0.00	9,931.95	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, etc. Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed		
(Box 1e)	(Box 1a)		(Box 2a)				
037833100	APPLE INC		AAPL				
35.0000	02/22/2013	12/23/2009	15,747.19	7,080.07	0.00	8,667.12	0.00
037833100	APPLE INC		AAPL				
50.0000	08/26/2013	12/23/2009	25,433.08	10,114.39	0.00	15,318.69	0.00
136375102	CANADIAN NATIONAL RAILWAY CO		CNI				
50.0000	02/25/2013	06/27/2007	4,917.39	2,486.50	0.00	2,430.89	0.00
136375102	CANADIAN NATIONAL RAILWAY CO		CNI				
150.0000	08/26/2013		14,361.78	7,734.84	0.00	6,626.94	0.00
149123101	CATERPILLAR INC		CAT				
25.0000	02/25/2013	03/30/2007	2,269.19	1,676.75	0.00	592.44	0.00
149123101	CATERPILLAR INC		CAT				
875.0000	08/29/2013		72,135.75	64,359.16	0.00	7,776.59	0.00
166764100	CHEVRON CORPORATION		CVX				
200.0000	02/22/2013	12/06/2000	23,159.48	7,013.47	0.00	16,146.01	0.00
166764100	CHEVRON CORPORATION		CVX				
100.0000	02/25/2013		11,577.62	3,958.85	0.00	7,618.77	0.00
166764100	CHEVRON CORPORATION		CVX				
100.0000	08/26/2013	02/06/2001	11,922.08	4,009.09	0.00	7,912.99	0.00
20441A102	CIA SANEAMIENTO BASICO DE SPONS ADR		SBS				
100.0000	02/25/2013	10/06/2009	4,701.78	2,030.60	0.00	2,671.18	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip			Description (Box 8)		Stock or Other Symbol (Box 1d)							Federal		State	
Quantity Sold	Date of Sale or Exchange	Date of Acquisition			Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Income Tax Withheld	Income Tax Withheld					
(Box 1e)	(Box 1a)				(Box 2a)				(Box 4)			(Box 15)			
20441A102	CIA SANEAMIENTO BASICO DE SPONS ADR			SBS											
1000.0000	06/11/2013	10/06/2009		11,879.79	6,768.67	0.00	5,111.12	0.00	0.00	0.00		0.00			
20441A102	CIA SANEAMIENTO BASICO DE SPONS ADR			SBS											
200.0000	08/26/2013	10/06/2009		1,708.52	1,353.73	0.00	354.79	0.00	0.00	0.00		0.00			
20441A102	CIA SANEAMIENTO BASICO DE SPONS ADR			SBS											
1500.0000	08/29/2013	10/06/2009		12,464.93	10,153.00	0.00	2,311.93	0.00	0.00	0.00		0.00			
20441A102	CIA SANEAMIENTO BASICO DE SPONS ADR			SBS											
3000.0000	10/11/2013			29,913.97	20,445.70	0.00	9,468.27	0.00	0.00	0.00		0.00			
191216100	COCA COLA CO			KO											
200.0000	02/25/2013	05/18/2011		7,626.40	6,800.72	0.00	825.68	0.00	0.00	0.00		0.00			
191216100	COCA COLA CO			KO											
200.0000	05/22/2013	05/18/2011		8,503.85	6,800.72	0.00	1,703.13	0.00	0.00	0.00		0.00			
191216100	COCA COLA CO			KO											
200.0000	08/14/2013	05/18/2011		7,882.36	6,800.72	0.00	1,081.64	0.00	0.00	0.00		0.00			
191216100	COCA COLA CO			KO											
200.0000	08/26/2013	05/18/2011		7,624.44	6,800.72	0.00	823.72	0.00	0.00	0.00		0.00			
191216100	COCA COLA CO			KO											
400.0000	08/29/2013	05/18/2011		15,232.89	13,601.44	0.00	1,631.45	0.00	0.00	0.00		0.00			
191216100	COCA COLA CO			KO											
500.0000	10/11/2013			18,766.17	17,299.22	0.00	1,466.95	0.00	0.00	0.00		0.00			

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip			Description (Box 8)		Stock or Other Symbol (Box 1d)				Federal Income Tax Withheld (Box 4)		State Tax Withheld (Box 15)	
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss						
(Box 1e)	(Box 1a)		(Box 2a)									
191216100	COCA COLA CO		KO									
300.0000	11/04/2013	09/02/2011	11,809.29	10,498.50	0.00	1,310.79					0.00	
231021106	CUMMINS INC		CMI									
400.0000	02/22/2013		45,138.98	36,576.08	0.00	8,562.90					0.00	
244199105	DEERE & CO		DE									
50.0000	02/25/2013	03/20/2008	4,378.91	3,908.00	0.00	470.91					0.00	
244199105	DEERE & CO		DE									
50.0000	03/25/2013	03/20/2008	4,342.90	3,908.00	0.00	434.90					0.00	
244199105	DEERE & CO		DE									
100.0000	07/08/2013	03/20/2008	8,127.85	7,816.00	0.00	311.85					0.00	
244199105	DEERE & CO		DE									
200.0000	08/26/2013		16,938.28	16,115.12	0.00	823.16					0.00	
25243Q205	DIAGEO PLC ADR		DEO									
100.0000	02/25/2013	10/31/2002	11,829.51	4,480.00	0.00	7,349.51					0.00	
263534109	DU PONT E I DE NEMOURS & CO		DD									
50.0000	02/25/2013	05/13/2010	2,367.45	1,957.00	0.00	410.45					0.00	
291011104	EMERSON ELEC CO		EMR									
100.0000	02/25/2013	02/09/2005	5,694.16	3,409.75	0.00	2,284.41					0.00	
291011104	EMERSON ELEC CO		EMR									
100.0000	05/22/2013	02/09/2005	5,847.89	3,409.75	0.00	2,438.14					0.00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	State Tax Withheld
Quantity Sold	Date of Sale or Exchange Acquisition	Stocks Bonds, etc. (Box 2a)	Federal Income Tax Withheld (Box 4)
(Box 1e)	(Box 1a)	(Box 2a)	(Box 15)
291011104	EMERSON ELEC CO	EMR	
200.0000	08/26/2013	12,420.36	5,671.61
29250R106	ENBRIDGE ENERGY PARTNERS LP		0.00
1400.0000	02/22/2013 02/06/2012	38,793.12	0.00
293792107	ENTERPRISE PRODS PARTNERS LP	EPD	0.00
250.0000	02/25/2013 02/10/2005	14,084.18	9,302.30
293792107	ENTERPRISE PRODS PARTNERS LP	EPD	0.00
250.0000	08/26/2013 02/10/2005	14,842.22	10,060.35
26926V107	EV ENERGY PARTNERS LP	EVEP	0.00
700.0000	01/04/2013 06/20/2011	42,069.05	8,847.26
30231G102	EXXON MOBIL CORP	XOM	0.00
200.0000	02/22/2013 02/13/2001	17,811.60	9,276.60
30231G102	EXXON MOBIL CORP	XOM	0.00
100.0000	02/25/2013 02/13/2001	8,943.29	4,675.79
369604103	GENERAL ELEC CO	GE	0.00
200.0000	02/25/2013 08/02/2001	4,634.47	3,953.53
370334104	GENERAL MLS INC	GIS	0.00
100.0000	08/26/2013 06/20/2012	4,961.20	1,067.44
370334104	GENERAL MLS INC	GIS	0.00
150.0000	08/29/2013 06/20/2012	7,383.31	1,542.67

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange Acquisition							
(Box 1a)	(Box 1a)							
438516106	HONEYWELL INTL INC							
100.0000	02/25/2013 09/12/2000		6,987.13	3,645.50	0.00	3,341.63	0.00	0.00
438516106	HONEYWELL INTL INC							
200.0000	08/26/2013 09/12/2000		16,287.01	7,291.00	0.00	8,996.01	0.00	0.00
46625H100	J.P. MORGAN CHASE & CO							
50.0000	02/25/2013 04/21/2005		2,427.45	1,750.00	0.00	677.45	0.00	0.00
478160104	JOHNSON & JOHNSON	JNJ						
100.0000	02/22/2013 04/29/1993		7,610.82	576.84	0.00	7,033.98	0.00	0.00
478160104	JOHNSON & JOHNSON	JNJ						
100.0000	02/25/2013 04/29/1993		7,622.11	576.84	0.00	7,045.27	0.00	0.00
478160104	JOHNSON & JOHNSON	JNJ						
200.0000	08/26/2013 04/29/1993		17,553.73	1,153.67	0.00	16,400.06	0.00	0.00
494550106	KINDER MORGAN ENERGY PARTNERS L P	KMP						
75.0000	02/25/2013 08/31/2006		6,476.11	2,232.83	0.00	4,243.28	0.00	0.00
494550106	KINDER MORGAN ENERGY PARTNERS L P	KMP						
150.0000	04/18/2013 08/31/2006		13,451.05	4,465.67	0.00	8,985.38	0.00	0.00
494550106	KINDER MORGAN ENERGY PARTNERS L P	KMP						
1900.0000	10/11/2013		150,469.58	59,462.99	0.00	91,006.59	0.00	0.00
532457108	LILLY ELI & CO	LLY						
50.0000	02/25/2013 12/19/2011		2,724.44	2,053.35	0.00	671.09	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Net Gain or Loss		Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed			
(Box 1e)	(Box 1a)		(Box 2a)					
536020100	LINN ENERGY LLC		LINE					
1525.0000	01/04/2013		55,655.91	58,577.70	0.00	-2,921.79	0.00	0.00
536020100	LINN ENERGY LLC		LINE					
500.0000	01/31/2013		19,174.86	19,662.00	0.00	-487.14	0.00	0.00
559080106	MAGELLAN MIDSTREAM PARTNERS LP		MMP					
100.0000	02/25/2013	09/02/2011	5,013.07	2,944.95	0.00	2,068.12	0.00	0.00
580135101	MCDONALDS CORP		MCD					
50.0000	02/25/2013	07/21/2009	4,814.40	2,915.00	0.00	1,899.40	0.00	0.00
580135101	MCDONALDS CORP		MCD					
150.0000	08/29/2013	07/21/2009	14,208.62	8,745.00	0.00	5,463.62	0.00	0.00
58933Y105	MERCK & CO INC		MRK					
50.0000	02/25/2013	01/26/2012	2,143.46	1,932.87	0.00	210.59	0.00	0.00
641069406	NESTLE S A							
100.0000	02/25/2013	10/23/2008	6,966.84	3,765.89	0.00	3,200.95	0.00	0.00
66987V109	NOVARTIS AG		NVS					
50.0000	02/25/2013	10/15/2008	3,476.93	2,386.60	0.00	1,090.33	0.00	0.00
66987V109	NOVARTIS AG		NVS					
175.0000	08/26/2013	10/15/2008	13,135.76	8,953.10	0.00	4,782.66	0.00	0.00
674599105	OCCIDENTAL PETE CORP		OXY					
50.0000	02/25/2013	11/07/2007	4,221.91	3,573.00	0.00	648.91	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)				Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed			
(Box 1e)	(Box 1a)							
713448108	PEPSICO INC		PEP					
100.0000	02/25/2013	07/24/2000	7,566.12	4,414.25	0.00	3,151.87	0.00	0.00
713448108	PEPSICO INC		PEP					
100.0000	03/18/2013	07/24/2000	7,657.82	4,414.25	0.00	3,243.57	0.00	0.00
713448108	PEPSICO INC		PEP					
200.0000	08/26/2013	07/24/2000	15,974.30	8,828.50	0.00	7,145.80	0.00	0.00
713448108	PEPSICO INC		PEP					
100.0000	08/29/2013	07/24/2000	7,924.15	4,414.25	0.00	3,509.90	0.00	0.00
71646E100	PETROCHINA CO LTD		PTR					
50.0000	03/25/2013	07/21/2009	6,507.35	5,644.50	0.00	862.85	0.00	0.00
71646E100	PETROCHINA CO LTD		PTR					
50.0000	04/18/2013	07/21/2009	6,006.87	5,644.50	0.00	362.37	0.00	0.00
71646E100	PETROCHINA CO LTD		PTR					
100.0000	05/22/2013		12,565.78	11,937.50	0.00	628.28	0.00	0.00
71646E100	PETROCHINA CO LTD		PTR					
300.0000	08/14/2013		35,748.76	42,272.54	0.00	-6,523.80	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
50.0000	02/25/2013	12/27/2005	4,648.90	1,140.16	0.00	3,508.74	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL		PM					
350.0000	03/18/2013	12/27/2005	31,661.31	7,981.08	0.00	23,680.23	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)				Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed				
(Box 1e)	(Box 1a)								
726503105	PLAINS ALL AMERICAN PIPELINE LP		PAA						
200.0000	02/25/2013	03/05/2009	10,874.65	2,508.47	0.00	8,366.18	0.00	0.00	0.00
726503105	PLAINS ALL AMERICAN PIPELINE LP		PAA						
300.0000	08/26/2013	03/05/2009	15,554.90	3,762.71	0.00	11,792.19	0.00	0.00	0.00
726503105	PLAINS ALL AMERICAN PIPELINE LP		PAA						
700.0000	10/11/2013	03/05/2009	35,818.44	8,779.64	0.00	27,038.80	0.00	0.00	0.00
726503105	PLAINS ALL AMERICAN PIPELINE LP		PAA						
1000.0000	11/04/2013	03/05/2009	50,852.41	12,542.35	0.00	38,310.06	0.00	0.00	0.00
693475105	PNC FINANCIAL SERVICES GROUP		PNC						
50.0000	02/25/2013	12/09/2002	3,119.44	2,039.00	0.00	1,080.44	0.00	0.00	0.00
742718109	PROCTER & GAMBLE CO		PG						
50.0000	02/25/2013	09/11/1998	3,852.92	1,729.68	0.00	2,123.24	0.00	0.00	0.00
742718109	PROCTER & GAMBLE CO		PG						
250.0000	08/29/2013	09/11/1998	19,319.81	8,648.37	0.00	10,671.44	0.00	0.00	0.00
747525103	QUALCOMM INC		QCOM						
100.0000	02/25/2013	04/04/2002	6,591.49	1,864.95	0.00	4,726.54	0.00	0.00	0.00
747525103	QUALCOMM INC		QCOM						
250.0000	05/22/2013	04/04/2002	16,434.71	4,662.38	0.00	11,772.33	0.00	0.00	0.00
747525103	QUALCOMM INC		QCOM						
100.0000	08/26/2013	04/04/2002	6,707.08	1,864.95	0.00	4,842.13	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)				Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed				
(Box 1e)	(Box 1a)		(Box 2a)						
747525103	QUALCOMM INC		QCOM						
100.0000	10/11/2013	04/04/2002	6,746.28	1,864.95	0.00	4,881.33	0.00	0.00	0.00
80105N105	SANOI SPONS ADR		SNY						
50.0000	02/25/2013	12/12/2011	2,398.95	1,742.93	0.00	656.02	0.00	0.00	0.00
806857108	SCHLUMBERGER LTD		SLB						
300.0000	02/22/2013	05/09/2005	23,273.47	10,529.70	0.00	12,743.77	0.00	0.00	0.00
806857108	SCHLUMBERGER LTD		SLB						
100.0000	02/25/2013	05/09/2005	7,774.40	3,509.90	0.00	4,264.50	0.00	0.00	0.00
85771P102	STATOILHYDRO ASA SPONS ADR		STO						
300.0000	02/22/2013	09/02/2011	7,562.83	7,099.95	0.00	462.88	0.00	0.00	0.00
85771P102	STATOILHYDRO ASA SPONS ADR		STO						
100.0000	02/25/2013	09/02/2011	2,532.23	2,366.65	0.00	165.58	0.00	0.00	0.00
85771P102	STATOILHYDRO ASA SPONS ADR		STO						
200.0000	05/22/2013	09/02/2011	4,519.92	4,733.30	0.00	-213.38	0.00	0.00	0.00
85771P102	STATOILHYDRO ASA SPONS ADR		STO						
200.0000	08/14/2013	09/02/2011	4,352.40	4,733.30	0.00	-380.90	0.00	0.00	0.00
85771P102	STATOILHYDRO ASA SPONS ADR		STO						
2000.0000	08/26/2013		43,000.84	48,500.39	0.00	-5,499.55	0.00	0.00	0.00
911312106	UNITED PARCEL SERVICE INC		UPS						
50.0000	02/25/2013	07/19/2005	4,134.41	3,525.91	0.00	608.50	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
 76-0285765
 December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed		
(Box 1e)	(Box 1a)		(Box 2a)				
911312106	UNITED PARCEL SERVICE INC		UPS				
500 0000	08/29/2013		42,840.70	36,808.84	0.00	6,031.86	0.00
913017109	UNITED TECHNOLOGIES CORP		UTX				
50 0000	02/25/2013	10/17/2007	4,480.90	3,898.95	0.00	581.95	0.00
983919101	XILINX INC		XLNX				
75 0000	02/25/2013	04/26/2010	2,846.19	2,057.77	0.00	788.42	0.00
988498101	YUM! BRANDS						
100.0000	02/22/2013	03/16/2010	6,544.85	3,745.45	0.00	2,799.40	0.00
988498101	YUM! BRANDS						
50.0000	02/25/2013	03/16/2010	3,305.43	1,872.72	0.00	1,432.71	0.00
Total Long Term Sales Reported on 1099-B			1,445,193.75	911,816.52	0.00	533,377.21	0.00

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

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)	
	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss			
Short Term Sales Reported on 1099-B										
161137AT1		CHARMING ABS V-M	2.2057%	9/15/17						
250000.0000		01/15/2013	02/29/2012		CAV0017	250,312.50	0.00	-312.50	0.00	0.00
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37		1N1417F				
45.9000		01/15/2013	05/31/2012		45.90	48.93	0.00	-3.03	0.00	0.00
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37		1N1417F				
41.5000		02/15/2013	05/31/2012		41.50	44.24	0.00	-2.74	0.00	0.00
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37		1N1417F				
49.2900		03/15/2013	05/31/2012		49.29	52.55	0.00	-3.26	0.00	0.00
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37		1N1417F				
57.7100		04/15/2013	05/31/2012		57.71	61.52	0.00	-3.81	0.00	0.00
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37		1N1417F				
54.8900		05/15/2013	05/31/2012		54.89	58.52	0.00	-3.63	0.00	0.00
37952UAA1		GLOBAL SC FINAN ABS	4.11%	7/17/27						
2083.3400		01/17/2013	07/25/2012		2,083.34	2,082.93	0.00	0.41	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)				
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27						
2083.3300	02/17/2013	07/25/2012	2,083.33	2,082.92	0.00	0.41	0.00	0.00
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27						
2083.3300	03/17/2013	07/25/2012	2,083.33	2,082.92	0.00	0.41	0.00	0.00
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27						
2083.3400	04/17/2013	07/25/2012	2,083.34	2,082.93	0.00	0.41	0.00	0.00
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27						
2083.3300	05/17/2013	07/25/2012	2,083.33	2,082.92	0.00	0.41	0.00	0.00
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27						
2083.3300	06/17/2013	07/25/2012	2,083.33	2,082.92	0.00	0.41	0.00	0.00
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27						
2083.3400	07/17/2013	07/25/2012	2,083.34	2,082.93	0.00	0.41	0.00	0.00
46630JAE9	JP MORGAN CMO V-M 5.464%	1/15/49						
250000.0000	02/01/2013	10/29/2012	271,328.13	262,812.50	0.00	8,515.63	0.00	0.00
61747YC06	MORGAN STN MTN V-Q 2.81%	5/14/13						
250000.0000	01/17/2013	06/27/2012	251,555.75	249,725.00	0.00	1,830.75	0.00	0.00
78446VAA7	SLM STUDENT ABS V-M 1.555%	8/15/25						
3790.9800	01/15/2013	02/02/2012	3,790.98	3,790.98	0.00	0.00	0.00	0.00
Total Short Term Sales Reported on 1099-B			791,507.49	781,487.21	0.00	10,020.28	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip			Description (Box 8)		Stocks or Other Symbol (Box 1d)		Wash Sale		Net Gain		Federal		State	
Quantity	Sold	Date of	Exchange	Acquisition	Bonds, etc.	Cost or	Loss	Disallowed	or Loss	Tax	Income	Withheld	Tax	Withheld
(Box 1e)		(Box 1a)			(Box 2a)	Other Basis					(Box 4)		(Box 15)	
Report on Form 9949, Part I, with Box B checked														
Long Term Sales Reported on 1099-B														
00084DAB6			ABN AMRO MTN V-Q 2.006%	1/30/14										
250000.0000		10/01/2013	04/30/2012		251,310.75	249,698.25		0.00	1,612.50		0.00		0.00	
02005VAD4		ALLY AUTO RECEI	ABS 1.980%	4/15/16										
12910.3000		12/15/2013	04/27/2011		12,910.30	12,906.45		0.00	3.85		0.00		0.00	
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37	1N1417F									
46.3100		06/15/2013	05/31/2012		46.31	49.37		0.00	-3.06		0.00		0.00	
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37	1N1417F									
9287.2800		07/15/2013	05/31/2012		9,287.28	9,901.11		0.00	-613.83		0.00		0.00	
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37	1N1417F									
44.2000		08/15/2013	05/31/2012		44.20	47.12		0.00	-2.92		0.00		0.00	
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37	1N1417F									
54.5400		09/15/2013	05/31/2012		54.54	58.14		0.00	-3.60		0.00		0.00	
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37	1N1417F									
7096.1300		10/15/2013	05/31/2012		7,096.13	7,565.14		0.00	-469.01		0.00		0.00	
3128QHSE1		FHLMC PL #1N1417 V-	1.997%	2/01/37	1N1417F									
2625.1100		11/15/2013	05/31/2012		2,625.11	2,798.61		0.00	-173.50		0.00		0.00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip			Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld			
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)			
3128QHSE1	FHLMC PL #1N1417 V- 1.997% 2/01/37		1N1417F								
44.9600	12/15/2013	05/31/2012	44.96	47.93	0.00	-2.97	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
307.0000	01/15/2013	10/17/2007	307.00	307.86	0.00	-0.86	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
198.8600	02/15/2013	10/17/2007	198.86	199.41	0.00	-0.55	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
305.2000	03/15/2013	10/17/2007	305.20	306.05	0.00	-0.85	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
256.2100	04/15/2013	10/17/2007	256.21	256.92	0.00	-0.71	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
401.9100	05/15/2013	10/17/2007	401.91	403.03	0.00	-1.12	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
297.4800	06/15/2013	10/17/2007	297.48	298.31	0.00	-0.83	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
77.7400	07/15/2013	10/17/2007	77.74	77.96	0.00	-0.22	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
139.9400	08/15/2013	10/17/2007	139.94	140.33	0.00	-0.39	0.00	0.00			
31397KR94	FHLMC SER 3378 CMO 5.5% 1/15/23										
47.2700	09/15/2013	10/17/2007	47.27	47.40	0.00	-0.13	0.00	0.00			

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed
(Box 1e)	(Box 1a)				
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23			
31,480	10/15/2013	10/17/2007	31.48	31.57	0.00
					-0.09
					0.00
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23			
28,780	11/15/2013	10/17/2007	28.78	28.86	0.00
					-0.08
					0.00
31397KR94	FHLMC SER 3378 CMO 5.5%	1/15/23			
44,280	12/15/2013	10/17/2007	44.28	44.40	0.00
					-0.12
					0.00
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27			
2083.3300	08/17/2013	07/25/2012	2,083.33	2,082.92	0.00
					0.41
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27			
2083.3300	09/17/2013	07/25/2012	2,083.33	2,082.92	0.00
					0.41
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27			
2083.3400	10/17/2013	07/25/2012	2,083.34	2,082.93	0.00
					0.41
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27			
2083.3300	11/17/2013	07/25/2012	2,083.33	2,082.92	0.00
					0.41
37952UAA1	GLOBAL SC FINAN ABS 4.11%	7/17/27			
2083.3300	12/17/2013	07/25/2012	2,083.33	2,082.92	0.00
					0.41
24422ERJ0	JOHN DEERE MTN V-Q 0.6739%	10/04/13	JDM0013		
250000.0000	10/04/2013	04/20/2012	250,000.00	251,497.50	0.00
					-1,497.50
500769ET7	KFW 1.000%	1/12/15			
250000.0000	04/25/2013	01/05/2012	252,832.50	249,462.50	0.00
					3,370.00
					0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stack or Other Symbol (Box 1d)				Net Gain or Loss	Wash Sale Loss Disallowed	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
	Quantity Sold	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis					
78446VAA7	(Box 1e)	SLM STUDENT ABS V-M 1.555% 8/15/25								
3610.9000		01/15/2013 02/02/2012		3,610.90	3,610.90	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
3610.9000		01/15/2013 02/02/2012		3,610.90	3,610.90	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
4258.5200		02/15/2013 02/02/2012		4,258.52	4,258.52	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
3775.4300		03/15/2013 02/02/2012		3,775.43	3,775.43	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
4032.0600		04/15/2013 02/02/2012		4,032.06	4,032.06	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
4306.5200		05/15/2013 02/02/2012		4,306.52	4,306.52	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
3780.1900		06/15/2013 02/02/2012		3,780.19	3,780.19	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
3576.5300		07/15/2013 02/02/2012		3,576.53	3,576.53	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
4141.5900		08/15/2013 02/02/2012		4,141.59	4,141.59	0.00	0.00	0.00	0.00	0.00
78446VAA7		SLM STUDENT ABS V-M 1.555% 8/15/25								
3973.3500		09/15/2013 02/02/2012		3,973.35	3,973.35	0.00	0.00	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis			(Box 4)	(Box 15)
(Box 1e) 78446VAA7	(Box 1a) SLM STUDENT ABS V-M 1.555% 8/15/25							
3583.3800	10/15/2013	02/02/2012	3,583.38	3,583.38	0.00	0.00	0.00	0.00
78446VAA7	SLM STUDENT ABS V-M 1.555% 8/15/25							
3916.7900	11/15/2013	02/02/2012	3,916.79	3,916.79	0.00	0.00	0.00	0.00
78446VAA7	SLM STUDENT ABS V-M 1.555% 8/15/25							
3698.3000	12/15/2013	02/02/2012	3,698.30	3,698.30	0.00	0.00	0.00	0.00
912828RW2	U.S. TREASURY NOTES 0.125% 12/31/13							
200000.0000	07/25/2013	12/29/2011	200,039.06	199,414.73	0.00	624.33	0.00	0.00
912828HR4	U.S. TREASURY NOTES 3.5% 2/15/18		UTB3718					
300000.0000	05/08/2013	03/17/2008	339,772.43	302,848.84	0.00	36,923.59	0.00	0.00
Total Long Term Sales Reported on 1099-B			1,381,659.04	1,341,895.06	0.00	39,763.98	0.00	0.00

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

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					State Tax Withheld (Box 15)
	Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	
Short Term Sales Reported on 1099-B								
00508X203		ACTUANT CORP CL A	ATU					
390.0000	04/04/2013		11,603.80	10,900.67	0.00	703.13	0.00	0.00
00508X203		ACTUANT CORP CL A	ATU					
600.0000	04/04/2013	07/30/2012	17,852.29	16,799.94	0.00	1,052.35	0.00	0.00
00508X203		ACTUANT CORP CL A	ATU					
660.0000	04/04/2013		19,608.56	18,705.79	0.00	902.77	0.00	0.00
00971T101		AKAMAI TECHNOLOGIES INC	AKAM					
890.0000	04/18/2013		30,222.21	26,921.62	0.00	3,300.59	0.00	0.00
00971T101		AKAMAI TECHNOLOGIES INC	AKAM					
510.0000	04/18/2013	06/26/2012	17,314.01	15,505.43	0.00	1,808.58	0.00	0.00
031100100		AMETEK INC	AME					
322.0000	01/30/2013	05/31/2012	13,207.91	10,802.03	0.00	2,405.88	0.00	0.00
031100100		AMETEK INC	AME					
550.0000	01/30/2013		22,606.58	18,375.43	0.00	4,231.15	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)							
031100100	AMETEK INC							
360.0000	01/30/2013 06/25/2012	AME	14,777.77	11,855.69	0.00	2,922.08	0.00	0.00
031100100	AMETEK INC							
480.0000	01/30/2013	AME	19,708.98	15,833.48	0.00	3,875.50	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
60.0000	02/14/2013 05/31/2012	AFSI	2,039.75	1,557.48	0.00	482.27	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
60.0000	02/15/2013 05/31/2012	AFSI	1,978.80	1,557.48	0.00	421.32	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
130.0000	02/15/2013 05/31/2012	AFSI	4,288.87	3,374.53	0.00	914.34	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
110.0000	02/15/2013 05/31/2012	AFSI	3,626.91	2,855.37	0.00	771.54	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
70.0000	02/15/2013 05/31/2012	AFSI	2,310.17	1,817.06	0.00	493.11	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
40.0000	02/19/2013 05/31/2012	AFSI	1,319.94	1,038.32	0.00	281.62	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC							
70.0000	02/19/2013 05/31/2012	AFSI	2,312.19	1,817.05	0.00	495.14	0.00	0.00
045327103	ASPEN TECHNOLOGY INC	AZPN						
40.0000	05/03/2013 06/19/2012		1,144.83	905.63	0.00	239.20	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)				Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed				
(Box 1e)	(Box 1a)		(Box 2a)						
045327103	ASPEN TECHNOLOGY INC		AZPN						
20 0000	05/03/2013	06/19/2012	572.32	452.81	0.00	119.51	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
20 0000	05/03/2013	06/19/2012	572.61	452.81	0.00	119.80	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
90 0000	05/03/2013	06/19/2012	2,562.17	2,037.66	0.00	524.51	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
40 0000	05/06/2013	06/19/2012	1,140.37	905.63	0.00	234.74	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
100 0000	05/06/2013	06/19/2012	2,864.05	2,264.07	0.00	599.98	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
20 0000	05/06/2013	06/19/2012	563.73	452.81	0.00	110.92	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
100 0000	05/06/2013	06/19/2012	2,812.20	2,264.07	0.00	548.13	0.00	0.00	0.00
045327103	ASPEN TECHNOLOGY INC		AZPN						
20 0000	05/06/2013	06/19/2012	565.78	452.81	0.00	112.97	0.00	0.00	0.00
050095108	ATWOOD OCEANICS INC		ATW						
175 0000	11/01/2013	01/24/2013	9,160.01	9,209.53	0.00	-49.52	0.00	0.00	0.00
077454106	BELDEN INC		BDC						
160 0000	04/11/2013	06/05/2012	7,913.42	4,923.01	0.00	2,990.41	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks or Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
077454106	(Box 1e) BELDEN INC	04/11/2013	06/05/2012	BDC	3,959.65	2,461.50	0.00	1,498.15	0.00	0.00
077454106	BELDEN INC			BDC						
110.0000		04/11/2013	06/05/2012		5,442.22	3,384.57	0.00	2,057.65	0.00	0.00
077454106	BELDEN INC			BDC						
60.0000		04/11/2013	06/05/2012		2,970.77	1,846.13	0.00	1,124.64	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
90.0000		02/21/2013	06/11/2012		4,279.37	4,024.99	0.00	254.38	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
80.0000		02/21/2013	06/11/2012		3,798.18	3,577.77	0.00	220.41	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
50.0000		02/21/2013	06/11/2012		2,374.44	2,236.10	0.00	138.34	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
50.0000		02/21/2013	06/11/2012		2,374.22	2,236.11	0.00	138.11	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
60.0000		04/02/2013	06/11/2012		2,889.34	2,683.33	0.00	206.01	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
180.0000		04/02/2013	06/11/2012		8,644.89	8,049.97	0.00	594.92	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP			CRS						
90.0000		04/02/2013			4,332.92	4,008.33	0.00	324.59	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)					Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed				
(Box 1e)	(Box 1a)								
144285103	CARPENTER TECHNOLOGY CORP		CRS						
100.0000	04/09/2013	06/26/2012	4,754.03	4,405.57	0.00	348.46	0.00	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP		CRS						
50.0000	04/09/2013	06/26/2012	2,380.36	2,202.79	0.00	177.57	0.00	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP		CRS						
80.0000	04/11/2013	06/26/2012	3,798.31	3,524.46	0.00	273.85	0.00	0.00	0.00
144285103	CARPENTER TECHNOLOGY CORP		CRS						
20.0000	04/24/2013	06/26/2012	919.48	881.11	0.00	38.37	0.00	0.00	0.00
172755100	CIRRUS LOGIC INC		CRUS						
140.0000	02/21/2013	06/21/2012	3,429.04	4,115.33	0.00	-686.29	0.00	0.00	0.00
172755100	CIRRUS LOGIC INC		CRUS						
1110.0000	03/05/2013	06/21/2012	25,470.04	32,628.67	0.00	-7,158.63	0.00	0.00	0.00
18683K101	CLIFFS NATURAL RESOURCES INC		CLF						
1020.0000	02/20/2013	10/17/2012	28,459.50	45,895.61	0.00	-17,436.11	0.00	0.00	0.00
23331A109	D R HORTON INC		DHI						
2470.0000	12/03/2013		48,074.00	61,087.61	0.00	-13,013.61	0.00	0.00	0.00
249030107	DENTSPLY INTERNATIONAL INC		XRAY						
270.0000	05/16/2013	12/21/2012	11,376.34	10,898.52	0.00	477.82	0.00	0.00	0.00
249030107	DENTSPLY INTERNATIONAL INC		XRAY						
150.0000	05/16/2013	12/21/2012	6,307.35	6,054.74	0.00	252.61	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
(Box 1e)	(Box 1a)									
249030107	DENTSPLY INTERNATIONAL INC	05/16/2013	12/21/2012	XRAY	18,935.93	18,164.21	0.00	771.72	0.00	0.00
249030107	DENTSPLY INTERNATIONAL INC			XRAY						
270.0000		05/16/2013	12/21/2012		11,372.22	10,898.52	0.00	473.70	0.00	0.00
31787A507	FINISAR CORPORATION			FNSR						
1345.0000		12/03/2013	09/09/2013		26,572.70	31,824.58	0.00	-5,251.88	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
80.0000		01/29/2013	06/05/2012		2,812.50	2,981.71	0.00	-169.21	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
150.0000		01/29/2013	06/05/2012		5,272.71	5,590.71	0.00	-318.00	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
250.0000		01/29/2013	06/05/2012		8,793.55	9,317.85	0.00	-524.30	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
310.0000		01/29/2013			10,870.02	11,500.91	0.00	-630.89	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
10.0000		01/29/2013	06/25/2012		351.09	366.80	0.00	-15.71	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
120.0000		01/29/2013	06/25/2012		4,217.98	4,401.60	0.00	-183.62	0.00	0.00
36191G107	GNC HOLDINGS INC			GNC						
90.0000		01/30/2013	06/25/2012		3,149.37	3,301.20	0.00	-151.83	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	State Tax Withheld	Federal Income Tax Withheld	Net Gain or Loss	Wash Sale Loss Disallowed	Cost or Other Basis	Stocks Bonds, etc (Box 2a)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition									
(Box 1e)	(Box 1a)										
36191G107	GNC HOLDINGS INC										
80.0000	01/30/2013	06/25/2012			-125.67	0.00	2,934.40	2,808.73		0.00	0.00
36191G107	GNC HOLDINGS INC										
30.0000	01/30/2013	06/25/2012			-49.24	0.00	1,100.40	1,051.16		0.00	0.00
36191G107	GNC HOLDINGS INC										
40.0000	01/30/2013	06/25/2012			-62.84	0.00	1,467.20	1,404.36		0.00	0.00
36191G107	GNC HOLDINGS INC										
30.0000	01/30/2013	06/25/2012			-48.96	0.00	1,100.40	1,051.44		0.00	0.00
36191G107	GNC HOLDINGS INC										
85.0000	01/31/2013	06/25/2012			-146.18	0.00	3,117.80	2,971.62		0.00	0.00
393122106	GREEN MTN COFFEE ROASTERS INC										
630.0000	05/13/2013				18,689.32	0.00	28,992.93	47,682.25		0.00	0.00
398905109	GROUP 1 AUTOMOTIVE INC										
150.0000	04/19/2013	06/19/2012			770.54	0.00	7,476.31	8,246.85		0.00	0.00
398905109	GROUP 1 AUTOMOTIVE INC										
150.0000	04/19/2013	06/19/2012			769.74	0.00	7,476.32	8,246.06		0.00	0.00
398905109	GROUP 1 AUTOMOTIVE INC										
275.0000	04/19/2013				1,292.12	0.00	13,837.55	15,129.67		0.00	0.00
398905109	GROUP 1 AUTOMOTIVE INC										
150.0000	04/19/2013	07/26/2012			380.49	0.00	7,869.22	8,249.71		0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Wash Sale	Net Gain	Federal	State
Quantity	Date of	Date of	Stocks	Cost or	Loss Disallowed	or Loss	Income	Tax
Sold	Exchange	Acquisition	Bonds, etc.	Other Basis			Tax Withheld	Withheld
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)
40537Q209	HALCON RESOURCES CORP		HK					
5640.0000	12/03/2013		20,455.92	42,678.68	0.00	-22,222.76	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
190.0000	04/23/2013	06/05/2012	4,460.98	5,211.79	0.00	-750.81	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
380.0000	04/23/2013		8,915.65	10,559.88	0.00	-1,644.23	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
90.0000	04/23/2013	06/25/2012	2,113.21	2,524.50	0.00	-411.29	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
120.0000	04/23/2013	06/25/2012	2,819.97	3,366.00	0.00	-546.03	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
60.0000	04/24/2013	06/25/2012	1,408.57	1,683.00	0.00	-274.43	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
60.0000	04/24/2013	06/25/2012	1,407.56	1,683.00	0.00	-275.44	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
110.0000	04/24/2013	06/25/2012	2,581.44	3,085.50	0.00	-504.06	0.00	0.00
40425J101	HMS HLDGS CORP		HMSY					
40.0000	04/24/2013	06/25/2012	939.26	1,122.00	0.00	-182.74	0.00	0.00
45168D104	IDEXX LABS INC		IDXX					
190.0000	01/18/2013	06/05/2012	17,804.18	15,780.13	0.00	2,024.05	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)						
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld		
(Box 1c)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)		
45168D104	IDEXX LABS INC		IDXX							
60.0000	01/18/2013	06/05/2012	5,620.82	4,983.20	0.00	637.62	0.00	0.00		
45168D104	IDEXX LABS INC		IDXX							
210.0000	02/13/2013		19,308.68	18,847.59	0.00	461.09	0.00	0.00		
45168D104	IDEXX LABS INC		IDXX							
90.0000	02/13/2013		8,257.76	8,359.37	0.00	-101.61	0.00	0.00		
45256B101	IMPAX LABORATORIES INC		IPXL							
810.0000	03/21/2013		12,579.98	21,689.67	0.00	-9,109.69	0.00	0.00		
45256B101	IMPAX LABORATORIES INC		IPXL							
150.0000	03/21/2013		2,339.61	4,023.79	0.00	-1,684.18	0.00	0.00		
45256B101	IMPAX LABORATORIES INC		IPXL							
220.0000	03/21/2013	10/03/2012	3,436.96	5,900.55	0.00	-2,463.59	0.00	0.00		
45256B101	IMPAX LABORATORIES INC		IPXL							
190.0000	03/21/2013	10/03/2012	2,980.08	5,095.94	0.00	-2,115.86	0.00	0.00		
45256B101	IMPAX LABORATORIES INC		IPXL							
150.0000	03/21/2013		2,347.89	4,026.94	0.00	-1,679.05	0.00	0.00		
45071R109	IXIA COM		XXIA							
460.0000	11/08/2013		6,149.91	7,761.98	0.00	-1,612.07	0.00	0.00		
45071R109	IXIA COM		XXIA							
240.0000	11/08/2013	06/18/2013	3,199.76	4,053.57	0.00	-853.81	0.00	0.00		

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold (Box 1a)	Date of Sale or Exchange (Box 1a)	Date of Acquisition						
45071R109	IXIA COM		XXIA					
216.0000	11/26/2013	06/18/2013	2,824.34	3,648.22	0.00	-823.88	0.00	0.00
45071R109	IXIA COM		XXIA					
153.0000	11/26/2013		1,989.53	2,583.50	0.00	-593.97	0.00	0.00
45071R109	IXIA COM		XXIA					
175.0000	11/26/2013		2,284.27	2,952.75	0.00	-668.48	0.00	0.00
45071R109	IXIA COM		XXIA					
1351.0000	11/26/2013		17,535.11	20,906.75	0.00	-3,371.64	0.00	0.00
45071R109	IXIA COM		XXIA					
27.0000	11/27/2013	07/09/2013	350.31	380.64	0.00	-30.33	0.00	0.00
45071R109	IXIA COM		XXIA					
45.0000	11/27/2013	07/09/2013	583.85	634.39	0.00	-50.54	0.00	0.00
45071R109	IXIA COM		XXIA					
5.0000	11/27/2013	07/09/2013	64.79	70.49	0.00	-5.70	0.00	0.00
45071R109	IXIA COM		XXIA					
460.0000	11/29/2013		5,994.42	6,468.13	0.00	-473.71	0.00	0.00
45071R109	IXIA COM		XXIA					
118.0000	12/06/2013		1,529.32	1,663.18	0.00	-133.86	0.00	0.00
50015Q100	KODIAK OIL & GAS		KOG					
1660.0000	03/05/2013	06/15/2012	14,783.62	13,138.73	0.00	1,644.89	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed		
(Box 1e)	(Box 1a)						
50015Q100	KODIAK OIL & GAS		KOG				
120.0000	04/18/2013	06/15/2012	902.99	949.79	0.00	-46.80	0.00
50015Q100	KODIAK OIL & GAS		KOG				
1140.0000	04/18/2013	06/15/2012	8,614.21	9,022.99	0.00	-408.78	0.00
50015Q100	KODIAK OIL & GAS		KOG				
120.0000	04/18/2013	06/15/2012	903.28	949.79	0.00	-46.51	0.00
50015Q100	KODIAK OIL & GAS		KOG				
775.0000	05/15/2013	06/15/2012	6,436.22	6,134.04	0.00	302.18	0.00
50015Q100	KODIAK OIL & GAS		KOG				
1010.0000	05/15/2013	06/15/2012	8,350.29	7,994.05	0.00	356.24	0.00
636518102	NATIONAL INSTRS CORP		NATI				
120.0000	06/17/2013	06/26/2012	3,268.09	3,117.00	0.00	151.09	0.00
636518102	NATIONAL INSTRS CORP		NATI				
480.0000	06/17/2013	06/26/2012	13,078.23	12,488.00	0.00	610.23	0.00
653656108	NICE SYSTEMS LTD SPONS ADR		NICE				
60.0000	04/04/2013	06/05/2012	2,109.36	2,232.42	0.00	-123.06	0.00
653656108	NICE SYSTEMS LTD SPONS ADR		NICE				
60.0000	04/04/2013		2,114.30	2,211.41	0.00	-97.11	0.00
653656108	NICE SYSTEMS LTD SPONS ADR		NICE				
120.0000	04/04/2013	06/25/2012	4,247.73	4,408.80	0.00	-161.07	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)									
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)			
(Box 1e)	(Box 1a)										
653656108	NICE SYSTEMS LTD SPONS ADR		NICE								
485.0000	04/04/2013	06/25/2012	17,162.35	17,818.90	0.00	-656.55	0.00	0.00			
67020Y100	NUANCE COMMUNICATIONS INC		NUAN								
1940.0000	12/03/2013		26,785.11	36,609.25	0.00	-9,824.14	0.00	0.00			
75605Y106	REALOGY HOLDINGS		RLGY								
570.0000	10/22/2013	02/01/2013	24,406.97	26,202.96	0.00	-1,795.99	0.00	0.00			
75605Y106	REALOGY HOLDINGS		RLGY								
650.0000	10/22/2013		27,617.04	30,391.53	0.00	-2,774.49	0.00	0.00			
777779307	ROSETTA RESOURCES INC		ROSE								
200.0000	04/04/2013		9,222.91	7,267.13	0.00	1,955.78	0.00	0.00			
777779307	ROSETTA RESOURCES INC		ROSE								
240.0000	04/04/2013	06/26/2012	11,096.15	8,055.58	0.00	3,040.57	0.00	0.00			
777779307	ROSETTA RESOURCES INC		ROSE								
235.0000	04/05/2013	06/26/2012	10,786.91	7,887.75	0.00	2,899.16	0.00	0.00			
81616X103	SELECT COMFORT CORPORATION		SCSS								
575.0000	04/10/2013	06/19/2012	10,231.61	12,568.24	0.00	-2,336.63	0.00	0.00			
81616X103	SELECT COMFORT CORPORATION		SCSS								
300.0000	04/10/2013	06/19/2012	5,334.00	6,557.34	0.00	-1,223.34	0.00	0.00			
81616X103	SELECT COMFORT CORPORATION		SCSS								
300.0000	04/10/2013	06/19/2012	5,333.31	6,557.34	0.00	-1,224.03	0.00	0.00			

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Net Gain or Loss		Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed			
(Box 1e)	(Box 1a)							
88632Q103	TIBCO SOFTWARE INC		TIBX					
1270.0000	02/13/2013		28,438.09	33,488.91	0.00	-5,050.82	0.00	0.00
88632Q103	TIBCO SOFTWARE INC		TIBX					
180.0000	02/21/2013	06/21/2012	3,871.46	4,704.19	0.00	-832.73	0.00	0.00
88632Q103	TIBCO SOFTWARE INC		TIBX					
905.0000	02/21/2013		19,484.48	22,269.30	0.00	-2,784.82	0.00	0.00
88632Q103	TIBCO SOFTWARE INC		TIBX					
180.0000	02/21/2013	12/19/2012	3,875.54	3,815.55	0.00	59.99	0.00	0.00
90384S303	ULTA SALON COSMETICS & FRAG INC		ULTA					
130.0000	01/10/2013		12,001.33	12,038.68	0.00	-37.35	0.00	0.00
90384S303	ULTA SALON COSMETICS & FRAG INC		ULTA					
80.0000	01/10/2013	06/25/2012	7,388.11	7,541.98	0.00	-153.87	0.00	0.00
90384S303	ULTA SALON COSMETICS & FRAG INC		ULTA					
70.0000	01/10/2013	06/25/2012	6,453.31	6,599.24	0.00	-135.93	0.00	0.00
902788108	UMB FINANCIAL CORP		UMBF					
10.0000	02/04/2013	06/25/2012	441.80	487.91	0.00	-46.11	0.00	0.00
902788108	UMB FINANCIAL CORP		UMBF					
1000.0000	02/04/2013		44,080.00	48,196.17	0.00	-4,116.17	0.00	0.00
902788108	UMB FINANCIAL CORP		UMBF					
105.0000	02/05/2013		4,611.77	4,667.74	0.00	-55.97	0.00	0.00

The Susan Vaughan Foundation, Inc.

76-0285765

December 31, 2013

Cusip			Description (Box 8)		Stock or Other Symbol (Box 1d)					Federal		State	
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	Federal Income Tax Withheld	State Tax Withheld				
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)					
904214103	UMPQUA HLDGS CORP		UMPQ										
310.0000	01/18/2013	06/19/2012	3,870.97	3,899.06	0.00	-28.09	0.00	0.00	0.00				
904214103	UMPQUA HLDGS CORP		UMPQ										
310.0000	01/18/2013	06/19/2012	3,868.03	3,899.06	0.00	-31.03	0.00	0.00	0.00				
904214103	UMPQUA HLDGS CORP		UMPQ										
300.0000	01/18/2013	06/19/2012	3,743.89	3,773.28	0.00	-29.39	0.00	0.00	0.00				
904214103	UMPQUA HLDGS CORP		UMPQ										
120.0000	01/22/2013	06/19/2012	1,500.42	1,509.31	0.00	-8.89	0.00	0.00	0.00				
904214103	UMPQUA HLDGS CORP		UMPQ										
570.0000	01/22/2013	06/19/2012	7,112.13	7,169.23	0.00	-57.10	0.00	0.00	0.00				
904214103	UMPQUA HLDGS CORP		UMPQ										
730.0000	01/22/2013		9,097.85	9,190.28	0.00	-92.43	0.00	0.00	0.00				
904214103	UMPQUA HLDGS CORP		UMPQ										
660.0000	01/22/2013	06/26/2012	8,234.31	8,319.30	0.00	-84.99	0.00	0.00	0.00				
929160109	VULCAN MATERIALS CO		VMC										
30.0000	08/15/2013	12/07/2012	1,428.65	1,567.35	0.00	-138.70	0.00	0.00	0.00				
929160109	VULCAN MATERIALS CO		VMC										
150.0000	08/15/2013	12/07/2012	7,121.31	7,836.75	0.00	-715.44	0.00	0.00	0.00				
929160109	VULCAN MATERIALS CO		VMC										
160.0000	08/15/2013	12/07/2012	7,597.16	8,359.20	0.00	-762.04	0.00	0.00	0.00				

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol (Box 1d)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
929160109	(Box 1e) VULCAN MATERIALS CO	08/16/2013	12/07/2012	VMC	6,187.53	0.00	-604.32	0.00	0.00
929160109	VULCAN MATERIALS CO			VMC					
310.0000		08/16/2013			14,763.46	0.00	-1,431.21	0.00	0.00
929160109	VULCAN MATERIALS CO			VMC					
130.0000		08/16/2013	12/07/2012		6,189.02	0.00	-601.79	0.00	0.00
960908309	WESTPORT INNOVATIONS INC			WPRT					
150.0000		03/05/2013	06/19/2012		4,198.07	0.00	-490.35	0.00	0.00
960908309	WESTPORT INNOVATIONS INC			WPRT					
725.0000		03/05/2013			20,156.14	0.00	-3,106.92	0.00	0.00
969904101	WILLIAMS-SONOMA INC			WSM					
530.0000		10/14/2013	04/19/2013		28,169.12	0.00	586.22	0.00	0.00
98212B103	WPX ENERGY INC			WPX					
320.0000		01/10/2013	09/12/2012		4,636.34	0.00	-712.46	0.00	0.00
98212B103	WPX ENERGY INC			WPX					
1200.0000		01/10/2013			17,345.49	0.00	-2,896.43	0.00	0.00
98212B103	WPX ENERGY INC			WPX					
130.0000		01/10/2013	09/12/2012		1,875.85	0.00	-317.54	0.00	0.00
Total Short Term Sales Reported on 1099-B					1,242,695.04	0.00	-67,983.48	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip		Description (Box 8)		Stock or Other Symbol (Box 1d)					State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		
(Box 1e)	(Box 1a)		(Box 2a)				(Box 4)	(Box 15)	
Report on Form 8949, Part I, with Box B checked									
Long Term Sales Reported on 1099-B									
008252108	AFFILIATED MANAGERS GROUP INC		AMG						
105 0000	11/15/2013	06/11/2012	21,155.71	11,031.91	0.00	10,123.80	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
60 0000	12/12/2013	05/31/2012	2,201.40	1,416.50	0.00	784.90	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
455.0000	12/12/2013		16,443.46	10,794.20	0.00	5,649.26	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
55.0000	12/12/2013	06/21/2012	2,018.09	1,355.00	0.00	663.09	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
60.0000	12/16/2013	06/21/2012	2,159.91	1,478.18	0.00	681.73	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
25 0000	12/16/2013	06/21/2012	899.39	615.91	0.00	283.48	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
20.0000	12/16/2013	06/21/2012	720.21	492.73	0.00	227.48	0.00	0.00	
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI						
75.0000	12/18/2013	06/21/2012	2,304.15	1,847.72	0.00	456.43	0.00	0.00	

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)				Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed			
(Box 1e)	(Box 1a)							
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI					
80.0000	12/18/2013	06/21/2012	2,430.40	1,970.90	0.00	459.50	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI					
80.0000	12/18/2013	06/21/2012	2,429.89	1,970.90	0.00	458.99	0.00	0.00
032359309	AMTRUST FINANCIAL SERVICES INC		AFSI					
60.0000	12/18/2013	06/21/2012	1,824.51	1,478.18	0.00	346.33	0.00	0.00
073685109	BEACON ROOFING SUPPLY INC		BECN					
155.0000	11/01/2013		5,395.70	4,361.32	0.00	1,034.38	0.00	0.00
073685109	BEACON ROOFING SUPPLY INC		BECN					
30.0000	11/01/2013		1,046.80	838.33	0.00	208.47	0.00	0.00
073685109	BEACON ROOFING SUPPLY INC		BECN					
30.0000	11/01/2013	08/20/2012	1,045.86	840.14	0.00	205.72	0.00	0.00
316645100	FIFTH & PACIFIC COMPANIES, INC.		FNP					
295.0000	12/17/2013	08/20/2012	9,695.83	3,850.34	0.00	5,845.49	0.00	0.00
320517105	FIRST HORIZON NATIONAL CORP		FHN					
140.0000	10/31/2013	06/19/2012	1,487.55	1,167.71	0.00	319.84	0.00	0.00
320517105	FIRST HORIZON NATIONAL CORP		FHN					
140.0000	10/31/2013	06/19/2012	1,488.80	1,167.71	0.00	321.09	0.00	0.00
320517105	FIRST HORIZON NATIONAL CORP		FHN					
655.0000	10/31/2013	06/19/2012	6,957.67	5,463.22	0.00	1,494.45	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)	Stock or Other Symbol (Box 1d)					Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed				
(Box 1e)	(Box 1a)		LKQ						
501889208	LKQ CORP								
565.0000	09/03/2013	05/31/2012	16,291.71	10,182.91	0.00	6,108.80	0.00	0.00	0.00
501889208	LKQ CORP		LKQ						
200.0000	09/03/2013	05/31/2012	5,764.89	3,604.57	0.00	2,160.32	0.00	0.00	0.00
636518102	NATIONAL INSTRS CORP		NATI						
355.0000	06/17/2013	06/11/2012	9,668.33	9,310.51	0.00	357.82	0.00	0.00	0.00
636518102	NATIONAL INSTRS CORP		NATI						
120.0000	06/17/2013	06/11/2012	3,268.09	3,147.22	0.00	120.86	0.00	0.00	0.00
67020Y100	NUANCE COMMUNICATIONS INC		NUAN						
1175.0000	12/03/2013		16,222.94	25,942.92	0.00	-9,719.98	0.00	0.00	0.00
731068102	POLARIS INDUSTRIES INC		PII						
170.0000	09/03/2013	05/31/2012	18,610.64	12,886.53	0.00	5,724.11	0.00	0.00	0.00
920253101	VALMONT INDUSTRIES		VMI						
80.0000	06/17/2013	05/31/2012	11,197.77	9,001.60	0.00	2,196.17	0.00	0.00	0.00
920253101	VALMONT INDUSTRIES		VMI						
190.0000	07/29/2013		26,646.99	21,509.35	0.00	5,137.64	0.00	0.00	0.00
920253101	VALMONT INDUSTRIES		VMI						
60.0000	07/29/2013	06/21/2012	8,494.95	6,925.27	0.00	1,569.68	0.00	0.00	0.00
920253101	VALMONT INDUSTRIES		VMI						
30.0000	07/30/2013	06/21/2012	4,189.63	3,462.64	0.00	726.99	0.00	0.00	0.00

The Susan Vaughan Foundation, Inc.
76-0285765
December 31, 2013

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
	Quantity Sold	Date of Sale or Exchange (Box 1a)	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis				
920253101	110.0000	07/30/2013	VALMONT INDUSTRIES	12,696.33	0.00	2,666.55	0.00	0.00
920253101	30.0000	07/30/2013	VALMONT INDUSTRIES	3,462.64	0.00	729.70	0.00	0.00
Total Long Term Sales Reported on 1099-B			221,616.49	174,273.39	0.00	47,343.09	0.00	0.00

Report on Form 9949, Part II, with Box E checked

The Susan Vaughan Foundation, Inc.

76-0285765

December 31, 2013

1/1/2013 through 12/31/2013

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss
Aryzta AG	676.00	11/7/2012	10/24/2013	49,986.02	34,003.04	15,982.98
Aryzta AG	1,401.00	11/8/2012	10/24/2013	103,595.29	70,373.36	33,221.93
Aryzta AG	1,264.00	11/9/2012	10/24/2013	93,464.98	62,819.35	30,645.63
Alcatel-Lucent	45,500.00	10/9/2013	12/3/2013	9,539.24	7,509.83	2,029.41
Autogrill SpA	6,210.00	1/2/2013	10/9/2013	50,546.17	73,463.31	(22,917.14)
Autogrill SpA	13,107.00	12/12/2012	10/9/2013	106,684.15	139,823.27	(33,139.12)
Bolsas Y Mercados Espanoles	6,106.00	9/14/2012	5/21/2013	153,592.11	138,995.26	14,596.85
Electrolux AB Series B	5,467.00	8/21/2012	2/6/2013	132,808.76	128,189.61	4,619.15
Enel	34,248.00	9/14/2012	4/4/2013	113,888.45	137,050.34	(23,161.89)
Industria de Diseno Textil SA	1,568.00	4/19/2013	12/12/2013	241,120.38	195,807.40	45,312.98
Keppel REIT	3,200.00	5/8/2013	41410	4035.65	-	4035.65
L'Oreal	409.00	3/8/2012	1/2/2013	57,181.25	47,812.79	9,368.46
Mediaset E0.52	40,207.00	11/14/2012	5/7/2013	162,202.96	63,420.83	98,782.13
Mediaset E0.52	40,483.00	11/14/2012	9/19/2013	176,624.31	63,856.19	112,768.12
Michelin (CGDE)	2,300.00	1/9/2013	6/20/2013	206,152.99	217,041.72	(10,888.73)
Nokia Oyj	28,408.00	12/12/2012	4/19/2013	87,712.21	109,358.79	(21,646.58)
Renault SA	4,110.00	8/21/2012	1/9/2013	212,268.63	195,969.29	16,299.34
Renault SA	1,435.00	11/21/2012	1/9/2013	74,113.26	68,205.05	5,908.21
SAP AG Ord	534.00	1/17/2012	1/4/2013	42,533.44	29,920.81	12,612.62
SAP AG Ord	1,128.00	3/1/2012	1/4/2013	89,845.91	76,857.96	12,987.95
Taylor Wimpey Plc Ord 1p	67,621.00	5/14/2012	1/11/2013	78,239.29	49,135.08	29,104.21
Telefonica SA	15,482.00	5/15/2013	8/8/2013	225,237.34	223,077.23	2,160.11
UBS AG CHF0.1	9,001.00	1/4/2013	11/1/2013	172,417.35	142,634.00	29,783.35
Wolseley Ord 10p	157.00	2/17/2012	1/1/2013	-	6,032.87	(6,032.87)
Total Short Term				2,643,790.14	2,281,357.39	362,432.75
BT Group Pcl Ord 5p	35,950.00	2/3/2012	4/30/2013	155,703.02	121,330.38	34,372.64
BT Group Pcl Ord 5p	31,050.00	2/3/2012	6/19/2013	149,293.55	104,792.99	44,500.56
HeidelbergCement AG	2,900.00	11/4/2011	9/3/2013	200,816.09	136,228.03	64,588.06
HSBC Holdings	3,633.00	3/24/2009	5/17/2013	41,305.41	13,638.72	27,666.69
HSBC Holdings	4,354.00	3/24/2009	5/17/2013	49,502.83	26,576.63	22,926.20
Husgvarna AB Series B	24,000.00	2/3/2012	2/15/2013	143,084.15	132,365.49	10,718.66
Lloyds Banking Group Plc Ord	70,843.00	9/12/2012	12/13/2013	87,510.41	44,205.95	43,304.46
L'Oreal	341.00	1/10/2007	1/2/2013	47,674.34	33,382.56	14,291.78

The Susan Vaughan Foundation, Inc.

76-0285765

December 31, 2013

Mediaset E0.52	496.00	11/14/2012	12/4/2013	2,097.73	782.37	1,315.36
Mediaset E0.52	42,134.00	11/21/2012	12/4/2013	178,197.07	67,742.70	110,454.37
Publicis Groupe SA	3,400.00	6/11/2012	7/3/2013	242,445.33	163,757.86	78,687.47
Ryanair Holdings	2,751.00	9/21/2010	8/15/2013	139,216.51	85,834.39	53,382.12
Ryanair Holdings	2,333.00	7/11/2012	8/15/2013	118,063.30	69,894.84	48,168.46
Ryanair Holdings	4,616.00	7/11/2012	11/7/2013	211,404.58	138,291.72	73,112.86
Swiss Re Ag CHF0.10	850.00	11/7/2011	5/2/2013	65,538.09	45,461.44	20,076.65
Swiss Re Ag CHF0.10	700.00	4/26/2012	5/2/2013	53,972.54	44,536.34	9,436.20
Unilever Plc	4,200.00	7/6/2011	5/15/2013	181,473.28	138,126.17	43,347.11
Unilever Plc	1,300.00	4/26/2012	5/15/2013	56,170.30	45,875.28	10,295.02
Wolseley Ord 10p	3,443.00	2/17/2012	8/1/2013	168,066.78	132,300.41	35,766.37
Total Long Term				2,291,535.31	1,545,124.26	746,411.05
Grand Total				4,935,325.45	3,826,481.65	1,108,843.80

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

- ▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

THE SUSAN VAUGHAN FOUNDATION, INC.

Employer identification number

76-0285765

Note: Form 5227 filers need to complete **only** Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked	4,776,997.	4,469,772.		307,225.
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7 307,225.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	5,491,481.	3,973,109.		1,518,372.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 1,518,372.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		307,225.
18 Net long-term gain or (loss):			
a Total for year	18a		1,518,372.
b Unrecaptured section 1250 gain (see line 18 of the wrkst)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		1,825,597.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

 a The loss on line 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26.	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THE SUSAN VAUGHAN FOUNDATION, INC.

Social security number or taxpayer identification number

76-0285765

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a, you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
☐ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHMENT D-1	VARIOUS	VARIOUS	99,005.	96,249.			2,756.
	SEE ATTACHMENT D-2	VARIOUS	VARIOUS	791,507.	781,487.			10,020.
	SEE ATTACHMENT D-3	VARIOUS	VARIOUS	1,242,695.	1,310,679.			-67,984.
	SEE ATTACHMENT D-4	VARIOUS	VARIOUS	2,643,790.	2,281,357.			362,433.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked).				4,776,997.	4469772.			307,225.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

THE SUSAN VAUGHAN FOUNDATION, INC.

76-0285765

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☒ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
☐ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	SEE ATTACHMENT D-1	VARIOUS	VARIOUS	1,445,194.	911,817.			533,377.
	SEE ATTACHMENT D-2	VARIOUS	VARIOUS	1,381,659.	1,341,895.			39,764.
	SEE ATTACHMENT D-3	VARIOUS	VARIOUS	221,616.	174,273.			47,343.
	SEE ATTACHMENT D-4	VARIOUS	VARIOUS	2,291,535.	1,545,124.			746,411.
	PTP BASIS ADJUSTMENT	VARIOUS	VARIOUS	151,477.				151,477.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				5,491,481.	3973109.			1,518,372.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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

OMB No 1545-1709

▶ **File a separate application for each return.**
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

Employer identification number (EIN) or

76-0285765

Number, street, and room or suite no. If a P O box, see instructions

LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

HOUSTON, TX 77002

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

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

- The books are in the care of ▶ LEGACY TRUST COMPANY

Telephone No ▶ 713 216-3447

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 08/15, 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 _____, 20____, and ending _____, 20____

- 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	15,665.
b If this application is for Form 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 \$	15,665.
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)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	THE SUSAN VAUGHAN FOUNDATION, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions.		76-0285765	
	LEGACY TRUST COMPANY C/O JENNIFER GROSVENOR		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
HOUSTON, TX 77002				

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

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

- The books are in the care of **LEGACY TRUST COMPANY, 600 JEFFERSON STREET, SUITE 300 HOUSTON, TX 7700**
Telephone No **713 216-3447** Fax No

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

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

- 4 I request an additional 3-month extension of time until **11/15, 2014**
- 5 For calendar year **2013**, or other tax year beginning , 20 , and ending , 20
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	15,665.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	15,665.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0

Signature and Verification must be completed for Part II only.

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

Signature Title Date