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 JUN 1, 2013 , and ending MAY 31, 2014

Name of foundation
LOATS FOUNDATION, INC.
C/O DRAPER & MCGINLEY, P.A.

A Employer identification number
52-0610535

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
365 W. PATRICK STREET

B Telephone number
301-694-7411

City or town, state or province, country, and ZIP or foreign postal code
FREDERICK, MD 21701-4854

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)* ▶$ 3,713,531.

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	0.		N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	147.	147.		STATEMENT 1
	4 Dividends and interest from securities	111,181.	111,181.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	182,624.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		182,624.		
	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	293,952.	293,952.		
Operating and Administrative Expenses	13 Compensation of officers directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,650.	2,650.		0.
	c Other professional fees STMT 4	17,228.	17,228.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	2,744.	2,079.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	22,622.	21,957.		0.
	25 Contributions, gifts, grants paid	192,250.			192,250.
	26 **Total expenses and disbursements** Add lines 24 and 25	214,872.	21,957.		192,250.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	79,080.			
	b **Net investment income** (if negative, enter -0-)		271,995.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	340,859.	46,872.	46,872.
	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	2,764,465.	3,131,820.	3,666,659.
	c	Investments - corporate bonds			
	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 1)	3,105,324.	3,178,692.	3,713,531.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	3,105,324.	3,178,692.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	3,105,324.	3,178,692.	
	31	**Total liabilities and net assets/fund balances**	3,105,324.	3,178,692.	

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	3,105,324.
2	Enter amount from Part I, line 27a	2	79,080.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,184,404.
5	Decreases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX PAID	5	5,712.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,178,692.

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 MORGAN STANLEY		VARIOUS	VARIOUS
b	SEE ATTACHED MORGAN STANLEY		VARIOUS	VARIOUS
c	SEE ATTACHED MORGAN STANLEY		VARIOUS	VARIOUS
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				135,146.
b				40,310.
c				7,168.
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				135,146.
b				40,310.
c				7,168.
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	182,624.
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	179,550.	3,334,130.	.053852
2011	168,550.	3,252,127.	.051828
2010	144,500.	3,119,426.	.046323
2009	144,500.	2,867,694.	.050389
2008	212,044.	3,200,388.	.066256

2	**Total** of line 1, column (d)	2	.268648
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	.053730
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,766,073.
5	Multiply line 4 by line 3	5	202,351.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,720.
7	Add lines 5 and 6	7	205,071.
8	Enter qualifying distributions from Part XII, line 4	8	192,250.

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	5,440.
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	5,440.
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	5,440.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 5,100.		
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	5,100.
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	340.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	Refunded ▶	11	

Part VII-A — Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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*	1b		X
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) ▶ MD			
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 ▶ C. RICHARD MILLER Telephone no. ▶301-898-4000

Located at ▶5 N. MAIN STREET, WOODSBORO, MD ZIP+4 ▶21798-8816

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 ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 ☒ 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 ☒ 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 | | 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
SEE STATEMENT 7		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 THE LOATS FOUNDATION MAKES CONTRIBUTIONS TO VARIOUS NON-PROFIT ORGANIZATIONS AND CONTRIBUTES SCHOLARSHIP FUNDS TO COLLEGES AND UNIVERSITIES.	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 THE LOATS FOUNDATION DOESN'T HAVE ANY PROGRAM RELATED INVESTMENTS. THE FOUNDATION CONTRIBUTES FUNDS TO NON-PROFIT ORGANIZATIONS, COLLEGES AND UNIVERSITIES.	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,629,559.
b	Average of monthly cash balances	1b	193,865.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,823,424.
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	3,823,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	57,351.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,766,073.
6	**Minimum investment return** Enter 5% of line 5	6	188,304.

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	188,304.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 5,440.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	5,440.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	182,864.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	182,864.
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	182,864.

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	192,250.
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	192,250.
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	192,250.

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.

Form **990-PF** (2013)

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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				182,864.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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 163,209.				
e From 2012 4,211.				
f Total of lines 3a through e	167,420.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 192,250.				
a Applied to 2012, but not more than line 2a			0.	
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				182,864.
e Remaining amount distributed out of corpus	9,386.			
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	176,806.			
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				0.
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	176,806.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 163,209.				
d Excess from 2012 4,211.				
e Excess from 2013 9,386.				

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 ▶ ☐ 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:

LOATS FOUNDATION, INC., 301-898-4000
35 E. CHURCH STREET, FREDERICK, MD 21701

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BIG BROTHERS/BIG SISTERS 2 EAST CHURCH STREET FREDERICK, MD 21701		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	3,000.
FAMILIES PLUS 35 EAST CHURCH STREET FREDERICK, MD 21701		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	5,500.
FREDERICK COMMUNITY COLLEGE 7932 OPOSSUMTOWN PIKE FREDERICK, MD 21702		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	41,000.
FREDERICK COUNTY YOUTH HOT LINE 263 EAST CHURCH STREET FREDERICK, MD 21701		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	3,000.
FROSTBURG STATE UNIVERSITY FOUNDATION 101 BRADDOCK ROAD FROSTBURG, MD 21532		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	12,700.
Total SEE CONTINUATION SHEET(S)			▶ 3a	192,250.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
1 Program service revenue:	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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					147.
4 Dividends and interest from securities					111,181.
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					182,624.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		0.	293,952.

13 Total. Add line 12, columns (b), (d), and (e) 13 293,952.

(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).
3	INTEREST EARNED ON OPERATING CASH ACCOUNT NECESSARY TO DIST. FUNDS.
4	DIVIDENDS EARNED ON INVESTMENTS HELD FOR SCHOLARSHIPS AND CONT.
7	NET GAIN ON SALE OF INVESTMENTS HELD FOR SCHOLARSHIPS AND CONT.

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: 10/7/14 Title: TREASURER/DIRECTOR

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
JAMES A. DRAPER	[signature] CPA	073014		P00222904
Firm's name ▶ DRAPER & MCGINLEY, P.A.			Firm's EIN ▶ 52-1268363	
Firm's address ▶ 365 W. PATRICK ST. FREDERICK, MD 21701			Phone no. (301)694-7411	

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
HEARLTY HOUSE INC PO BOX 857 FREDERICK, MD 21705		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	3,600.
HOOD COLLEGE 401 ROSEMONT AVENUE FREDERICK, MD 21701		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	18,800.
MAR LU RIDGE 3200 MAR LU RIDGE ROAD JEFFERSON, MD 21755		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	5,000.
MARYLAND SHERIFF'S YOUTH RANCH 7902 FINGERBOARD ROAD FREDERICK, MD 21704		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	2,300.
MCDANIEL UNIVERSITY 2 COLLEGE HILL WESTMINSTER, MD 21157		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	11,350.
MOUNT ST. MARY'S UNIVERSITY 16300 OLD EMMITSBURG ROAD EMMITSBURG, MD 21727		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	7,800.
SALISBURY UNIVERSITY FOUNDATION, INC 1101 CAMDEN AVE SALISBURY, MD 21801		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	3,500.
SCOTT KEY CENTER 350 MONTEVUE LANE FREDERICK, MD 21702		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	2,000.
SHEPHERD UNIVERSITY FOUNDATION PO BOX 5000 SPEPHERDSTOWN, WV 25543		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	12,700.
TOWSON UNIVERSITY FOUNDATION 8000 YORK ROAD TOWSON, MD 21252		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	14,700.
Total from continuation sheets				127,050.

323631
05-01-13

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
TRINITY SCHOOL 6040 NEW DESIGN ROAD FREDERICK, MD 21703		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	9,000.
UNIVERSITY OF MARYLAND BALTIMORE COUNTY 1000 HILLTOP CIRCLE BALTIMORE, MD 21250		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	6,300.
UNIVERSITY OF MARYLAND COLLEGE PARK COLLEGE PARK, MD 20742		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	12,700.
WEE FOLKS SCHOOL 26 E. 2ND STREET FREDERICK, MD 21701		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	6,000.
YMCA OF FREDERICK COUNTY 1000 NORTH MARKET STREET FREDERICK, MD 21701		501(C)(3)	TO SUPPORT THE ACTIVITIES AND MISSION OF THE INSTITUTION.	1,300.
MOTHER SETON SCHOOL 100 CREAMERY ROAD EMMITSBURG, MD 21727		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	5,000.
CALVARY WEEKDAY SCHOOL 131 WEST 2ND STREET FREDERICK, MD 21701		501(C)(3)	TO PROVIDE SCHOLARSHIP FUNDING.	5,000.
Total from continuation sheets				

323631
05-01-13

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	134.	134.	
WOODSBORO BANK	13.	13.	
TOTAL TO PART I, LINE 3	147.	147.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	111,181.	0.	111,181.	111,181.	
TO PART I, LINE 4	111,181.	0.	111,181.	111,181.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,650.	2,650.		0.
TO FORM 990-PF, PG 1, LN 16B	2,650.	2,650.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	17,228.	17,228.		0.
TO FORM 990-PF, PG 1, LN 16C	17,228.	17,228.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE/ADMINISTRATIVE	9.	0.		0.
INSURANCE	2,599.	2,079.		0.
SAFE DEPOSIT BOX RENTAL	136.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,744.	2,079.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	3,131,820.	3,666,659.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,131,820.	3,666,659.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
REV., DR. ROBERT DRIVER-BISHOP 31 E. CHURCH STREET FREDERICK, MD 21701	PRESIDENT 0.00	0.	0.	0.
C. RICHARD MILLER,JR. 31 E. CHURCH STREET FREDERICK, MD 21701	TREASURER/DIRECTOR 0.00	0.	0.	0.
LORRAINE PRETE 31 E. CHURCH STREET FREDERICK, MD 21701	DIRECTOR 0.00	0.	0.	0.
KATHLEEN A. COSTLOW 31 E. CHURCH STREET FREDERICK, MD 21701	DIRECTOR 0.00	0.	0.	0.
W. PHILLIP FOGARTY 31 E. CHURCH STREET FREDERICK, MD 21701	DIRECTOR 0.00	0.	0.	0.
MARION D. CARMACK, JR. 31 E. CHURCH STREET FREDERICK, MD 21701	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
BARBARA BRITTAIN 31 E. CHURCH STREET FREDERICK, MD 21701	DIRECTOR 0.00	0.	0.	0.
HELEN HAHN 31 E. CHURCH STREET FREDERICK, MD 21701	SECRETARY/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Valuation Currency: USD

Investment Summary
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/01/2014 to 05/31/2014
Trade Date Reporting

Changes in Account Value

	Market Value
Original Market Value as of 04/30/2014 *	**3,625,569.71**
Check Activity	0.00
Debit Card Activity	0.00
Cash Deposits (Withdrawals)	0.00
Security Deposits (Withdrawals)	0.00
Interest Income (Expenses)	0.00
Dividend Income (Expenses)	11,020.75
Miscellaneous Activity	(35.75)
Value Appreciation (Depreciation)	69,820.49
Market Value as of 05/31/2014	**3,706,375.20**

Asset Allocation

	Market Value 04/30/2014	*Market Value 05/31/2014*	*% of Portfolio*
Cash Alternatives	*26,656 79*	*37,558 25*	
Cash held in Cash Account	*2,074 73*	*2,158 27*	
Total Cash and Cash Alternatives	28,731.52	39,716.52	1 07
Fixed Income	1,228,517.18	1,237,996.45	33.40
Equities	2,368,321.01	2,428,662.23	65.53
Total Market Value	**3,625,569.71**	**3,706,375.20**	**100.00**
Total Portfolio Market Value	**3,625,569.71**	**3,706,375.20**	

The opening market value and the opening accrued interest may be different from the corresponding figures at the close of the prior reporting period due to adjustments made to security prices and/or referential data Please contact your Private Wealth Advisor for details

Totals in Changes in Account Value section do not include the value of unpriced securities (securities denoted with N/A) or securities for which Morgan Stanley is not the custodian

**Negative amounts reflect value of debit balance, or margin loan, in the account A positive amount reflects net cash and securities available for withdrawal or to collateralize additional loans in the account*

Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

Valuation Currency: USD

Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of*** Portfolio	Acct Type
CASH AND CASH ALTERNATIVES											
CURRENCIES											
US DOLLAR	2,158 27			2,158 27		2,158 27			2,158 27	0 06	C
MONEY MARKET FUNDS**											
AAA INSTITUTIONAL MONEY TRUST	37,558 25	0 02	1 00	37,558 25	1 00	37,558 25			37,558.25	1 01	C
TOTAL CASH AND CASH ALTERNATIVES				*39,716.52*		*39,716.52*			*39,716.52*	*1.07*	
FIXED INCOME											
FIXED INCOME ETFS											
VANGUARD SHORT TERM BOND TICKER BSV	2,500 00	0 91	80 07	200,174 25	80 45	201,125 00	950 75		201,125 00	5 43	C
FIXED INCOME MUTUAL FUNDS											
BLACKROCK MULTI SECTOR BD INST TICKER BMSIX	28,836 94	0 45	10 40	300,000 00	10 44	301,057 60	1,057 60		301,057 60	8 12	C
BLACKROCK STRAT INC OPPORT INST TICKER BSIIX	4,906 38	0 24	10.22	50,144 20	10 34	50,731 93	587 73		50,731 93	1 37	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated
***An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency Although the Fund seeks to preserve the value of your investment at $1 00 per share, it is possible to lose money by investing in the fund The yield shown represents the SEC 7-day yield*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
Materials											
Diversified Chemicals											
DOW CHEMICAL CORP TICKER DOW	1,000 00	1 48	32 97	32,972 80	52 12	52,120 00	19,147 20		52,120.00	1 41	C
Fertilizers & Agricultural Chemicals											
CF INDS HLDGS INC TICKER CF	200 00	4 00	214 36	42,872 41	243 31	48,662 00	5,789 59		48,662 00	1 31	C
MONSANTO CO TICKER MON	600 00	1 72	96 12	57,673 98	121 85	73,110 00	15,436 02		73,110 00	1 97	C
MOSAIC CMPANY TICKER MOS	500 00	1 00	61 40	30,698 70	49 99	24,995 00	(5,703 70)		24,995 00	0 67	C
POTASH CORP OF SASKATCHEWAN INC CAD NPV TICKER POT	1,370 00	1 40	36 72	50,308 94	36 32	49,758 40	(550 54)		49,758 40	1 34	C
Fertilizers & Agricultural Chemicals				181,554 03		196,525 40	14,971 37		196,525.40	5 30	
Specialty Chemicals											
ECOLAB INC TICKER ECL	1,100 00	1 10	96 63	106,298 48	109 19	120,109 00	13,810.52		120,109 00	3 24	C
Materials				320,825 31		368,754 40	47,929.09		368,754 40	9 95	

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated
***An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency Although the Fund seeks to preserve the value of your investment at $1 00 per share, it is possible to lose money by investing in the fund The yield shown represents the SEC 7-day yield*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

Valuation Currency: USD

Security Description		Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Industrials												
Electrical Components & Equipment												
EMERSON ELEC CO TICKER EMR		1,300 00	1 72	49 87	64,829 33	66 73	86,749 00	21,919 67		86,749 00	2 34	C
ACCRUAL CASH DIVIDEND EMERSON ELEC CO EX DATE 05/14/2014 PAY DATE 06/10/2014									559 00	559 00	0 02	C
Electrical Components & Equipment					64,829 33		86,749 00	21,919 67	559 00	87,308 00	2 36	
Industrial Conglomerates												
DANAHER CORP TICKER DHR		1,000 00	0 40	73 49	73,487 80	78 43	78,430 00	4,942 20		78,430 00	2 12	C
GENERAL ELEC CO TICKER GE		3,100 00	0 88	22 20	68,809 14	26 79	83,049 00	14,239 86		83,049.00	2 24	C
Industrial Conglomerates					142,296 94		161,479 00	19,182 06		161,479 00	4 36	
INTERTEK GROUP PLC GBP0 01 TICKER IKTSF	GBP USD	1,211 00	0 77	31 70 49 07	38,388 33 59,425 41	29 20 48 95	35,357 03 59,272 53	(3,031 30) (152.88)		35,357 03 59,272 53	1 60	C

Yield to Maturity at Purchase is represented for fixed income instruments only and represents stated annual coupon or OID on debt at the time of purchase and is obtained from publicly available information
Cost Basis and acquisition dates for securities delivered into your account after your purchase were provided by you or a third party and we make no representation as to the accuracy of such information
The totals in the portfolio valuation by position section do not include the value of unpriced securities (securities with prices denoted with N/A) and any assets not held by Morgan Stanley & Co LLC Yield/Interest and Gain/Loss information is estimated
***An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency Although the Fund seeks to preserve the value of your investment at $1 00 per share, it is possible to lose money by investing in the fund The yield shown represents the SEC 7-day yield*
**** Please see the general disclosures set forth at the end of this Supplemental Report*

Supplemental Report

Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

Valuation Currency: USD

Security Description		Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
ACCRUAL CASH DIVIDEND	GBP								417 12	417 12	0 02	C
INTERTEK GROUP PLC GBP0 01	USD								699 26	699 26		
EX DATE 05/21/2014 PAY DATE 06/06/2014												
					59,425 41		59,272 53	(152 88)	699 26	59,971 79	1 62	
Air Freight & Couriers												
UNITED PARCEL SERVICE INC CL B TICKER UPS		700 00	2 68	61 48	43,035 76	103 88	72,716 00	29,680 24		72,716 00	1 96	C
ACCRUAL CASH DIVIDEND UNITED PARCEL SERVICE INC CL B EX DATE 05/15/2014 PAY DATE 06/04/2014									469 00	469 00	0 01	C
Air Freight & Couriers					43,035 76		72,716 00	29,680 24	469 00	73,185 00	1 97	
Industrials					309,587 44		380,216 53	70,629 09	1,727 26	381,943 79	10 31	
Consumer Discretionary												
Auto Parts & Equipment												
DELPHI AUTOMOTIVE PLC TICKER DLPH		1,130 00	1 00	55.43	62,640 54	69 06	78,037 80	15,397 26		78,037 80	2 11	C
Restaurants												
COMPASS GROUP PLC	GBP	7,800 00	0 42	9 20	71,738 12	9 96	77,693 07	5,954 95		77,693 07	3 51	C
TICKER CMPGF	USD			15 25	118,971 64	16 70	130,244 66	11,273 02		130,244 66		

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Supplemental Report

Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

Valuation Currency: USD

Security Description		Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
ACCRUAL CASH DIVIDEND COMPASS GROUP PLC EX DATE 05/21/2014 PAY DATE 06/26/2014	GBP USD								762 67 1,278 53	762 67 1,278 53	0 03	C
Restaurants					118,971 64		130,244 66	11,273 02	1,278 53	131,523 19	3 55	
Advertising												
WPP PLC ST HELIER ADR TICKER WPPGY		310 00	2 81	105 95	32,843 73	107 97	33,470 70	626 97		33,470.70	0 90	C
Apparel Retail												
ROSS STORES INC TICKER ROST		800 00	0.80	72.80	58,240 08	68 45	54,760 00	(3,480 08)		54,760 00	1 48	C
Consumer Discretionary					272,695 99		296,513 16	23,817 17	1,278 53	297,791 69	8 03	
Consumer Staples												
Drug Retail												
CVS CAREMARK CORP TICKER CVS		1,200 00	1 10	55 38	66,455 47	78 32	93,984 00	27,528 53		93,984 00	2 54	C
Brewers												
ANHEUSER BUSCH INBEV SPON TICKER BUD		550 00	2 32	76 29	41,957 48	109 92	60,456 00	18,498 52		60,456.00	1 63	C

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Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

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Security Description	Shares or Face Value	Div or YTM@pur	Book Price	Book Cost	Market Price	Market Value	Unrealized Gain (Loss)	Accrued Interest	Total Market Value	% of *** Portfolio	Acct Type
Packaged Foods											
NESTLE SA CHF10 SPONS ADR 20 ADRS - 1 REG'D) TICKER NSRGY	1,100 00	2 03	49 13	54,041 00	78 58	86,432 50	32,391 50		86,432 50	2 33	C
Household Products											
PROCTER & GAMBLE TICKER PG	300 00	2 57	78 23	23,467 92	80 79	24,237 00	769 08		24,237 00	0 65	C
RECKITT BENCKISER PLC SPONSORED ADR TICKER RBGLY	3,000 00	0 42	10 30	30,900 00	17 20	51,585 00	20,685 00		51,585 00	1 39	C
ACCRUAL ADR DIVIDEND RECKITT BENCKISER PLC EX DATE 02/19/2014 PAY DATE 06/05/2014								771 82	771 82	0 02	C
Household Products				54,367 92		75,822 00	21,454 08	771 82	76,593 82	2 07	
Consumer Staples				216,821 87		316,694 50	99,872 63	771 82	317,466 32	8 57	
Health Care											
Pharmaceuticals											
JOHNSON & JOHNSON TICKER JNJ	1,000 00	2 80	51 01	51,013 97	101 46	101,460 00	50,446 03		101,460 00	2 74	C

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Supplemental Report

Portfolio Valuation By Position
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
05/31/2014
Trade Date Reporting

Valuation Currency: USD

Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
ACCRUAL CASH DIVIDEND JOHNSON & JOHNSON EX DATE 05/22/2014 PAY DATE 06/10/2014								700 00	700 00	0 02	C
Pharmaceuticals				51,013 97		101,460 00	50,446 03	700 00	102,160 00	2 76	
Health Care				51,013 97		101,460 00	50,446 03	700 00	102,160 00	2 76	
Financials											
Thrifts & Mortgage Finance											
PEOPLES UNITED FINANCIAL INC TICKER PBCT	5,100 00	0 66	13 05	66,540 15	14 37	73,287 00	6,746 85		73,287 00	1 98	C
Information Technology											
Telecommunications Equipment											
QUALCOMM INC TICKER QCOM	550 00	1 68	64 17	35,296 03	80 45	44,247 50	8,951 47		44,247 50	1 19	C
TOTAL COMMON STOCKS				1,702,327 30		2,181,731 09	479,403 79	7,064 89	2,188,795 98	59 05	

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Portfolio Valuation By Position
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Security Description	*Shares or Face Value*	*Div or YTM@pur*	*Book Price*	*Book Cost*	*Market Price*	*Market Value*	*Unrealized Gain (Loss)*	*Accrued Interest*	*Total Market Value*	*% of *** Portfolio*	*Acct Type*
CONVERTIBLE PREFERRED STOCKS											
HEALTH CARE REIT INC PERPETUAL 6 5000% SERIES I TICKER HCN I *Convertible, S&P BB+, Moodys BAA3*	750 00	3 25	56 99	42,744 00	59 25	44,437 50	1,693 50		44,437 50	1 20	C
WELLS FARGO & CO SER L 7 5% 31 DEC 2049 CONV PFD TICKER WFC L *Convertible, S&P BBB+, Moodys BAA3*	25 00	75 00	1,119 00	27,975 00	1,232 00	30,800 00	2,825 00		30,800 00	0 83	C
ACCRUAL CASH DIVIDEND WELLS FARGO & CO SER L EX DATE 05/28/2014 PAY DATE 06/16/2014								468 75	468 75	0 01	C
TOTAL CONVERTIBLE PREFERRED STOCKS				70,719 00		75,237 50	4,518 50	468 75	75,706 25	2 04	
EXCHANGE TRADED FUNDS											
ALPS ALERIAN MLP TICKER AMLP	9,000 00	1 10	17 30	155,663 40	18 24	164,160 00	8,496 60		164,160 00	4 43	C
TOTAL EQUITIES				***1,928,709.70***		***2,421,128.59***	***492,418.89***	***7,533.64***	***2,428,662.23***	***65.53***	
TOTAL PORTFOLIO				**3,171,536.90**		**3,698,841.56**	**527,304.66**	**7,533.64**	**3,706,375.20**	**100.00**	

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Income & Expenses
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06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Transaction Type
Payment Date
Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
LONG TERM CAPITAL GAINS						
BLACKSTONE GROUP BLACKSTONE GROUP LP MUTUAL FUNDS	11/04/2013					92 00
PIMCO FDS TOTAL RETURN FUND-IN PIMCO TOTAL RETURN INST	12/11/2013					435 64
LOOMIS SAYLES FDS BD FD INSTL CL OPEN END FUND LOOMIS SAYLES BOND INST	12/17/2013					598 78
PRINCIPAL INV PREFERRED SEC A PRINCIPAL PREFERRED SEC A	12/18/2013					4,118 62
T ROWE SPECTRUM INCOME T ROWE PRICE SPECTRUM INCOME	12/23/2013					1,802 33
VANGUARD SHORT TERM BOND 0 912% DUE @ 0 00 VANGUARD SHORT TERM BND MUTUAL FUNDS	04/07/2014					37 50
TOTAL LONG TERM CAPITAL GAINS						**7,084.87**
DIVIDEND EXPENSE						
RECKITT BENCKISER PLC SPONSORED ADR P/D 20130621 3000SH@ 0 2 439 USD/SHR 0% TAX WITHHELD AT SOUR CE	06/21/2013	(37 50)		(37 50)		
TOTAL DIVIDEND EXPENSE		**(37.50)**		**(37.50)**		
DIVIDEND INCOME						
BB&T CORP COM STK P/D 20130603 1 000SH@ 0 2300 USD /SHR 0% TAX WI THHELD AT SOURCE	06/03/2013	230 00		230 00		
BB&T CAPITAL 5 2% P/D 20130603 2 000SH@ 0 1083 USD/SHR 0% TAX WIT HHELD AT SOURCE	06/03/2013	216 67		216 67		
CAPITAL ONE PFD STK P/D 20130603 1500SH@ 0 3750 USD/ SHR 0% TAX WITHHELD AT SOURCE	06/03/2013	562 50		562 50		

Morgan Stanley

Private Wealth Management

Supplemental Report

Income & Expenses

850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN

06/01/2013 to 05/31/2014

Trade Date Reporting

Valuation Currency: USD

Sort Order: Transaction Type

Payment Date

Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
ENBRIDGE INC COM STK P/D 2013060 3 1000SH@ 0 3150 CAD/ SHR 25 00% TAX WITHHELD AT SOURCE CHARGE R ATE 1 0385	06/03/2013	303 30	75 83	227 47		
PNC FINANCIAL SERVICES SERIES 5 375 PFD P/D 20130603 2620SH @ 0 3359 USD/SHR 0% TAX WITHHELD AT SOURCE	06/03/2013	880 16		880 16		
PFIZER INC COM P/D 20130604 2000 SH@ 0 2400 USD/SHR 0% TAX WI THH ELD AT SOURCE	06/04/2013	480 00		480 00		
CHEVRON CORPORATION P/D 20130610 1200SH@ 1 0000 USD/SHR 0% T AX WITHHELD AT SOURCE	06/10/2013	1,200 00		1,200 00		
EMERSON ELECTRIC CO COM STK P/D 20130610 1000SH@ 0 4100 USD /SHR 0% TAX WITHHELD AT SOURCE	06/10/2013	410 00		410 00		
JOHNSON & JOHNSON	06/11/2013	660 00		660 00		
UNILEVER N V ADR P/D 20130612 70 0SH@ 0 3494 USD/SHR 15 00% TAX W ITHHELD AT SOURCE	06/12/2013	244 58	36 69	207 89		
UNILEVER PLC ADR P/D 20130612 40 0SH@ 0 3494 USD/SHR 0% TAX WITHH ELD AT SOURCE	06/12/2013	139 76		139 76		
MICROSOFT CORP COM STK P/D 20130 613 1500SH@ 0 2300 USD /SHR 0% T AX WITHHELD AT SOURCE	06/13/2013	345 00		345 00		
CENTURYLINK INC	06/14/2013	702 00		702 00		
SUNTRUST BANKS INC 5 875%-E	06/17/2013	1,468 72		1,468 72		
WEBSTER FINL CORP 6 4% SER E	06/17/2013	414 00		414 00		
WELLS FARGO 7 5 NON-CUM CL A	06/17/2013	1,406 25		1,406 25		
RECKITT BENCKISER PLC SPONSORED ADR P/D 20130621 3000SH@ 0 2 439 USD/SHR 0% TAX WITHHELD AT SOUR CE	06/21/2013	731 86		731 86		
WASTE MGMT INC (DELA)	06/21/2013	547 50		547 50		
BLACKROCK INC	06/24/2013	168 00		168 00		

Morgan Stanley
Private Wealth Management

Supplemental Report

Income & Expenses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

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Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
WILLIAMS CO INC	06/24/2013	705 00		705 00		
DODGE & COX INCOME FUND	06/26/2013	767 56		767 56		
KOHLS CORPORATION WISC	06/26/2013	259 00		259 00		
LOOMIS SAYLES BOND INST	06/26/2013	501 22		501 22		
QUALCOMM INC	06/26/2013	192 50		192 50		
MS AAA INSTL MONEY TRUST	06/27/2013	2 33		2 33		
ROYAL DUTCH SHELL PLC ADR P/D 20 130627 1000SH@ 0 9000 USD/SH R 1 5 00% TAX WITHHELD AT SOURCE	06/27/2013	900 00	135 00	765 00		
PIMCO TOTAL RETURN INST	06/28/2013	132 87		132 87		
T ROWE PRICE CORPORATE INCOME	06/28/2013	199 61		199 61		
T ROWE PRICE SPECTRUM INCOME	06/28/2013	392 83		392 83		
WESTERN ASSET CORE BD I	06/28/2013	191 98		191 98		
BAXTER INTL INC	07/01/2013	196 00		196 00		
FIFTH THIRD BANK 8 5% SER G	07/01/2013	1,086 00		1,086 00		
PRINCIPAL FINL GROUP INC	07/01/2013	203 69		203 69		
ROGERS COMM INC CL B (BC)	07/03/2013	742 74	111 41	631 33		
STAPLES INC	07/18/2013	300 00		300 00		
EMC CORP MASS	07/23/2013	142 00		142 00		
GENERAL ELECTRIC CO	07/25/2013	399 00		399 00		
LOOMIS SAYLES BOND INST	07/29/2013	536 13		536 13		
MS AAA INSTL MONEY TRUST	07/30/2013	4 16		4 16		
BANK AMER 7 2500 SERS L	07/30/2013	1,359 38		1,359 38		
DOW CHEMICAL CO	07/30/2013	320 00		320 00		
PIMCO TOTAL RETURN INST	07/31/2013	164 27		164 27		
T ROWE PRICE CORPORATE INCOME	07/31/2013	214 12		214 12		
T ROWE PRICE SPECTRUM INCOME	07/31/2013	341 48		341 48		
WESTERN ASSET CORE BD I	07/31/2013	223 88		223 88		
CVS CAREMARK CORP	08/02/2013	157 50		157 50		
ORACLE CORP	08/02/2013	180 00		180 00		
POTASH CP OF SASKATCHEWAN INC	08/02/2013	304 50	45 67	258 83		
PNC FINL SVCS GP	08/05/2013	220 00		220 00		

Supplemental Report

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06/01/2013 to 05/31/2014
Trade Date Reporting

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Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
VODAFONE GP PLC ADS NEW	08/07/2013	2,975 38		2,975 38		
GOLDMAN SACHS GRP INC 5 95%-I	08/12/2013	278 91		278 91		
APPLE INC	08/15/2013	457 50		457 50		
KINDER MORGAN INCORP	08/15/2013	400 00		400 00		
M&T BANK CORP CUM 5 % SER C	08/15/2013	1,250 00		1,250 00		
THE MOSAIC CO (HLDG CO) NEW	08/15/2013	125 00		125 00		
PEOPLE'S UNITED FINANCIAL INC	08/15/2013	828 75		828 75		
PROCTER & GAMBLE	08/15/2013	180 45		180 45		
LOOMIS SAYLES BOND INST	08/28/2013	574 61		574 61		
MS AAA INSTL MONEY TRUST	08/29/2013	3.33		3 33		
CF INDUSTRIES HOLDINGS,INC	08/29/2013	80 00		80 00		
DELPHI AUTOMOTIVE PLC	08/29/2013	107 10		107 10		
PIMCO TOTAL RETURN INST	08/30/2013	174 72		174 72		
PRINCIPAL PREFERRED SEC A	08/30/2013	635 92		635 92		
T ROWE PRICE CORPORATE INCOME	08/30/2013	230 24		230 24		
T ROWE PRICE SPECTRUM INCOME	08/30/2013	372 27		372 27		
WESTERN ASSET CORE BD I	08/30/2013	254 44		254 44		
WESTERN ASSET CORE BD I	08/30/2013	246 89		246 89		
BB & T CORP	09/03/2013	230 00		230 00		
BB&T CORPORATION 5 2%-F	09/03/2013	650 00		650 00		
CAPITAL ONE FINANCIAL 6%-B	09/03/2013	562 50		562 50		
ENBRIDGE INC	09/03/2013	298 72	44 81	253 91		
PNC FINL SERVICES GRP 5 375-Q	09/03/2013	880 14		880 14		
UNITED PARCEL SERVICE INC CL-B	09/04/2013	434 00		434 00		
CHEVRON CORP	09/10/2013	1,200 00		1,200 00		
EMERSON ELECTRIC CO	09/10/2013	410 00		410 00		
JOHNSON & JOHNSON	09/10/2013	660 00		660 00		
UNILEVER NV NY SH NEW	09/11/2013	354 50	53 17	301 33		
UNILEVER PLC (NEW) ADS	09/11/2013	141 80		141 80		
MICROSOFT CORP	09/12/2013	345 00		345 00		
SUNTRUST BANKS INC 5 875%-E	09/16/2013	1,468 72		1,468 72		

Income & Expenses
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06/01/2013 to 05/31/2014
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Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
WEBSTER FINL CORP 6 4% SER E	09/16/2013	414 00		414 00		
WELLS FARGO 7 5 NON-CUM CL A	09/16/2013	1,406 25		1,406 25		
CENTURYLINK INC	09/19/2013	702 00		702 00		
WASTE MGMT INC (DELA)	09/20/2013	547 50		547 50		
QUALCOMM INC	09/25/2013	192 50		192 50		
LOOMIS SAYLES BOND INST	09/26/2013	470 79		470 79		
MS AAA INSTL MONEY TRUST	09/27/2013	1 10		1 10		
PIMCO TOTAL RETURN INST	09/30/2013	135 73		135 73		
PRINCIPAL FINL GROUP INC	09/30/2013	203 69		203 69		
PRINCIPAL PREFERRED SEC A	09/30/2013	734 71		734 71		
T ROWE PRICE SPECTRUM INCOME	09/30/2013	398 89		398 89		
WILLIAMS CO INC	09/30/2013	732 50		732 50		
BAXTER INTL INC	10/01/2013	392 00		392 00		
ROGERS COMM INC CL B (BC)	10/02/2013	757 03	113 55	643 48		
RECKITT BENCKISER PLC SPNS ADR	10/03/2013	576 00		576 00		
ECOLAB INC	10/15/2013	138 00		138 00		
INTERTEK GROUP PLC	10/15/2013	289 24		289 24		
EMC CORP MASS	10/23/2013	142 00		142 00		
GENERAL ELECTRIC CO	10/25/2013	399 00		399 00		
MONSANTO CO/NEW	10/25/2013	258 00		258 00		
LOOMIS SAYLES BOND INST	10/29/2013	534 34		534 34		
MS AAA INSTL MONEY TRUST	10/30/2013	2 10		2 10		
BANK AMER 7 2500 SERS L	10/30/2013	1,359 38		1,359 38		
DOW CHEMICAL CO	10/30/2013	320 00		320 00		
PIMCO TOTAL RETURN INST	10/31/2013	153 06		153 06		
PRINCIPAL PREFERRED SEC A	10/31/2013	757 62		757 62		
T ROWE PRICE SPECTRUM INCOME	10/31/2013	347 40		347 40		
CVS CAREMARK CORP	11/01/2013	270 00		270 00		
BLACKSTONE GROUP LP	11/04/2013	4 00		4 00		
PNC FINL SVCS GP	11/05/2013	440 00		440 00		
POTASH CP OF SASKATCHEWAN INC	11/05/2013	304 50	45 67	258 83		

Morgan Stanley
Private Wealth Management

Supplemental Report

Income & Expenses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

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GOLDMAN SACHS GRP INC 5 95%-I	11/12/2013	278 91		278 91		
ALERIAN MLP ETF	11/15/2013	822 00		822 00		
M&T BANK CORP CUM 5 % SER C	11/15/2013	1,250 00		1,250 00		
PEOPLE'S UNITED FINANCIAL INC	11/15/2013	828 75		828 75		
PROCTER & GAMBLE	11/15/2013	180 45		180 45		
MS AAA INSTL MONEY TRUST	11/27/2013	0 77		0 77		
DELPHI AUTOMOTIVE PLC	11/27/2013	192 10		192 10		
LOOMIS SAYLES BOND INST	11/27/2013	515 54		515 54		
ANHEUSER BUSCH INBEV SA SPON	11/29/2013	202 27	50 57	151 70		
CF INDUSTRIES HOLDINGS,INC	11/29/2013	200 00		200 00		
PIMCO TOTAL RETURN INST	11/29/2013	146 20		146 20		
PRINCIPAL PREFERRED SEC A	11/29/2013	767 36		767 36		
T ROWE PRICE SPECTRUM INCOME	11/29/2013	362 36		362 36		
PNC FINL SERVICES GRP 5 375-Q	12/01/2013	880 14		880 14		
BB & T CORP	12/02/2013	690 00		690 00		
BB&T CORPORATION 5 2%-F	12/02/2013	650 00		650 00		
CAPITAL ONE FINANCIAL 6%-B	12/02/2013	562 50		562 50		
ENBRIDGE INC	12/02/2013	888 24	133 24	755 00		
UNITED PARCEL SERVICE INC CL-B	12/04/2013	434 00		434 00		
SPECTRA ENERGY CORP COM	12/09/2013	305 00		305 00		
CHEVRON CORP	12/10/2013	1,200 00		1,200 00		
EMERSON ELECTRIC CO	12/10/2013	430 00		430 00		
JOHNSON & JOHNSON	12/10/2013	660 00		660 00		
MICROSOFT CORP	12/12/2013	420 00		420 00		
SUNTRUST BANKS INC 5 875%-E	12/16/2013	1,468 72		1,468 72		
SUNTRUST BKS	12/16/2013	150 00		150.00		
WEBSTER FINL CORP 6 4% SER E	12/16/2013	414 00		414 00		
WELLS FARGO 7 5 NON-CUM CL A	12/16/2013	1,406 25		1,406 25		
LOOMIS SAYLES BOND INST	12/17/2013	1,014 97		1,014 97		
THE MOSAIC CO (HLDG CO) NEW	12/19/2013	125 00		125 00		
QUALCOMM INC	12/19/2013	192 50		192 50		

Morgan Stanley

Private Wealth Management

Supplemental Report

Income & Expenses

850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN

06/01/2013 to 05/31/2014

Trade Date Reporting

Valuation Currency: USD

Sort Order: Transaction Type

Payment Date

Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
PRINCIPAL PREFERRED SEC A	12/27/2013	781 80		781 80		
WILLIAMS CO INC	12/30/2013	1,140 00		1,140 00		
MS AAA INSTL MONEY TRUST	12/31/2013	0 68		0 68		
PIMCO TOTAL RETURN INST	12/31/2013	104 86		104 86		
T ROWE PRICE SPECTRUM INCOME	12/31/2013	423 75		423 75		
ROGERS COMM INC CL B (BC)	01/02/2014	735 90	110 38	625 52		
ECOLAB INC	01/15/2014	165 00		165 00		
HEALTH CARE REIT INC PFD I	01/15/2014	609 38		609 38		
GENERAL ELECTRIC CO	01/27/2014	682 00		682 00		
LOOMIS SAYLES BOND INST	01/29/2014	1,210 41		1,210 41		
MS AAA INSTL MONEY TRUST	01/30/2014	1 18		1 18		
BANK AMER 7 2500 SERS L	01/30/2014	1,359 38		1,359 38		
DOW CHEMICAL CO	01/30/2014	320 00		320 00		
EATON VANCE BOND I	01/31/2014	227 23		227 23		
MONSANTO CO/NEW	01/31/2014	258 00		258 00		
PIMCO TOTAL RETURN INST	01/31/2014	105 98		105 98		
T ROWE PRICE SPECTRUM INCOME	01/31/2014	359 89		359 89		
CVS CAREMARK CORP	02/03/2014	330 00		330 00		
PNC FINL SVCS GP	02/05/2014	440 00		440 00		
POTASH CP OF SASKATCHEWAN INC	02/06/2014	479 50	71 92	407 58		
VANGUARD SHORT TERM BND	02/07/2014	191 03		191 03		
ALERIAN MLP ETF	02/13/2014	2,502 00		2,502 00		
PEOPLE'S UNITED FINANCIAL INC	02/15/2014	828 75		828 75		
PROCTER & GAMBLE	02/18/2014	180 45		180 45		
LOOMIS SAYLES BOND INST	02/25/2014	1,200 28		1,200 28		
MS AAA INSTL MONEY TRUST	02/27/2014	1 36		1 36		
DELPHI AUTOMOTIVE PLC	02/27/2014	282 50		282 50		
BLACKROCK SECURED CREDIT INST	02/28/2014	830 81		830 81		
CF INDUSTRIES HOLDINGS,INC	02/28/2014	200 00		200 00		
EATON VANCE BOND I	02/28/2014	210 33		210 33		
PIMCO TOTAL RETURN INST	02/28/2014	115 81		115 81		

Morgan Stanley

Private Wealth Management

Supplemental Report

Income & Expenses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Transaction Type
Payment Date
Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
T ROWE PRICE SPECTRUM INCOME	02/28/2014	112 68		112 68		
BB & T CORP	03/03/2014	690 00		690 00		
ENBRIDGE INC	03/03/2014	946 88	142 03	804 85		
VANGUARD SHORT TERM BND	03/07/2014	176 73		176 73		
CHEVRON CORP	03/10/2014	1,200 00		1,200 00		
EMERSON ELECTRIC CO	03/10/2014	430 00		430 00		
SPECTRA ENERGY CORP COM	03/10/2014	335 00		335 00		
JOHNSON & JOHNSON	03/11/2014	660 00		660 00		
UNITED PARCEL SERVICE INC CL-B	03/11/2014	469 00		469 00		
SUNTRUST BKS	03/14/2014	150 00		150 00		
WELLS FARGO 7 5 NON-CUM CL A	03/17/2014	468 75		468 75		
THE MOSAIC CO (HLDG CO) NEW	03/20/2014	125 00		125 00		
HALLIBURTON CO	03/26/2014	300 00		300 00		
LOOMIS SAYLES BOND INST	03/26/2014	1,278 78		1,278 78		
QUALCOMM INC	03/26/2014	192 50		192 50		
MS AAA INSTL MONEY TRUST	03/28/2014	1 30		1 30		
BLACKROCK SECURED CREDIT INST	03/31/2014	1,001 79		1,001 79		
BLACKROCK STRATEGIC INC OPP I	03/31/2014	29 26		29 26		
EATON VANCE BOND I	03/31/2014	490 76		490 76		
PIMCO TOTAL RETURN INST	03/31/2014	134 91		134 91		
ROSS STORES INC	03/31/2014	160 00		160 00		
WILLIAMS CO INC	03/31/2014	1,207 50		1,207 50		
VANGUARD SHORT TERM BND	04/07/2014	196 44		196 44		
ECOLAB INC	04/15/2014	302 50		302 50		
HEALTH CARE REIT INC PFD I	04/15/2014	609 38		609 38		
GENERAL ELECTRIC CO	04/25/2014	682 00		682 00		
LOOMIS SAYLES BOND INST	04/25/2014	1,174 96		1,174 96		
MONSANTO CO/NEW	04/25/2014	258 00		258 00		
MS AAA INSTL MONEY TRUST	04/29/2014	1 42		1 42		
BLACKROCK SECURED CREDIT INST	04/30/2014	959 53		959 53		
BLACKROCK STRATEGIC INC OPP I	04/30/2014	114 94		114 94		

Income & Expenses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Transaction Type
Payment Date
Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
DOW CHEMICAL CO	04/30/2014	370 00		370 00		
EATON VANCE BOND I	04/30/2014	602 29		602 29		
PIMCO TOTAL RETURN INST	04/30/2014	142 91		142 91		
POTASH CP OF SASKATCHEWAN INC	05/01/2014	479 50	71 92	407 58		
CVS CAREMARK CORP	05/02/2014	330 00		330 00		
PNC FINL SVCS GP	05/05/2014	196 80		196 80		
VANGUARD SHORT TERM BND	05/07/2014	194 97		194 97		
ALERIAN MLP ETF	05/13/2014	2,511 00		2,511 00		
PEOPLE'S UNITED FINANCIAL INC	05/15/2014	841 50		841 50		
PROCTER & GAMBLE	05/15/2014	193 08		193 08		
ANHEUSER BUSCH INBEV SA SPON	05/19/2014	1,098 70	274 68	824 02		
LOOMIS SAYLES BOND INST	05/27/2014	1,352 21		1,352 21		
DELPHI AUTOMOTIVE PLC	05/28/2014	282 50		282 50		
MS AAA INSTL MONEY TRUST	05/29/2014	0 41		0 41		
NESTLE SPON ADR REP REG SHR	05/29/2014	2,659 10	930 69	1,728 41		
BLACKROCK SECURED CREDIT INST	05/30/2014	1,000 45		1,000 45		
BLACKROCK STRATEGIC INC OPP I	05/30/2014	116 27		116 27		
CF INDUSTRIES HOLDINGS,INC	05/30/2014	200 00		200 00		
EATON VANCE BOND I	05/30/2014	658 06		658 06		
PIMCO TOTAL RETURN INST	05/30/2014	183 49		183 49		
TOTAL DIVIDEND INCOME		**114,833.81**		**112,386.58**		
INTEREST INCOME						
BLACKSTONE GROUP LP	11/04/2013	134 00		134 00		
TOTAL INTEREST INCOME		**134.00**		**134.00**		
MISCELLANEOUS EXPENSE						
VODAFONE GP PLC ADS NEW AGENT CUSTODY FEE $0 0200/SH	08/07/2013	(56 00)		(56 00)		
RECKITT BENCKISER PLC SPNS ADR AGENT CUSTODY FEE $0 0125/SH	10/03/2013	(37 50)		(37 50)		
ANHEUSER BUSCH INBEV SA SPON AGENT CUSTODY FEE $0 0250/SH	11/29/2013	(6 25)		(6 25)		

Morgan Stanley
Private Wealth Management

Supplemental Report

Income & Expenses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Transaction Type
Payment Date
Security Name

Security Description	Payment Date	Gross Payment	Total Withholding	Net Payment	Capital Gains Short Term	Capital Gains Long Term
ANHEUSER BUSCH INBEV SA SPON AGENT CUSTODY FEE $0 0250/SH	05/19/2014	(13 75)		(13 75)		
NESTLE SPON ADR REP REG SHR AGENT CUSTODY FEE $0 0200/SH	05/29/2014	(22 00)		(22 00)		
TOTAL MISCELLANEOUS EXPENSE		**(135.50)**		**(135.50)**		
MANAGEMENT FEE						
2ND QTR ADVISORY FEE	07/15/2013	(4,382 60)		(4,382 60)		
3RD QTR ADVISORY FEE	10/14/2013	(4,227 09)		(4,227 09)		
4TH QTR ADVISORY FEE	01/15/2014	(4,302 43)		(4,302 43)		
1ST QTR ADVISORY FEE	04/14/2014	(4,316 02)		(4,316 02)		
TOTAL MANAGEMENT FEE		**(17,228.14)**		**(17,228.14)**		
MISCELLANEOUS INCOME						
PRINCIPAL PREFERRED SE	12/23/2013	4 15		4 15		
PRINCIPAL PREFERRED SE	01/24/2014	31 55		31 55		
TOTAL MISCELLANEOUS INCOME		**35.70**		**35.70**		
SHORT TERM CAPITAL GAINS						
PIMCO FDS TOTAL RETURN FUND-IN PIMCO TOTAL RETURN INST	12/11/2013				83 26	
TOTAL SHORT TERM CAPITAL GAINS					**83.26**	
DIVIDEND INCOME REVERSAL						
WESTERN ASSET CORE BD I	08/30/2013	(246 89)		(246 89)		
TOTAL DIVIDEND INCOME REVERSAL		**(246.89)**		**(246.89)**		
TOTAL PORTFOLIO		**97,355.48**		**94,908.25**	**83.26**	**7,084.87**

Realized Gains & Losses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
100 000	BLACKROCK INC	09/07/2011	06/10/2013	15,777 28	28,084 85		12,307 57
500 000	ROYAL DUTCH SH A	03/20/2012	06/18/2013	35,545 00	33,003 77		(2,541 23)
500 000	ROYAL DUTCH SH A	10/14/2011	06/18/2013	34,636 60	33,003 78		(1,632 82)
500 000	PFIZER INC	04/19/2010	06/20/2013	8,394 95	14,328 50		5,933 55
500 000	PFIZER INC	03/25/2010	06/20/2013	8,724 95	14,328 50		5,603 55
1,000 000	PFIZER INC	03/09/2010	06/20/2013	17,249 90	28,657 00		11,407 10
132 000	QUEST DIAGNOSTICS INC	05/02/2013	06/20/2013	7,523 35	8,060 07	536 72	
	FIFTH THIRD BANCORP	02/28/2013	07/02/2013	11 96	11 96		
4,319 000	FIFTH THIRD BANCORP	02/28/2013	07/08/2013	71,409 64	80,130 73	8,721 09	
500 000	VODAFONE GROUP PLC SP ADR	03/20/2012	07/24/2013	13,683 40	14,820 94		1,137 54
500 000	VODAFONE GROUP PLC SP ADR	03/05/2012	07/24/2013	13,593 10	14,820 94		1,227 84
300 000	VODAFONE GROUP PLC SP ADR	05/06/2010	07/24/2013	6,108 00	8,892 57		2,784 57
500 000	VODAFONE GROUP PLC SP ADR	04/19/2010	07/24/2013	11,543 50	14,820 94		3,277 44
300 000	VODAFONE GROUP PLC SP ADR	02/02/2010	07/24/2013	6,570 00	8,892 56		2,322 56
700 000	VODAFONE GROUP PLC SP ADR	07/24/2009	07/24/2013	13,975 50	20,749 32		6,773 82
2,000 000	TELSTRA CORP ADR	03/25/2010	08/08/2013	28,420 00	45,472 00		17,052 00
8,000 000	TELSTRA CORPORATION ORDS	01/27/2010	08/08/2013	24,900 00	36,457 76		11,557 76
100 000	APPLE INC	01/28/2013	08/19/2013	45,280 06	51,243 84	5,963 78	
5 000	APPLE INC	11/08/2012	08/19/2013	2,723 11	2,562 19	(160 92)	
45 000	APPLE INC	11/08/2012	08/19/2013	24,394 74	23,059 73	(1,335 01)	
729 000	STAPLES INC COM	01/09/2013	08/27/2013	8,518 73	10,206 18	1,687 45	
1,500 000	STAPLES INC COM	06/21/2012	08/27/2013	19,057 50	21,000 38		1,942 88
271 000	STAPLES INC COM	01/09/2013	08/28/2013	3,166 77	3,799 38	632 61	
12 923	T ROWE PRICE CORP INCOME FD INC	03/30/2012	08/28/2013	126 65	123 29		(3 36)
3,000 000	T ROWE PRICE CORP INCOME FD INC	03/26/2012	08/28/2013	29,370 00	28,620 00		(750 00)
4,000 000	T ROWE PRICE CORP INCOME FD INC	03/06/2012	08/28/2013	39,640 00	38,160 00		(1,480 00)
300 000	UNILEVER N V COM SHR	06/11/2013	08/28/2013	12,088 53	11,440 45	(648 08)	
700 000	UNILEVER N V COM SHR	03/29/2011	08/28/2013	21,756 00	26,694 38		4,938 38

Realized Gains & Losses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
8,072 535	WA CORE BOND PORT I	03/10/2010	08/28/2013	88,071 36	94,852 29		6,780 93
340 000	KOHLS CORP COM	02/27/2013	09/05/2013	15,730 98	17,936 76	2,205 78	
400 000	KOHLS CORP COM	02/08/2013	09/05/2013	18,458 40	21,102 07	2,643 67	
1,000 000	KINDER MORGAN HOLD CO LLC	08/19/2013	09/09/2013	37,218 50	36,207 06	(1,011 44)	
1,000 000	KINDER MORGAN HOLD CO LLC	04/18/2012	09/09/2013	37,080 00	36,207 07		(872 93)
79 587	DODGE & COX INCOME FUND COM	03/28/2012	09/18/2013	1,080 00	1,078 40		(1 60)
8,000 000	DODGE & COX INCOME FUND COM	03/06/2012	09/18/2013	109,680 00	108,400 00		(1,280 00)
500 000	ORACLE CORP	01/09/2013	09/18/2013	17,238 75	16,836 16	(402 59)	
1,000 000	ORACLE CORP	12/31/2012	09/18/2013	33,233 00	33,672 31	439 31	
500 000	PRINCIPAL FINANCIAL GRP INC PFD	01/15/2010	09/18/2013	10,725 00	12,304 78		1,579 78
400 000	UNILEVER PLC SPON ADR	07/24/2009	09/18/2013	10,163 44	16,307 75		6,144 31
600 000	CENTURYLINK INC	10/14/2011	10/07/2013	20,649 84	18,875 19		(1,774 65)
700 000	CENTURYLINK INC	07/07/2011	10/07/2013	28,698 67	22,021 05		(6,677 62)
500 000	WASTE MANAGEMENT INC	04/18/2012	10/10/2013	17,945 00	20,505 24		2,560 24
200 000	WASTE MANAGEMENT INC	04/12/2010	10/10/2013	6,987 20	8,202 10		1,214 90
500 000	WASTE MANAGEMENT INC	03/09/2010	10/10/2013	16,809 95	20,505 24		3,695 29
300 000	WASTE MANAGEMENT INC	01/15/2010	10/10/2013	10,172 97	12,303 14		2,130 17
300 000	BAXTER INTERNATIONAL INC	08/19/2013	10/18/2013	21,462 51	19,819 90	(1,642 61)	
100 000	BAXTER INTERNATIONAL INC	06/11/2013	10/18/2013	6,983 70	6,606 64	(377 06)	
400 000	BAXTER INTERNATIONAL INC	02/08/2013	10/18/2013	27,638 76	26,426 54	(1,212 22)	
1,000 000	BLACKSTONE GROUP	08/19/2013	10/29/2013	21,608 10	27,375 52	5,767 42	
1,000 000	EMC CORP MASS	10/29/2013	12/12/2013	24,005 00	23,212 60	(792 40)	
1,420 000	EMC CORP MASS	06/04/2013	12/12/2013	34,884 15	32,961 88	(1,922 27)	
1,000 000	BERKSHIRE HATHAWAY INC-CL B	09/18/2013	12/24/2013	116,679 60	117,140 96	461 36	
28 000	ROGERS COMMUNICATIONS INC CAD CL B COM NPV NONVTG	04/19/2010	01/02/2014	955 92	1,254 67		298 75
800 000	ROGERS COMMUNICATIONS INC CAD CL B COM NPV NONVTG	01/15/2010	01/02/2014	24,515 68	35,847 77		11,332 09

Supplemental Report

Realized Gains & Losses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
500 000	ROGERS COMMUNICATIONS INC CAD CL B COM NPV NONVTG	03/05/2012	01/03/2014	19,308 60	22,257 91		2,949 31
472 000	ROGERS COMMUNICATIONS INC CAD CL B COM NPV NONVTG	04/19/2010	01/03/2014	16,114 03	21,011 47		4,897 44
1,500 000	MICROSOFT CORP	03/27/2012	01/06/2014	48,890 40	54,356 35		5,465 95
300 000	NOVARTIS INC BASLE ADR	04/12/2010	01/07/2014	16,031 97	23,869 53		7,837 56
400 000	NOVARTIS INC BASLE ADR	01/15/2010	01/07/2014	21,152 00	31,826 05		10,674 05
1,000 000	BB&T CAPITAL 5 2%	01/09/2013	01/17/2014	25,091 00	20,130 44		(4,960 56)
1,000 000	BB&T CAPITAL 5 2%	01/02/2013	01/17/2014	24,788 20	20,130 45		(4,657 75)
526 000	CAPITAL ONE PFD STK 6 00 %	01/09/2013	01/17/2014	13,339 73	11,857 67		(1,482 06)
9 000	CAPITAL ONE PFD STK 6 00 %	01/03/2013	01/17/2014	225 45	202 89		(22 56)
465 000	CAPITAL ONE PFD STK 6 00 %	01/02/2013	01/17/2014	11,623 93	10,482 55		(1,141 38)
500 000	CAPITAL ONE PFD STK 6 00 %	08/17/2012	01/17/2014	12,467 65	11,271 55		(1,196 10)
284 000	GOLDMAN SACHS GP 5 95% (SERIES)	01/09/2013	01/17/2014	7,230 92	6,383 33		(847 59)
11 000	GOLDMAN SACHS GP 5 95% (SERIES)	01/03/2013	01/17/2014	276 10	247 24		(28 86)
455 000	GOLDMAN SACHS GP 5 95% (SERIES)	01/02/2013	01/17/2014	11,418 59	10,226 81		(1,191 78)
2,620 000	PNC FINANCIAL SERVICES SERIES 5 375% PFD STK	09/18/2012	01/17/2014	65,054 60	54,824 64		(10,229 96)
79 451	PRINCIPAL INV PREFERRED SEC A	12/27/2013	01/17/2014	781 80	798 48	16 68	
416 022	PRINCIPAL INV PREFERRED SEC A	12/18/2013	01/17/2014	4,118 62	4,181 02	62 40	
74 938	PRINCIPAL INV PREFERRED SEC A	11/29/2013	01/17/2014	767 36	753 13	(14 23)	
73 842	PRINCIPAL INV PREFERRED SEC A	10/31/2013	01/17/2014	757 62	742 11	(15 51)	
72 457	PRINCIPAL INV PREFERRED SEC A	09/30/2013	01/17/2014	734 71	728 19	(6 52)	
62 529	PRINCIPAL INV PREFERRED SEC A	08/30/2013	01/17/2014	635 92	628 42	(7 50)	
14,720 314	PRINCIPAL INV PREFERRED SEC A	08/28/2013	01/17/2014	150,000 00	147,939 16	(2,060 84)	

Realized Gains & Losses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
2,000 000	SUNTRUST BANKS, INC PFD STK 5 875% PERPETUAL	01/10/2013	01/17/2014	49,990 00	43,759 83		(6,230 17)
2,000 000	SUNTRUST BANKS, INC PFD STK 5 875% PERPETUAL	01/08/2013	01/17/2014	49,802 80	43,759 84		(6,042 96)
1,035 000	WEBSTER FINANCIAL CORP 6 40%	01/10/2013	01/17/2014	26,444 35	23,266 49		(3,177 86)
32 000	M & T BANK CORPORATION PFD STK	08/17/2012	01/23/2014	32,026 56	30,079 47		(1,947 09)
7 000	M & T BANK CORPORATION PFD STK	08/17/2012	01/24/2014	7,005 81	6,579 88		(425 93)
1 000	M & T BANK CORPORATION PFD STK	08/17/2012	01/27/2014	1,000 83	939 98		(60 85)
50 000	BANK OF AMERICA 7 25% PERP	03/20/2012	01/28/2014	49,196 95	55,352 40		6,155 45
60 000	M & T BANK CORPORATION PFD STK	08/17/2012	01/28/2014	60,049 80	55,919 13		(4,130 67)
25 000	WELLS FARGO & CO SER L 7 5% 31 DEC 2049 CONV PFD	11/28/2011	01/28/2014	26,234 50	28,802 51		2,568 01
25 000	WELLS FARGO & CO SER L 7 5% 31 DEC 2049 CONV PFD	07/14/2010	01/28/2014	23,661 25	28,802 52		5,141 27
13 000	BANK OF AMERICA 7 25% PERP	03/26/2012	02/07/2014	12,830 24	14,429 79		1,599 55
12 000	BANK OF AMERICA 7 25% PERP	03/26/2012	02/07/2014	11,843 29	13,330 67		1,487 38
12 000	MARKEL CORP COM	08/07/2013	02/07/2014	6,368 27	6,506 77	138 50	
100 000	MARKEL CORP COM	08/19/2013	02/10/2014	51,418 97	54,048 44	2,629 47	
53 000	MARKEL CORP COM	08/07/2013	02/10/2014	28,126 50	28,645 67	519 17	
3,000 000	T ROWE SPECTRUM INCOME	04/19/2012	02/11/2014	37,920.00	38,460 00		540 00
12 950	T ROWE SPECTRUM INCOME	03/30/2012	02/11/2014	164 08	166 02		1 94
7,000 000	T ROWE SPECTRUM INCOME	03/20/2012	02/11/2014	88,480 00	89,740 00		1,260 00
1,500 000	SUNTRUST BKS INC	10/29/2013	02/28/2014	50,986 95	56,394 36	5,407 41	
1,000 000	BB & T CORPORATION	09/18/2013	03/31/2014	35,482 70	40,066 21	4,583 51	
1,000 000	BB & T CORPORATION	08/28/2013	03/31/2014	34,570 40	40,066 22	5,495 82	
1,000 000	BB & T CORPORATION	11/02/2011	03/31/2014	23,246 80	40,066 21		16,819 41

Supplemental Report

Realized Gains & Losses
850100251 : THE LOATS FOUNDATION INC C/O EVANGELICAL LUTHERAN CHURCH ATTN HELEN HAHN
06/01/2013 to 05/31/2014
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
90 000	PNC FINANCIAL SERVICES GRP	08/28/2013	04/10/2014	6,572 83	7,436 34	863 51	
500 000	PNC FINANCIAL SERVICES GRP	04/04/2013	04/10/2014	32,779 05	41,312 98		8,533 93
410 000	PNC FINANCIAL SERVICES GRP	08/28/2013	04/11/2014	29,942 87	33,086 26	3,143 39	
	TOTAL PORTFOLIO			2,509,820.70	2,685,276.48	40,309.85	135,145.93