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Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

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OMB No. 1545-0052

2013

For calendar year 2013, or tax year beginning 7/01, 2013, and ending 6/30, 2014

COMMUNITY ENTERPRISES, INC.
PO BOX 1089
THOMASTON, GA 30286A Employer identification number
58-6043415B Telephone number (see the instructions)
706-647-7684

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here. ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 8,850,284.

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Cl <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	185,381.	185,381.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	584,734.			
	b Gross sales price for all assets on line 6a	584,734.			
	7 Capital gain net income (from Part IV, line 2)		584,734.		
	8 Net short-term capital gain			584,734.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	770,115.	770,115.	584,734.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	0.			
	14 Other employee salaries and wages	28,943.	21,707.		7,236.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,400.	3,300.		1,100.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs.) SEE. STM 2	11,214.	1,661.		
	19 Depreciation (attach sch) and depletion	812.	609.		
	20 Occupancy	12,000.	9,000.		3,000.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	11,412.	8,560.		2,852.
	24 Total operating and administrative expenses. Add lines 13 through 23	68,781.	44,837.		14,188.
	25 Contributions, gifts, grants paid. STMT 4	346,434.			346,434.
26 Total expenses and disbursements. Add lines 24 and 25	415,215.	44,837.	0.	360,622.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	354,900.				
b Net investment income (if negative, enter -0-)		725,278.			
c Adjusted net income (if negative, enter -0-)			584,734.		

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	15,989.	12,863.	12,863.
	2 Savings and temporary cash investments	140,628.	281,032.	281,032.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	7,832,782.	8,553,412.	8,553,412.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment: basis	20,765.		
	Less: accumulated depreciation (attach schedule) SEE STMT 5	17,788.	2,219.	2,977.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	7,991,618.	8,850,284.	8,850,284.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)	2,727.		
	23 Total liabilities (add lines 17 through 22)	2,727.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	7,988,891.	8,850,284.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	7,988,891.	8,850,284.	
	31 Total liabilities and net assets/fund balances (see instructions)	7,991,618.	8,850,284.	

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	7,988,891.
2 Enter amount from Part I, line 27a	2	354,900.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 6	3	511,999.
4 Add lines 1, 2, and 3.	4	8,855,790.
5 Decreases not included in line 2 (itemize) SEE STATEMENT 7	5	5,506.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	8,850,284.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a	SEE ATTACHED STATEMENT - S/T	P	VARIOUS	VARIOUS
b	SEE ATTACHED STATEMENT - L/T	P	VARIOUS	VARIOUS
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 937.			937.
b 583,797.			583,797.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			937.
b			583,797.
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	584,734.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	584,734.

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 (column (b) divided by column (c))
2012	318,440.	7,365,288.	0.043235
2011	338,335.	6,518,426.	0.051904
2010	336,320.	6,886,217.	0.048840
2009	357,186.	6,762,134.	0.052821
2008	566,921.	7,185,827.	0.078894

2 Total of line 1, column (d)	2	0.275694
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055139
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,049,191.
5 Multiply line 4 by line 3	5	443,824.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,253.
7 Add lines 5 and 6	7	451,077.
8 Enter qualifying distributions from Part XII, line 4	8	360,622.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b.		1	14,506.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	14,506.
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	14,506.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013.	6 a	8,240.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d.	7	8,240.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	6,266.	
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). N/A		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>PATRICIA CORLEY</u> Telephone no. <u>706-647-7684</u>			
Located at <u>PO BOX 1089 THOMASTON GA</u> ZIP + 4 <u>30286</u>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u>	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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).

6 a 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?

6 b

X

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7 b

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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

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

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

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	1 a	8,150,426.
b	Average of monthly cash balances	1 b	21,342.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	8,171,768.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,171,768.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	122,577.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,049,191.
6	Minimum investment return. Enter 5% of line 5.	6	402,460.

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	402,460.
2 a	Tax on investment income for 2013 from Part VI, line 5.	2 a	14,506.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	14,506.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	387,954.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	387,954.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	387,954.

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	1 a	360,622.
b	Program-related investments — total from Part IX-B.	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	360,622.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	360,622.

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				387,954.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			346,434.	
b Total for prior years: 20 , 20 , 20		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. \$ 360,622.				
a Applied to 2012, but not more than line 2a			346,434.	
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				14,188.
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 instructions.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				373,766.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	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				

BAA

Form 990-PF (2013)

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Total				3 a
b Approved for future payment				
Total				3 b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)	
		(a) Business code	(b) Amount	(c) Exclu- sion 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	185,381.		
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	584,734.		
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)				770,115.		
13	Total. Add line 12, columns (b), (d), and (e).					13	770,115.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

COMMUNITY ENTERPRISES, INC.

58-6043415

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & AUDITING.. ..	\$ 4,400.	\$ 3,300.		\$ 1,100.
TOTAL	<u>\$ 4,400.</u>	<u>\$ 3,300.</u>	<u>\$ 0.</u>	<u>\$ 1,100.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAXES	\$ 9,000.			
PAYROLL TAXES	2,214.	\$ 1,661.		
TOTAL	<u>\$ 11,214.</u>	<u>\$ 1,661.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	\$ 897.	\$ 673.		\$ 224.
INSURANCE	375.	281.		94.
OFFICE EXPENSE	4,264.	3,198.		1,066.
TELEPHONE	3,018.	2,264.		754.
UTILITIES	2,858.	2,144.		714.
TOTAL	<u>\$ 11,412.</u>	<u>\$ 8,560.</u>	<u>\$ 0.</u>	<u>\$ 2,852.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:

DONEE'S NAME:

SEE ATTACHED STATEMENT

DONEE'S ADDRESS:

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

\$ 346,434.

TOTAL \$ 346,434.

COMMUNITY ENTERPRISES, INC.

58-6043415

STATEMENT 5
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 16,885.	\$ 16,175.	\$ 710.	\$ 710.
MACHINERY AND EQUIPMENT	3,880.	1,613.	2,267.	2,267.
TOTAL	\$ 20,765.	\$ 17,788.	\$ 2,977.	\$ 2,977.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ACCRUED DIVIDENDS	\$ 1,259.
FEDERAL EXCISE TAX PAYABLE	6,266.
PAYROLL TAXES PAYABLE	2,014.
NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	502,460.
TOTAL	\$ 511,999.

STATEMENT 7
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FEDERAL EXCISE TAXES ACCRUED	\$ 5,506.
TOTAL	\$ 5,506.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
H. STEWART DAVIS THOMASTON, GA 30286	SECRETARY TRESR 0	\$ 0.	\$ 0.	\$ 0.
NEIL H. HIGHTOWER, SR. THOMASTON, GA 30286	PRES./TRUSTEE 0	0.	0.	0.
GEORGE H. HIGHTOWER, JR. THOMASTON, GA 30286	VP/TRUSTEE 0	0.	0.	0.
NEIL H. HIGHTOWER, JR. THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.

COMMUNITY ENTERPRISES, INC.

58-6043415

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
WILLIAM H. HIGHTOWER, IV THOMASTON, GA 30286	TRUSTEE 0	\$ 0.	\$ 0.	\$ 0.
JOHN S. DAVIS THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.
JOHN B. HIGHTOWER THOMASTON, GA 30286	TRUSTEE 0	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

NEIL H. HIGHTOWER

COMMUNITY ENTERPRISES, INC.

PO BOX 1089

THOMASTON, GA 30286

706-647-7684

APPLICATIONS SHOULD BE SUBMITTED IN WRITING WITH
SUPPORTING DATA

DECEMBER 31, ANNUALLY

PRIMARILY CHARITABLE, RELIGIOUS, OR EDUCATIONAL
 INSTITUTIONS IN THE STATE OF GEORGIA WITHIN APPROXIMATELY
 100 MILES OF THOMASTON, GA. ALSO, THE THOMASTON CITY AND
 UPSON COUNTY GOVERNMENT RECEIVE DONATIONS.

ALLOCATION BASIS

ADMINISTRATIVE EXPENSES ARE ALLOCATED BASED ON A 75%-25% RATIO WHICH IS AN ESTIMATE OF THE ALLOCATION OF TIME SPENT ON VERIFYING AND ACCOUNTING FOR CONTRIBUTIONS VERSUS GENERAL FOUNDATION ACTIVITIES.

COMMUNITY ENTERPRISES, INC.
SCHEDULE OF DONATIONS
YEAR ENDED JUNE 30, 2014

DONEE	CHECK NUMBER	CHECK DATE	AMOUNT
EDUCATION:			
Upson County Schools	#3464	09/10/13	\$ 25,000
GTAA Fund	#3522	03/13/14	3,720
The UGA Foundation	#3529	04/03/14	2,100
Sweet Briar College	#3532	04/17/14	5,000
Georgia Tech Foundation, Inc.	#3538	04/24/14	18,000
Georgia Tech Foundation, Inc.	#3539	04/24/14	50,000
Georgia Tech Foundation, Inc.	#3540	04/24/14	12,500
Emory University	#3541	04/24/14	25,000
Augusta Preparatory Day School	#3549	04/24/14	10,000
Gordon College Foundation	#3550	04/24/14	15,000
VSU Foundation, Inc. Annual Fund	#3552	04/24/14	1,000
Flint River Academy	#3553	04/24/14	10,000
Westwood Academy	#3554	04/24/14	10,000
Presbyterian College	#3559	05/01/14	5,000
			<u>\$ 192,320</u>

COMMUNITY ENTERPRISES, INC.
SCHEDULE OF DONATIONS
YEAR ENDED JUNE 30, 2014

DONEE	CHECK NUMBER	CHECK DATE	AMOUNT
OTHER:			
The UGA Foundation	#3484	11/21/13	\$ 2,500
Upson County Food for Thought, Inc.	#3499	01/14/14	1,000
Upson County Spirewell Bluff Fund	#3500	01/16/14	5,000
Georgia State Society, NSDAR	#3518	03/04/14	870
City of Thomaston	#3531	04/17/14	25,000
Georgia Historical Society	#3533	04/17/14	5,000
Upson Historical Society	#3534	04/17/14	1,000
Flint River Council Boy Scouts of America	#3543	04/24/14	7,000
Pine Valley Girl Scouts Council	#3544	04/24/14	3,000
First United Methodist Church	#3545	04/24/14	25,000
American Red Cross	#3546	04/24/14	5,000
First Baptist Church	#3547	04/24/14	10,000
Upson County Humane Society	#3548	04/24/14	5,000
Thomaston-Upson County Airport Association	#3551	04/24/14	10,000
First United Methodist Church	#3565	05/22/14	5,000
URMC Health Foundation, Inc.	#3569	06/05/14	33,744
			<u>144,114</u>
Total Distributions FYE 06/30/14			\$ <u>336,434</u>

06/30/2014

Community Enterprises, Inc.

Gain or Loss on Sale of Securities

Account #7JV-02010

Schedule 8

1. Sold 1100 shares Exxon Mobil Corp @ 93.1600/sh = 102,386.22;

Cost Basis 2,144.14

Purchased

Sold

7/12/2013

Cost

Proceeds

Total Gain

2,144.14 ✓

102,386.22 ✓

100,242.08 ✓

2. Sold 3000 shares Exxon Mobil Corp @ 93.1545/sh = 279,218.86;

Cost Basis 5,847.65

Purchased

Sold

08/01/04

11/08/13

Cost

Proceeds

Total Gain

5,847.65 ✓

279,218.86 ✓

273,371.21 ✓

- 3 Sold 2000 shares Exxon Mobil Corp @ 101.3124/sh = 202,461.33;

Cost Basis 3,898.44

Purchased

Sold

08/01/04

01/02/14

Cost

Proceeds

Total Gain

3,898.44 ✓

202,461.33 ✓

198,562.89 ✓

TOTAL GAIN ON A/C #7JV-02010

572,176.18

06/30/2014

Community Enterprises, Inc.

Gain or Loss on Sale of Securities

New Account #7JU-02072 Opened March 2013

Schedule 8-A

- 1 Sold 121 shares Air Products & Chem @ 91.9142/sh = 11,121.44;

Cost Basis 11,216.10

Purchased	05/16/13	Cost	11,216.10
Sold	07/10/13	Proceeds	11,121.44
		Total Loss	(94.66)✓

- 2 Sold 149 shares Honeywell Intl Inc Del @ 79.9540/sh = 11,912.94;

Cost Basis 10,960.59

Purchased	03/12/13 & 05/16/13	Cost	10,960.59
Sold	07/10/13	Proceeds	11,912.94
		Total Gain	952.35✓

- 3 Sold 4 shares Automatic Data Proc @ 71.2800/sh = 285.11;

Cost Basis 255.02

Purchased	03/12/13	Cost	255.02
Sold	08/08/13	Proceeds	285.11
		Total Gain	30.09✓

- 4 Sold 179 shares Baxter International @ 71.0645/sh = 12,720.33;

Cost Basis 12,444.85

Purchased	3/12, 5/16 & 7/5/13	Cost	12,444.85
Sold	08/08/13	Proceeds	12,720.33
		Total Gain	275.48

5. Sold 309 shares Coca Cola Com @ 40.2511/sh = 12,437.37;

Cost Basis 12,688.94

Purchased	6/5 & 7/5/13	Cost	12,688.94
Sold	08/08/13	Proceeds	12,437.37
		Total Loss	(251.57)

- 6 Sold 2 shares Exxon Mobil Corp @ 91.4400/sh = 182.87;

Cost Basis 178.32

Purchased	03/12/13	Cost	178.32
Sold	08/08/13	Proceeds	182.87
		Total Gain	4.55

7. Sold 26 shares Emerson Elec Co @ 62.4201/sh = 1,622.89;

Cost Basis 1,477.99

Purchased	03/12/13	Cost	1,477.99
Sold	08/08/13	Proceeds	1,622.89
		Total Gain	144.90

- 8 Sold 3 shares Genuine Parts Co @ 84.3100/sh = 252.92;

Cost Basis 250.75

Purchased	07/05/13	Cost	250.75
Sold	08/08/13	Proceeds	252.92
		Total Gain	2.17

9. Sold 11 shares Johnson & Johnson Com @ 93.5700/sh = 1,029.25;

Cost Basis 863.12

Purchased	03/12/13	Cost	863.12
Sold	08/08/13	Proceeds	1,029.25
		Total Gain	166.13

10. Sold 30 shares Linear Technology Corp @ 40.4600/sh = 1,213.78,
Cost Basis 1,146.30

Purchased	03/12/13	Cost	1,146.30
Sold	08/08/13	Proceeds	<u>1,213.78</u>
		Total Gain	67.48

11. Sold 2 shares McDonalds Corp @ 99.2600/sh = 198.51;
Cost Basis 197.45

Purchased	03/12/13	Cost	197.45
Sold	08/08/13	Proceeds	<u>198.51</u>
		Total Gain	1.06

12. Sold 238 shares Medtronic Inc @ 55.2600/sh = 13,151.65;
Cost Basis 11,104.29

Purchased	3/12,5/16 & 7/5/13	Cost	11,104.29
Sold	08/08/13	Proceeds	<u>13,151.65</u>
		Total Gain	2,047.36

13. Sold 31 shares Paychex Inc @ 40.5400/sh = 1,256.72;
Cost Basis 1,047.99

Purchased	03/12/13	Cost	1,047.99
Sold	08/08/13	Proceeds	<u>1,256.72</u>
		Total Gain	208.73

14 Sold 9 shares Procter & Gamble Co @ 81.5649/sh = 734.07;
Cost Basis 695.75

Purchased	03/12/13	Cost	695.75
Sold	08/08/13	Proceeds	<u>734.07</u>
		Total Gain	38.32

15 Sold 7 shares Target Corp @ 71.7610/sh = 502.32;
Cost Basis 498.30

Purchased	06/05/13	Cost	498.30
Sold	08/08/13	Proceeds	<u>502.32</u>
		Total Gain	4.02

16 Sold 8 shares 3M Company @ 117.8900/sh = 943.10;
Cost Basis 841.60

Purchased	03/12/13	Cost	841.60
Sold	08/08/13	Proceeds	<u>943.10</u>
		Total Gain	101.50

17 Sold 14 shares United Techs Corp @ 106.7000/sh = 1493.77;
Cost Basis 1,294.50

Purchased	03/12/13	Cost	1,294.50
Sold	08/05/13	Proceeds	<u>1,493.77</u>
		Total Gain	199.27

18 Sold 11 shares Wal-Mart Stores Inc @ 78.7208/sh = 865.91;
Cost Basis 811.25

Purchased	03/12/13	Cost	811.25
Sold	08/05/13	Proceeds	<u>865.91</u>
		Total Gain	54.66

19 Sold 18 shares Automatic Data Proc @ 71.9700/sh = 1,295.44;
Cost Basis 1,147.60

Purchased	03/12/13	Cost	1,147.60
Sold	09/04/13	Proceeds	<u>1,295.44</u>
		Total Gain	147.84

20. Sold 21 shares CSX Corp @ 25 3100/sh = 531.50;

Cost Basis 546.63

Purchased	08/05/13	Cost	546.63
Sold	09/04/13	Proceeds	531.50
		Total Loss	(15.13)

21 Sold 7 shares DuPont E.I. De Nemours @ 57.4600/sh = 402.21

Cost Basis 417 17

Purchased	08/05/13	Cost	417.17
Sold	09/04/13	Proceeds	402 21
		Total Loss	(14.96)

22 Sold 7 shares Exxon Mobil Corp @ 87.8100/sh = 614.66;

Cost Basis 624.12

Purchased	03/12/13	Cost	624.12
Sold	09/04/13	Proceeds	614.66
		Total Loss	(9.46)

23 Sold 15 shares Emerson Electric Co @ 61.4700/sh = 922.03;

Cost Basis 852.69

Purchased	03/12/13	Cost	852.69
Sold	09/04/13	Proceeds	922 03
		Total Gain	69.34

24 Sold 1 share Genuine Parts Co @ 77.0800/sh = 77.07;

Cost Basis 83.58

Purchased	07/05/13	Cost	83.58
Sold	09/04/13	Proceeds	77.07
		Total Loss	(6.51)

25. Sold 3 shares Johnson and Johnson @ 87.1600/sh = 261 47;

Cost Basis 235.40

Purchased	03/12/13	Cost	235.40
Sold	09/04/13	Proceeds	261.47
		Total Gain	26.07

26 Sold 21 shares Linear Technology @ 39.4100/sh = 827.60;

Cost Basis 802 41

Purchased	03/12/13	Cost	802.41
Sold	09/04/13	Proceeds	827.60
		Total Gain	25.19

27 Sold 6 shares McDonalds Corp @ 95.1200/sh = 570.71;

Cost Basis 592.35

Purchased	03/12/13	Cost	592.35
Sold	09/04/13	Proceeds	570.71
		Total Loss	(21.64)

28. Sold 29 shares Microsoft Corp @ 31.1900/sh = 904.49;

Cost Basis 805.79

Purchased	03/12/13	Cost	805.79
Sold	09/04/13	Proceeds	904 49
		Total Gain	98.70

29. Sold 7 shares Northrop Grumman Corp @ 94.0700/sh = 658.48;

Cost Basis 668.08

Purchased	03/12/13	Cost	668.08
Sold	09/04/13	Proceeds	658.48
		Total Loss	(9.60)

30. Sold 15 shares Paychex Inc @ 38 7900/sh = 581.84;
Cost Basis 507.09

Purchased	03/12/13	Cost	507.09
Sold	09/04/13	Proceeds	<u>581.84</u>
		Total Gain	74.75

31. Sold 7 shares Proctor & Gamble Co @ 77.3805/sh = 541.65
Cost Basis 541.14

Purchased	03/12/13	Cost	541.14
Sold	09/04/13	Proceeds	<u>541.65</u>
		Total Gain	0.51

32 Sold 11 shares Raytheon Co Delaware New @ 76.2600/sh = 838.85;
Cost Basis 836.54

Purchased	08/05/13	Cost	836.54
Sold	09/04/13	Proceeds	<u>838.85</u>
		Total Gain	2.31

33. Sold 7 shares 3M Company @ 114 7000/sh = 802.89;
Cost Basis 736.40

Purchased	03/12/13	Cost	736.40
Sold	09/04/13	Proceeds	<u>802.89</u>
		Total Gain	66.49

34 Sold 7 shares United Techs Corp @ 103.2925/sh = 723.04;
Cost Basis 647.25

Purchased	03/12/13	Cost	647.25
Sold	09/04/13	Proceeds	<u>723.04</u>
		Total Gain	75.79

35 Sold 2 shares Wal-Mart Stores Inc @ 72.8901/sh = 145.77;
Cost Basis 147.50

Purchased	03/12/13	Cost	147.50
Sold	09/04/13	Proceeds	<u>145.77</u>
		Total Loss	(1.73)

36 Sold 193 shares Du Pont E I De Nemours @ 59 9000/sh = 11,560.50;
Cost Basis 11,501.93

Purchased	08/05/13	Cost	11,501.93
Sold	11/04/13	Proceeds	<u>11,560.50</u>
		Total Gain	58.57

37 Sold 193 shares Medtronic Inc @ 57.2400sh = 11,047.13;
Cost Basis 10,286.89

Purchased	09/04/13	Cost	10,286.89
Sold	11/04/13	Proceeds	<u>11,047.13</u>
		Total Gain	760.24

38. Sold 7 shares Microsoft Corp @ 35.8536/sh = 250.97;
Cost Basis 194.50

Purchased	03/12/13	Cost	194.50
Sold	11/04/13	Proceeds	<u>250.97</u>
		Total Gain	56.47

39. Sold 3 shares Northrop Grumman Corp @ 108.4700/sh = 325.40
Cost Basis 286.32

Purchased	08/05/13	Cost	286.32
Sold	11/04/13	Proceeds	<u>325.40</u>
		Total Gain	39.08

40 Sold 348 shares Mirosoft Corp @ 38.2801/sh = 13,321.24;

Cost Basis 9,966.50

Purchased	3/12, 7/5 & 8/5/13	Cost	9,966.50
Sold	12/03/13	Proceeds	<u>13,321.24</u>
		Total Gain	3,354.74

41. Sold 190 shares Target Corp @ 62.6300/sh = 11,899.49;

Cost Basis 13,380.54

Purchased	6/5, 7/5, 9/4 & 11/4/13	Cost	13,380.54
Sold	12/03/13	Proceeds	<u>11,899.49</u>
		Total Loss	(1,481.05)

42. Sold 98 shares 3MCompany @ 126.1100/sh = 12,358.56;

Cost Basis 10,419.71

Purchased	3/12, 5/16 & 7/5/13	Cost	10,419.71
Sold	12/03/13	Proceeds	<u>12,358.56</u>
		Total Gain	1,938.85

43 Sold 1 share Automatic Data Proc @ 80.7184/sh = 80.71;

Cost Basis 63.76

Purchased	03/12/13	Cost	63.76
Sold	01/07/14	Proceeds	<u>80.71</u>
		Total Gain	16.95

44 Sold 22 shares CSX Corp @ 28.2700/sh = 621.93;

Cost Basis 572.66

Purchased	08/05/13	Cost	572.66
Sold	01/07/14	Proceeds	<u>621.93</u>
		Total Gain	49.27

45 Sold 11 shares Exxon Mobil Corp @ 101.0000 = 1,110.98;

Cost Basis 980.76

Purchased	03/12/13	Cost	980.76
Sold	01/07/14	Proceeds	<u>1,110.98</u>
		Total Gain	130.22

46. Sold 7 shares Emerson Electric Co @ 68.5300/sh = 479.70;

Cost Basis 397.92

Purchased	03/12/13	Cost	397.92
Sold	01/07/14	Proceeds	<u>479.70</u>
		Total Gain	81.78

47 Sold 13 shares Linear Technology @ 44.6900/sh = 580.96;

Cost Basis 496.73

Purchased	03/12/13	Cost	496.73
Sold	01/07/14	Proceeds	<u>580.96</u>
		Total Gain	84.23

48. Sold 3 shares Northrop Grumman Corp @ 114.7312/sh = 344.18;

Cost Basis 286.32

Purchased	08/05/13	Cost	286.32
Sold	01/07/14	Proceeds	<u>344.18</u>
		Total Gain	57.86

49. Sold 12 shares Paychex Inc @ 45.0100/sh = 540.11;

Cost Basis 405.67

Purchased	03/12/13	Cost	405.67
Sold	01/07/14	Proceeds	<u>540.11</u>
		Total Gain	134.44

50 Sold 357 shares Quest Diagnostics Inc @ 53.4156/sh = 19,069.04;
Cost Basis 22,007.13

Purchased	11/4, 12/3, & 12/4/13	Cost	22,007.13
Sold	01/07/14	Proceeds	<u>19,069.04</u>
		Total Loss	-2,938.09

51 Sold 1 share Raytheon Co Delaware New @ 88.8850/sh = 88.88,
Cost Basis 76.05

Purchased	08/05/13	Cost	76.05
Sold	01/07/14	Proceeds	<u>88.88</u>
		Total Gain	12.83

52. Sold 5 shares United Techs Corp @ 113.5400/sh = 567.69;
Cost Basis 462.32

Purchased	03/12/13	Cost	462.32
Sold	01/07/14	Proceeds	<u>567.69</u>
		Total Gain	105.37

53 Sold 29 shares Automatic Data Proc @ 74.7800/sh = 2,168.58;
Cost Basis 1848.91

Purchased	03/12/13	Cost	1,848.91
Sold	02/04/14	Proceeds	<u>2,168.58</u>
		Total Gain	319.67

54 Sold 89 shares CSX Corp @ 26.3400/sh = 2,344.22;
Cost Basis 2,316.66

Purchased	08/05/13	Cost	2,316.66
Sold	02/04/14	Proceeds	<u>2,344.22</u>
		Total Gain	27.56

55. Sold 14 shares Exxon Mobil Corp @ 89.5000/sh = 1,252.98;
Cost Basis 1,248.24

Purchased	03/12/13	Cost	1,248.24
Sold	02/04/14	Proceeds	<u>1,252.98</u>
		Total Gain	4.74

56. Sold 35 shares Emerson Electric Co @ 63.4200/sh = 2,219.66;
Cost Basis 1,989.60

Purchased	03/12/13	Cost	1,989.60
Sold	02/04/14	Proceeds	<u>2,219.66</u>
		Total Gain	230.06

57. Sold 30 shares Genuine Parts Co @ 77.7200/sh = 2,331.56;
Cost Basis 2,507.50

Purchased	07/05/13	Cost	2,507.50
Sold	02/04/14	Proceeds	<u>2,331.56</u>
		Total Loss	(175.94)

58. Sold 22 shares Johnson and Johnson @ 86.3500/sh = 1,899.67;
Cost Basis 1,726.25

Purchased	03/12/13	Cost	1,726.25
Sold	02/04/14	Proceeds	<u>1,899.67</u>
		Total Gain	173.42

59. Sold 73 shares Linear Technology @ 43.3800/sh = 3,166.68;
Cost Basis 2,789.32

Purchased	03/12/13	Cost	2,789.32
Sold	02/04/14	Proceeds	<u>3,166.68</u>
		Total Gain	377.36

60 Sold 31 shares McDonalds Corp @ 93.1000/sh = 2,886.05;

Cost Basis 3,060.50

Purchased	03/12/13	Cost	3,060.50
Sold	02/04/14	Proceeds	<u>2,886.05</u>
		Total Loss	(174.45)

61 Sold 360 shares Medtronic Inc @ 53.7000/sh = 19,331.66;

Cost Basis 21,581.88

Purchased	01/07/14	Cost	21,581.88
Sold	02/04/14	Proceeds	<u>19,331.66</u>
		Total Loss	(2,250.22)

62 Sold 28 shares Northrop Grumman Corp @ 111.5200/sh = 3,122.51;

Cost Basis 2,672.32

Purchased	08/05/13	Cost	2,672.32
Sold	02/04/14	Proceeds	<u>3,122.51</u>
		Total Gain	450.19

63. Sold 43 shares Paychex Inc @ 40.8400/sh = 1,756.09;

Cost Basis 1,453.66

Purchased	03/12/123	Cost	1,453.66
Sold	02/04/14	Proceeds	<u>1,756.09</u>
		Total Gain	302.43

64. Sold 29 shares Procter & Gamble Co @ 76.0401/sh = 2,205.12;

Cost Basis 2,241.87

Purchased	03/12/13	Cost	2,241.87	2,241.87
Sold	02/04/14	Proceeds	<u>2,205.12</u>	2,233.00
		Total Loss	(36.75)	(27.86)

65 Sold 48 shares Raytheon Co Delaware New @ 91.5100/sh = 4,392.40;

Cost Basis 3,650.34

Purchased	08/05/13	Cost	3,650.34
Sold	02/04/14	Proceeds	<u>4,392.40</u>
		Total Gain	742.06

66 Sold 194 shares United Techs Corp @ 109.2243/sh = 21,189.14

Cost Basis 19,477.02

Purchased	3/12,5/16,7/05,11/04,12/03,12/04/13	Cost	19,477.02
Sold	02/04/14	Proceeds	<u>21,189.14</u>
		Total Gain	1,712.12

67. Sold 28 shares Wal-Mart Stores Inc @ 72.6300/sh = 2,033.60;

Cost Basis 2,065.00

Purchased	03/12/13	Cost	2,065.00	2,065.00
Sold	02/04/14	Proceeds	<u>2,033.60</u>	2,051.54
		Total Loss	(31.40)	(13.46)

68. Sold 1 share Genuine Parts Co @ 88.1700/sh = 88.16,

Cost Basis 83.58

Purchased	07/05/13	Cost	83.58
Sold	03/04/14	Proceeds	<u>88.16</u>
		Total Gain	4.58

69. Sold 141 shares 3M Company @ 132.4469/sh = 18,674.70;

Cost Basis 17,844.96

Purchased	02/04/14	Cost	17,844.96
Sold	03/04/14	Proceeds	<u>18,674.70</u>
		Total Gain	829.74

70 Sold 6 shares Automatic Data Proc @ 76 0500/sh = 456.29;

Cost Basis 382.53

Purchased	03/12/13	Cost	382.53
Sold	04/04/14	Proceeds	<u>456.29</u>
		Total Gain	73.76

71 Sold 48 shares CSX Corp @ 28.8100/sh = 1,382.85;

Cost Basis 1,249.43

Purchased	08/05/13	Cost	1,249.43
Sold	04/04/14	Proceeds	<u>1,382.85</u>
		Total Gain	133.42

72 Sold 17 shares Du Pont E I De Nemours @ 67.2601/sh = 1,051.10;

Cost Basis 1,143.39

Purchased	02/04/14	Cost	1,051.10
Sold	04/04/14	Proceeds	<u>1,143.39</u>
		Total Gain	92.29

73 Sold 13 shares Exxon Mobil Corp @ 97.4601/sh = 1,266.95;

Cost Basis 1,159.08

Purchased	03/12/13	Cost	1,159.08
Sold	04/04/14	Proceeds	<u>1,266.95</u>
		Total Gain	107.87

74 Sold 26 shares Emerson Electric Co @ 67.6300/sh = 1,758.34;

Cost Basis 1,477.99

Purchased	3/12/2013	Cost	1,477.99
Sold	04/04/14	Proceeds	<u>1,758.34</u>
		Total Gain	280.35

75. Sold 2 shares Genyl Dynamics Corp @ 109 2100/sh= 218.41;

Cost Basis 200.69

Purchased	02/04/14	Cost	200.69
Sold	04/04/14	Proceeds	<u>218.41</u>
		Total Gain	17.72

76. Sold 8 shares Genuine Parts Co @ 86 3650/sh = 690.90;

Cost Basis 668.67

Purchased	07/05/13	Cost	668.67
Sold	04/04/14	Proceeds	<u>690.90</u>
		Total Gain	22.23

77. Sold 23 shares Johnson and Johnson @ 98.6400/sh = 2,268.67;

Cost Basis 1,804.71

Purchased	03/12/13	Cost	1,804.71
Sold	04/04/14	Proceeds	<u>2,268.67</u>
		Total Gain	463.96

78 Sold 32 shares Linear Technology Corp @ 48.5700/sh = 1,554.21;

Cost Basis 1,222.72

Purchased	03/12/13	Cost	1,222.72
Sold	04/04/14	Proceeds	<u>1,554.21</u>
		Total Gain	331.49

79. Sold 16 shares McDonalds Corp @ 97.8400/sh = 1,565.41;

Cost Basis 1,579.61

Purchased	03/12/13	Cost	1,579.61
Sold	04/04/14	Proceeds	<u>1,565.41</u>
		Total Loss	(14.20)

80. Sold 15 shares Norfolk Southern Corp @ 96.7800/sh = 1,451.67;

Cost Basis 1,370.66

Purchased	02/04/14	Cost	1,370.66
Sold	04/04/14	Proceeds	<u>1,451.67</u>
		Total Gain	81.01

81. Sold 6 shares Northrop Grumman Corp @ 121.8050/sh = 730.81;

Cost Basis 572.64

Purchased	08/05/13	Cost	572.64
Sold	04/04/14	Proceeds	<u>730.81</u>
		Total Gain	158.17

82. Sold 20 shares Paychex Inc @ 41.8100/sh = 836.18;

Cost Basis 676.12

Purchased	03/12/13	Cost	676.12
Sold	04/04/14	Proceeds	<u>836.18</u>
		Total Gain	160.06

83. Sold 17 shares Procter & Gamble Co @ 79.8800/sh = 1,357.93;

Cost Basis 1,314.20

Purchased	03/12/13	Cost	1,314.20
Sold	04/04/14	Proceeds	<u>1,357.93</u>
		Total Gain	43.73

84. Sold 5 shares Raytheon Co Delaware New @ 98.3200/sh = 491.59;

Cost Basis 380.24

Purchased	08/05/13	Cost	380.24
Sold	04/04/14	Proceeds	<u>491.59</u>
		Total Gain	111.35

85. Sold 20 shares Wal-Mart Stores Inc @ 77.5500/sh = 1,550.97;

Cost Basis 1,475.00

Purchased	03/12/13	Cost	1,475.00
Sold	04/04/14	Proceeds	<u>1,550.97</u>
		Total Gain	75.97

86. Sold 13 shares Automatic Data Proc @ 77.6400/sh = 1,009.30;

Cost Basis 828.82

Purchased	03/12/13	Cost	828.82
Sold	05/02/14	Proceeds	<u>1,009.30</u>
		Total Gain	180.48

87. Sold 3 shares CSX Corp @ 27.9725/sh = 83.91;

Cost Basis 78.09

Purchased	08/05/13	Cost	78.09
Sold	05/02/14	Proceeds	<u>83.91</u>
		Total Gain	5.82

88. Sold 8 shares DuPont E I De Nemours @ 66.9600/sh = 535.67;

Cost Basis 494.63

Purchased	02/04/14	Cost	494.63
Sold	05/02/14	Proceeds	<u>535.67</u>
		Total Gain	41.04

89. Sold 16 shares Exxon Mobil Corp @ 102.3000/sh = 1,636.76;

Cost Basis 1,426.56

Purchased	03/12/13	Cost	1,426.56
Sold	05/02/14	Proceeds	<u>1,636.76</u>
		Total Gain	210.20

90. Sold 10 shares Emerson Electric Co @ 67.8725/sh = 678.72;

Cost Basis 568.46

Purchased	03/12/13	Cost	568.46
Sold	05/02/14	Proceeds	<u>678.72</u>
		Total Gain	110.26

91. Sold 8 shares Genl Dynamics Corp @ 110.9701/sh = 887.74;

Cost Basis 802.76

Purchased	02/04/14	Cost	802.76
Sold	05/02/14	Proceeds	<u>887.74</u>
		Total Gain	84.98

92 Sold 5 shares Genuine Parts Co @ 85.7700/sh = 428.84;

Cost Basis 417.92

Purchased	07/05/13	Cost	417.92
Sold	05/02/14	Proceeds	<u>428.84</u>
		Total Gain	10.92

93 Sold 7 shares Johnson and Johnson @ 99.1000/sh = 693.68;

Cost Basis 549.26

Purchased	03/12/13	Cost	549.26
Sold	05/02/14	Proceeds	<u>693.68</u>
		Total Gain	144.42

94 Sold 14 shares McDonalds Corp @ 101.6000/sh = 1,422.37;

Cost Basis 1,382.16

Purchased	03/12/13	Cost	1,382.16
Sold	05/02/14	Proceeds	<u>1,422.37</u>
		Total Gain	40.21

95 Sold 3 shares Northrop Grumman Corp @ 120.6800/sh = 362.03;

Cost Basis 286.32

Purchased	08/05/13	Cost	286.32
Sold	05/02/14	Proceeds	<u>362.03</u>
		Total Gain	75.71

96 Sold 10 shares Paychex Inc @ 41.3600/sh = 413.59;

Cost Basis 338.06

Purchased	03/12/13	Cost	338.06
Sold	05/02/14	Proceeds	<u>413.59</u>
		Total Gain	75.53

97. Sold 15 shares Procter & Gamble Co @ 82.1200/sh = 1,231.77;

Cost Basis 1,159.58

Purchased	03/12/13	Cost	1,159.58
Sold	05/02/14	Proceeds	<u>1,231.77</u>
		Total Gain	72.19

98. Sold 2 shares Raytheon Co Delaware New @ 95.8300/sh = 191.65

Cost Basis 152.10

Purchased	08/05/13	Cost	152.10
Sold	05/02/14	Proceeds	<u>191.65</u>
		Total Gain	39.55

99 Sold 156 shares United Techs Corp @ 116.4100/sh = 18,159.56;

Cost Basis 18,516.81

Purchased	04/04/14	Cost	18,516.81
Sold	05/02/14	Proceeds	<u>18,159.56</u>
		Total Loss	(357.25)

100 Sold 14 shares Wal-Mart Stores Inc @ 79.2800/sh = 1,109.90;

Cost Basis 1,032.50

Purchased

03/12/13

Cost

1,032.50

Sold

05/02/14

Proceeds

1,109.90

Total Gain

77.40

TOTAL GAIN ON A/C #7JU-02072

~~12,377.37~~

TOTAL GAIN IN BOTH ACCOUNTS

~~584,553.55~~

101. Sold 31 Shares of McDonalds, Inc

Purchased 3/12/13

Cost

2,886.95

Sold 2/04/14

Proceeds

3,060.50

174.45

102 Sold 11 Shares of McDonalds, Inc

Purchased 3/12/13

Cost

1,024.08

Sold 2/04/14

Proceeds

1,085.98

(61.90)

103. Sold 22 shares of Procter & Gamble

Purchased 3/12/13

Cost

1,672.85

Sold 2/4/14

Proceeds

1,700.73

27.88

104. Sold 16 shares of Wal-Mart

Purchased 3/12/13

Cost

1,162.06

Sold 2/4/14

Proceeds

1,180.00

17.94

Total Gain on A/C # 7JU-2072

12,558.07

Total Gain on Both Accounts

584,734.25