Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning MAY 1, 2013 , and ending APR 30, 2014

Name of foundation: FRED SCHELBEN FOUNDATION REGIONS BANK TR

A Employer identification number: 64-6143417

Number and street (or P O box number if mail is not delivered to street address): P O BOX 23100

Room/suite:

B Telephone number: 601-354-8458

City or town, state or province, country, and ZIP or foreign postal code: JACKSON, MS 39225-3100

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 277,709.

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

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

| **Part I** Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | (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 | | | | |
| 2 Check ▶ ☒ if the foundation is not required to attach Sch B | | | | |
| 3 Interest on savings and temporary cash investments | | | | |
| 4 Dividends and interest from securities | 5,584. | 5,584. | | Statement 1 |
| 5a Gross rents | | | | |
| b Net rental income or (loss) | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | 16,708. | | | |
| b Gross sales price for all assets on line 6a 219,798. | | | | |
| 7 Capital gain net income (from Part IV, line 2) | | 16,708. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit or (loss) | | | | |
| 11 Other income | | | | |
| 12 **Total.** Add lines 1 through 11 | 22,292. | 22,292. | 0. | |
| **Operating and Administrative Expenses** | | | | |
| 13 Compensation of officers, directors, trustees, etc | 0. | 0. | 0. | 0. |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees | | | | |
| b Accounting fees Stmt 2 | 725. | 725. | 0. | 0. |
| c Other professional fees Stmt 3 | 3,021. | 3,021. | 0. | 0. |
| 17 Interest | | | | |
| 18 Taxes Stmt 4 | 763. | 0. | 0. | 0. |
| 19 Depreciation and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses | | | | |
| 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 4,509. | 3,746. | 0. | 0. |
| 25 Contributions, gifts, grants paid | 12,891. | | | 12,891. |
| 26 **Total expenses and disbursements.** Add lines 24 and 25 | 17,400. | 3,746. | 0. | 12,891. |
| 27 Subtract line 26 from line 12: | | | | |
| a Excess of revenue over expenses and disbursements | 4,892. | | | |
| b **Net investment income** (if negative, enter -0-) | | 18,546. | | |
| c **Adjusted net income** (if negative, enter -0-) | | | 0. | |

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323501 10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | |
| | 2 | Savings and temporary cash investments | 10,115. | 9,404. | 9,404. |
| | 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 | | | |
| | 7 | Other notes and loans receivable ▶ | | | |
| | | 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 | | | |
| | b | Investments - corporate stock Stmt 6 | 123,943. | 114,055. | 134,333. |
| | c | Investments - corporate bonds Stmt 7 | 117,297. | 132,788. | 133,972. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other | | | |
| | 14 | Land, buildings, and equipment: basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I) | 251,355. | 256,247. | 277,709. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | **Total liabilities** (add lines 17 through 22) | 0. | 0. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.** | | | |
| | 27 | Capital stock, trust principal, or current funds | 143,859. | 143,859. | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 107,496. | 112,388. | Statement 5 |
| | 30 | **Total net assets or fund balances** | 251,355. | 256,247. | |
| | 31 | **Total liabilities and net assets/fund balances** | 251,355. | 256,247. | |

**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 | 251,355. |
| 2 | Enter amount from Part I, line 27a | 2 | 4,892. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 256,247. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 256,247. |

## 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 | P | Various | Various |
| b | Capital Gains Dividends | | | |
| 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 | 216,957. | | 203,090. | 13,867. |
| b | 2,841. | | | 2,841. |
| c | | | | |
| d | | | | |
| e | | | | |

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 | | | | 13,867. |
| b | | | | 2,841. |
| 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 — 16,708.

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).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

## 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 | 13,076. | 266,675. | .049033 |
| 2011 | 12,896. | 264,054. | .048838 |
| 2010 | 12,223. | 259,647. | .047075 |
| 2009 | 12,422. | 245,751. | .050547 |
| 2008 | 16,203. | 249,212. | .065017 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .260510 |
| 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 | .052102 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 283,558. |
| 5 | Multiply line 4 by line 3 | 5 | 14,774. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 185. |
| 7 | Add lines 5 and 6 | 7 | 14,959. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 12,891. |

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

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

| | | | | |
|---|---|---|---|---|
| **1a** Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)** | | | | |
| **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | | 1 | 371. |
| **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 | 371. |
| **4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | 4 | 0. |
| **5** **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0- | | | 5 | 371. |
| **6** Credits/Payments: | | | | |
| **a** 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | 640. | | |
| **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 | 640. |
| **8** Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | | | 8 | |
| **9** **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | | 9 | |
| **10** **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | | 10 | 269. |
| **11** Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 269. **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? | 1a | | X |
| **b** Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? | 1b | | X |
| *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| **c** Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| **d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0. | | | |
| **e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| **2** Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | 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? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| **4a** Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| **b** If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| **5** Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | 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? | 6 | X | |
| **7** Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| **8a** Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MS | | | |
| **b** If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | 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)? *If "Yes," complete Part XIV* | 9 | | X |
| **10** Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | 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 ▶ TRUST DEPARTMENT REGIONS BANK Telephone no. ▶601-354-8458
Located at ▶210 E. CAPITOL 3RD FLOOR PLAZA, JACKSON, MS ZIP+4 ▶39201

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | 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**

| | | | Yes | No |
|---|---|---|---|---|
| | **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)? N/A | 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.) N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | |
| 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.)* N/A | 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)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

*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? N/A **7b**

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

**1 List all officers, directors, trustees, foundation managers and their compensation.**

| (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 |
|---|---|---|---|---|
| CURTIS BUCHANAN<br>GREENVILLE MS | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| WALTER R BARR<br>GREENVILLE MS | TRUSTEE<br>0.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |

**2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶ | | 0 |

## 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 | 0. |
| 2 | |
| 3 | |
| 4 | |

## Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2013)

323561 10-10-13

## 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 | 273,979. |
| b | Average of monthly cash balances | 1b | 13,897. |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 287,876. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0. | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 287,876. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 4,318. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 283,558. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 14,178. |

## 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 | 14,178. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 — 2a: 371. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 371. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 13,807. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 13,807. |
| 6 | Deduction from distributable amount (see instructions) | 6 | 0. |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | 13,807. |

## 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 | 12,891. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 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 | 12,891. |
| 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 | 5 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 12,891. |

**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 | | | | 13,807. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 12,891. | |
| b Total for prior years: ______ , ______ , ______ | | 0. | | |
| 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: ▶ $ 12,891. | | | | |
| a Applied to 2012, but not more than line 2a | | | 12,891. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 0. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 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 | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 13,807. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 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

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

## Part XV Supplementary Information (Complete this part only if the 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 ▶ [X] 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:

N/A

c Any submission deadlines:

N/A

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

N/A

**Part XV Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| ALICE BELL GARDEN CLUB | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 191. |
| AMERICAN CANCER SOCIETY | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 150. |
| AMERICAN DIABETES ASSOCIATION | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 200. |
| AMERICAN RED CROSS | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 700. |
| BOY'S & GIRL'S CLUB OF WASHINGTON CO. | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 1,500. |
| **Total** See continuation sheet(s) | | | ▶ 3a | 12,891. |
| *b Approved for future payment*<br>None | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

**Part XVI-A** **Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 5,584. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 16,708. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a REFUND OF FEDERAL EXCISE | | | | | |
| b TAX | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 22,292. | 0. |

**13 Total.** Add line 12, columns (b), (d), and (e) 13 22,292.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | N/A | |

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

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| N/A | | |

**Sign Here**

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

Signature of officer or trustee: [signature] | Date: 8/29/14 | Title: VP

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| JEFF R TARVER | [signature] | 8-27-14 | | P01360959 |
| Firm's name ▶ TARVER TARVER KIRBY & JACKSON | | | Firm's EIN ▶ 64-0325883 | |
| Firm's address ▶ 405 WASHINGTON AVENUE GREENVILLE , MS 38701-3617 | | | Phone no. 662-378-8113 | |

Form 990-PF (2013)

323622 10-10-13

## Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

| 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 |
|---|---|---|---|---|
| CHICKASAW COUNCIL | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 400. |
| COMMUNITY COUNSELING SERVICE | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 1,000. |
| DELTA AQUATICS CLUB | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 153. |
| DELTA CENTER STAGE | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 700. |
| DELTA CHILDREN'S MUSEUM | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 800. |
| GREATER GREENVILLE AREA | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 1,000. |
| GREENVILLE JUNIOR AUXILLIARY | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 304. |
| GREENVILLE SYMPHONY | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 230. |
| HODDING CARTER MEMORIAL YMCA | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 800. |
| LIGHTHOUSE LODGE | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 382. |
| Total from continuation sheets | | | | 10,150. |

323631
05-01-13

## Part XV Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>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 |
|---|---|---|---|---|
| MARCH OF DIMES | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 100. |
| NATIONAL KIDNEY FOUNDATION | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 100. |
| OUR HOUSE, INC | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 545. |
| ST JUDE'S CHILDREN RESEARCH | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 300. |
| THE SALVATION ARMY | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 1,300. |
| UNITED WAY OF WASHINGTON COUNTY | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 1,500. |
| WASHINGTON SQUARE CENTER | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 460. |
| WETHERBEE HOUSE | N/A | PUBLIC | SUPPORT OF CHARITABLE OPERATIONS | 76. |
| | | | | |
| | | | | |
| **Total from continuation sheets** | | | | |

## Form 990-PF Dividends and Interest from Securities Statement 1

| Source | Gross Amount | Capital Gains Dividends | (a) Revenue Per Books | (b) Net Investment Income | (c) Adjusted Net Income |
|---|---|---|---|---|---|
| REGIONS | 8,425. | 2,841. | 5,584. | 5,584. | 5,584. |
| To Part I, line 4 | 8,425. | 2,841. | 5,584. | 5,584. | 5,584. |

## Form 990-PF Accounting Fees Statement 2

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Accounting Fees | 725. | 725. | 0. | 0. |
| To Form 990-PF, Pg 1, ln 16b | 725. | 725. | 0. | 0. |

## Form 990-PF Other Professional Fees Statement 3

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| Other Professional Fees | 3,021. | 3,021. | 0. | 0. |
| To Form 990-PF, Pg 1, ln 16c | 3,021. | 3,021. | 0. | 0. |

## Form 990-PF Taxes Statement 4

| Description | (a) Expenses Per Books | (b) Net Investment Income | (c) Adjusted Net Income | (d) Charitable Purposes |
|---|---|---|---|---|
| EXCISE TAX | 763. | 0. | 0. | 0. |
| To Form 990-PF, Pg 1, ln 18 | 763. | 0. | 0. | 0. |

| Form 990-PF | Other Funds | Statement 5 |
|---|---|---|

| Description | (A) Beginning of Year | (B) End of Year |
|---|---|---|
| Endowment Fund | 107,496. | 112,388. |
| Total to Form 990-PF, Part II, line 29 | 107,496. | 112,388. |

| Form 990-PF | Corporate Stock | Statement 6 |
|---|---|---|

| Description | Book Value | Fair Market Value |
|---|---|---|
| BUFFALO SMALL CAP FUND | 0. | 0. |
| DODGE & COX #145 | 0. | 0. |
| HIGH MARK GENEVA MID CAP GRWTH | 0. | 0. |
| MAINSTAY FUNDS LARGE CAP GRWTH | 0. | 0. |
| INVESCO DIVERSIFIED DIVIDEND FD | 12,451. | 17,326. |
| INVESCO INTL GROWTH FD | 12,063. | 14,719. |
| AMERICAN CENTURY SMALL CAP VALUE | 7,500. | 8,467. |
| JP MORGAN MID CAP VALUE FD CL I | 6,617. | 8,538. |
| JP MORGAN LARGE CAP GROWTH SL FD | 12,087. | 15,843. |
| MFS RESH INTL FD CL I | 11,889. | 14,362. |
| VIRTUS EMERGING MKTS OPPTY | 5,251. | 5,361. |
| AMERICAN CENTURY GROWTH FUND - INSTL | 15,677. | 16,784. |
| MFS VALUE FUND CL I | 15,649. | 17,083. |
| NATIONWIDE GENEVA MID CAP GROWTH FUND | 6,539. | 8,102. |
| RS SMALL CAP GROWTH FUND | 8,332. | 7,748. |
| Total to Form 990-PF, Part II, line 10b | 114,055. | 134,333. |

| Form 990-PF | Corporate Bonds | Statement 7 |
|---|---|---|

| Description | Book Value | Fair Market Value |
|---|---|---|
| TEMPLETON GLOBAL BOND FUND ADV | 13,862. | 13,618. |
| PIONEER BOND FD CLASS Y FD | 0. | 0. |
| LORD ABBETT INV TR SHORT DURATION INC FD | 0. | 0. |
| METROPOLITAN WEST TOTAL RETURN BD FD CL I | 0. | 0. |
| IVY HIGH INCOME FUND CL I | 6,613. | 6,690. |
| JP MORGAN CORE BOND FUND CL S | 13,336. | 13,394. |
| PIMCO TOTAL RETURN II INSTL FD CL #153 | 59,452. | 59,970. |
| TCW CORE FIXED INCOME FUND | 39,525. | 40,300. |
| Total to Form 990-PF, Part II, line 10c | 132,788. | 133,972. |

## SALES

| | | | | |
|---|---|---|---|---|
| 05/21/13 | SOLD 33 583 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 05/20/2013 AT 15 89 | 533 63 | 425 50- | 108 13 |
| 05/21/13 | SOLD 9 334 SHS AMERICAN CENTURY SMALL CAP VALUE INST CL ON 05/20/2013 AT 9 97 | 93 06 | 88 11- | 4 95 |
| 05/21/13 | SOLD 290 272 SHS BUFFALO SMALL CAP FUND ON 05/20/2013 AT 33 36 | 9,683 47 | 7,346 46- | 2,337 01 |
| 05/21/13 | SOLD 3 68 SHS DODGE & COX #145 ON 05/20/2013 AT 144 10 | 530 23 | 343 12- | 187 11 |
| 05/21/13 | SOLD 6 21 SHS JP MORGAN MID CAP VALUE FD CL I ON 05/20/2013 AT 33 02 | 205 06 | 193 44- | 11 62 |
| 05/21/13 | SOLD 904 SHS HIGH MARK GENEVA MID CAP GROWTH FD CL FID ON 05/20/2013 AT 27 26 | 24 65 | 23 72- | 0 93 |
| 05/21/13 | SOLD 30 604 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 05/20/2013 AT 27 24 | 833 64 | 720 11- | 113 53 |
| 05/21/13 | SOLD 2,063 877 SHS MAINSTAY LARGE CAP GROWTH FUND ON 05/20/2013 AT 9 29 | 19,173 42 | 15,114 57- | 4,058 85 |
| 05/21/13 | SOLD 268 006 SHS VIRTUS EMERGING MARKETS OPPORTUNITY-I ON 05/20/2013 AT 10 87 | 2,913 23 | 2,777 03- | 136 20 |
| 07/16/13 | SOLD 17 166 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 07/15/2013 AT 16 03 | 275 17 | 217 49- | 57 68 |
| 07/16/13 | SOLD 45 386 SHS AMERICAN CENTURY SMALL CAP VALUE INST CL ON 07/15/2013 AT 10 29 | 467 02 | 428 44- | 38 58 |
| 07/16/13 | SOLD 12 08 SHS AMERICAN CENTURY GROWTH FUND-INSTL ON 07/15/2013 AT 31 34 | 378 58 | 375 57- | 3 01 |
| 07/16/13 | SOLD 127 899 SHS DODGE & COX #145 ON 07/15/2013 AT 149 40 | 19,108 11 | 11,691 83- | 7,416 28 |
| 07/16/13 | SOLD 9 486 SHS JP MORGAN MID CAP VALUE FD CL I ON 07/15/2013 AT 33 87 | 321 29 | 295 49- | 25 80 |

## DETAIL OF TRANSACTIONS ( CONTINUED )

| DATE | DESCRIPTION | PRINCIPAL CASH | INCOME CASH | COST | GAIN / LOSS |
|---|---|---|---|---|---|
| 07/16/13 | SOLD 11 905 SHS HIGH MARK GENEVA MID CAP GROWTH FD CL FID ON 07/15/2013 AT 27 97 | 332 99 | | 312 39- | 20 60 |
| 07/16/13 | SOLD 18 439 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 07/15/2013 AT 27 64 | 509 66 | | 433 87- | 75 79 |
| 07/16/13 | SOLD 2,604 048 SHS LORD ABBETT INVESTMENT TRUST-SHORT DURATION INCOME FUND ON 07/15/2013 AT 4 56 | 11,874 46 | | 12,082 78- | 208 32- |
| 07/16/13 | SOLD 4,950 308 SHS METROPOLITAN WEST TOTAL RETURN BOND FUND CL I ON 07/15/2013 AT 10 57 | 52,324 76 | | 54,813 74- | 2,488 98- |
| 07/16/13 | SOLD 4,271 818 SHS PIONEER BOND FUND CLASS Y FD #0703 ON 07/15/2013 AT 9 57 | 40,881 30 | | 42,041 06- | 1,159 76- |
| 07/16/13 | SOLD 26 593 SHS VIRTUS SMALL-MID CAP FUND-I ON 07/15/2013 AT 23 53 | 625 74 | | 591 69- | 34 05 |
| 09/19/13 | SOLD 9 828 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 09/18/2013 AT 16 28 | 160 00 | | 124 52- | 35 48 |
| 09/19/13 | SOLD 15 399 SHS AMERICAN CENTURY SMALL CAP VALUE INST CL ON 09/18/2013 AT 10 39 | 160 00 | | 145 37- | 14 63 |
| 09/19/13 | SOLD 4 897 SHS AMERICAN CENTURY GROWTH FUND-INSTL ON 09/18/2013 AT 32 67 | 160 00 | | 152 25- | 7 75 |
| 09/19/13 | SOLD 4 624 SHS JP MORGAN MID CAP VALUE FD CL I ON 09/18/2013 AT 34 60 | 160 00 | | 144 04- | 15 96 |
| 09/19/13 | SOLD 5 51 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 09/18/2013 AT 29 04 | 160 00 | | 129 65- | 30 35 |
| 09/19/13 | SOLD 5 03 SHS MFS VALUE FUND CL I ON 09/18/2013 AT 31 81 | 160 00 | | 154 77- | 5 23 |
| 09/19/13 | SOLD 5 387 SHS NATIONWIDE GENEVA MID CAP GROWTH FUND ON 09/18/2013 AT 29 70 | 160 00 | | 141 35- | 18 65 |
| 09/19/13 | SOLD 6 669 SHS VIRTUS SMALL-MID CAP FUND-I ON 09/18/2013 AT 23 99 | 160 00 | | 148 39- | 11 61 |
| 09/19/13 | SOLD 18 497 SHS IVY HIGH INCOME FUND CL I ON 09/18/2013 AT 8 65 | 160 00 | | 159 26- | 0 74 |

## DETAIL OF TRANSACTIONS ( CONTINUED )

| DATE | DESCRIPTION | PRINCIPAL CASH | INCOME CASH | COST | GAIN / LOSS |
|---|---|---|---|---|---|
| 09/19/13 | SOLD 15 625 SHS PIMCO TOTAL RETURN II INSTL FD CL #153 ON 09/18/2013 AT 10 24 | 160 00 | | 160 00- | |
| 09/19/13 | SOLD 14 733 SHS TCW CORE FIXED INCOME FUND ON 09/18/2013 AT 10 86 | 160 00 | | 160.15- | 0 15- |
| 09/19/13 | SOLD 12 251 SHS TEMPLETON GLOBAL BOND FUND ADV ON 09/18/2013 AT 13 06 | 160 00 | | 166 73- | 6 73- |
| 09/19/13 | SOLD 15 209 SHS VANGUARD S/T BOND INDEX-SIG ON 09/18/2013 AT 10 52 | 160 00 | | 159 85- | 0 15 |
| 09/19/13 | SOLD 4 799 SHS INVESCO INTERNATIONAL GROWTH FD CL R5 ON 09/18/2013 AT 33 34 | 160 00 | | 151 70- | 8 30 |
| 09/19/13 | SOLD 8 705 SHS MFS RESH INTL FD CL I ON 09/18/2013 AT 18 38 | 160 00 | | 152 34- | 7 66 |
| 09/19/13 | SOLD 16 178 SHS VIRTUS EMERGING MARKETS OPPORTUNITY-I ON 09/18/2013 AT 9 89 | 160 00 | | 167 60- | 7 60- |
| 10/16/13 | SOLD 114 428 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 10/15/2013 AT 15 92 | 1,821 70 | | 1,449 80- | 371 90 |
| 10/16/13 | SOLD 22 822 SHS INVESCO INTERNATIONAL GROWTH FD CL R5 ON 10/15/2013 AT 33 18 | 757 24 | | 721 40- | 35 84 |
| 10/16/13 | SOLD 98 429 SHS AMERICAN CENTURY SMALL CAP VALUE INST CL ON 10/15/2013 AT 10 46 | 1,029 57 | | 929 17- | 100 40 |
| 10/16/13 | SOLD 75 516 SHS AMERICAN CENTURY GROWTH FUND-INSTL ON 10/15/2013 AT 32 41 | 2,447 47 | | 2,347 79- | 99 68 |
| 10/16/13 | SOLD 28 496 SHS JP MORGAN MID CAP VALUE FD CL I ON 10/15/2013 AT 34 12 | 972 28 | | 887 64- | 84 64 |
| 10/16/13 | SOLD 87 918 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 10/15/2013 AT 28 87 | 2,538 20 | | 2,068 71- | 469 49 |
| 10/16/13 | SOLD 36 974 SHS MFS RESH INTL FD CL I ON 10/15/2013 AT 18 17 | 671 82 | | 647 05- | 24 77 |
| 10/16/13 | SOLD 65 192 SHS MFS VALUE FUND CL I ON 10/15/2013 AT 31 04 | 2,023 57 | | 2,005 96- | 17 61 |
| 10/16/13 | SOLD 46 356 SHS NATIONWIDE GENEVA MID CAP GROWTH FUND ON 10/15/2013 AT 29 55 | 1,369 83 | | 1,216 38- | 153 45 |

## DETAIL OF TRANSACTIONS ( CONTINUED )

| DATE | DESCRIPTION | PRINCIPAL CASH | INCOME CASH | COST | GAIN / LOSS |
|---|---|---|---|---|---|
| 10/16/13 | SOLD 2,251 299 SHS VANGUARD S/T BOND INDEX-SIG ON 10/15/2013 AT 10 52 | 23,683 67 | | 23,661 15- | 22 52 |
| 10/16/13 | SOLD 47 367 SHS VIRTUS SMALL-MID CAP FUND-I ON 10/15/2013 AT 24 19 | 1,145 80 | | 1,053 92- | 91 88 |
| 10/16/13 | SOLD 408 137 SHS VIRTUS EMERGING MARKETS OPPORTUNITY-I ON 10/15/2013 AT 9 83 | 4,011 99 | | 3,986 21- | 25 78 |
| 02/21/14 | SOLD 32 707 SHS INVESCO DIVERSIFIED DIVIDEND FD CL R5 ON 02/20/2014 AT 17 08 | 558 63 | | 414 40- | 144 23 |
| 02/21/14 | SOLD 49 385 SHS JPMORGAN LARGE CAP GROWTH SL FD #3118 ON 02/20/2014 AT 32 69 | 1,614.41 | | 1,162 03- | 452 38 |
| 02/21/14 | SOLD 12 685 SHS MFS VALUE FUND CL I ON 02/20/2014 AT 32 99 | 418 49 | | 390 32- | 28 17 |
| 02/21/14 | SOLD 333 18 SHS VIRTUS SMALL-MID CAP FUND-I ON 02/20/2014 AT 24 74 | 8,242 87 | | 7,413 25- | 829 62 |
| **TOTAL SALES** | | 216,957.01 | 0.00 | 203,089.56- | 13 867 4[illegible] |