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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

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OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation THE TERRY AND LAURIE LEDBETTER FOUNDATION		A Employer identification number  80-0188174	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 24622		B Telephone number (see instructions)  (310) 806-4000	
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH, TX 76124		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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) \$ 6,645,533		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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.)			

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 <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	3	3		
	4 Dividends and interest from securities. . . . .	129,620	129,620		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	142,970			
	b Gross sales price for all assets on line 6a _____ 923,630				
	7 Capital gain net income (from Part IV, line 2) . . .		142,970		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	272,593	272,593		
	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) . . . . .	20,236			20,236
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	12,940	3,628		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .				
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	33,176	3,628		20,236
	25 Contributions, gifts, grants paid . . . . .	0			0
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	33,176	3,628		20,236
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	239,417			
	b <b>Net investment income</b> (if negative, enter -0-)		268,965		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

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 . . . . .	175,009	30,015	30,015
	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 . . . . .	5,200	11,888	11,888
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	4,111,428	<input checked="" type="checkbox"/> 4,388,150	6,011,057
	c	Investments—corporate bonds (attach schedule). . . . .	511,441	<input checked="" type="checkbox"/> 612,441	592,573
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,803,078	5,042,494	6,645,533	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,803,078	5,042,494	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	4,803,078	5,042,494	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	4,803,078	5,042,494		

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	4,803,078
2	Enter amount from Part I, line 27a . . . . .	2	239,417
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,042,495
5	Decreases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	5,042,494

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	142,970
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	-3,999

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	258,753	4,702,383	0 055026
2011	418,696	3,025,613	0 138384
2010		149,600	
2009		7,804	
2008	9,536		

2	Total of line 1, column (d). . . . .	2	0 193410
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 096705
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	6,004,482
5	Multiply line 4 by line 3. . . . .	5	580,663
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	2,690
7	Add lines 5 and 6. . . . .	7	583,353
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	20,236

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> 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>b</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 . . . . .	<b>1</b>	5,379
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	5,379
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	5,379
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	11,888
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	11,888
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	6,509
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 6,509 <b>Refunded</b>	<b>11</b>	

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <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>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
<b>2</b> 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>	<b>2</b>		<b>No</b>
<b>3</b> 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> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> 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>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> TX _____			
<b>b</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>	<b>8b</b>	<b>Yes</b>	
<b>9</b> 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> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶ASPIRIANT LLC Telephone no ▶(310) 806-4000 Located at ▶11100 SANTA MONICA BLVD STE 600 LOS ANGELES CA ZIP +4 ▶90025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> 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	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			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? ( <b>Exception.</b> 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 <b>any</b> of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <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?. . . . .	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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

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 Additional Data Table				

2

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

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

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

Part VIII

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

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

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

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	6,046,792
b	Average of monthly cash balances. . . . .	1b	49,129
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	6,095,921
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	6,095,921
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	91,439
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,004,482
6	Minimum investment return. Enter 5% of line 5. . . . .	6	300,224

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	300,224
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	5,379
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	5,379
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	294,845
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	294,845
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	294,845

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	20,236
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	20,236
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	20,236
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				294,845
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				1,715
b From 2009. . . . .				
c From 2010. . . . .				
d From 2011. . . . .				277,709
e From 2012. . . . .				42,258
f Total of lines 3a through e. . . . .	321,682			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 20,236				
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. . . . .				20,236
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	274,609			274,609
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,073			
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 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	47,073			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				4,815
d Excess from 2012. . . .				42,258
e Excess from 2013. . . .				

## Part XIV

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4942(j)(3) or 4942(j)(5)

**3** Complete 3a, b, or c for the alternative test relied upon

**a** "Assets" alternative test—enter

**(1)** Value of all assets . . . . .

**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i)

**b** "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .

**c** "Support" alternative test—enter

**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .

**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .

**(3)** Largest amount of support from an exempt organization

**(4)** Gross investment income

## Part XV

**1**

See Additional Data Table

• 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

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 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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

[illegible]



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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 )
DFA TAX-MANAGED US TARGETED VALUE-11	P	2011-10-10	2013-01-09
DFA TAX-MANAGED US TARGETED VALUE-1	P	2012-03-08	2013-01-09
DFA TAX-MANAGED US TARGETED VALUE-44	P	2012-06-08	2013-01-09
DFA TAX-MANAGED US TARGETED VALUE-14	P	2012-09-10	2013-01-09
DFA TAX-MNG US SM CAP-6596 53	P	2011-10-10	2013-01-09
DFA TAX-MNG US SM CAP-27 781	P	2011-12-13	2013-01-09
DFA TAX-MNG US SM CAP-19 839	P	2012-06-08	2013-01-09
DFA TAX-MNG US SM CAP-9 999	P	2012-09-10	2013-01-09
DFA EMERGING MARKETS CORE EQUITY I-1	P	2012-04-05	2013-07-11
DFA EMERGING MARKETS CORE EQUITY I-2	P	2013-01-09	2013-07-11
BERKSHIRE HATHAWAY CL B-57	P	2010-06-25	2013-08-14
BERKSHIRE HATHAWAY CL B-29	P	2012-04-05	2013-08-14
VANGUARD EMERGING MKTS EFT-4706	P	2013-07-11	2013-09-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h






(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)
265,935		203,061	62,874
41		38	3
1,067		915	152
349		332	17
175,499		135,000	40,499
739		594	145
528		457	71
266		252	14
187,563		199,476	-11,913
42,799		48,000	-5,201
6,637		4,668	1,969
3,377		2,348	1,029
186,464		185,519	945



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			62,874
			3
			152
			17
			40,499
			145
			71
			14
			-11,913
			-5,201
			1,969
			1,029
			945

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TERRY L LEDBETTER 	TREASR, DIR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
RETA L LEDBETTER 	PRESID, DIR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
TERRY L LEDBETTER JR 	DIRECTOR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
BRADFORD L LEDBETTER 	DIRECTOR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				
KAY GAUDIN 	DIRECTOR 0 00	0	0	0
PO BOX 24622 FORT WORTH,TX 76124				

**Form 990PF Part XV Line 1a - 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).**

TERRY L LEDBETTER
RETA L LEDBETTER

**TY 2013 Accounting Fees Schedule**

**Name:** THE TERRY AND LAURIE LEDBETTER  
FOUNDATION

**EIN:** 80-0188174

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	20,236			20,236

**TY 2013 Compensation Explanation**

**Name:** THE TERRY AND LAURIE LEDBETTER  
FOUNDATION

**EIN:** 80-0188174

Person Name	Explanation
TERRY L LEDBETTER	
RETA L LEDBETTER	
TERRY L LEDBETTER JR	
BRADFORD L LEDBETTER	
KAY GAUDIN	

# TY 2013 Investments Corporate Bonds Schedule

**Name:** THE TERRY AND LAURIE LEDBETTER  
FOUNDATION

**EIN:** 80-0188174

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BOND FUND	612,441	592,573

**TY 2013 Investments Corporate  
Stock Schedule**

**Name:** THE TERRY AND LAURIE LEDBETTER  
FOUNDATION

**EIN:** 80-0188174

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE MUTUAL FUND	4,388,150	6,011,057

TY 2013 Other Decreases Schedule

**Name:** THE TERRY AND LAURIE LEDBETTER  
FOUNDATION  
**EIN:** 80-0188174

Description	Amount
ROUNDING	1



## TY 2013 Taxes Schedule

**Name:** THE TERRY AND LAURIE LEDBETTER  
FOUNDATION

**EIN:** 80-0188174

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	3,628	3,628		
EXCISE TAX	9,312			

# Unrealized Gains and Losses

As of 12/31/2013

Terry & Laurie Ledbetter      Foundation      Acct #: 1427-2037

<u>Symbol</u>	<u>Description</u>	<u>Original Trade Date</u>	<u>Quantity</u>	<u>Cost Basis</u>	<u>Unit Cost</u>	<u>Current Value</u>	<u>Current Price</u>	<u>Unrealized Gain (Loss)</u>	<u>% G/L</u>
<b>Cash and Equivalents</b>									
SWGXX	Schwab Govt. Money Fu			20,486.29		20,486.29			
<b>Fixed Income - Core</b>									
PTTRX	PIMCO Total Return Inst	03/11/2011	23,979.269	261,648.39	10.91	256,338.39	10.69	(5,310.00)	-2.0%
PTTRX	PIMCO Total Return Inst	03/31/2011	39.705	431.99	10.88	424.45	10.69	(7.54)	-1.7%
PTTRX	PIMCO Total Return Inst	04/29/2011	68.88	759.75	11.03	736.33	10.69	(23.42)	-3.1%
PTTRX	PIMCO Total Return Inst	05/31/2011	69.285	766.29	11.06	740.66	10.69	(25.63)	-3.3%
PTTRX	PIMCO Total Return Inst	06/30/2011	66.793	734.05	10.99	714.02	10.69	(20.03)	-2.7%
PTTRX	PIMCO Total Return Inst	07/29/2011	62.559	694.40	11.10	668.76	10.69	(25.64)	-3.7%
PTTRX	PIMCO Total Return Inst	08/31/2011	59.233	652.16	11.01	633.20	10.69	(18.96)	-2.9%
PTTRX	PIMCO Total Return Inst	09/30/2011	68.449	738.57	10.79	731.72	10.69	(6.85)	-0.9%
PTTRX	PIMCO Total Return Inst	10/31/2011	67.331	734.58	10.91	719.77	10.69	(14.81)	-2.0%
PTTRX	PIMCO Total Return Inst	11/30/2011	74.053	798.29	10.78	791.63	10.69	(6.66)	-0.8%
PTTRX	PIMCO Total Return Inst	12/28/2011	149.36	1,617.57	10.83	1,596.66	10.69	(20.91)	-1.3%
PTTRX	PIMCO Total Return Inst	12/30/2011	72.896	792.38	10.87	779.26	10.69	(13.12)	-1.7%
PTTRX	PIMCO Total Return Inst	03/30/2012	78.614	871.83	11.09	840.38	10.69	(31.45)	-3.6%
PTTRX	PIMCO Total Return Inst	04/05/2012	13,863.301	153,931.93	11.10	148,198.69	10.69	(5,733.24)	-3.7%
PTTRX	PIMCO Total Return Inst	05/31/2012	128.544	1,449.98	11.28	1,374.14	10.69	(75.84)	-5.2%
PTTRX	PIMCO Total Return Inst	06/29/2012	109.755	1,240.23	11.30	1,173.28	10.69	(66.95)	-5.4%
PTTRX	PIMCO Total Return Inst	08/17/2012	461.27	5,250.53	11.38	4,930.98	10.69	(319.55)	-6.1%
PTTRX	PIMCO Total Return Inst	01/09/2013	3,291.63	37,000.00	11.24	35,187.52	10.69	(1,812.48)	-4.9%
PTTRX	PIMCO Total Return Inst	03/13/2013	2,675.446	30,000.00	11.21	28,600.52	10.69	(1,399.48)	-4.7%
PTTRX	PIMCO Total Return Inst	07/11/2013	1,950.233	21,000.00	10.77	20,847.99	10.69	(152.01)	-0.7%
			47,336.606	521,112.92		506,028.32	10.69	(15,084.60)	-2.9%
VAIPX	Vanguard Inflation-Prote	03/15/2011	1,508.559	39,397.63	26.12	38,423.00	25.47	(974.63)	-2.5%
VAIPX	Vanguard Inflation-Prote	03/30/2011	10.707	276.90	25.86	272.71	25.47	(4.19)	-1.5%
VAIPX	Vanguard Inflation-Prote	03/29/2012	3.841	107.48	27.98	97.83	25.47	(9.65)	-9.0%
VAIPX	Vanguard Inflation-Prote	04/05/2012	1,360.975	38,000.00	27.92	34,664.03	25.47	(3,335.97)	-8.8%
VAIPX	Vanguard Inflation-Prote	06/28/2012	5.709	164.36	28.79	145.41	25.47	(18.95)	-11.5%
VAIPX	Vanguard Inflation-Prote	09/27/2012	13.063	381.45	29.20	332.71	25.47	(48.74)	-12.8%
VAIPX	Vanguard Inflation-Prote	07/11/2013	495.042	13,000.00	26.26	12,608.72	25.47	(391.28)	-3.0%
			3,397.896	91,327.82		86,544.41	25.47	(4,783.41)	-5.2%
				612,440.74		592,572.73		(19,868.01)	-3.2%
<b>Real Estate</b>									
CSRIX	Cohen & Steers Instl Re	09/21/2011	3,832.46	139,000.00	36.27	156,249.39	40.77	17,249.39	12.4%
CSRIX	Cohen & Steers Instl Re	09/30/2011	22.81	793.32	34.78	929.96	40.77	136.64	17.2%
CSRIX	Cohen & Steers Instl Re	12/15/2011	30.261	1,141.16	37.71	1,233.74	40.77	92.58	8.1%
CSRIX	Cohen & Steers Instl Re	04/05/2012	1,801.318	77,116.17	42.81	73,439.73	40.77	(3,676.44)	-4.8%
CSRIX	Cohen & Steers Instl Re	03/13/2013	335.498	15,000.00	44.71	13,678.25	40.77	(1,321.75)	-8.8%
CSRIX	Cohen & Steers Instl Re	07/11/2013	674.913	31,000.00	45.93	27,516.20	40.77	(3,483.80)	-11.2%

# Unrealized Gains and Losses

As of 12/31/2013

Terry & Laurie Ledbetter      Foundation      Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
<b>Real Estate</b>									
CSRIX	Cohen & Steers Instl Re	09/11/2013	185.927	8,000.00	43.03	7,580.24	40.77	(419.76)	-5.2%
CSRIX	Cohen & Steers Instl Re	12/31/2013	539.195	22,000.00	40.80	21,982.98	40.77	(17.02)	-0.1%
			7,422.382	294,050.65		302,610.51	40.77	8,559.86	2.9%
RWX	SPDR Dow Jones Intl Re	09/21/2011	3,159	106,953.96	33.86	130,150.80	41.20	23,196.84	21.7%
RWX	SPDR Dow Jones Intl Re	09/22/2011	435	13,860.83	31.86	17,922.00	41.20	4,061.17	29.3%
RWX	SPDR Dow Jones Intl Re	04/05/2012	3,462	124,898.57	36.08	142,634.40	41.20	17,735.83	14.2%
RWX	SPDR Dow Jones Intl Re	03/13/2013	94	3,981.36	42.35	3,872.80	41.20	(108.56)	-2.7%
RWX	SPDR Dow Jones Intl Re	07/11/2013	265	10,990.29	41.47	10,918.00	41.20	(72.29)	-0.7%
RWX	SPDR Dow Jones Intl Re	12/31/2013	535	22,005.48	41.13	22,042.00	41.20	36.52	0.2%
			7,950	282,690.49		327,540.00	41.20	44,849.51	15.9%
				576,741.14		630,150.51		53,409.37	9.3%
<b>Large Cap Domestic Blend</b>									
IVV	iShares Core S&P 500 E	04/05/2012	5,947	834,471.15	140.32	1,104,060.55	185.65	269,589.40	32.3%
IVV	iShares Core S&P 500 E	01/09/2013	34	4,995.35	146.92	6,312.10	185.65	1,316.75	26.4%
			5,981	839,466.50		1,110,372.65	185.65	270,906.15	32.3%
<b>Value</b>									
BRKB	Berkshire Hathaway Cl B	08/19/2010	5	387.70	77.54	592.80	118.56	205.10	52.9%
BRKB	Berkshire Hathaway Cl B	08/18/2011	22	1,530.32	69.56	2,608.32	118.56	1,078.00	70.4%
BRKB	Berkshire Hathaway Cl B	12/15/2011	780	58,593.81	75.12	92,476.80	118.56	33,882.99	57.8%
BRKB	Berkshire Hathaway Cl B	04/05/2012	1,001	81,049.97	80.97	118,678.56	118.56	37,628.59	46.4%
			1,808	141,561.80		214,356.48	118.56	72,794.68	51.4%
DFLVX	DFA US Large Cap Value	10/17/2008	9,324.35	131,778.00	14.13	294,835.95	31.62	163,057.95	123.7%
DFLVX	DFA US Large Cap Value	12/10/2008	12.091	158.51	13.11	382.32	31.62	223.81	141.2%
DFLVX	DFA US Large Cap Value	12/10/2008	103.841	1,361.35	13.11	3,283.45	31.62	1,922.10	141.2%
DFLVX	DFA US Large Cap Value	03/10/2009	136.415	1,302.76	9.55	4,313.44	31.62	3,010.68	231.1%
DFLVX	DFA US Large Cap Value	06/09/2009	9.462	134.07	14.17	299.19	31.62	165.12	123.2%
DFLVX	DFA US Large Cap Value	12/15/2011	9,223.671	169,380.48	18.36	291,652.48	31.62	122,272.00	72.2%
DFLVX	DFA US Large Cap Value	03/08/2012	30.596	648.02	21.18	967.45	31.62	319.43	49.3%
DFLVX	DFA US Large Cap Value	04/05/2012	2,293.098	48,791.88	21.28	72,507.76	31.62	23,715.88	48.6%
DFLVX	DFA US Large Cap Value	06/08/2012	107.143	2,122.51	19.81	3,387.86	31.62	1,265.35	59.6%

# Unrealized Gains and Losses

As of 12/31/2013

Terry & Laurie Ledbetter      Foundation      Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
<b>Large Cap Domestic Value</b>									
DFLVX	DFA US Large Cap Value	09/10/2012	93.439	2,060.34	22.05	2,954.54	31.62	894.20	43.4%
			21,334.106	357,737.92		674,584.43	31.62	316,846.51	88.6%
				499,299.72		888,940.91		389,641.19	78.0%
				1,338,766.22		1,999,313.56		660,547.34	49.3%
<b>Large Cap Dev. Overseas Blend</b>									
VTSGX	Vanguard Total Intl Stk	08/19/2002	6,558.461	111,604.98	17.02	220,364.29	33.60	108,759.31	97.5%
VTSGX	Vanguard Total Intl Stk	12/27/2002	407.081	6,174.47	15.17	13,677.92	33.60	7,503.45	121.5%
VTSGX	Vanguard Total Intl Stk	09/15/2008	242.623	7,069.08	29.14	8,152.13	33.60	1,083.05	15.3%
VTSGX	Vanguard Total Intl Stk	12/15/2011	9,522.476	250,000.00	26.25	319,955.19	33.60	69,955.19	28.0%
VTSGX	Vanguard Total Intl Stk	12/20/2011	300.749	7,789.39	25.90	10,105.17	33.60	2,315.78	29.7%
VTSGX	Vanguard Total Intl Stk	07/11/2012	746.079	20,000.00	26.81	25,068.25	33.60	5,068.25	25.3%
VTSGX	Vanguard Total Intl Stk	09/21/2012	305.186	8,877.87	29.09	10,254.25	33.60	1,376.38	15.5%
VTSGX	Vanguard Total Intl Stk	07/11/2013	292.413	9,000.00	30.78	9,825.08	33.60	825.08	9.2%
			18,375.068	420,515.79		617,402.28	33.60	196,886.49	46.8%
<b>Value</b>									
DFIVX	DFA International Value	12/15/2011	9,789.761	139,928.33	14.29	194,130.96	19.83	54,202.63	38.7%
DFIVX	DFA International Value	03/08/2012	19.898	325.33	16.35	394.58	19.83	69.25	21.3%
DFIVX	DFA International Value	04/05/2012	11,114.997	175,000.00	15.74	220,410.39	19.83	45,410.39	25.9%
DFIVX	DFA International Value	05/16/2012	1,546.831	22,000.00	14.22	30,673.66	19.83	8,673.66	39.4%
DFIVX	DFA International Value	06/08/2012	453.81	6,280.73	13.84	8,999.05	19.83	2,718.32	43.3%
DFIVX	DFA International Value	09/10/2012	111.001	1,719.40	15.49	2,201.15	19.83	481.75	28.0%
			23,036.298	345,253.79		456,809.79	19.83	111,556.00	32.3%
				765,769.58		1,074,212.07		308,442.49	40.3%
<b>Small Cap Domestic Blend</b>									
DFSTX	DFA US Small Cap	01/09/2013	7,687.527	180,000.00	23.41	238,313.34	31.00	58,313.34	32.4%
<b>Value</b>									
DFSVX	DFA US Small Cap Value	10/17/2008	3,824.53	61,141.00	15.99	135,426.61	35.41	74,285.61	121.5%
DFSVX	DFA US Small Cap Value	06/08/2012	10.963	263.89	24.07	388.20	35.41	124.31	47.1%
DFSVX	DFA US Small Cap Value	09/10/2012	5.855	157.26	26.86	207.33	35.41	50.07	31.8%

# Unrealized Gains and Losses

As of 12/31/2013

Terry & Laurie Ledbetter      Foundation      Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
<b>Small Cap Domestic Value</b>									
DFSVX	DFA US Small Cap Value	01/09/2013	9,835.984	266,000.00	27.04	348,292.19	35.41	82,292.19	30.9%
			13,677.332	327,562.15		484,314.33	35.41	156,752.18	47.9%
<b>Micro Cap</b>									
IWC	iShares Russell Microcap	10/10/2011	1,660	67,936.15	40.93	124,699.20	75.12	56,763.05	83.6%
				575,498.30		847,326.87		271,828.57	47.2%
<b>Small Cap Dev. Overseas Blend</b>									
DFISX	DFA Int'l Small Compan	12/15/2011	9,291.078	125,000.00	13.45	178,481.61	19.21	53,481.61	42.8%
DFISX	DFA Int'l Small Compan	03/08/2012	6.501	102.20	15.72	124.88	19.21	22.68	22.2%
DFISX	DFA Int'l Small Compan	04/05/2012	2,667.756	41,000.00	15.37	51,247.59	19.21	10,247.59	25.0%
DFISX	DFA Int'l Small Compan	05/16/2012	709.311	10,000.00	14.10	13,625.86	19.21	3,625.86	36.3%
DFISX	DFA Int'l Small Compan	06/08/2012	179.088	2,458.88	13.73	3,440.28	19.21	981.40	39.9%
DFISX	DFA Int'l Small Compan	07/11/2012	213.927	3,000.00	14.02	4,109.54	19.21	1,109.54	37.0%
DFISX	DFA Int'l Small Compan	09/10/2012	34.112	509.64	14.94	655.29	19.21	145.65	28.6%
			13,101.773	182,070.72		251,685.06	19.21	69,614.34	38.2%
<b>Value</b>									
DISVX	DFA Int'l Small Cap Valu	12/15/2011	9,503.042	125,000.00	13.15	193,386.90	20.35	68,386.90	54.7%
DISVX	DFA Int'l Small Cap Valu	04/05/2012	2,488.528	38,000.00	15.27	50,641.54	20.35	12,641.54	33.3%
DISVX	DFA Int'l Small Cap Valu	05/16/2012	725.291	10,000.00	13.79	14,759.67	20.35	4,759.67	47.6%
DISVX	DFA Int'l Small Cap Valu	06/08/2012	176.518	2,365.34	13.40	3,592.14	20.35	1,226.80	51.9%
DISVX	DFA Int'l Small Cap Valu	07/11/2012	510.234	7,000.00	13.72	10,383.26	20.35	3,383.26	48.3%
DISVX	DFA Int'l Small Cap Valu	09/10/2012	38.114	562.95	14.77	775.62	20.35	212.67	37.8%
			13,441.727	182,928.29		273,539.14	20.35	90,610.85	49.5%
				364,999.01		525,224.20		160,225.19	43.9%
<b>Emerging Markets</b>									
DFCEX	DFA Emerging Markets	09/18/2008	0.008	0.11	13.75	0.16	19.46	0.05	45.5%
DFCEX	DFA Emerging Markets	09/18/2008	8,879.34	122,925.08	13.84	172,791.96	19.46	49,866.88	40.6%
DFCEX	DFA Emerging Markets	10/17/2008	7,415.93	75,890.00	10.23	144,314.00	19.46	68,424.00	90.2%
DFCEX	DFA Emerging Markets	10/27/2008	52.97	430.12	8.12	1,030.80	19.46	600.68	139.7%
DFCEX	DFA Emerging Markets	12/09/2008	23.191	216.60	9.34	451.30	19.46	234.70	108.4%
DFCEX	DFA Emerging Markets	03/10/2009	9.408	82.41	8.76	183.08	19.46	100.67	122.2%
DFCEX	DFA Emerging Markets	04/13/2009	438.06	4,980.79	11.37	8,524.65	19.46	3,543.86	71.2%
DFCEX	DFA Emerging Markets	04/15/2009	1,183.3	13,577.00	11.47	23,027.02	19.46	9,450.02	69.6%
DFCEX	DFA Emerging Markets	04/16/2010	69.685	1,341.26	19.25	1,356.07	19.46	14.81	1.1%
DFCEX	DFA Emerging Markets	01/25/2012	523.335	10,000.00	19.11	10,184.10	19.46	184.10	1.8%

# Unrealized Gains and Losses

As of 12/31/2013

Terry & Laurie Ledbetter      Foundation      Acct #: 1427-2037

Symbol	Description	Original Trade Date	Quantity	Cost Basis	Unit Cost	Current Value	Current Price	Unrealized Gain (Loss)	% G/L
<b>Emerging Markets</b>									
DFCEX	DFA Emerging Markets	04/05/2012	466.017	9,167.54	19.67	9,068.69	19.46	(98.85)	-1.1%
DFCEX	DFA Emerging Markets	05/16/2012	567.045	10,000.00	17.64	11,034.70	19.46	1,034.70	10.3%
DFCEX	DFA Emerging Markets	07/11/2012	1,116.825	20,000.00	17.91	21,733.41	19.46	1,733.41	8.7%
DFCEX	DFA Emerging Markets	09/06/2013	9,191.074	172,000.00	18.71	178,858.30	19.46	6,858.30	4.0%
DFCEX	DFA Emerging Markets	10/09/2013	1,276.329	25,000.00	19.59	24,837.36	19.46	(162.64)	-0.7%
			31,212.517	465,610.91		607,395.58	19.46	141,784.67	30.5%
<b>Commodities</b>									
GSC	Goldman Sachs Connect	04/06/2010	871	38,935.26	44.70	40,806.35	46.85	1,871.09	4.8%
GSC	Goldman Sachs Connect	05/24/2010	3,122	121,414.92	38.89	146,265.70	46.85	24,850.78	20.5%
GSC	Goldman Sachs Connect	12/15/2011	1,342	62,999.19	46.94	62,872.70	46.85	(126.49)	-0.2%
GSC	Goldman Sachs Connect	07/11/2012	320	14,527.22	45.40	14,992.00	46.85	464.78	3.2%
GSC	Goldman Sachs Connect	11/09/2012	190	8,997.85	47.36	8,901.50	46.85	(96.35)	-1.1%
GSC	Goldman Sachs Connect	07/11/2013	505	23,933.48	47.39	23,659.25	46.85	(274.23)	-1.1%
GSC	Goldman Sachs Connect	12/31/2013	639	29,957.35	46.88	29,937.15	46.85	(20.20)	-0.1%
			6,989	300,765.27		327,434.65	46.85	26,669.38	8.9%

	Cost Basis	FMV
Schwab - Gov MF	20,486.29	94,449.12
Schwab - Corp Bonds	612,440.74	592,572.73
Schwab - Corp Stock	4,388,150.43	5,937,095.31
Total	5,021,077.46	6,624,117.16