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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning , 2013, and ending , 20

Name of foundation Nancy B Chappellear-Weldon Foundation		A Employer identification number 77-0559952
Number and street (or P O box number if mail is not delivered to street address) C/O CTAC, Plaza South Two, 7261 Engle Road, Suite 202	Room/suite	B Telephone number (see instructions) (440) 239-8900
City or town, state or province, country, and ZIP or foreign postal code Cleveland, Ohio 44130		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply. <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address Change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 2,548,676 14	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		2,488,294 90			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		15,546 98	15,546 98		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		18,865 33			
b Gross sales price for all assets on line 6a 395,915 68					
7 Capital gain, net income (from Part IV, line 2)			18,865 33		
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)					
12 Total. Add lines 1 through 11		2,522,707 21	34,412 31		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		5,826 05			
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		558 99			
24 Total operating and administrative expenses. Add lines 13 through 23		6,385 04			
25 Contributions, gifts, grants paid		5,500 00			5,500 00
26 Total expenses and disbursements. Add lines 24 and 25		11,885 04			5,500 00
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		2,510,822 17			
b Net investment income (if negative, enter -0-)			34,412 31		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2013)

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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	24,113 64	109,460 89	109,460 89		
	3 Accounts receivable ▶					
	Less: allowance for doubtful accounts ▶					
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments—U.S. and state government obligations (attach schedule)					
	b Investments—corporate stock (attach schedule)		1,051,608 25	1,138,822 42		
	c Investments—corporate bonds (attach schedule)					
	11 Investments—land, buildings and equipment: basis ▶					
Less: accumulated depreciation (attach schedule) ▶						
12 Investments—mortgage loans						
13 Investments—other (attach schedule)		1,270,412 58	1,300,392 83			
14 Land, buildings, and equipment: basis ▶						
Less: accumulated depreciation (attach schedule) ▶						
15 Other assets (describe ▶)						
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	24,113 64	2,431,481 72	2,548,676 14			
Liabilities	17 Accounts payable and accrued expenses	500 00	500 00			
	18 Grants payable					
	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)	500 00	500 00			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted	23,613 64	2,430,981 72			
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> 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)	23,613 64	2,430,981 72				
31 Total liabilities and net assets/fund balances (see instructions)	24,113 64	2,431,481 72				

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	23,613 64
2 Enter amount from Part I, line 27a	2	2,510,822 17
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	2,534,435 81
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	2,430,981 72

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached 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) FMV 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	18,865.33
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	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	5,000.00	27,599.23	0.1812
2011	1,200.00	30,490.17	0.0394
2010	500.00	21,411.02	0.0234
2009	100.00	21,144.81	0.0047
2008	0.00	1,641.86	0.0000
2 Total of line 1, column (d)			2 0.2486
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 0.0497
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 421,446.26
5 Multiply line 4 by line 3			5 20,954.57
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 344.12
7 Add lines 5 and 6			7 21,298.70
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 5,500.00

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1 688 25
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		3 688 25
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5 688 25
6 Credits/Payments.		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
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	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	688 25
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ (2) On the foundation managers ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6 ✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7 ✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? <i>If "No," attach explanation</i>	8b ✓	
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)? <i>If "Yes," complete Part XIV</i>	9	
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ -----

14 The books are in care of ▶ CTAC Telephone no. ▶ (440) 239-8900
 Located at ▶ 6801 Engle Road, Suite L, Cleveland, Ohio ZIP+4 ▶ 44130

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? Yes 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 ▶ 16

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

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

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

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
See attached schedule				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions).

If none, enter "NONE."

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

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 None	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	370,296 26
b	Average of monthly cash balances	1b	57,567 97
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	427,864 23
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	427,864 23
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	6,417 96
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	421,446 26
6	Minimum investment return. Enter 5% of line 5	6	21,072 31

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	21,072 31
2a	Tax on investment income for 2013 from Part VI, line 5	2a	688 25
b	Income tax for 2013. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	688 25
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	20,384 07
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	20,384 07
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	20,384 07

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	5,500 00
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	5,500 00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,500 00

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				20,384 07
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0 00	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012	2,143 10			
f Total of lines 3a through e	2,143 10			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,500 00				
a Applied to 2012, but not more than line 2a			0 00	
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				5,500 00
e Remaining amount distributed out of corpus	0 00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,143 10			2,143 10
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0 00			
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			0 00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				12,740 96
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)	0 00			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9.				
a Excess from 2009	0 00			
b Excess from 2010	0 00			
c Excess from 2011	0 00			
d Excess from 2012	0 00			
e Excess from 2013	0 00			

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Cumberland College		501(c)(3)	General	500 00
Team USA		501(c)(3)	General	5,000 00
Total			3a	5,500 00
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	15,546 98	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	18,865 33	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				34,412 31	
13	Total. Add line 12, columns (b), (d), and (e)				13	34,412 31

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

Nancy B Chapelear-Weldon Foundation

Employer identification number

77-0559952

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or Form 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Nancy B Chappellear-Weldon Foundation

Employer identification number

77-0559952

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Nancy B Chappellear-Weldon Charitable Remainder Unitrust C/O CTAC, Plaza South Two, 7261 Engle Road, Suite 202 Cleveland, Ohio 44130	\$ 65,332 50	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
1	Nancy B Chappellear-Weldon Charitable Remainder Unitrust Number 2 C/O CTAC, Plaza South Two, 7261 Engle Road, Suite 202 Cleveland, Ohio 44130	\$ 509,525 71	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
	Nancy B Chappellear-Weldon Living Trust 3863 Lakeview Blvd Orcahrd Lake, MI 48324	\$ 1,913,436 69	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Nancy B Chappellear-Weldon Foundation

Employer identification number

77-0559952

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Remainder Assets of the Nancy B Chappellear-Weldon Charitable Remainder Unitrust	\$ 65,332.50	Various / / 2013
2	Remainder Assets of the Nancy B Chappellear-Weldon #2 Charitable Remainder Unitrust	\$ 509,525.71	Various / / 2013
3	Residual Assets of Nancy B Chappellear-Weldon Living Trust	\$ 1,913,436.69	Various / / 2013
		\$	/ /
		\$	/ /
		\$	/ /

2013 Form 990-PF Supplementary Statements**Form 990-PF Part I, Line 1, Column a**

<u>Name and Address</u>	<u>FMV</u>
Nancy B Chappellear-Weldon Charitable Remainder Unitrust,c/o CTAC 7261 Engle Rd, #202, Cleveland, OH 44130	65,332 50
Nancy B Chappellear-Weldon Charitable Remainder Unitrust #2 ,c/o CTAC 7261 Engle Rd, #202, Cleveland, OH 44130	509,525 71
Nancy B Chappellear-Weldon Living Trust,3863 Lakeview Blvd, Orcahrd Lake, MI 48324	2,488,294 90
Total (Part I, Line 1, Column a)	\$2,488,294.90

Form 990-PF Part I, Line 16c, Column a

<u>Date</u>	<u>Description of Other professional fees</u>	<u>Amount</u>
March 27, 2013	Q1 Administration Fee	125 00
June 25, 2013	Q2 Administration Fee	125 00
July 3, 2013	Money management fees	80 00
September 23, 2013	Q3 Administration Fee	125 00
December 7, 2013	Q4 Administration Fee	125 00
December 10, 2013	Money management fees	1,954 60
December 10, 2013	Money management fees	1,063 85
December 10, 2013	Money management fees	2,227 60
Total (Part I, Line 16c, Column a)		\$5,826.05

Form 990-PF Part I, Line 23, Column a

<u>Date</u>	<u>Description of Other expenses</u>	<u>Amount</u>
January 18, 2013	Delaware Annual Filing	100 00
December 9, 2013	Miscellaneous expense	458 99
Total (Part I, Line 23, Column a)		\$558.99

Form 990PF Part II, Line 10b, Columns b and c

<u>Stocks</u>	<u>End of year Book Value</u>	<u>End of year FMV</u>
03-Andarko Pete Corp	7,928 27	7,852 68
03-Apple Inc	34,366 40	37,027 32
03-Boeing Company	2,797 65	3,821 72
03-Catamaran Corp	7,296 70	7,736 31
03-Caterpillar Inc Del	7,452 35	7,991 28
03-Cisco Systems Inc	14,496 03	15,701 00
03-Cognizant Tech Solutions	5,157 93	8,179 38
03-Express Scripts Hldg Co	7,266 86	8,218 08
03-Fedex Corp Delaware	2,851 44	4,169 33
03-Ford Motor Co	7,580 69	6,958 93
03-Freeprt-Mcmran Cpr & Gld	21,516 52	23,587 50
03-Noble Energy Inc	2,965 83	3,541 72
03-Salesforce Com Inc	5,416 62	7,892 17
03-Seadrill Ltd	7,398 13	6,778 20
04-Apollo Investment Corp	7,906 17	7,958 03

04-Ares Commercial	4,022 20	4,152 70
04-Select Income REIT	7,524 54	8,182 44
05-ABB Ltd	1,974 28	2,045 12
05-Ace Limited	3,408 16	3,520 02
05-Ambev SA Shs	2,978 46	3,050 25
05-America Movil SAB De Cv	2,475 00	2,570 70
05-Anheuser-Busch Inbev Adr	2,479 68	2,555 04
05-Arcelormittal SA	2,467 47	2,622 48
05-Baidu Inc	2,896 29	3,023 96
05-Banco Santander SA Adr	3,466 27	3,618 93
05-Barclays Plc	3,465 04	3,698 52
05-BP Plc	2,935 80	3,062 43
05-British Amn Tobacco Spadr	2,401 19	2,470 66
05-Canadian Pacific Railway	2,912 89	2,875 08
05-China Unicom Hong Kong	2,979 01	2,981 88
05-CIA Bra Dis Pao Ads Reg	1,975 05	2,010 15
05-Companhia D Snmto Bscs	3,476.23	3,674 16
05-Copa Holdings SA Cl A	2,840 04	2,881 98
05-Covidien Plc Shs New	2,426 04	2,451 60
05-Credicorp Ltd Com Pv \$5	3,419 78	3,450 98
05-Embraer SA Sponsrd Adr	2,963 99	3,057 10
05-Icici Bank Ltd	3,448 31	3,568 32
05-ING GP NV Spstd	2,481 55	2,647 89
05-Lyondellbasell Industrie	1,951 00	2,007 00
05-Magna Intl Inc Cl A	3,395 28	3,528 58
05-Melco Crown Entertainment LTD	3,453 29	3,529 80
05-Noble Corp Plc Shs	1,973 57	2,023 38
05-NXP Semiconductors NV	3,448 00	3,674 40
05-Prudential Plc Adr	2,448 72	2,565 00
05-Rio Tinto Plc	2,476 64	2,595 78
05-Sanofi Adr	2,467 81	2,574 24
05-Seadrill Ltd	1,966 56	2,095 08
05-Sony Corp Adr	3,464 11	3,423.42
05-Sumitomo Mitsui-Unspons	3,966 63	4,080 61
05-Suncor Energy Inc New	2,463 84	2,523 60
05-Syngenta Ag Adr	1,951 75	1,998 50
05-Wuxi Pharmatech Cayman I	2,959 32	3,223 92
07-3M Company	4,224 68	4,347 75
07-Allergan Inc	4,252 52	4,554 28
07-Biogen Idec Inc	4,156.80	4,193 58
07-Blackstone Group LP	4,304 06	4,504 50
07-Check Point Software Tech	4,317 60	4,514 93
07-Comcast Corp Cl A	4,365 36	4,468 99

07-Dicks Sporting Goods Inc	4,275 76	4,415 60
07-Eastman Chemical Co	4,278 40	4,599 90
07-Embraer S A Sponsrd Adr	4,305 59	4,440 84
07-Equinix Inc	4,235 63	4,436 25
07-Express Scripts Hldg	4,276 42	4,425 12
07-Fedex Corp Delaware	4,192 50	4,313 10
07-Ford Motor Co	4,314 32	4,351 26
07-Hess Corp	4,273 92	4,399 00
07-Newell Rubbermaid Inc	4,306 10	4,342 94
07-NXP Semiconductors	4,310 00	4,593.00
07-Och-Ziff Captl Mangmt Gr	4,303 25	4,380 80
07-Pioneer Natural Res Co	4,309 05	4,233 61
07-Theravance Inc	4,312 38	4,384 95
07-Twenty First Century	4,284 63	4,431 42
07-Urban Outfitters Inc	4,289 69	4,452 00
07-Whirlpool Corp	4,307 24	4,392 08
07-Zoetis Inc	4,302 19	4,347 77
2206-Automatic Data Proc	30,799 62	39,349 13
2206-CSX Corp	37,393 86	40,853 40
2206-Emerson Elec Co	33,495 70	40,774 58
2206-Exxon Mobile Corp	37,102 71	41,998 00
2206-Genuine Parts Corp	39,136 22	39,182 49
2206-Johnson & Johnson	33,353 90	37,643 49
2206-Linnear Technology	35,438 12	41,632 70
2206-McDonalds Corp	37,783 82	39,006 06
2206-Northrop Grumman Corp	33,828 85	39,769 67
2206-Paychex Inc	31,033 10	40,521 70
2206-Procter & Gamble	36,261 01	37,855 65
2206-Raytheon Co Delaware	34,339 11	40,089 40
2206-United Techs Corp	33,142 85	39,943 80
2206-Walmart Stores	35,146 97	37,613 82
3006-Aegerion Pharm Inc	2,442 64	2,696 48
3006-Affiliated Managers Grp	2,922 08	3,036.32
3006-AMC Networks Inc	2,921 46	3,133 06
3006-American Wtr Wks Co	2,982 71	3,000 46
3006-Cadence Design Sys Inc	3,964.05	4,093 84
3006-Coca Cola Enterprises	1,952 24	2,029 98
3006-Davita Healthcare	2,961 96	3,041 76
3006-Eastman Chemical Co	2,927 32	3,147 30
3006-FEI Company	3,904 53	3,931 84
3006-Generac Hlds Inc	3,431 61	3,568 32
3006-HD Supply Hlds	2,963 60	2,977.24
3006-Hexcel Corp	3,469 23	3,619 89

3006-IPG Photonics Corp	3,444 30	3,492 45
3006-Jazz Pharmaceuticals Plc	3,447 60	3,796 80
3006-Lincoln Ntl Corp	2,977 58	2,993 96
3006-Newell Rubbermaid Inc	1,960 24	1,977 01
3006-Noble Corp Plc	3,947.13	4,046 76
3006-NPS Pharmaceuticals Inc	2,960.09	3,339 60
3006-Owens Ill Inc	2,976 46	3,077 08
3006-Pinnacle West Cap Corp	2,973 60	2,963 52
3006-Principal Financial Grp	3,955 67	4,043 42
3006-Regions Finl Corp	3,477 19	3,580 18
3006-Splunk Inc	3,905 64	3,914 19
3006-SVB Finl Group	3,440 25	3,460 38
3006-Swift Transportation	1,976 52	1,865 64
3006-Targa Resources	2,909 20	3,085 95
3006-TRW Automotive Hldgs	2,929 20	2,975 60
3006-Tyson Foods	1,962 12	1,940 68
3006-United Rentals Inc	2,923 83	3,040 05
3006-Waddell & Reed Finl	2,979 33	3,060 64
3006-Whirlpool Corp	2,922 77	2,980 34
3006-Wynn Resorts Ltd	3,340 80	3,495 78
38-CVR Partners	25,150 00	16,460 00
38-Facebook Inc Cl A	38,000 00	54,649 00
38-Intercept Pharmaceutical	31,250 00	34,140 00
38-Vol SRN Issuer Bac	20,000 00	2,980 00
Total (Form 990PF Part II, Line 10b, Columns b and c)	\$1,051,608.25	\$1,138,822.42

Form 990PF Part II, Line 13, Columns b and c

<u>Other Investments</u>	<u>End of year Book Value</u>	<u>End of year FMV</u>
03-Alps Sector Dividnd Dogs	3,727 36	3,834 88
03-Blackrock Global Dividend Portfolio	6,338 67	7,558 92
03-Blackrock Res & Commodity	41,695 27	37,551 60
03-Cohen & Steers MLP Income	15,221 43	16,561 28
03-Columbia European Equity	7,544 49	7,584 35
03-Columbia Select Large Cap Growth Fund	13,153 13	15,289 03
03-Columbia Seligman Prem Technology Growth Fd	7,509 57	7,482 80
03-Eaton Vance Tax Div Inc	14,635 68	15,330 12
03-First TR Financials Alphadex Fund	10,907 72	15,609 32
03-Guggenheim Russell	3,061 80	3,895 50
03-Guggenheim S&P 500 Equal Weight	3,368.95	3,918 75
03-Ishares Core S&P 500 ETF	3,404 18	3,898 65
03-Ishares Iboxx\$ High Yiel	44,620 61	45,139 68
03-Ishares Inc Core MSCI	7,494 79	7,571.12
03-Ishares MSCI Brazil Capped	18,121 69	13,895 48

03-Ishares MSCI Emerging Mkts	15,976 46	14,879 02
03-Ishares Phlx	6,318 03	8,143 52
03-Ishares S&P 100	3,062 01	3,952 80
03-Ishares S&P GIBI Health	5,364 35	7,749 00
03-Ishares S&P Global 100	12,678 99	15,370 76
03-Ivy Science & Technology Fund	10,544 34	16,050 27
03-Japan Equity Fund Inc	3,500 35	3,830 52
03-Market Vectors ETF TR Gold Miners	16,034 21	10,057 88
03-Nuveen Build Amer Bd Fd	7,542 00	7,726 36
03-Nuveen Mortgage Oprtnity	32,260 77	29,619 20
03-Oppenheimer Developing Markets Fd	20,954 91	22,511.44
03-Oppenheimer Internatl	7,536 25	7,806 28
03-PAX World Small Cap Fund	7,435 61	6,966 10
03-Powershares QQQ Tr Units Ser 1	21,677 92	28,059 24
03-Principal Global Divers Income Fund	36,741 48	37,440 87
03-Sector Spdr Industrial	6,986 98	7,943 52
03-Spdr Dow Jones Indust Av	5,951 67	7,777 09
03-Spdr Gold Trust	8,841 84	7,083 32
03-Spdr S P Bric 40	7,928 68	7,353 20
03-Spdr S&P 500 ETF Trust	6,440 44	7,941 67
03-Spdr SP Emerg Asia Pac	7,452 46	7,406 40
03-Sunamerica Focused Dividend Strategy CL W	12,861 41	14,689 08
03-SunAmerica Intl Dividend Strategy Fund	7,372 16	7,487 13
03-T Rowe Price European	7,438 22	7,786 71
03-Touchstone ands Capital Select Growth Fund	16,904 50	23,494 90
03-Transamerica Emerging Markets Debt Fund	7,948 09	7,361 52
03-Vanguard High DVD Yield	6,252 88	7,603 04
03-Vanguard Industrial ETF	7,100 59	8,002 40
03-Vanguard Information Tech	5,896 66	8,058 60
03-Vanguard Mega Cap ETF	5,739 06	7,831 84
03-Vanguard MSCI Emerging Markets	7,456 81	7,446 34
03-Virtus Foreign Opportunities Fund	14,424 85	14,980 16
03-Western Asset High Yield Defined Opportunity Fd	15,561 46	14,947 24
03-Wisdomtree Trust Japan	3,330 02	3,914 68
04-Aberdeen Global High Income	41,579 36	40,732 64
04-Avenue Credit Strategies	9,731 24	9,731 24
04-Blackrock Res & Commodit	29,544 60	25,011 22
04-Clearbridge Energy MLP	3,523 67	4,357 84
04-Cohen & Steers MLP Income	8,282 51	9,013 44
04-Eaton Vance Tax Div	10,064 34	10,632 18
04-Guggenheim Build Amr Bds	17,917 20	16,906 46
04-Guggenheim Floating Rate	8,186 30	8,224 53
04-Guggenheim Macro	3,892 51	3,910 06

04-Hatteras Long/Short Debt	3,892 50	3,880 66
04-Lord Abbett Short	20,393 56	20,478 95
04-Mainstay Unconstrained	3,892 50	3,900 88
04-Nuveen Build Amer Bd Fd	30,686 85	29,522 44
04-Nuveen Mortgage Oprtnity	26,617 40	30,475 38
04-Oppenheimer Senior Floating Rate	38,636 56	39,220 95
04-Pimco Enhanced Short	16,549 39	16,515.16
04-Pimco Total Return ETF	20,183 86	20,319 56
04-Principal Diversified	57,697 66	61,239 96
04-Western Asset High Yield	29,935 47	28,955 85
38-Cohen & Steers MLP	60,000 00	54,960 00
38-Western Asset High Yield	80,000 00	70,840 00
38-ML Winton Futuresaccess LLC Class A	149,997 77	158,782 33
38-ML Winton Futuresaccess LLC Class C	19,998 52	19,500 51
Blackstone Group	4,304 00	4,583 00
Och-Ziff Capital Management	4,583 00	4,304 00
Total (Form 990PF Part II, Line 13, Columns b and c)	\$1,270,412.58	\$1,300,392.83

Form 990-PF Part IV, Line 1

<u>Description of asset sold</u>	<u>Date acquired</u>	<u>Date sold</u>	<u>Sales price</u>	<u>Cost basis</u>	<u>Gain or (loss)</u>
06-Du Pont E I de Nemours	11/15/13	11/22/13	29,910 95	29,232 47	678 48
06-Medtronic Inc	11/22/13	11/22/13	29,640 70	27,265 02	2,375 68
04-Principal Diversified	11/13/13	11/20/13	2,175 53	2,034 72	140 81
04-Oppenheimer Senior Floating Rate	11/13/13	11/20/13	702 46	687 65	14 81
04-Aberdeen Global High Income	11/13/13	11/20/13	1,339 44	1,343 93	(4 49)
04-Guggenheim Floating Rate	11/13/13	11/20/13	162 49	159 96	2 53
04-Lord Abbett Short	11/13/13	11/20/13	439 35	434 97	4 38
04-Ares Commercial	11/13/13	11/20/13	169 12	164 97	4 15
04-Eaton Vance Tax Div	11/13/13	11/22/13	541 71	522 00	19 71
04-Apollo Investment Corp	11/13/13	11/22/13	527 40	505 15	22 25
04-Pimco Enhanced Short	11/13/13	11/22/13	101 50	101 53	(0 03)
04-Nuveen Mortgage Optrnity	11/13/13	11/22/13	1,225 10	1,050 10	175 00
04-Nuveen Build Amer Bd Fd	11/13/13	11/22/13	304 29	340 00	(35 71)
04-Blackrock Build Amer Bd	11/13/13	11/22/13	3,933 49	4,280 00	(346 51)
04-Western Asset High Yield	11/13/13	11/22/13	857 27	879 36	(22 09)
04-Blackrock Res & Commodit	11/13/13	11/22/13	348 29	411 84	(63 55)
04-Clearbridge Energy MLP	11/13/13	11/22/13	425 21	354 62	70 59
04-Pimco Total Return ETF	11/13/13	11/22/13	638 99	624 24	14 75
04-Select Income REIT	11/13/13	11/22/13	915 60	836 06	79 54
03-Columbia Select Large Cap Growth Fund	11/15/13	11/20/13	882 94	671 57	211 37
03-Oppenheimer Developing Markets Fd	11/15/13	11/20/13	998 00	909 56	88 44
03-Touchstone ands Capital Select Growth Fund	11/15/13	11/20/13	3,545 69	2,661 01	884 68
03-Ivy Science & Technology Fund	11/15/13	11/20/13	1,601 70	1,109 93	491 77
03-Blackrock Global Dividend Portfolio	11/15/13	11/20/13	27 02	20 22	6 80
03-Sunamerica Focused Dividend Strategy CL W	11/15/13	11/20/13	69 42	45 02	24 40
03-Apple Inc	11/15/13	11/22/13	3,629 80	3,644 92	(15 12)
03-Boeing Company	11/15/13	11/22/13	957 72	699 41	258 31
03-Cognizant Tech Solutions	11/15/13	11/22/13	2,796 40	1,910 34	886 06
03-Catamaran Corp	11/15/13	11/22/13	92 75	89 53	3 22
03-Express Scripts Hldg Co	11/15/13	11/22/13	129 59	124 22	5 37
03-Freeprt-Mcmran Cpr & Gld	11/15/13	11/22/13	3,297 79	3,132 81	164 98
03-Fedex Corp Delaware	11/15/13	11/22/13	804 05	589 95	214 10
03-Japan Equity Fund Inc	11/15/13	11/22/13	89 30	83 04	6 26
03-Ishares S&P Global 100	11/15/13	11/22/13	152 09	127 43	24 66
03-Ishares Phlx	11/15/13	11/22/13	67 69	56 41	11 28
03-Ishares S&P Gbl Health	11/15/13	11/22/13	168 07	119 21	48 86
03-Ishares MSCI Emerging Mkts	11/15/13	11/22/13	254 21	269 27	(15 06)
03-Guggenheim S&P 500 Equal Weight	11/15/13	11/22/13	137 47	122 51	14 96
03-Eaton Vance Tax Div Inc	11/15/13	11/22/13	242 96	236 06	6 90
03-Vanguard Information Tech	11/15/13	11/22/13	337 99	262 07	75 92
03-Vanguard Industrial ETF	11/15/13	11/22/13	286 25	266 27	19 98

Form 990-PF Part IV, Line 1

<u>Description of asset sold</u>	<u>Date acquired</u>	<u>Date sold</u>	<u>Sales price</u>	<u>Cost basis</u>	<u>Gain or (loss)</u>
03-Wisdomtree Trust Japan	11/15/13	11/22/13	246 79	216 23	30 56
03-Powershares QQQ Tr Units Ser I	11/15/13	11/22/13	827.69	679 56	148 13
03-First TR Financials Alphasdex Fund	11/15/13	11/22/13	882 82	638 06	244 76
03-Spdr S P Bric 40	11/15/13	11/22/13	534 59	562 68	(28 09)
03-Vanguard Mega Cap ETF	11/15/13	11/22/13	183 47	138 85	44 62
03-Noble Energy Inc	11/15/13	11/22/13	726 09	570 35	155 74
03-Sector Spdr Industrial	11/15/13	11/22/13	397 51	367 74	29 77
03-Salesforce Com Inc	11/15/13	11/22/13	2,436 58	1,742 41	694 17
03-Spdr S&P 500 ETF Trust	11/15/13	11/22/13	178 80	149 78	29 02
03-SunAmerica Intl Dividend Strategy Fund	11/15/13	11/22/13	111 16	101 45	9 71
08-NGL Energy Partners Lp	11/15/13	12/2/13	22,849 60	22,666 00	183 60
08-Transmontaigne Partners	11/15/13	12/2/13	8,224 86	8,664 00	(439 14)
03-Clearbridge Energy MLP Opportunity Fd	11/15/13	12/2/13	7,559 62	6,055 55	1,504 07
03-Blackrock Build Amer BD	11/15/13	12/9/13	38,350 83	45,086 89	(6,736 06)
03-First TR Ise Global Copper Index Fd	11/15/13	12/10/13	13,115 50	9,666 56	3,448 94
03-First TR Ise Global Copper Index Fd	11/22/13	12/10/13	1,278 55	1,341 62	(63 07)
03-Clearbridge Energy MLP Opportunity Fd	11/15/13	12/10/13	1,836 52	1,509 40	327 12
03-Clearbridge Energy MLP Opportunity Fd	11/15/13	12/12/13	1,419 42	1,185 95	233 47
03-Clearbridge Energy MLP Opportunity Fd	11/15/13	12/13/13	2,862 78	2,389 88	472 90
03-Clearbridge Energy MLP Opportunity Fd	11/22/13	12/13/13	1,119 28	1,164 80	(45 52)
04-Clearbridge Energy MLP	11/13/13	12/2/13	16,532 46	13,755 36	2,777 10
04-Blackrock Build Amer Bd	11/13/13	12/9/13	12,330 99	13,440 00	(1,109 01)
2206-Microsoft Corp	11/15/13	12/6/13	34,442 70	25,630 66	8,812 04
2206-Target Corp	11/15/13	12/6/13	27,745 16	31,144 97	(3,399 81)
2206-Target Corp	11/22/13	12/6/13	2,516 57	2,669 60	(153 03)
2206-3M Company	11/15/13	12/6/13	30,875 98	23,751 35	7,124 63
2206-3M Company	11/22/13	12/6/13	252 05	260 32	(8 27)
2206-Quest Diagnostics	11/22/13	12/6/13	29,818 99	32,984 60	(3,165 61)
2206-Quest Diagnostics	12/6/13	12/6/13	5,411 59	6,005 08	(593 49)
38-Realty Incm Crp MD PV \$1	11/15/13	12/19/13	269 56	329 48	(59 92)
38-Northern Tier Energy LP	11/15/13	12/19/13	23,649 59	24,860 88	(1,211 29)
38-First Bancorp	11/15/13	12/27/13	11,999 79	13,500 00	(1,500 21)
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00
			0 00	0 00	0 00

Form 990-PF Part VIII, Line 1

<u>Name and Address</u>	<u>Title and hours worked</u>	<u>Compensation</u>
John Calandro, III, 4128 Windsor Parkway, Dallas, Texas 75205	President	0 00
Leonard E Ciokajlo, 3863 Lakeview Blvd , Orchard Lake, Michigan 48324-3036	Secretary, Treasurer, Vice President	0 00
Kevin Calandro, 9002 Woodhurst, Dallas, Texas 75243	Vice President	0 00
Timothy D McCormick, 2500 Leroy Lane, West Bloomfield, Michigan 48324	Board of Directors	0 00
Kathryn Elizabeth George, 2704 NE 53rd Street, Seattle, Washington 98105-3114	Board of Directors	0 00
Total (Part VIII, Line 1)		\$0.00