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Department of the Treasury  
Internal Revenue Service

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**Open to Public Inspection**

For calendar year 2013 or tax year beginning **05/01, 2013, and ending** **04/30, 2014**

Name of foundation  
**SULLIVAN CHARITABLE TRUST**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**2118 EAST 29TH STREET**

City or town, state or province, country, and ZIP or foreign postal code  
**TULSA, OK 74114-5422**

**A Employer identification number**  
**23-7369119**

**B Telephone number (see instructions)**  
**(918) 749-9034**

**G Check all that apply**

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

**H Check type of organization**

Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

**I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$** **574,888.**

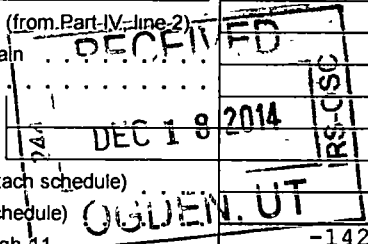
**J Accounting method**  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
*(Part I, column (d) must be on cash basis)*

**E** If exemption application is pending check here

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

**F** If private foundation status was terminated under section 507(b)(1)(A), check here   
If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9.	9.		
	4 Dividends and interest from securities	31,877.	31,877.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-174,580.			
	b Gross sales price for all assets on line 6a	505,786.			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 <b>Total. Add lines 1 through 11</b>	-142,694.	31,886.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,900.	1,900.		ATCH 2
	c Other professional fees (attach schedule)	2,907.	2,907.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	950.			ATCH 4
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	5,757.	4,807.		
	25 Contributions, gifts, grants paid	36,000.			36,000.
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	41,757.	4,807.	0	36,000.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-184,451.				
b <b>Net Investment Income</b> (if negative, enter -0-)		27,079.			
c <b>Adjusted net income</b> (if negative, enter -0-)					



SCANNED DEC 19 2014 Operating and Administrative Expenses

**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      (c) Fair Market Value

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	2,285.	435.	435.
	2 Savings and temporary cash investments . . . . .	39,881.	-29,743.	-29,743.
	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 . . . . .			
	10 a Investments - U S and state government obligations (attach schedule),**	2,502.		
	b Investments - corporate stock (attach schedule) ATCH 6	435,399.	510,522.	528,674.
	c Investments - corporate bonds (attach schedule) ATCH 7	260,711.	75,113.	75,522.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .			
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	740,778.	556,327.	574,888.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	740,778.	556,327.	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, . . . . .</b> <input type="checkbox"/> <b>check here and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	740,778.	556,327.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	740,778.	556,327.		

**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	740,778.
2 Enter amount from Part I, line 27a . . . . .	2	-184,451.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	556,327.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	556,327.

\*\*ATCH 5

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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 -174,580.
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		3 0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	34,000.	582,042.	0.058415
2011	35,655.	551,767.	0.064620
2010	35,787.	540,558.	0.066204
2009	35,337.	483,721.	0.073052
2008	35,168.	481,776.	0.072997
2 Total of line 1, column (d)			2 0.335288
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 0.067058
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 640,163.
5 Multiply line 4 by line 3			5 42,928.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 271.
7 Add lines 5 and 6			7 43,199.
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 36,000.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Values include 542, 800, 600, 1,400, and 858.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, 'Yes', and 'No'. Questions cover political influence, tax on political expenditures, and reporting requirements. 'No' is marked with 'X' for questions 1a, 1b, 1c, 2, 3, 4a, 4b, 5, 6, 7, 8b, 9, and 10.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). . . . . 11 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 ROBERT J. SULLIVAN, JR. Telephone no 918-749-9034
Located at 2118 EAST 29TH STREET, TULSA, OK ZIP+4 74114
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the 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.

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

**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)?  Yes  No

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

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?  Yes  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?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		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		0	0	0

Total number of other employees paid over \$50,000  0  1  2  3  4  5  6  7  8  9  10  11  12  13  14  15  16  17  18  19  20  21  22  23  24  25  26  27  28  29  30  31  32  33  34  35  36  37  38  39  40  41  42  43  44  45  46  47  48  49  50  51  52  53  54  55  56  57  58  59  60  61  62  63  64  65  66  67  68  69  70  71  72  73  74  75  76  77  78  79  80  81  82  83  84  85  86  87  88  89  90  91  92  93  94  95  96  97  98  99  100  101  102  103  104  105  106  107  108  109  110  111  112  113  114  115  116  117  118  119  120  121  122  123  124  125  126  127  128  129  130  131  132  133  134  135  136  137  138  139  140  141  142  143  144  145  146  147  148  149  150  151  152  153  154  155  156  157  158  159  160  161  162  163  164  165  166  167  168  169  170  171  172  173  174  175  176  177  178  179  180  181  182  183  184  185  186  187  188  189  190  191  192  193  194  195  196  197  198  199  200  201  202  203  204  205  206  207  208  209  210  211  212  213  214  215  216  217  218  219  220  221  222  223  224  225  226  227  228  229  230  231  232  233  234  235  236  237  238  239  240  241  242  243  244  245  246  247  248  249  250  251  252  253  254  255  256  257  258  259  260  261  262  263  264  265  266  267  268  269  270  271  272  273  274  275  276  277  278  279  280  281  282  283  284  285  286  287  288  289  290  291  292  293  294  295  296  297  298  299  300  301  302  303  304  305  306  307  308  309  310  311  312  313  314  315  316  317  318  319  320  321  322  323  324  325  326  327  328  329  330  331  332  333  334  335  336  337  338  339  340  341  342  343  344  345  346  347  348  349  350  351  352  353  354  355  356  357  358  359  360  361  362  363  364  365  366  367  368  369  370  371  372  373  374  375  376  377  378  379  380  381  382  383  384  385  386  387  388  389  390  391  392  393  394  395  396  397  398  399  400  401  402  403  404  405  406  407  408  409  410  411  412  413  414  415  416  417  418  419  420  421  422  423  424  425  426  427  428  429  430  431  432  433  434  435  436  437  438  439  440  441  442  443  444  445  446  447  448  449  450  451  452  453  454  455  456  457  458  459  460  461  462  463  464  465  466  467  468  469  470  471  472  473  474  475  476  477  478  479  480  481  482  483  484  485  486  487  488  489  490  491  492  493  494  495  496  497  498  499  500  501  502  503  504  505  506  507  508  509  510  511  512  513  514  515  516  517  518  519  520  521  522  523  524  525  526  527  528  529  530  531  532  533  534  535  536  537  538  539  540  541  542  543  544  545  546  547  548  549  550  551  552  553  554  555  556  557  558  559  560  561  562  563  564  565  566  567  568  569  570  571  572  573  574  575  576  577  578  579  580  581  582  583  584  585  586  587  588  589  590  591  592  593  594  595  596  597  598  599  600  601  602  603  604  605  606  607  608  609  610  611  612  613  614  615  616  617  618  619  620  621  622  623  624  625  626  627  628  629  630  631  632  633  634  635  636  637  638  639  640  641  642  643  644  645  646  647  648  649  650  651  652  653  654  655  656  657  658  659  660  661  662  663  664  665  666  667  668  669  670  671  672  673  674  675  676  677  678  679  680  681  682  683  684  685  686  687  688  689  690  691  692  693  694  695  696  697  698  699  700  701  702  703  704  705  706  707  708  709  710  711  712  713  714  715  716  717  718  719  720  721  722  723  724  725  726  727  728  729  730  731  732  733  734  735  736  737  738  739  740  741  742  743  744  745  746  747  748  749  750  751  752  753  754  755  756  757  758  759  760  761  762  763  764  765  766  767  768  769  770  771  772  773  774  775  776  777  778  779  780  781  782  783  784  785  786  787  788  789  790  791  792  793  794  795  796  797  798  799  800  801  802  803  804  805  806  807  808  809  810  811  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1010  1011  1012  1013  1014  1015  1016  1017  1018  1019  1020  1021  1022  1023  1024  1025  1026  1027  1028  1029  1030  1031  1032  1033  1034  1035  1036  1037  1038  1039  1040  1041  1042  1043  1044  1045  1046  1047  1048  1049  1050  1051  1052  1053  1054  1055  1056  1057  1058  1059  1060  1061  1062  1063  1064  1065  1066  1067  1068  1069  1

**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		0
-----		
-----		
-----		
-----		

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 UNIVERSITY OF NOTRE DAME (MBA AND UNDERGRADUATE SCHOLARSHIP PROGRAMS) NOTRE DAME, IN 46556	19,000.
2 SAN MIGUEL SCHOOL 2434 E. ADMIRAL BLVD TULSA, OK 74110	7,000.
3 FRIENDS OF CATHOLIC EDUCATION 1924 SOUTH UTICA, STE 1004 TULSA, OK 74101	10,000.
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 . . . . . ▶	

**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	604,196.
b	Average of monthly cash balances	1b	45,716.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	649,912.
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	649,912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,749.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	640,163.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	32,008.

**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	32,008.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	542.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	542.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	31,466.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	31,466.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	31,466.

**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	36,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	36,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	36,000.

**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				31,466.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008	8,444.			
b From 2009	11,677.			
c From 2010	9,385.			
d From 2011	8,757.			
e From 2012	5,694.			
f Total of lines 3a through e	43,957.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>36,000.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				31,466.
e Remaining amount distributed out of corpus	4,534.			
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	48,491.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	8,444.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	40,047.			
10 Analysis of line 9				
a Excess from 2009	11,677.			
b Excess from 2010	9,385.			
c Excess from 2011	8,757.			
d Excess from 2012	5,694.			
e Excess from 2013	4,534.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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)

Table with columns: Tax year (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 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, (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii), (3) Largest amount of support from an exempt organization, (4) Gross investment income.

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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.

N/A

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

ATCH 9

c Any submission deadlines

NONE

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

ATCH 10

**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> UNIVERSITY OF NOTRE DAME NOTRE DAME, IN 46556	NONE	PC	EDUCATIONAL	19,000.
FRIENDS OF CATHOLIC EDUCATION 1924 SOUTH UTICA, STE 1004 TULSA, OK 74101	NONE	PC	EDUCATIONAL	10,000.
SAN MIGUEL SCHOOL 2434 E. ADMIRAL BLVD  TULSA, OK 74110	NONE	PC	EDUCATIONAL	7,000.
<b>Total</b> .....				<b>▶ 3a</b> 36,000.
<b>b Approved for future payment</b>				
<b>Total</b> .....				<b>▶ 3b</b>





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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
6,024.		SEE ATTACHED SCHEDULE (PG 1) 6,582.					-558.	
499,762.		SEE ATTACHED SCHEDULE (PG 2) 673,784.					-174,022.	
TOTAL GAIN (LOSS) .....							<u>-174,580.</u>	

**Sullivan Charitable Trust  
Capital Gain (Loss) Schedule  
For the year ended April 30, 2014**

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
Ralph Lauren Corp CL A		2/6/2014	2/6/2014	153.00	152.00	1
Liberty Global PLC C New		2/10/2014	2/11/2014	167.00	161.00	6
Dollar Gen Corp New Com		2/6/2014	2/13/2014	113.00	115.00	(2)
Liberty Global PLC CL A New		2/6/2014	2/18/2014	86.00	81.00	5
Ross Stores Inc		2/6/2014	2/20/2014	203.00	207.00	(4)
Ross Stores Inc		2/6/2014	2/25/2014	208.00	207.00	1
Liberty Global PLC CL A New		2/6/2014	2/26/2014	254.00	244.00	10
Amgen Inc		2/6/2014	2/27/2014	123.00	117.00	6
Catamaran Corp Com		2/6/2014	2/27/2014	228.00	243.00	(15)
Catamaran Corp Com		2/6/2014	2/28/2014	226.00	243.00	(17)
Borg Warner Inc		2/6/2014	3/6/2014	124.00	107.00	17
Verizon Communications		2/28/2014	3/7/2014	282.00	285.00	(3)
Gilead Science		2/6/2014	3/21/2014	144.00	153.00	(9)
Estee Lauder Co Inc CL A		2/6/2014	3/25/2014	67.00	67.00	-
Estee Lauder Co Inc CL A		2/6/2014	3/26/2014	68.00	67.00	1
Estee Lauder Co Inc CL A		2/6/2014	3/27/2014	135.00	134.00	1
Estee Lauder Co Inc CL A		2/6/2014	3/28/2014	133.00	134.00	(1)
Estee Lauder Co Inc CL A		2/6/2014	3/31/2014	134.00	134.00	-
Spunk Inc		2/6/2014	4/1/2014	223.00	235.00	(12)
Servicenow Inc		2/6/2014	4/8/2014	255.00	314.00	(59)
Biogen IDEC Inc		2/6/2014	4/9/2014	289.00	303.00	(14)
Gilead Science		2/6/2014	4/11/2014	340.00	383.00	(43)
JPMorgan Chase & Co		2/6/2014	4/16/2014	110.00	113.00	(3)
Incyte Corp		2/6/2014	4/17/2014	182.00	256.00	(74)
JPMorgan Chase & Co		2/6/2014	4/17/2014	220.00	225.00	(5)
Wynn Resorts LTD		2/6/2014	4/17/2014	412.00	432.00	(20)
Incyte Corp		2/6/2014	4/21/2014	93.00	128.00	(35)
JPMorgan Chase & Co		2/6/2014	4/21/2014	221.00	225.00	(4)
Incyte Corp		2/27/2014	4/21/2014	93.00	133.00	(40)
Facebook Inc CL-A		2/6/2014	4/23/2014	61.00	61.00	-
Amazon.com Inc		2/6/2014	4/28/2014	292.00	354.00	(62)
LinkedIn Corp-A		2/6/2014	4/28/2014	288.00	446.00	(158)
Salesforce.com Inc		2/6/2014	4/29/2014	97.00	123.00	(26)
<b>Subtotal - Short Term Capital Gains</b>				<u>6,024</u>	<u>6,582</u>	<u>(558)</u>

**Sullivan Charitable Trust  
Capital Gain (Loss) Schedule  
For the year ended April 30, 2014**

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
General Electric Co		11/17/2004	2/6/2014	29,979.00	44,385.00	(14,406)
NFJ Dividend Interest & Premium Strategy FD		2/23/2005	2/6/2014	87,555.00	121,881.00	(34,326)
NFJ Dividend Interest & Premium Strategy FD		7/7/2005	2/6/2014	1,969.00	2,556.00	(587)
Blackrock PFD & Equity TR		2/6/2008	2/4/2014	15,527.00	20,506.00	(4,979)
Blackrock Intl Growth & Income TR		5/24/2007	2/6/2014	23,693.00	47,863.00	(24,170)
Blackrock Limited Duration Income TR		3/15/2007	2/4/2014	68,913.00	73,413.00	(4,500)
Calamos Global Dynamic Income Fund		6/26/2007	2/6/2014	26,242.00	40,156.00	(13,914)
Calamos Strategic Total Return FD SH BEN INT		3/25/2004	2/6/2014	36,213.00	49,003.00	(12,790)
LMP Corporate LN FD Inc		10/3/2003	2/4/2014	14,547.00	17,822.00	(3,275)
Eaton Vance LTD Duration Income Fund		2/9/2006	2/4/2014	45,503.00	52,321.00	(6,818)
Nuveen Multi-Strategy Income & Growth Fund 2		6/25/2003	2/4/2014	36,055.00	54,297.00	(18,242)
Nuveen Quality PFD Income FD2		9/23/2002	2/4/2014	33,717.00	54,708.00	(20,991)
Western Asset Global High Income FD Inc		11/4/2004	2/4/2014	48,426.00	59,385.00	(10,959)
Western Asset Global High Income FD Inc		6/29/2005	2/4/2014	2,950.00	3,395.00	(445)
Western Asset Inflation Mgmt FD Inc		5/25/2004	2/4/2014	26,476.00	29,970.00	(3,494)
Western Asset Inflation Mgmt FD Inc		9/14/2004	2/4/2014	121.00	131.00	(10)
Federal Home Loan Mtg Corp		10/10/2000	2/3/2014	340.00	365.00	(25)
Federal Natl Mtg Assn GTD		2/23/1999	2/3/2014	453.00	485.00	(32)
Federal Home Loan Mtg Corp		9/13/2000	2/3/2014	476.00	496.00	(20)
Federal Natl Mtg Assn GTD		4/3/1998	2/3/2014	607.00	646.00	(39)
<b>Subtotal - Long Term Capital Gains</b>				<u>499,762</u>	<u>673,784</u>	<u>(174,022)</u>
<b>Schedule Totals</b>				<u>505,786</u>	<u>680,366</u>	<u>(174,580)</u>

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY VANGUARD	31,735. 142.	31,735. 142.
TOTAL	<u>31,877.</u>	<u>31,877.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
RETURN PREP FEES	1,900.	1,900.		
TOTALS	<u>1,900.</u>	<u>1,900.</u>		

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT / BROKERAGE FEES	2,907.	2,907.
TOTALS	<u>2,907.</u>	<u>2,907.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES	950.
TOTALS	<u>950.</u>

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

ATTACHMENT 5

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--------------------	------------------------------	-----------------------

FEDERAL NAT'L MTG ASSN 1991		
FEDERAL NAT'L MTG ASSN 1992		
FEDERAL HOME LOAN MTG SER 138		
FEDERAL HOME LOAN MTG SER 80		

US OBLIGATIONS TOTAL

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NUVEEN MULTI-STRATEGY FUND	154.	156.
NUVEEN QUALITY PFD INCOME FUND	776.	791.
CALAMOS STRATEGIC TOTAL RETURN GENERAL ELECTRIC	1,062.	912.
NFJ DIVIDEND INTEREST FD	683.	699.
NFJ DIVIDEND INTEREST FD	1,039.	1,086.
BLACKROCK PFD & EQUITY TRUST	933.	894.
BLACKROCK INTL GROWTH TRUST	1,548.	1,770.
CALAMOS GLOBAL DYNAMIC FUND	512.	572.
ABBVIE INC COM	661.	683.
ALEXION PHARM INC	1,092.	1,077.
AMAZON.COM INC	909.	861.
AMERICAN EXPRESS CO	637.	466.
AMERICAN TOWER REIT COM	885.	903.
AMGEN INC	642.	746.
APPLE INC	783.	751.
APPLIED MATERIALS INC	1,503.	1,470.
ARM HOLDINGS PLC ADS	591.	564.
BAIDU INC ADS	511.	558.
BIOGEN IDEC INC	569.	575.
BIOMARIN PHARMAC SE	571.	578.
BLACKROCK INC		
BORG WARNER INC		
CBS CORP NEW CL B SHRS		
CELGENE CORP		
CERNER CORP		
CHARLES SCHWAB NEW		
COGNIZANT TECH SOLUTIONS CL A		
COSTCO WHOLESALE CORP NEW		

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CVS CAREMARK CORP	592.	654.
DANAHER CORPORATION	1,544.	1,541.
DELTA AIR LINES INC NEW	339.	405.
DOLLAR GEN CORP NEW COM	1,137.	1,129.
EBAY INC	435.	415.
ECOLAB INC	597.	628.
EXPRESS SCRIPTS HLDG CO COM	681.	599.
FACEBOOK INC CL-A	1,312.	1,255.
GILEAD SCIENCE	767.	785.
GOOGLE INC-CL A	2,308.	2,123.
HILTON WORLDWIDE HOLDINGS INC	444.	458.
IMS HEALTH HOLDINGS INC	253.	261.
LIBERTY GLOBAL PLC CL A NEW	980.	922.
LOWES COMPANIES INC	651.	643.
MASTERCARD INC CL A	1,037.	1,030.
MCKESSON CORP	692.	677.
MICHAEL KORS HOLDINGS LTD	734.	730.
MONSANTO CO/EW	1,850.	1,882.
MORGAN STANLEY	743.	773.
NIELSEN HOLDINGS	691.	704.
NIKE INC B	859.	875.
NOBLE ENERGY INC	558.	646.
ORACLE CORP	964.	981.
PIONEER NATURAL RESOURCES CO	554.	580.
PRECISION CASTPARTS CORP	761.	759.
PRICELINE.COM INC NEW	1,140.	1,158.
QUALCOMM INC	805.	866.
RANGE RESOURCES CORP	586.	633.
SALESFORCE.COM INC	1,543.	1,291.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SBA COMMUNICATIONS CORP	918.	898.
SCHLUMBERGER LTD	885.	1,016.
STARBUCKS CORP WASHINGTON	1,378.	1,342.
TRIPADVISOR INC COM	407.	404.
TWENTY-FIRST CENTURY FOX CL A	1,284.	1,281.
ULTA SALON COS & FRAGR INC	440.	439.
UNION PACIFIC CORP	2,097.	2,285.
UNITED TECHNOLOGIES CORP	654.	710.
UNITED HEALTH GP INC	474.	450.
VALEANT PHARMACEUTIC INTL INC	134.	134.
VISA INC CL A	2,163.	2,026.
WALT DISNEY CO HLDG CO	602.	635.
WORKDAY INC CL A	532.	438.
ZOETIS INC CLASS-A	663.	666.
AMERICAN EUROPACIFIC GRW F2	73,229.	76,411.
CLEARBRIDGE AGGRESSIVE GWTH I	101,394.	106,618.
CUSHING MLP PREMIER I	78,862.	81,204.
DAVIS NEW YORK VENTURE Y	84,495.	88,565.
ING GLOBAL REAL ESTATE FD I	16,899.	18,046.
GOLDMAN SACHS ABSLT RET TRCK I	28,165.	28,847.
PIMCO TOTAL RETURN P	56,330.	56,382.
VIRTUS INSIGHT EMERG MKTS I	16,899.	18,362.
<b>TOTALS</b>	<u>510,522.</u>	<u>528,674.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LMP CORP LOAN FD		
VANGUARD FIXED INCOME SEC FUND		
WESTERN ASSET INFLATION MGMT	24,416.	25,009.
WESTERN ASSET GLOBAL HIGH INC		
EATON VANCE TAX-ADVANTAGED FUN		
BLACKROCK LTD DURATION INCOME	22,532.	22,532.
INVESCO PREM US GOVT MNY INST	28,165.	27,981.
E V FLOATING RATE I		
TOTALS	<u>75,113.</u>	<u>75,522.</u>

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

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ROBERT J. SULLIVAN, JR. 2118 EAST 29TH STREET TULSA, OK 74114	TRUSTEE 2.00	0	0	0
ANTHONY J. LAUINGER 1923 EAST 47TH TULSA, OK 74114	TRUSTEE 2.00	0	0	0
WILLIAM L. SCHLOSS III 1735 EAST 30TH PLACE TULSA, OK 74117	TRUSTEE 2.00	0	0	0
MARTIN F. SULLIVAN 1903 EMPRESS COURT NAPLES, FL 34110	TRUSTEE 2.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

IN THE FORM OF A LETTER DETAILING THE DESCRIPTION OF THE GENERAL  
PROGRAM AND FINANCIAL NEED

ATTACHMENT 10

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AWARDS PRIMARILY ASSIST IN CATHOLIC EDUCATION OF UNDERPRIVILEGED  
CHILDREN & SECONDARILY ASSIST CATHOLIC EDUCATION TRUSTS

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

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

OMB No 1545-0092

**2013**

Name of estate or trust <b>SULLIVAN CHARITABLE TRUST</b>	Employer identification number <b>23-7369119</b>
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Note: Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .				
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>4</b>
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>5</b>
<b>6</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>6</b> ( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back . . . . . ▶				<b>7</b> -558.

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

See instructions for how to figure the amounts to enter on the lines below This form may be easier to complete if you round off cents to whole dollars	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .				
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>11</b>
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .				<b>12</b>
<b>13</b> Capital gain distributions. . . . .				<b>13</b>
<b>14</b> Gain from Form 4797, Part I. . . . .				<b>14</b>
<b>15</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .				<b>15</b> ( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back . . . . . ▶				<b>16</b> -174,022.

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

Schedule D (Form 1041) 2013

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>17</b>	Net short-term gain or (loss) . . . . .	<b>17</b>		-558.
<b>18</b>	Net long-term gain or (loss):			
a	Total for year . . . . .	<b>18a</b>		-174,022.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>18b</b>		
c	28% rate gain . . . . .	<b>18c</b>		
<b>19</b>	Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	<b>19</b>		-174,580.

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

<b>Part IV Capital Loss Limitation</b>			
<b>20</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		
a	The loss on line 19, column (3) or b \$3,000 . . . . .	<b>20</b>	( 3,000. )

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

**Part V Tax Computation Using Maximum Capital Gains Rates**

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

- Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if
- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
  - Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

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

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

**Sullivan Charitable Trust  
Capital Gain (Loss) Schedule  
For the year ended April 30, 2014**

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
Ralph Lauren Corp CL A		2/6/2014	2/6/2014	153 00	152 00	1
Liberty Global PLC C New		2/10/2014	2/11/2014	167.00	161.00	6
Dollar Gen Corp New Com		2/6/2014	2/13/2014	113.00	115 00	(2)
Liberty Global PLC CL A New		2/6/2014	2/18/2014	86 00	81 00	5
Ross Stores Inc		2/6/2014	2/20/2014	203.00	207.00	(4)
Ross Stores Inc		2/6/2014	2/25/2014	208 00	207.00	1
Liberty Global PLC CL A New		2/6/2014	2/26/2014	254.00	244.00	10
Amgen Inc		2/6/2014	2/27/2014	123.00	117 00	6
Catamaran Corp Com		2/6/2014	2/27/2014	228 00	243 00	(15)
Catamaran Corp Com		2/6/2014	2/28/2014	226 00	243 00	(17)
Borg Warner Inc		2/6/2014	3/6/2014	124 00	107.00	17
Verizon Communications		2/28/2014	3/7/2014	282 00	285.00	(3)
Gilead Science		2/6/2014	3/21/2014	144 00	153 00	(9)
Estee Lauder Co Inc CL A		2/6/2014	3/25/2014	67.00	67 00	-
Estee Lauder Co Inc CL A		2/6/2014	3/26/2014	68 00	67 00	1
Estee Lauder Co Inc CL A		2/6/2014	3/27/2014	135 00	134 00	1
Estee Lauder Co Inc CL A		2/6/2014	3/28/2014	133 00	134 00	(1)
Estee Lauder Co Inc CL A		2/6/2014	3/31/2014	134.00	134 00	-
Spunk Inc		2/6/2014	4/1/2014	223 00	235 00	(12)
Servicenow Inc		2/6/2014	4/8/2014	255 00	314.00	(59)
Biogen IDEC Inc		2/6/2014	4/9/2014	289 00	303.00	(14)
Gilead Science		2/6/2014	4/11/2014	340.00	383.00	(43)
JPMorgan Chase & Co		2/6/2014	4/16/2014	110.00	113.00	(3)
Incyte Corp		2/6/2014	4/17/2014	182 00	256 00	(74)
JPMorgan Chase & Co		2/6/2014	4/17/2014	220.00	225.00	(5)
Wynn Resorts LTD		2/6/2014	4/17/2014	412.00	432.00	(20)
Incyte Corp		2/6/2014	4/21/2014	93 00	128 00	(35)
JPMorgan Chase & Co		2/6/2014	4/21/2014	221.00	225 00	(4)
Incyte Corp		2/27/2014	4/21/2014	93.00	133.00	(40)
Facebook Inc CL-A		2/6/2014	4/23/2014	61 00	61 00	-
Amazon.com Inc		2/6/2014	4/28/2014	292 00	354 00	(62)
Linkedin Corp-A		2/6/2014	4/28/2014	288 00	446 00	(158)
Salesforce com Inc		2/6/2014	4/29/2014	97.00	123 00	(26)
<b>Subtotal - Short Term Capital Gains</b>				<u>6,024</u>	<u>6,582</u>	<u>(558)</u>

**Sullivan Charitable Trust  
Capital Gain (Loss) Schedule  
For the year ended April 30, 2014**

SECURITY DESCRIPTION	SHARES	ACQUISITION DATE	TRADE DATE	SALES PROCEEDS	ACQUISITION COST	GAIN/ (LOSS)
General Electric Co		11/17/2004	2/6/2014	29,979.00	44,385.00	(14,406)
NFJ Dividend Interest & Premium Strategy FD		2/23/2005	2/6/2014	87,555.00	121,881.00	(34,326)
NFJ Dividend Interest & Premium Strategy FD		7/7/2005	2/6/2014	1,969.00	2,556.00	(587)
Blackrock PFD & Equity TR		2/6/2008	2/4/2014	15,527.00	20,506.00	(4,979)
Blackrock Intl Growth & Income TR		5/24/2007	2/6/2014	23,693 00	47,863.00	(24,170)
Blackrock Limited Duration Income TR		3/15/2007	2/4/2014	68,913 00	73,413.00	(4,500)
Calamos Global Dynamic Income Fund		6/26/2007	2/6/2014	26,242.00	40,156 00	(13,914)
Calamos Strategic Total Return FD SH BEN INT		3/25/2004	2/6/2014	36,213 00	49,003 00	(12,790)
LMP Corporate LN FD Inc		10/3/2003	2/4/2014	14,547.00	17,822.00	(3,275)
Eaton Vance LTD Duration Income Fund		2/9/2006	2/4/2014	45,503.00	52,321.00	(6,818)
Nuveen Multi-Strategy Income & Growth Fund 2		6/25/2003	2/4/2014	36,055.00	54,297.00	(18,242)
Nuveen Quality PFD Income FD2		9/23/2002	2/4/2014	33,717.00	54,708.00	(20,991)
Western Asset Global High Income FD Inc		11/4/2004	2/4/2014	48,426 00	59,385 00	(10,959)
Western Asset Global High Income FD Inc		6/29/2005	2/4/2014	2,950 00	3,395.00	(445)
Western Asset Inflation Mgmt FD Inc		5/25/2004	2/4/2014	26,476 00	29,970.00	(3,494)
Western Asset Inflation Mgmt FD Inc		9/14/2004	2/4/2014	121 00	131.00	(10)
Federal Home Loan Mtg Corp		10/10/2000	2/3/2014	340 00	365.00	(25)
Federal Natl Mtg Assn GTD		2/23/1999	2/3/2014	453 00	485.00	(32)
Federal Home Loan Mtg Corp		9/13/2000	2/3/2014	476 00	496.00	(20)
Federal Natl Mtg Assn GTD		4/3/1998	2/3/2014	607.00	646 00	(39)
<b>Subtotal - Long Term Capital Gains</b>				<u>499,762</u>	<u>673,784</u>	<u>(174,022)</u>
<b>Schedule Totals</b>				<u>505,786</u>	<u>680,366</u>	<u>(174,580)</u>