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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

OMB No 1545-0052

2013

Open to Public Inspection

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

For calendar year 2013 or tax year beginning 4/1/2013, and ending 3/31/2014

Name of foundation GRACE BENETT JONES TRUST			A Employer identification number 51-0191112	
Number and street (or P.O. box number if mail is not delivered to street address) Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041			Room/suite	
City or town Winston Salem		State NC	ZIP code 27101-3818	
Foreign country name			Foreign province/state/county	
Foreign postal code			B Telephone number (see instructions) (888) 730-4933	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change				
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				
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,003,705			J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
			C If exemption application is pending, check here ▶ <input type="checkbox"/>	
			D 1 Foreign organizations, check here ▶ <input type="checkbox"/>	
			2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
			E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	23,963	23,475		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,541			
	b Gross sales price for all assets on line 6a 152,107				
	7 Capital gain net income (from Part IV, line 2)		31,541		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	55,504	55,016	0	
	13 Compensation of officers, directors, trustees, etc	14,415	10,811		3,604
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	787			787
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	543	381		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	213	213		
	24 Total operating and administrative expenses. Add lines 13 through 23	15,958	11,405	0	4,391
	25 Contributions, gifts, grants paid	18,282			18,282
	26 Total expenses and disbursements. Add lines 24 and 25	34,240	11,405	0	22,673
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	21,264			
	b Net investment income (if negative, enter -0-)		43,611		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

HTA

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	-80	50	50
	2 Savings and temporary cash investments	33,020	22,430	22,430
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
Liabilities	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	772,574	809,763	981,225
	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)	805,514	832,243	1,003,705
Net Assets or Fund Balances	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	805,514	832,243	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	805,514	832,243	
Part III Analysis of Changes in Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	805,514	832,243	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	805,514
2	Enter amount from Part I, line 27a	2	21,264
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,734
4	Add lines 1, 2, and 3	4	832,512
5	Decreases not included in line 2 (itemize) ▶ PY RETURN OF CAPITAL ADJUSTMENT	5	269
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	832,243

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			0
b			0
c			0
d			0
e			0

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	31,541
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	45,756	903,739	0.050630
2011	51,276	922,632	0.055576
2010	24,241	913,523	0.026536
2009	23,903	842,315	0.028378
2008	56,964	849,474	0.067058

2	Total of line 1, column (d)	2	0.228178
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	0.045636
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	952,867
5	Multiply line 4 by line 3	5	43,485
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	436
7	Add lines 5 and 6	7	43,921
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	22,673

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	872
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		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	872
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	872
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	194
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	194
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	678
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	0

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

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► WELLS FARGO BANK N A Telephone no ► 888-730-4933			
Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ► 27101-3818				
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 N/A			
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 the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				X

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

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

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
	Organizations relying on a current notice regarding disaster assistance check here	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4 00	14,415		

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	943,888
b	Average of monthly cash balances	1b	23,490
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	967,378
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	967,378
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,511
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	952,867
6	Minimum investment return. Enter 5% of line 5	6	47,643

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	47,643
2a	Tax on investment income for 2013 from Part VI, line 5	2a	872
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	872
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	46,771
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	46,771
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	46,771

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	22,673
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	22,673
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	22,673

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				46,771
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			17,025	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 22,673				
a Applied to 2012, but not more than line 2a			17,025	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				5,648
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				41,123
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

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

NONE

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

NONE

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

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

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

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	18,282
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

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

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF BOULDER VALLEY

Street

2323 55TH STREET

City

BOULDER VALLEY

State

CO

Zip Code

80301

Foreign Country

Relationship

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

18,282

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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

		787	0	0	787
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	787			787

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

		543	381	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	381	381		
2	ESTIMATED EXCISE PAYMENTS	162			

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

		213	213	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	213	213		

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

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

1	PARTNERSHIP INCOME ADJUSTMENT	1	1,854
2	GAIN ON PY SALES SETTLED IN CY	2	2,997
3	MUTUAL FUND TIMING DIFFERENCE	3	880
4	ROUNDING	4	3
5	Total	5	5,734

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

1	PY RETURN OF CAPITAL ADJUSTMENT	1	269
2	Total	2	269

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

		Amount																			
Long Term CG Distributions		11,958				140,141		0		0		120,566		19,575		0		0		19,575	
Short Term CG Distributions		0																			
*	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 7/3 /69	Adjusted Basis as of 7/3/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses							
1	CREDIT SUISSE FB USA 5.500% 8/15/13	22541LAK6		7/6/2004	8/15/2013	25,000		0	25,230	230	0	0	0	230							
2	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		4/21/2011	1/4/2014	20,000		0	5,223	4,777	0	0	0	4,777							
3	GALEWAY FUND -Y #1986	367629884		6/21/2012	8/6/2013	15,373		0	14,906	467	0	0	0	467							
4	AMERICAN GRW FD OF AMER CL F2 #6	399874825		7/7/2008	1/14/2014	20,000		0	14,322	5,678	0	0	0	5,678							
5	ISHARES MSCI PACIFIC EX JAPAN	464286665		7/11/2012	1/6/2014	5,671		0	5,020	651	0	0	0	651							
6	ISHARES MSCI EMERGING MARKETS	464287234		4/16/2009	1/14/2014	4,615		0	3,244	1,371	0	0	0	1,371							
7	ISHARES MSCI EMERGING MARKETS	464287234		4/29/2010	1/14/2014	3,41		0	3,596	85	0	0	0	85							
8	ISHARES MSCI EMERGING MARKETS	464287234		12/27/2008	1/14/2014	12,039		0	7,494	4,545	0	0	0	4,545							
9	ISHARES MSCI EAFE ETF	464287465		1/20/2005	8/23/2013	675		0	566	109	0	0	0	109							
10	ISHARES MSCI EAFE ETF	464287465		1/28/2004	8/23/2013	7,303		0	5,566	1,737	0	0	0	1,737							
11	ISHARES RUSSELL 1000 GROWTH ETF	464287614		3/6/2012	1/14/2014	5,041		0	3,813	228	0	0	0	228							
12	WFA ASSET ALLOCATION INS #3169	94987W745		1/6/2013	8/23/2013	5,219		0	5,000	219	0	0	0	219							
13	WFA ASSET ALLOCATION INS #3169	94987W745		8/24/2012	8/23/2013	15,794		0	14,933	861	0	0	0	861							
14	LT GAIN (LOSS) POWERSHARESDB								11	11	0	0	0	11							
15	LT GAIN (LOSS) POWERSHARESDB								285	285	0	0	0	285							
16	SECTION 1256 LOSS POWERSHARESDB								357	1,357	0	0	0	357							

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

										14,415	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	Wells Fargo Bank N A Trust Tax D	X	1 W 4th St 4th Floor MAC D4000 041	Winston Salem	NC	27101 3818		TRUSTEE	4 00	14 415		

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

	Date		Amount
1 Credit from prior year return		1	32
2 First quarter estimated tax payment	8/9/2013	2	162
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	194

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

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	17,025
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	17,025

Security Type	EIN	CUSIP	Asset Name	FMV	Fed Cost
Cash	51-0191112			49 65	49 65
			Total Cash	49 65	49 65
Savings & Temp Inv	51-0191112	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	20,993 05	20,993 05
Savings & Temp Inv	51-0191112	YY1001204	BLACKROCK INSTL FUNDS T-FUND #60	1,436 51	1,436 51
			Total Savings & Temp Inv	22429 56	22429 57
Invest - Corp Bonds	51-0191112	3133XQBC5	FED HOME LN BK 4 125% 3/13/15	25,912 25	25,095 22
Invest - Other	51-0191112	04314H204	ARTISAN INTERNATIONAL FUND #661	17,734 36	17,854 09
Invest - Other	51-0191112	413838202	OAKMARK INTERNATIONAL FD #109	50,825 06	29,522 07
Invest - Other	51-0191112	693390882	PIMCO FOREIGN BD FD USD H-INST #103	15,417 06	15,000 00
Invest - Other	51-0191112	780905840	ROYCE PENNSYLVANIA MUT FD-INV #260	39,109 79	26,170 21
Invest - Other	51-0191112	464287614	ISHARES RUSSELL 1000 GROWTH ETF	66,289 64	44,504 05
Invest - Other	51-0191112	464287598	ISHARES RUSSELL 1000 VALUE ETF	32,327 50	14,949 29
Invest - Other	51-0191112	47103C241	PERKINS MID CAP VALUE F/C I #1167	20,757 47	16,269 26
Invest - Other	51-0191112	277923728	EATON VANCE GLOBAL MACRO - I #0088	14,037 82	15,000 00
Invest - Other	51-0191112	03875R205	ARBITRAGE FUND CLASS I #1000	9,682 06	10,000 00
Invest - Other	51-0191112	464287465	ISHARES MSCI EAFE ETF	53,155 20	33,820 05
Invest - Other	51-0191112	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	13,527 31	15,000 00
Invest - Other	51-0191112	464287481	ISHARES RUSSELL MID-CAP GROWTH	21,021 00	15,226 73
Invest - Other	51-0191112	464287242	ISHARES IBOX \$ INVESTMENT	73,087 50	75,537 50
Invest - Other	51-0191112	92206C409	VANGUARD S/T CORP BOND ETF	25,193 70	24,919 34
Invest - Other	51-0191112	277911491	EATON VANCE FLOATING RATE FD-I #924	10,000 00	10,000 00
Invest - Other	51-0191112	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	19,807 02	20,000 00
Invest - Other	51-0191112	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	45,353 06	41,000 00
Invest - Other	51-0191112	464287234	ISHARES MSCI EMERGING MARKETS	15,993 90	9,506 40
Invest - Other	51-0191112	870297306	MLN ELEMENTS ROGER ENERGY TR	17,171 98	16,256 51
Invest - Other	51-0191112	464287168	ISHARES SELECT DIVIDEND ETF	61,222 20	42,304 28
Invest - Other	51-0191112	922908553	VANGUARD REIT VIPER	25,493 82	22,775 30
Invest - Other	51-0191112	00203H859	AQR MANAGED FUTURES STR-I #15213	9,512 43	10,000 00
Invest - Other	51-0191112	922042858	VANGUARD FTSE EMERGING MARKETS ETF	14,446 48	13,611 15
Invest - Other	51-0191112	464288885	ISHARES MSCI EAFE GROWTH ETF	2,838 00	2,820 29
Invest - Other	51-0191112	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	25,129 36	25,000 00
Invest - Other	51-0191112	739355105	POWERSHARES DB COMMODITY INDEX	24,814 00	21,732 96
Invest - Other	51-0191112	921937827	VANGUARD SHORT TERM BOND ETF	15,137 01	15,103 92
Invest - Other	51-0191112	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	23,261 05	23,157 71
Invest - Other	51-0191112	74925K581	ROBEKO BP LNG/SHRT RES-INS	27,164 98	25,335 19
Invest - Other	51-0191112	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	19,679 32	14,776 66
Invest - Other	51-0191112	76628T645	RIDGEWORTH SEIX HY BD-I #5855	39,669 69	39,340 23
Invest - Other	51-0191112	466001864	IVY ASSET STRATEGY FUND CLASS I #473	20,641 12	15,000 00
Invest - Other	51-0191112	399874825	AMERICAN GRW FD OF AMER CL F2 #605	60,037 96	38,208 63
			Total Other Investments	981,225 38	809,762 54
			Total Assets	1,003,704 59	832,241 76

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

										Totals		Gross Sales		Cost Other Basis and Expenses		Net Gain or Loss	
Long Term CG Distributions										Capital Gains/Losses		152,107		120,586		31,541	
Short Term CG Distributions										Other sales		0		0		0	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss			
1	X CREDIT SUISSE FB USA 5 500	22541LAH6			7/8/2004		8/15/2013	25,000	25,230				0	230			
2	X DIAMOND HILL LONG SHORT	25264S833			4/27/2011		1/14/2014	20,000	15,223				0	4,777			
3	X GATEWAY FUND - Y #1986	367828884			8/27/2012		8/8/2013	15,373	14,806				0	467			
4	X AMERICAN GRW FD OF AMER	398874825			7/7/2008		1/14/2014	20,000	14,322				0	5,678			
5	X ISHARES MSCI PACIFIC EX JA	464286665			7/11/2012		1/8/2014	5,671	5,020				0	651			
6	X ISHARES MSCI EMERGING MA	464287234			4/18/2009		1/14/2014	4,815	3,244				0	1,571			
7	X ISHARES MSCI EMERGING MA	464287234			4/29/2010		1/14/2014	3,411	3,596				0	185			
8	X ISHARES MSCI EMERGING MA	464287234			12/22/2008		1/14/2014	12,039	7,494				0	4,545			
9	X ISHARES MSCI EAFE ETF	464287465			1/20/2005		8/23/2013	875	566				0	309			
10	X ISHARES MSCI EAFE ETF	464287465			1/26/2004		8/23/2013	7,303	5,586				0	1,717			
11	X ISHARES RUSSELL 1000 GRO	464287614			3/9/2012		1/14/2014	5,041	3,813				0	1,228			
12	X WFA ASSET ALLOCATION INS	94987W745			1/8/2013		8/23/2013	5,219	5,000				0	219			
13	X WFA ASSET ALLOCATION INS	94987W745			8/24/2012		8/23/2013	15,794	14,933				0	861			
14	X ST GAIN (LOSS) POWERSHAR								11					11			
15	X LT GAIN (LOSS) POWERSHAR								285					285			
16	X SECTION 1256 LOSS POWERSHAR								1,357					1,357			