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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation
KPB CORPORATION

A Employer identification number
94-3418538

Number and street (or P O box number if mail is not delivered to street address) PO BOX 11797
Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
CHARLOTTE, NC 28220

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 1,882,861

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

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	412	412		
	4	Dividends and interest from securities	41,807	41,807		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	277,465			
	b	Gross sales price for all assets on line 6a 1,008,596				
	7	Capital gain net income (from Part IV, line 2)		277,465		
	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)	216			
	12	**Total.** Add lines 1 through 11	319,900	319,684		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,750	10,750		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,492	700		
	19	Depreciation (attach schedule) and depletion	1,091			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	61,740	54,279		7,461
	24	**Total operating and administrative expenses.** Add lines 13 through 23	77,073	65,729		7,461
	25	Contributions, gifts, grants paid	325,542			325,542
	26	**Total expenses and disbursements.** Add lines 24 and 25	402,615	65,729		333,003
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-82,715			
	b	**Net investment income** (if negative, enter -0-)		253,955		
	c	**Adjusted net income** (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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	350,944	451,533	451,533
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	2,792		
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	976,762	1,077,593	1,431,328
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)	803,524	522,985	
14	Land, buildings, and equipment basis ▶ 10,540			
	Less accumulated depreciation (attach schedule) ▶ 7,858	3,774	2,682	
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	2,137,796	2,054,793	1,882,861
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,137,796	2,054,793	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,137,796	2,054,793	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,137,796	2,054,793	

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	2,137,796
2	Enter amount from Part I, line 27a	2	-82,715
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,055,081
5	Decreases not included in line 2 (itemize) ▶	5	288
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,054,793

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	277,465
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	83,605

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	497,343	2,712,223	0 183371
2011	475,004	3,311,264	0 143451
2010	462,406	3,612,384	0 128006
2009	506,179	3,520,102	0 143797
2008	411,752	4,297,741	0 095807

2	**Total** of line 1, column (d).	2	0 694432
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 138886
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,645,581
5	Multiply line 4 by line 3.	5	367,434
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,540
7	Add lines 5 and 6.	7	369,974
8	Enter qualifying distributions from Part XII, line 4.	8	333,003

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	5,079
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	5,079
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	5,079
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,792		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	7,792
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,713
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,713 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶N/A

14 The books are in care of ▶BRYAN TAYLOR Telephone no ▶(704) 342-1000

Located at ▶P O BOX 11797 PO BOX 11797 CHARLOTTE NC ZIP+4 ▶28220

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

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		3b		
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
JM BRYAN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 15 00	0	0	0
JOHN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 1 00	0	0	0
SHAWN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 2 00	0	0	0
CAROLYN TAYLOR PO BOX 11797 CHARLOTTE, NC 28220	TRUSTEE 1 00	0	0	0

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

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

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

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	1,369,923
b	Average of monthly cash balances	1b	277,208
c	Fair market value of all other assets (see instructions)	1c	1,038,738
d	**Total** (add lines 1a, b, and c)	1d	2,685,869
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	2,685,869
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,288
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,645,581
6	**Minimum investment return.** Enter 5% of line 5	6	132,279

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	132,279
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,079		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,079
3	Distributable amount before adjustments Subtract line 2c from line 1			3	127,200
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	127,200
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	127,200

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	333,003
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	333,003
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	333,003

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				127,200
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. 197,317				
b From 2009. 331,803				
c From 2010. 284,974				
d From 2011. 311,527				
e From 2012. 364,430				
f Total of lines 3a through e.	1,490,051			
4 Qualifying distributions for 2013 from Part XII, line 4 ► $ 333,003				
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.				127,200
e Remaining amount distributed out of corpus	205,803			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,695,854			
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) . . .	197,317			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,498,537			
10 Analysis of line 9				
a Excess from 2009. . . . 331,803				
b Excess from 2010. . . . 284,974				
c Excess from 2011. . . . 311,527				
d Excess from 2012. . . . 364,430				
e Excess from 2013. . . . 205,803				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				325,542
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	412	
4 Dividends and interest from securities. . . .			14	41,807	
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	277,465	
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). .				319,684	216

13 Total. Add line 12, columns (b), (d), and (e). 13 319,900

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?. ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

******	2014-11-04	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
CAREY DAVID MCCLURE		2014-11-04	☑	P01220271

Firm's name ▶	MCCLURE CPA PA	Firm's EIN ▶ 56-2127218
Firm's address ▶	2400 CROWNPOINT EXECUTIVE DR STE 20 CHARLOTTE, NC 282276727	Phone no (704) 847-0101

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)
195 ENCANA CORP	P	2012-02-22	2013-04-17
30 ISHARES RS 2000 GROWTH	P	2011-12-29	2013-09-04
186 POTASH CORP SASKATCHEWAN	P	2012-09-20	2013-11-04
196 WEATHERFORD INTL LTD	P	2012-12-31	2013-12-19
375 MARATHON PETROLEUM	P	2013-01-11	2013-04-15
1500 HIMAX TECHNOLOGIES	P	2013-07-12	2013-08-19
283 EASTMAN CHEMICAL CO	P	2012-02-03	2013-12-20
705 ISHARES GOLD TR	P	2011-12-29	2013-04-17
16 SPDR S&P MIDCAP 400	P	2011-12-29	2013-09-04
82 PROCTOR & GAMBLE	P	2011-08-09	2013-11-04
CASH IN LIEU-ITAU UNIBANCO	P	2012-12-31	2013-06-04
680 COCA COLA	P	2006-08-17	2013-07-12
711 MASCO CORP	P	2013-05-15	2013-08-07
PASS THRU-MERLIN/AFTON LP	P		2013-12-31
264 COOPER TIRE RUBBER	P	2012-07-30	2013-04-17
200 MUELLER WTR PRODS INC	P	2012-02-23	2013-09-04
14 PROCTOR & GAMBLE	P	2012-07-30	2013-11-04
CASH IN LIEU-BANCO SANTANDER	P	2013-08-19	2013-08-19
10 COCA COLA	P	2008-11-26	2013-07-12
400 CAMPBELL SOUP CO	P	2013-03-21	2013-09-05
PASS THRU-MERLIN/AFTON LP	P		2013-12-31
33 ENCANA CORP	P	2012-08-06	2013-04-17
15 PRUDENTIAL FINANCIAL	P	2011-09-14	2013-09-04
31 ACTAVIS PLC SHS	P	2013-10-01	2013-11-04
CASH IN LIEU-BANCO SANTANDER	P	2013-11-21	2013-11-21
700 COCA COLA	P	2008-11-26	2013-07-17
257 CBOE HOLDINGS	P	2013-06-28	2013-09-04
94 FAMILY DOLLAR STORES	P	2012-12-31	2013-04-17
16 RIO TINTO PLC SPNSRD	P	2012-06-20	2013-09-04
97 SANOFI ADR	P	2013-04-17	2013-11-04

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)
221 NUVEEN MORTGAGE OPRTNITY	P	2010-03-09	2013-01-02
44 AMGEN INC	P	2012-09-06	2013-07-11
72 CIGNA CORP	P	2013-09-04	2013-09-20
202 FREEPRT-MCMRAN CPR	P	2012-07-30	2013-04-17
35 TIME WARNER INC	P	2012-06-27	2013-09-04
168 AMERICAN WTR WORKS CO	P	2008-11-04	2013-12-19
600 NUVEEN MORTGAGE OPRTNITY	P	2010-03-09	2013-01-02
123 INTL BUSINESS MACHINES	P	2013-03-21	2013-07-12
300 QUESTCOR PHARMACEUTICALS	P	2013-08-19	2013-09-20
126 ISHARES GOLD TR	P	2012-07-30	2013-04-17
25 WELLS FARGO & CO	P	2012-06-20	2013-09-04
28 AMERICAN WTR WORKS CO	P	2012-07-30	2013-12-19
179 NUVEEN MORTGAGE OPRTNITY	P	2010-03-09	2013-01-02
250 KIMBERLY CLARK	P	2012-08-17	2013-07-23
250 ELI LILLY & CO	P	2011-11-15	2013-10-08
151 LAS VEGAS SANDS CORP	P	2012-09-28	2013-04-17
80 ACTAVIS INC	P	2012-06-27	2013-10-01
304 GENERAL ELECTRIC	P	2011-12-29	2013-12-19
500 NUVEEN MORTGAGE OPRTNITY	P	2011-07-19	2013-01-02
750 SECTOR SPDR FINANCIAL	P	2012-09-14	2013-07-12
250 ELI LILLY & CO	P	2011-11-15	2013-10-08
727 STEELCASE INC A	P	2012-06-20	2013-04-17
205 SPIRIT AIRLS INC	P	2012-07-30	2013-10-23
43 GENERAL ELECTRIC	P	2012-07-30	2013-12-19
800 ORACLE CORP	P	2013-01-11	2013-03-21
2036 WISDOMTREE INVTS	P	2013-05-15	2013-06-28
353 LINEAR TECHNOLOGY CORP	P	2013-07-17	2013-10-16
10 ACTAVIS INC	P	2012-06-27	2013-09-04
70 ACCENTURE PLC SHS	P	2011-08-11	2013-11-04
85 RIO TINTO PLC SPNSRD ADR	P	2012-06-20	2013-12-19

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)
171 TESORO CORP	P	2012-08-02	2013-03-11
300 ALTRIA GROUP	P	2009-01-15	2013-08-23
272 REYNOLDS AMERICAN INC	P	2013-07-17	2013-10-24
40 AVIS BUDGET GROUP	P	2011-12-29	2013-09-04
36 ACCENTURE PLC SHS	P	2011-08-19	2013-11-04
214 WALTER ENERGY	P	2012-09-28	2013-12-19
350 TESORO CORP	P	2012-08-17	2013-03-11
700 ALTRIA GROUP	P	2009-01-15	2013-08-23
400 VERISK ANALYTICS INC	P	2011-11-15	2013-11-20
3 APPLE INC	P	2011-07-08	2013-09-04
15 ACCENTURE PLC SHS	P	2012-08-06	2013-11-04
447 WEATHERFORD INTL LTD	P	2012-07-30	2013-12-19
500 MARATHON PETROLEUM	P	2012-02-03	2013-04-15
102 EXXON MOBIL CORP	P	2011-01-03	2013-08-21
106 APOLLO GLOBAL MGMT	P	2013-10-16	2013-11-08
10 CUMMINS INC	P	2012-06-20	2013-09-04
208 MARKET VECTORS AGRBUSNSS	P	2012-06-27	2013-11-04
169 EMBRAER SA SPONSRD ADR	P	2012-12-31	2013-12-19
397 COMMUNITY HEALTH SYS	P	2012-09-06	2013-04-17
200 EXXON MOBILE CORP	P	2011-02-10	2013-08-21
343 ROSETTA RESOURCES	P	2013-08-21	2013-11-08
15 ISHARES S&P GLBL HEALTH	P	2011-08-19	2013-09-04
172 ISHARES RS 2000 GROWTH	P	2011-12-29	2013-11-19
734 SUNOPTA INC	P	2013-11-04	2013-12-19
648 COOPER TIRE RUBBER	P	2012-09-14	2013-03-28
48 EXXON MOBILE CORP	P	2013-07-11	2013-08-21
173 ROSETTA RESOURCES	P	2013-09-05	2013-11-08
20 MKT VECTORS AGRBUSNSS	P	2012-06-27	2013-09-04
99 SPDR S&P MIDCAP 400 ETF	P	2011-12-29	2013-11-19
54 WALTER ENERGY INC	P	2012-12-31	2013-12-19

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)
450 HOLLYFRONTIER CORP	P	2013-01-11	2013-03-28
2000 HIMAX TECHNOLOGIES	P	2013-06-26	2013-08-19
167 EASTMAN CHEMICAL CO	P	2012-02-03	2013-12-20

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)
3,560		3,925	-365
3,588		2,542	1,046
5,945		8,230	-2,285
2,854		2,202	652
29,135		23,572	5,563
8,777		8,183	594
21,380		15,364	6,016
9,345		10,636	-1,291
3,477		2,563	914
6,670		4,929	1,741
8		7	1
27,839		14,984	12,855
14,252		15,864	-1,612
57,417			57,417
6,202		4,483	1,719
1,516		624	892
1,139		911	228
5			5
409		221	188
16,741		17,038	-297
56,381			56,381
602		729	-127
1,172		726	446
4,816		4,464	352
7			7
28,574		15,477	13,097
11,606		12,103	-497
5,758		5,950	-192
767		783	-16
5,115		5,106	9

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)
6,077		5,523	554
4,505		3,734	771
5,664		5,767	-103
5,610		6,797	-1,187
2,160		1,337	823
6,984		3,366	3,618
16,500		14,995	1,505
23,657		25,871	-2,214
16,427		19,807	-3,380
1,678		2,007	-329
1,033		823	210
1,164		1,030	134
4,922		4,475	447
24,354		20,992	3,362
11,997		9,402	2,595
7,956		6,997	959
11,520		5,746	5,774
8,142		5,528	2,614
13,750		11,740	2,010
15,225		12,259	2,966
11,979		9,403	2,576
9,149		6,226	2,923
8,636		4,330	4,306
1,152		897	255
26,001		27,960	-1,959
23,612		26,624	-3,012
13,722		14,251	-529
1,387		718	669
5,079		3,859	1,220
4,541		4,158	383

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)
9,606		5,239	4,367
10,063		4,869	5,194
13,733		14,309	-576
1,104		434	670
2,612		1,793	819
3,160		6,961	-3,801
19,661		13,767	5,894
23,480		11,361	12,119
25,013		14,812	10,201
1,497		1,082	415
1,088		915	173
6,508		5,558	950
38,847		21,957	16,890
8,871		7,580	1,291
3,273		3,406	-133
1,270		962	308
10,978		10,108	870
5,292		4,817	475
16,500		11,186	5,314
17,394		16,621	773
18,362		15,258	3,104
1,165		773	392
22,280		14,575	7,705
6,276		7,972	-1,696
16,526		14,995	1,531
4,175		4,487	-312
9,261		8,357	904
990		972	18
23,469		15,856	7,613
797		1,932	-1,135

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)
23,217		19,976	3,241
11,703		10,938	765
12,617		9,065	3,552

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	
			-365
			1,046
			-2,285
			652
			5,563
			594
			6,016
			-1,291
			914
			1,741
			1
			12,855
			-1,612
			57,417
			1,719
			892
			228
			5
			188
			-297
			56,381
			-127
			446
			352
			7
			13,097
			-497
			-192
			-16
			9

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	
			554
			771
			-103
			-1,187
			823
			3,618
			1,505
			-2,214
			-3,380
			-329
			210
			134
			447
			3,362
			2,595
			959
			5,774
			2,614
			2,010
			2,966
			2,576
			2,923
			4,306
			255
			-1,959
			-3,012
			-529
			669
			1,220
			383

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	
			4,367
			5,194
			-576
			670
			819
			-3,801
			5,894
			12,119
			10,201
			415
			173
			950
			16,890
			1,291
			-133
			308
			870
			475
			5,314
			773
			3,104
			392
			7,705
			-1,696
			1,531
			-312
			904
			18
			7,613
			-1,135

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	
			3,241
			765
			3,552

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
CAMP SEAGULL 218 SEA GULL LANDING ARAPAHOE, NC 28510			FOR OPERATING FUNDS	1,000
CAMP MERRIEWOODS FDN 100 MERRIE-WOODE ROAD SAPPHIRE, NC 28774			FOR OPERATING FUNDS	1,000
UNC PO BOX 309 CHAPEL HILL, NC 27514			FOR OPERATING FUNDS	30,000
CATO INSTITUTE 1000 MASSACHUSETTS AVENW WASHINGTON, DC 20001			FOR OPERATING FUNDS	30,000
PHILANTHROPHY ROUNDTABLE 1730 M ST NW WASHINGTON, DC 20036			FOR OPERATING FUNDS	5,000
MYERS PARK TRINITY LITTLE LEAGUE PO BOX 11156 CHARLOTTE, NC 28220			FOR OPERATING FUNDS	2,850
MYERS PARK PRESBYTERIAN CHURCH 2501 OXFORD PLACE CHARLOTTE, NC 28207			FOR OPERATING FUNDS	7,500
COMMUNITY SCHOOL OF THE ARTS 345 NORTH COLLEGE ST CHARLOTTE, NC 28202			FOR OPERATING FUNDS	2,000
US LACROSSE FDN 113 WEST UNIVERSITY PKWY BALTIMORE, MD 21210			FOR OPERATING FUNDS	1,000
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226			FOR OPERATING FUNDS	12,750
JOHN LOCKE FDN 200 W MORGAN200 RALEIGH, NC 27601			FOR OPERATING FUNDS	40,000
NC INSTITUTE FOR CONSTIT LAW 200 W MORGAN ST RALEIGH, NC 27601			FOR OPERATING FUNDS	48,500
CHRIST SCHOOL 500 CHRIST SCHOOL ROAD ARDEN, NC 28704			FOR OPERATING FUNDS	9,750
VIRGINIA ATHLETHIC FDN 1815 STADIUM RD CHARLOTTESVILLE, VA 22903			FOR OPERATING FUNDS	25,000
JEFFERSON SCHOLARS PROGRAM PO BOX 400891 CHARLOTTESVILLE, VA 22903			FOR OPERATING FUNDS	12,500
Total . . . . ▶ **3a**				325,542

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
US AGAINST ALZHEIMERS 1101 K ST NW WASHINGTON,DC 20005			FOR OPERATING FUNDS	10,000
CHILDRENS NATL MEDICAL CTR 111 MICHIGAN AVE NW WASHINGTON,DC 20310			FOR OPERATING FUNDS	15,000
CANTERBURY SCHOOL 101 ASPETUCK AVENUE NEW MILFORD,CT 06776			FOR OPERATING FUNDS	5,000
HABITAT FOR HUMANITY 88 VILCOM CTR DR CHAPEL HILL,NC 27514			FOR OPERATING FUNDS	1,500
CHILDREN'S SCHOLARSHIP FUND 220 NORTH TRYON STREET CHARLOTTE,NC 28202			FOR OPERATING FUNDS	2,500
HILLSDALE COLLEGE 33 E COLLEGE ST HILLSDALE,MI 49242			FOR OPERATING FUNDS	500
NC DANCE THEATRE 701 N TRYON ST CHARLOTTE,NC 28202			FOR OPERATING FUNDS	2,000
USGA PO BOX 708 FAR HILLS,NJ 07931			FOR OPERATING FUNDS	2,500
CHARLOTTE FIRE FIGHTERS 4419 MONROE RD CHARLOTTE,NC 28205			FOR OPERATING FUNDS	442
J W POPE CTR FOR HIGHER EDUCATION 353 E SIX FORKS RD RALEIGH,NC 27609			FOR OPERATING FUNDS	2,500
CHARLOTTE MECKLENBURG FOP 9 5501 EXECUTIVE CENTER DR CHARLOTTE,NC 28212			FOR OPERATING FUNDS	800
URBAN MINISTRY 945 NORTH COLLEGE ST CHARLOTTE,NC 28206			FOR OPERATING FUNDS	1,000
HERITAGE FOUNDATION 214 MASSACHUSETTS AVENE WASHINGTON,DC 20002			FOR OPERATING FUNDS	1,000
MILLER CENTER FUND PO BOX 400406 CHARLOTTESVILLE,VA 22904			FOR OPERATING FUNDS	2,500
DOWD YMCA 500 E MOREHEAD STSTE 300 CHARLOTTE,NC 28202			FOR OPERATING FUNDS	1,000
Total . . . . ▶ **3a**				325,542

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN ENTERPRISE INSTITUTE 1150 17TH STNW WASHINGTON,DC 20036			FOR OPERATING FUNDS	2,500
THE STICK WITH US ORGANIZATION PO BOX 77043 CHARLOTTE,NC 28271			FOR OPERATING FUNDS	2,500
THE GEANCO FOUNDATION 350 S GRAND AVE25THFLOOR LOS ANGELES,CA 90071			FOR OPERATING FUNDS	2,500
NATL MULTIPLE SCLEROSISBLUE RIDGE 1020 CARRINGTON PLACE CHARLOTTESVILLE,VA 22901			FOR OPERATING FUNDS	1,000
CHILDRENS MIRACLE NETWORK ST JUDES262 DANNY THOMAS MEMPHIS,TN 38105			FOR OPERATING FUNDS	250
HOLY TRINITY CHURCH 850 BALLS HILL RD MCLEAN,VA 22101			FOR OPERATING FUNDS	1,500
ST LUKES CATHOLIC CHURCH 7001 GEORGETOWN PIKE MCLEAN,VA 22101			FOR OPERATING FUNDS	1,500
ROANOKE ISLAND HISTORICAL ASSOC 1409 NATIONAL PARK DR MANTEO,NC 27954			FOR OPERATING FUNDS	2,500
ELON UNIVERSITY 100 CAMPUS DR ELON,NC 27244			FOR OPERATING FUNDS	5,000
CENTRAL CROSS COUNTRY SKIING PO BOX 930442 VERONA,WI 53593			FOR OPERATING FUNDS	20,000
COMMON GROUNDS PO BOX 561022 CHARLOTTE,NC 28256			FOR OPERATING FUNDS	700
ULMAN CANCER FUND FOR YOUNG ADULTS 921 E FORT AVESTE 325 BALTIMORE,MD 21230			FOR OPERATING FUNDS	7,500
APPALCAHIAN GREAT PYRENEES 8976 BATTLEFIELD PARK RD RICHMOND,VA 23231			FOR OPERATING FUNDS	1,000
Total . . . . ▶ 3a				325,542

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment Sequence No **179**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
KPB CORPORATION	INDIRECT DEPRECIATION	94-3418538

Part I **Election To Expense Certain Property Under Section 179**
Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property **)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,091

Part III **MACRS Depreciation (Do not** include listed property.**)** (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

(a)	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV **Summary** (see instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	1,091
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A—Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24a Do you have evidence to support the business/investment use claimed? Yes No | **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 . . . **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 . . . . **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles) . .												
31 Total commuting miles driven during the year .												
32 Total other personal(noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . .		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					

43 Amortization of costs that began before your 2013 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

TY 2013 Accounting Fees Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	10,750	10,750		

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TY 2013 Compensation Explanation

Name: KPB CORPORATION

EIN: 94-3418538

Person Name	Explanation
JM BRYAN TAYLOR	
JOHN TAYLOR	
SHAWN TAYLOR	
CAROLYN TAYLOR	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
SHELVES	2004-11-30	668	668	S/L	7 0000				
COMPUTER	2006-04-30	1,182	1,182	S/L	5 0000				
IMAC	2008-01-31	2,747	2,747	S/L	5 0000				
OFFICE CHAIR	2010-09-23	1,701	547	S/L	7 0000	243			
MAC COMPUTER	2010-09-08	2,844	1,327	S/L	5 0000	569			
PRINTER	2010-12-08	616	257	S/L	5 0000	123			
IPAD	2012-09-30	782	39	S/L	5 0000	156			

TY 2013 Investments Corporate Stock Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERIZON COMM-137 EOY	6,528	7,813
AMER WTR WKS CO		
MASTERCARD-12 EOY	3,976	12,532
FIRST EAGLE OVERSEAS-6589	95,833	105,585
50 SH BLACKROCK	32,761	33,594
1000 NUVEEN MRTGE OPRTNTY		
500 NUVEEN MRTGE OPRTNTY		
FT 4437 EUROPEAN DEEP VALUE	25,010	25,624
FT 4449 RICHARD BERSTEIN ADV	20,008	20,890
FT 4439 RICHARD BERSTEIN ADV	20,001	20,682
FIDELITY ADV INTL-EOY-5739	55,890	53,463
FID ADV NEW INSIGHT-EOY 1373	13,568	36,715
1000 SH ALTRIA		
340 SH COCA COLA		
355 SH COCA COLA		
COCA COLA-EOY 302	12,656	13,327
500 SH DANAHER CORP	13,843	38,600
QUALCOMM-EOY-66	4,121	6,014
JP MORGAN CHASE-EOY-110	4,005	6,433
UNITED HEALTHGROUP	5,043	6,099
AMERICA MOVIL SAB	4,807	4,838
TRANSOCEAN	7,811	8,055
ALLEGHENY TECH	4,803	5,630
BANK OF AMERICA	7,753	10,229
MACQUARIE GL INFRSTRC	7,213	8,288
PROCTER & GAMBLE		
APPLE -EOY-19	9,365	12,903
ACCENTURE		
ISHARES S&P GLBL HEALTH-EOY-130	8,661	13,948
LVMH MOET HENNESSY-EOY-162	6,256	7,466

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRUDENTIAL FINL-EOY-57	3,544	6,640
PFIZER-EOY-1000	19,955	30,630
EXXON		
DISCOVER FINL SVCS-EOY-700	17,087	39,165
TJX COS-EOY-415	24,042	52,896
ELI LILLY & CO		
VERISK ANALYTICS		
POTASH CORP		
ITAU UNIBANCO BANCO	7,155	6,486
CARNIVAL CORP	9,322	10,966
ROCHE HOLDING LTD	5,346	8,845
ORACLE CORP	5,313	7,729
ACTIVIS PLC SHS	7,056	8,232
ISHARES GOLD TR		
ISHARES S&P MIDCAP 400 GR	12,493	19,048
DR PEPPER SNAPPLE	4,317	5,164
ISHARES RS 2000 GROWTH	12,378	19,378
SPDR CONSMRS STPL	10,157	10,745
CONTINENTAL RESOURCES	6,843	11,139
FREEPRT-MCMRAN CPR		
AVIS BUDGET GROUP	4,995	17,502
MARKET VECTORS AGRBUSNSS		
UNION PACIFIC	3,679	5,880
GENERAL ELECTRIC		
NOVO NORDISK	5,485	8,499
ROCKWELL AUTOMATION	6,569	10,871
CUMMINS,INC	3,846	5,639
STEELCASE INC		
TIME WARNER	6,076	11,085
WATSON PHARMACEUTICALS		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
RIO TINTO PLC		
GOLDMAN SACHS	11,269	16,943
ROYAL CARIBBEAN CRUISES	7,070	11,049
WALTER ENERGY INC		
LAS VEGAS SANDS		
COOPER TIRE RUBBER		
WEATHERFORD INTL LTD		
WABTEC	4,491	8,318
HARMAN INTL TOOLS	5,578	11,295
SPIRIT AIRLS INC	2,577	5,540
JETBLUE AIRWAYS	4,841	7,131
KINDER MORGAN	7,204	7,380
MARRIOTT INTL	4,807	6,366
NATL OILWELL VARCO	7,215	8,430
STARWOOD PPTY TR	9,594	11,579
ABBVIE INC	2,421	4,225
BANCO SANTANDER SA	5,458	7,147
RANGE RESOURCES CORP	5,092	5,986
SCHLUMBERGER	7,600	9,642
FOSTER WHEELER AG	7,799	9,603
AXIALL CORP	5,159	6,262
HERTZ GLOBAL HOLDINGS	5,255	6,497
NORWEGIAN CRUISE LINE	7,715	8,477
HOLLYFRONTIER CORP	7,696	7,901
ROPER INDUSTRIES	7,736	8,043
WELLS FARGO	4,016	5,539
UNITED TECHS CORP	3,604	5,576
GOOGLE	3,823	6,724
ABBOTT LABS	6,896	7,858
ENCANA CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERCK & CO	11,977	12,563
ENDO HEALTH SOLUTIONS	13,942	23,206
FMC CORP	15,240	17,507
TENNECO	8,301	11,993
EASTMAN CHEMICAL		
FIRST TR ISE REVERE	27,085	29,250
VIACOM	11,948	22,359
STERICYCLE	18,955	24,047
TESORO CORP		
SPDR SP HOMEBUILDERS	21,060	29,970
KIMBERLY CLARK		
AMGEN INC		
COMMUNITY HEALTH SYS NEW		
COOPER TIRE RUBBER		
MYLAN INC	21,773	30,814
SECTOR SPDR FINANCIAL	12,259	16,395
MARATHON OIL		
CISCO SYSTEMS	20,946	22,430
SONIC CORP	16,359	23,017
REGIONS FINL CORP	9,520	9,890
TRW AUTOMOTIVE HLDGS	12,834	14,878
HUNTNGTN BANCSHS	16,518	19,300
GENERAC HLDGS INC	12,265	16,765
SKYWORKS SOLUTIONS	12,228	14,480
SWIFT TRANSPORTATION CO	18,231	20,011
HALLIBURTON COMPANY	14,198	14,514
CELGENE CORP	23,112	25,345
US SILICA HLDGS INC	22,008	23,877
UBIQUITI NETWORKS INC	10,313	12,042
BRISTOL-MYERS SQUIBB CO	15,531	15,945

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEMORIAL PRODUCTION PRTN	14,839	15,358
MUELLER WATER PRODUCTS	5,665	16,594

TY 2013 Investments - Other Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MERLIN LTD	AT COST	522,985	

TY 2013 Land, Etc. Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
EQUIPMENT	10,540	7,858	2,682	

TY 2013 Other Decreases Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description	Amount
1/2 DINNER MEETING EXPENSE	288

TY 2013 Other Expenses Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	54,279	54,279		
OFFICE SUPPLIES	396			396
POSTAGE AND DELIVERY	688			688
TELECOMMUNICATIONS	1,681			1,681
DUES AND SUBSCRIPTIONS	1,135			1,135
BANK CHARGES	70			70
REPAIRS	1,250			1,250
TRAVEL	1,953			1,953
1/2 DINNER MEETING EXPENSE	288			288

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TY 2013 Other Income Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
	216		

TY 2013 Taxes Schedule

Name: KPB CORPORATION

EIN: 94-3418538

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID-VARIOUS ML NOM	700	700		
FEDERAL EXCISE TAX ESTIMATE-CUR	2,792			