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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

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

► Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning 07/01/13, and ending 06/30/14

B Check if applicable	C Name of organization VAUGHAN MEMORIAL FOUNDATION, INC.		D Employer identification number 63-0885124		
	Doing Business As		E Telephone number 334-874-6621		
	Number and street (or P O box if mail is not delivered to street address) 707 SELMA AVENUE		Room/suite		
	City or town, state or province, country, and ZIP or foreign postal code SELMA AL 36701		G Gross receipts \$ 13,011,166		
	F Name and address of principal officer RALPH HOBBS P. O. DRAWER 1190 SELMA AL 36702		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
			H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website ► N/A		H(c) Group exemption number ►	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of formation		M State of legal domicile	

Part I Summary

1 Briefly describe the organization's mission or most significant activities

To support the local hospital and/or retirement and assisted living center in Selma, AL2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)

3 17

4 Number of independent voting members of the governing body (Part VI, line 1b)

4 17

5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)

5 0

6 Total number of volunteers (estimate if necessary)

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12

7a 0

b Net unrelated business taxable income from Form 990-T, line 34

7b 0

8 Contributions and grants (Part VIII, line 1h)

Prior Year **Current Year**

9 Program service revenue (Part VIII, line 2g)

0 0

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)

1,133,386 2,408,082

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)

0 0

12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)

1,133,386 2,408,082

13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)

629,775

14 Benefits paid to or for members (Part IX, column (A), line 4)

0 0

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)

0 0

16a Professional fundraising fees (Part IX, column (A), line 11e)

0 0b Total fundraising expenses (Part IX, column (D), line 25) ► **0****0 0**

17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)

706,978 120,84018 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25) ► **706,978 750,615**

19 Revenue less expenses Subtract line 18 from line 12

426,408 1,657,467**Beginning of Current Year End of Year****21,706,100 23,836,278****20 Total assets (Part X, line 16)****0 0**

21 Total liabilities (Part X, line 26)

21,706,100 23,836,278

22 Net assets or fund balances Subtract line 21 from line 20

**NOV 24 2014
FURNISS, VAUGHAN & COMPANY
P.O. BOX 387
SELMA, AL 36702**SCANNED DEC 17 2014
Fund Balances

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here	Signature of officer		Preparer's signature	Date 11/17/14	Check <input type="checkbox"/> if self-employed P01076157	PTIN 63-0942462
	Type or print name and title					
Paid Preparer	Print/Type preparer's name John Mark Mason	Firm's name ► Furniss, Vaughan & Company	Date 11/17/14	Check <input type="checkbox"/> if self-employed P01076157	PTIN 63-0942462	
Use Only	Firm's address ► P.O. Box 387 Selma, AL 36702	Firm's EIN ►	Phone no	334-874-6621		

May the IRS discuss this return with the preparer shown above? (see instructions)

For Paperwork Reduction Act Notice, see the separate instructions.

DAA

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission.

To support the local hospital and/or retirement and assisted living center in Selma, AL2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 629,775 including grants of \$ 629,775) (Revenue \$)
Support paid to Vaughan Community Health Services (owner of Cedar Hill Vaughan Retirement Center)

4b (Code) (Expenses \$) including grants of \$) (Revenue \$)

4c (Code) (Expenses \$) including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O)

(Expenses \$) including grants of \$) (Revenue \$)

4e Total program service expenses ► 629,775

Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

- a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
- b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
- c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
- d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
- e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

- b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

- b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

- b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	X	
2	X	
3	X	
4	X	
5	X	
6	X	
7	X	
8	X	
9	X	
10	X	
11a	X	
11b	X	
11c	X	
11d	X	
11e	X	
11f	X	
12a	X	
12b	X	
13	X	
14a	X	
14b	X	
15	X	
16	X	
17	X	
18	X	
19	X	
20a	X	
20b		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	X

Part V Statements Regarding Other IRS Filings and Tax Compliance
 Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	
1b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	5a	X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5b	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5c	
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	6a	X
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6b	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	7a	
7	Organizations that may receive deductible contributions under section 170(c).	7b	
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7c	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7d	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7e	
d	If "Yes," indicate the number of Forms 8282 filed during the year	7f	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7g	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7h	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	8	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	9a	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9b	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter.	10a	
a	Initiation fees and capital contributions included on Part VIII, line 12	10b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:	11a	
a	Gross income from members or shareholders	11b	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.	13a	
a	Is the organization licensed to issue qualified health plans in more than one state?		
	Note. See the instructions for additional information the organization must report on Schedule O		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year
 If there are material differences in voting rights among members of the governing body, or
 if the governing body delegated broad authority to an executive committee or similar
 committee, explain in Schedule O

1a **17**

1b Enter the number of voting members included in line 1a, above, who are independent

1b **17**

2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

2 **X**

3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?

3 **X**

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

4 **X**

5 Did the organization become aware during the year of a significant diversion of the organization's assets?

5 **X**

6 Did the organization have members or stockholders?

6 **X**

7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?

7a **X**

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

7b **X**

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following

a The governing body?

8a **X**

b Each committee with authority to act on behalf of the governing body?

8b **X**

9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O

9 **X**

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

10a Did the organization have local chapters, branches, or affiliates?

b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?

10a **X**

10b

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

b Describe in Schedule O the process, if any, used by the organization to review this Form 990

11a **X**

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

12a **X**

12b

12c

13 Did the organization have a written whistleblower policy?

13 **X**

14 Did the organization have a written document retention and destruction policy?

14 **X**

15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?

a The organization's CEO, Executive Director, or top management official

b Other officers or key employees of the organization

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)

15a **X**

15b **X**

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

16a **X**

16b

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **None**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply

Own website Another's website Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► **Welch Hornsby & Welch, Inc** **One Commerce St Suite 800**
Montgomery **AL 36123** **334-272-1192**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any See instructions for definition of "key employee"

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

Check this box if neither the organization nor any related organizations compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director in individual trustee line	Institutional trustee	Officer	Key employee	Highest compensated			
(1) GLENN & EDIE DELPH	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(2) B.M. MILLER CHILDERS	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(3) RALPH & GRACE HOBBS	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(4) P. C. & PATTY DEBARDELEBEN	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(5) JOHN & KAREN MORRIS	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(6) ROGER & DOLLY BUTLER	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(7) TODD & NEILL SHERRER	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(8) MATTHEW & KARIM OAKS	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(9) CATESBY apR & TERRY JONES	0.00 0.00	<input checked="" type="checkbox"/>					0	0	0
(10)									
(11)									

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Former or individual trustee	Institutional trustee	Officer	Key employee	Highest compensated			
(12)									
(13)									
(14)									
(15)									
(16)									
(17)									
(18)									
(19)									

1b Sub-total ►

c Total from continuation sheets to Part VII, Section A ►

d Total (add lines 1b and 1c) ►

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 0

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

Yes

No

3 X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

4 X

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

5 X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►

0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f			
	g Noncash contributions included in lines 1a-1f	\$			
h Total. Add lines 1a-1f	►				
Program Service Revenue	2a	Busn. Code			
	f All other program service revenue				
g Total. Add lines 2a-2f	►				
3 Investment income (including dividends, interest, and other similar amounts)	►	213,205			213,205
4 Income from investment of tax-exempt bond proceeds	►				
5 Royalties	►				
6a Gross rents	(i) Real	(ii) Personal			
b Less rental exps					
c Rental inc or (loss)					
d Net rental income or (loss)	►				
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
	12,797,961				
b Less cost or other basis & sales exps	10,603,084				
c Gain or (loss)	2,194,877				
d Net gain or (loss)	►	2,194,877	2,194,877		
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c)					
See Part IV, line 18	a				
b Less: direct expenses	b				
c Net income or (loss) from fundraising events	►				
9a Gross income from gaming activities	a				
See Part IV, line 19	a				
b Less: direct expenses	b				
c Net income or (loss) from gaming activities	►				
10a Gross sales of inventory, less returns and allowances	a				
b Less: cost of goods sold	b				
c Net income or (loss) from sales of inventory	►				
Miscellaneous Revenue	Busn. Code				
11a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d	►	2,408,082	2,194,877	0	213,205
12 Total revenue. See instructions	►				

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

- 1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21
- 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22
- 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16
- 4 Benefits paid to or for members
- 5 Compensation of current officers, directors, trustees, and key employees
- 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)
- 7 Other salaries and wages
- 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)
- 9 Other employee benefits
- 10 Payroll taxes
- 11 Fees for services (non-employees)
 - a Management **26,674**
 - b Legal **2,150**
 - c Accounting
 - d Lobbying
 - e Professional fundraising services See Part IV, line 17
 - f Investment management fees **72,700**
 - g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) **14,940**
- 12 Advertising and promotion
- 13 Office expenses
- 14 Information technology
- 15 Royalties
- 16 Occupancy
- 17 Travel
- 18 Payments of travel or entertainment expenses for any federal, state, or local public officials
- 19 Conferences, conventions, and meetings
- 20 Interest
- 21 Payments to affiliates
- 22 Depreciation, depletion, and amortization
- 23 Insurance **4,376**
- 24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)
 - a
 - b
 - c
 - d
 - e All other expenses **750,615**
- 25 Total functional expenses. Add lines 1 through 24e **629,775**
- 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► if following SOP 98-2 (ASC 958-720) **120,840**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	629,775	629,775		
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
a				
b				
c				
d				
e				
25	750,615	629,775	120,840	0
26				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	1,212,995	1	651,252
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b		10c
	11 Investments—publicly traded securities	20,493,105	11	23,185,026
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34)	21,706,100	16	23,836,278
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	18,525,002	30	20,655,180
	31 Paid-in or capital surplus, or land, building, or equipment fund	3,181,098	31	3,181,098
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	21,706,100	33	23,836,278
	34 Total liabilities and net assets/fund balances	21,706,100	34	23,836,278

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,408,082
2	Total expenses (must equal Part IX, column (A), line 25)	2	750,615
3	Revenue less expenses Subtract line 2 from line 1	3	1,657,467
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	21,706,100
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	472,711
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	23,836,278

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O	2a	X
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2c	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	3a	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3b	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service
Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section
4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ.

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013Open to Public
Inspection

Name of the organization

VAUGHAN MEMORIAL FOUNDATION, INC.Employer identification number
63-0885124**Part I Reason for Public Charity Status** (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state.
 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated
 e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
 f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
 h Provide the following information about the supported organization(s)

	Yes	No
11g(i)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11g(ii)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11g(iii)	<input checked="" type="checkbox"/>	<input type="checkbox"/>

(I) Name of supported organization	(II) EIN	(III) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(IV) Is the organization in col (I) listed in your governing document?		(V) Did you notify the organization in col (I) of your support?		(VI) Is the organization in col (I) organized in the U.S.?		(VII) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) VAUGHAN COMMUNITY HEALTH SERVICES			<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		629,775
(B)									
(C)									
(D)									
(E)									
Total									629,775

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►

- 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")
- 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf
- 3 The value of services or facilities furnished by a governmental unit to the organization without charge
- 4 Total. Add lines 1 through 3
- 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)
- 6 Public support. Subtract line 5 from line 4

	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1						
2						
3						
4						
5						
6						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►

	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7						
8						
9						
10						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						► <input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	►	<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	►	<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions		

Schedule A (Form 990 or 990-EZ) 2013 **VAUGHAN MEMORIAL FOUNDATION, INC.** **63-0885124** Page 4

Part IV Supplemental Information. Provide the explanations required by Part II, line 10, Part II, line 17a or 17b, and Part III, line 12 Also complete this part for any additional information. (See instructions).

SCHEDULE I
(Form 990)
2013
Open to Public
Inspection

OMB No. 1545-0047

Department of the Treasury
Internal Revenue Service

Name of the organization

VAUGHAN MEMORIAL FOUNDATION, INC.**Part I General Information on Grants and Assistance**

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	VAUGHAN COMMUNITY HEALTH SERVICES 1300 OLD ORRVILLE ROAD SELMA, AL 36701			629,775				
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

DAA

► Schedule I (Form 990) (2013)

Schedule I (Form 990) (2013) **VAUGHAN MEMORIAL FOUNDATION, INC.** **63-0885124**
Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1					
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.
► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

Employer identification number

VAUGHAN MEMORIAL FOUNDATION, INC.

63-0885124

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990

No review was or will be conducted.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation

No documents available to the public

Form 990, Part XI, Line 9 - Other Changes in Net Assets Explanation

UNREALIZED GAIN ON MARKETABLE SECURITIES \$ 472,711

Forms 990 / 990-EZ Return Summary

For calendar year 2013, or tax year beginning 07/01/13, and ending 06/30/1463-0885124

VAUGHAN MEMORIAL FOUNDATION, INC.

Net Asset / Fund Balance at Beginning of Year

21,706,100

Revenue

Contributions

Program service revenue

Investment income

213,205

Capital gain / loss

2,194,877

Fundraising / Gaming.

Gross revenue

Direct expenses

Net income

Other income

0

Total revenue

2,408,082

Expenses

Program services

629,775

Management and general

120,840

Fundraising

Total expenses

750,615

Excess / (deficit)

1,657,467

Changes

472,711

Net Asset / Fund Balance at End of Year

23,836,278

Reconciliation of Revenue

Total revenue per financial statements

Reconciliation of Expenses

Total expenses per financial statements

Less.

Less.

Unrealized gains

Donated services

Donated services

Prior year adjustments

Recoveries

Losses

Other

Other

Plus

Plus

Investment expenses

Investment expenses

Other

Other

Total revenue per return

Total expenses per return

750,615

	Beginning	Ending
Assets	<u>21,706,100</u>	<u>23,836,278</u>
Liabilities		
Net assets	<u>21,706,100</u>	<u>23,836,278</u>

Balance Sheet

Differences

	Beginning	Ending

2,130,178

Miscellaneous Information

Amended return

Return / extended due date

02/17/15

Failure to file penalty

REALIZED GAIN LOSS SUMMARY

Last 12 Months

Vaughan Memorial Foundation - Mutual Funds - Domestic		Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
AEGFX	AMERICAN EUROPACIFIC GROWTH CLASS F	10/30/2013	12/31/2001	1,050,762	28,233.98	50,300.00	0.00	22,066.02	22,066.02
AEGFX	AMERICAN EUROPACIFIC GROWTH CLASS F	2/12/2014	12/31/2001	2,271,877	61,045.34	109,300.00	0.00	48,254.66	48,254.66
GFAFX	AMERICAN FUNDS GRTH FUND OF AMER F	8/7/2013	12/26/2007	26,364,463	902,719.23	1,070,397.20	0.00	167,677.97	167,677.97
GFAFX	AMERICAN FUNDS GRTH FUND OF AMER F	8/7/2013	11/25/2008	2,575,992	50,000.00	104,585.28	0.00	54,585.28	54,585.28
GFAFX	AMERICAN FUNDS GRTH FUND OF AMER F	8/7/2013	1/26/2009	2,579,979	50,000.00	104,747.14	0.00	54,747.14	54,747.14
NWFFX	AMERICAN NEW WORLD CLASS F	10/30/2013	5/13/2009	620,992	21,865.13	36,800.00	0.00	14,934.87	14,934.87
NWFFX	AMERICAN NEW WORLD CLASS F	2/12/2014	5/13/2009	1,302,743	45,869.58	74,100.00	0.00	28,230.42	28,230.42
ARTIX	ARTISAN INTERNATIONAL FUND	10/30/2013	11/23/2001	1,321,008	23,289.37	39,300.00	0.00	16,010.63	16,010.63
ARTIX	ARTISAN INTERNATIONAL FUND	2/12/2014	11/23/2001	3,639,103	64,157.38	108,700.00	0.00	44,542.62	44,542.62
ARTMX	ARTISAN MID CAP	8/7/2013	12/23/2003	3,028,356	76,920.24	139,031.82	0.00	62,111.58	62,111.58
ARTMX	ARTISAN MID CAP	8/7/2013	5/2/2005	12,598,992	350,000.00	578,419.72	0.00	228,419.72	228,419.72
ARTMX	ARTISAN MID CAP	10/30/2013	2/19/2008	768,451	21,447.47	37,900.00	0.00	16,452.53	16,452.53
ARTMX	ARTISAN MID CAP	8/7/2013	2/19/2008	3,673,458	102,526.21	168,648.46	0.00	66,122.25	66,122.25
ARTMX	ARTISAN MID CAP	2/12/2014	2/19/2008	1,571,916	42,476.67	75,000.00	0.00	32,523.33	32,523.33
ARTMX	ASTON/RIVER ROAD SMALL-MID CAP FD - CL	10/30/2013	8/7/2013	1,744,019	17,545.91	18,200.00	654.09	0.00	654.09
ARTMX	ASTON/RIVER ROAD SMALL-MID CAP FD - CL	2/12/2014	8/7/2013	3,951,890	39,758.46	34,475.00	-5,283.46	0.00	-5,283.46
BSAFX	BARON SMALL CAP	8/7/2013	5/4/2005	14,856,774	317,934.97	471,108.30	0.00	153,173.33	153,173.33
BMPEX	BECK, MACK & OLIVER PARTNERS FUND	10/30/2013	8/15/2013	2,330,226	33,392.14	35,000.00	1,607.86	0.00	1,607.86
MALOX	BLACKROCK GLOBAL ALLOCATION FD INC INST CLASS	10/30/2013	8/15/2013	1,121,824	23,883.63	24,700.00	816.37	0.00	816.37
CSMCK	CENTURY SMALL-CAP SELECT FUND INSTITUTIONAL CLASS	8/7/2013	5/3/2005	3,534,366	81,903.29	112,917.13	0.00	31,013.84	31,013.84
CSMCK	CENTURY SMALL-CAP SELECT FUND INSTITUTIONAL CLASS	8/7/2013	12/26/2007	6,180,258	144,025.00	197,448.98	0.00	53,423.98	53,423.98
CSMCK	CENTURY SMALL-CAP SELECT FUND INSTITUTIONAL CLASS	8/7/2013	2/19/2008	5,346,756	108,000.00	170,819.98	0.00	62,819.98	62,819.98
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/24/2003	8,666,942	197,264.22	286,724.22	0.00	89,460.00	89,460.00
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	6/8/2004	9,913	242,48	326,82	0.00	84,34	84,34
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	9/8/2004	2,004	48,52	66,07	0.00	17.55	17.55
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/20/2004	5,560	145,56	183,30	0.00	37.74	37.74
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/20/2004	394,390	10,325.14	13,002.41	0.00	2,677.27	2,677.27
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/20/2004	1,254,247	32,836.18	41,350.51	0.00	8,514.33	8,514.33
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	3/8/2005	0,578	15.55	19,06	0.00	3.51	3.51
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	6/8/2005	35,745	932.94	1,178.46	0.00	245.52	245.52
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	9/8/2005	86,868	2,465.32	2,863.90	0.00	398.58	398.58
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/19/2005	184,004	4,842.99	6,066.32	0.00	1,223.33	1,223.33
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/19/2005	2,090,328	55,017.42	68,914.76	0.00	13,897.34	13,897.34
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	3/8/2006	39,708	1,132.48	1,309.11	0.00	176.63	176.63
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	6/8/2006	62,041	1,786.15	2,045.39	0.00	259.24	259.24
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	9/8/2006	81,780	2,329.92	2,696.16	0.00	366.24	366.24
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/18/2006	2,923	85.49	96.37	0.00	10.88	10.88
DFSYX	DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/18/2006	311,745	9,118.54	10,277.73	0.00	1,159.19	1,159.19

	Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Mutual Funds - Domestic									
DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	12/18/2006	2,084.795	9,189,991.38	11,275,778.	58,391.46	2,027,562.37	2,085,953.83	
DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	3/8/2007	17,630	60,980.25	68,732.34	0.00	7,752.09	7,752.09	
DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	6/8/2007	81,862	525.21	581.23	0.00	56.02	56.02	
DFA U.S. SMALL CAP VALUE PORTFOLIO	8/7/2013	9/10/2007	129,976	2,596.65	2,698.86	0.00	102.21	102.21	
DIAMOND HILL LONG-SHORT I	10/30/2013	8/15/2013	684,510	3,626.34	4,285.08	0.00	658.74	658.74	
DODGE & COX INTERNATIONAL STOCK FUND	10/30/2013	5/11/2006	686,012	14,675.89	15,000.00	324.11	0.00	324.11	
DODGE & COX INTERNATIONAL STOCK FUND	2/12/2014	5/11/2006	239,066	32,417.78	32,700.00	0.00	282.22	282.22	
DODGE & COX INTERNATIONAL STOCK FUND	2/12/2014	12/26/2007	2,046,245	10,090.98	10,145.86	0.00	54.88	54.88	
DODGE & COX INTERNATIONAL STOCK FUND	2/12/2014	2/19/2008	119,872	100,025.00	86,841.82	0.00	-13,183.18	-13,183.18	
DODGE & COX INTERNATIONAL STOCK FUND	8/7/2013	7/30/1999	742,937	78,257.81	112,313.92	0.00	34,056.11	34,056.11	
DODGE & COX STOCK FUND	8/7/2013	9/28/1999	30,633	2,990.44	4,630.96	0.00	1,640.52	1,640.52	
DODGE & COX STOCK FUND	8/7/2013	12/28/1999	36,312	3,601.39	5,489.49	0.00	1,888.10	1,888.10	
DODGE & COX STOCK FUND	8/7/2013	12/28/1999	60,519	6,002.32	9,148.99	0.00	3,146.67	3,146.67	
DODGE & COX STOCK FUND	8/7/2013	12/28/1999	407,209	40,387.03	61,560.05	0.00	21,173.02	21,173.02	
DODGE & COX STOCK FUND	10/30/2013	3/29/2000	56,363	5,280.09	8,919.20	0.00	3,639.11	3,639.11	
DODGE & COX STOCK FUND	8/7/2013	3/29/2000	48,456	4,539.39	7,325.36	0.00	2,785.97	2,785.97	
DODGE & COX STOCK FUND	8/7/2013	3/29/2000	401,065	37,371.76	60,631.23	0.00	23,059.47	23,059.47	
DODGE & COX STOCK FUND	10/30/2013	6/28/2000	32,291	3,063.10	5,109.91	0.00	2,046.81	2,046.81	
DODGE & COX STOCK FUND	10/30/2013	9/27/2000	34,281	3,321.10	5,424.82	0.00	2,103.72	2,103.72	
DODGE & COX STOCK FUND	10/30/2013	12/27/2000	18,142	1,761.07	2,870.89	0.00	1,109.82	1,109.82	
DODGE & COX STOCK FUND	10/30/2013	12/27/2000	33,156	3,218.50	5,246.79	0.00	2,028.29	2,028.29	
DODGE & COX STOCK FUND	10/30/2013	12/27/2000	162,585	15,782.13	25,728.39	0.00	9,946.26	9,946.26	
EPOCH GLOBAL EOTY	10/30/2013	8/8/2013	1,276,458	23,526.57	24,700.00	1,173.43	0.00	1,173.43	
EPOCH GLOBAL EOTY	2/12/2014	8/8/2013	5,215,137	96,120.91	100,575.00	4,454.09	0.00	4,454.09	
FPACX	10/30/2013	8/15/2013	625,000	20,056.25	20,600.00	543.75	0.00	543.75	
HACAX	10/30/2013	8/7/2013	42,334	2,125.22	2,300.00	174.78	0.00	174.78	
HACAX	8/29/2013	8/7/2013	1,823,845	91,559.32	90,000.00	-1,439.21	0.00	-1,439.21	
HACAX	8/7/2013	3,411,094	171,241.22	197,375.00	26,133.78	0.00	26,133.78		
HAINX	10/30/2013	11/23/2001	363,350	10,831.46	25,900.00	0.00	15,068.54	15,068.54	
HAINX	2/12/2014	11/23/2001	1,340,854	39,970.86	93,875.00	0.00	53,904.14	53,904.14	
HASGX	8/7/2013	12/23/2003	4,967,005	60,807.97	75,245.67	0.00	14,437.70	14,437.70	
HASGX	8/7/2013	12/30/2004	1,303,557	16,854.99	19,747.72	0.00	2,892.73	2,892.73	
HASGX	8/7/2013	12/20/2005	1,841,669	23,057.69	27,899.63	0.00	4,841.94	4,841.94	
HASGX	8/7/2013	5/11/2006	15,960,677	231,000.00	241,789.94	0.00	10,789.94	10,789.94	
HASGX	8/7/2013	3/7/2006	3,796,691	48,445.78	57,516.46	0.00	9,070.68	9,070.68	
HASDVX	10/30/2013	8/15/2013	906,309	9,552.50	9,600.00	47.50	0.00	47.50	
HASDVX	4/14/2014	8/15/2013	59,421,711	626,304.83	631,630.82	5,325.99	0.00	5,325.99	
HASDVX	4/14/2014	2/12/2014	8,195,110	85,500.00	87,110.99	1,610.99	0.00	1,610.99	
HSTRX	10/30/2013	7/28/2010	3,562,279	44,066.43	40,300.00	0.00	-3,766.43	-3,766.43	
HSTRX	2/12/2014	7/28/2010	79,821,737	987,418.19	894,789.38	0.00	-92,628.81	-92,628.81	
HSTRX	2/12/2014	8/7/2013	82,497,736	910,800.00	924,786.91	13,986.91	0.00	13,986.91	
HSTRX	8/7/2013	11/9/1999	1,617,855	34,363.24	49,828.26	0.00	15,465.02	15,465.02	
HSTRX	8/7/2013	12/29/1999	181,969	3,655.75	5,604.46	0.00	1,948.71	1,948.71	
HSTRX	8/7/2013	12/29/1999	4,107,001	82,558.65	126,491.39	0.00	43,932.74	43,932.74	
LLPPFX	8/7/2013	11/8/2000	4,910	104.20	151.22	0.00	47.02	47.02	
LLPPFX	8/7/2013	11/8/2000	865,821	26,666.39	26,372.73	0.00	8,293.66	8,293.66	

	Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Mutual Funds - Domestic								
LLPFX	8/7/2013	12/28/2000	77,688	9,189,991.38	11,275,778.	58,391.46	2,027,562.37	2,085,953.83
LONGLEAF PARTNERS FUND	8/7/2013	11/14/2001	37,395	1,768.17	2,392.71	0.00	624.54	624.54
LONGLEAF PARTNERS FUND	8/7/2013	11/14/2001	131,140	854.86	1,151.73	0.00	296.87	296.87
LONGLEAF PARTNERS FUND	8/7/2013	11/14/2001	93,895	2,997.87	4,038.98	0.00	1,041.11	1,041.11
LONGLEAF PARTNERS FUND	8/7/2013	12/28/2001	8,833,922	300,025.00	272,075.67	0.00	-27,949.33	-27,949.33
LONGLEAF PARTNERS FUND	8/7/2013	12/26/2007	5,008,948	70,000.00	154,270.42	0.00	84,270.42	84,270.42
LONGLEAF PARTNERS FUND	8/7/2013	11/25/2008	3,243,024	50,000.00	99,881.79	0.00	49,881.79	49,881.79
LONGLEAF PARTNERS FUND	8/7/2013	1/26/2009	4,527,003	97,840.96	156,221.37	0.00	58,380.41	58,380.41
LONGLEAF PARTNERS SMALL-CAP	8/7/2013	11/23/2001	141,000.00	168,714.80	0.00	27,714.80	27,714.80	27,714.80
LONGLEAF PARTNERS SMALL-CAP	8/7/2013	12/23/2003	4,889,039	140,025.00	174,286.79	0.00	34,261.79	34,261.79
LONGLEAF PARTNERS SMALL-CAP	8/7/2013	12/26/2007	5,050,505	150,000.00	210,950.96	0.00	60,950.96	60,950.96
LONGLEAF PARTNERS SMALL-CAP	8/7/2013	2/19/2008	6,112,964	10,891.46	11,100.00	208.54	0.00	208.54
PIMCO ALL ASSET ALL AUTHORITY I	10/30/2013	8/15/2013	1,061,546	34,259.20	36,600.00	2,340.80	0.00	2,340.80
PIMCO EOS LONG SHORT FD	10/30/2013	8/15/2013	2,994,685	9,224.47	9,400.00	0.00	175.53	175.53
PIMCO LOW DURATION I	10/30/2013	11/23/2001	911,509	28,612,731	289,560.84	294,400.00	0.00	4,839.16
PIMCO LOW DURATION I	8/7/2013	11/23/2001	732,016	7,232,43	7,200.00	0.00	-32.43	-32.43
PIMCO SHORT-TERM INSTL	10/30/2013	7/28/2010	26,391,150	260,748.67	259,400.00	0.00	-1,302.01	-1,302.01
PIMCO SHORT-TERM INSTL	8/7/2013	7/28/2010	942,249	9,309,57	9,275.00	0.00	-34.57	-34.57
PIMCO UNCONSTRAINED BD INSTL CLASS	10/30/2013	7/28/2010	412,913	5,240.00	5,300.00	0.00	60.00	60.00
TOUCHSTONE SANDS CAPITAL INST GR	10/30/2013	12/26/2007	1,762,737	23,674.22	40,800.00	0.00	17,125.78	17,125.78
TOUCHSTONE SANDS CAPITAL INST GR	8/29/2013	12/26/2007	4,494,508	60,362.92	90,000.00	0.00	29,637.08	29,637.08
TOUCHSTONE SANDS CAPITAL INST GR	8/7/2013	12/26/2007	24,448,965	328,358.72	495,800.00	0.00	167,441.28	167,441.28
TOUCHSTONE SANDS CAPITAL INST GR	2/12/2014	12/26/2007	5,854,832	78,632.58	133,875.00	0.00	55,242.42	55,242.42
VULCAN VALUE PARTNERS FUND	2/12/2014	8/7/2013	658,343	10,915,33	11,600.00	684.67	0.00	684.67
WASATCH LONG/SHORT	10/30/2013	8/15/2013	2,032,867	31,834,70	33,400.00	1,565.30	0.00	1,565.30
WELLS FARGO ADVNTG ABSOLUTE RETURN INST	10/30/2013	8/15/2013	1,950,841	21,420.23	22,000.00	579.77	0.00	579.77
WILLIAM BLAIR SMALL MID CAP GROWTH FUND CLASS I	10/30/2013	8/7/2013	1,521,250	28,327.42	30,400.00	2,072.58	0.00	2,072.58
WILLIAM BLAIR SMALL MID CAP GROWTH FUND CLASS I	2/12/2014	8/7/2013	1,265,560	23,566,18	24,375,00	808.82	0.00	808.82

	Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Private Capital								
ACT	2/12/2014	1/20/2011	100,000	14,728.65	18,966.52	0.00	4,237.87	4,237.87
AAP	2/12/2014	7/18/2012	90,000	6,620,19	11,230,95	0.00	4,610,76	4,610,76
ATSG	9/20/2013	9/7/2011	900,000	4,603,58	6,317,94	0.00	1,714,36	1,714,36
BOH	9/20/2013	3/23/2000	75,000	1,420,31	3,999,81	0.00	2,579,50	2,579,50
BOH	2/12/2014	3/23/2000	90,000	1,704,38	5,152,46	0.00	3,448,08	3,448,08
CA	9/20/2013	6/20/2002	500,000	8,027,65	15,447,28	0.00	7,419,63	7,419,63
CA	7/23/2013	6/20/2002	275,000	4,415,21	8,207,80	0.00	3,792,59	3,792,59
CA	2/12/2014	6/20/2002	325,000	5,217,97	10,577,92	0.00	5,359,95	5,359,95
CA	2/12/2014	7/3/2002	25,000	349,00	813,69	0.00	464,69	464,69

Vaughan Memorial Foundation - Private Capital		Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
CSCO	CISCO SYS INC	2/12/2014	12/20/2010	325,000	337,906.49	486,135.67	-3,975.19	152,204.37	148,229.18
CLGX	CORELOGIC INC COM	2/12/2014	12/16/2009	200,000	3,938.47	7,388.90	0.00	1,021.21	1,021.21
CLGX	CORELOGIC INC COM	2/12/2014	1/5/2010	200,000	3,745.78	6,561.41	0.00	2,622.94	2,622.94
CLGX	CORELOGIC INC COM	2/18/2014	1/19/2010	175,000	3,195.96	5,946.28	0.00	2,815.63	2,815.63
CLGX	CORELOGIC INC COM	2/18/2014	3/3/2010	150,000	2,868.08	5,096.81	0.00	2,228.73	2,228.73
CLGX	CORELOGIC INC COM	2/18/2014	3/10/2011	75,000	1,339.63	2,548.40	0.00	1,208.77	1,208.77
COV	COVIDIEN PLC SHS	2/12/2014	5/18/2009	150,000	4,847.46	10,585.82	0.00	5,738.36	5,738.36
EZPW	EZCORP INC CL A NON VGT	11/26/2013	8/12/2010	1,025,000	18,949.11	12,064.27	0.00	-6,984.84	-6,984.84
EZPW	EZCORP INC CL A NON VGT	11/26/2013	8/19/2010	325,000	6,024.54	3,825.26	0.00	-2,199.28	-2,199.28
EZPW	EZCORP INC CL A NON VGT	11/26/2013	1/20/2012	700,000	18,647.15	8,239.01	0.00	-10,408.14	-10,408.14
EZPW	EZCORP INC CL A NON VGT	11/26/2013	4/2/2013	600,000	11,736.73	7,062.01	-4,674.72	0.00	-4,674.72
LRCX	LAM RESEARCH CORP COM	9/20/2013	1/30/2008	300,000	6,349.70	14,834.49	0.00	8,484.79	8,484.79
LRCX	LAM RESEARCH CORP COM	3/28/2014	1/30/2008	9,000	190.49	490.57	0.00	300.08	300.08
LRCX	LAM RESEARCH CORP COM	3/28/2014	6/12/2008	450,000	8,632.67	24,528.37	0.00	15,895.70	15,895.70
LDOS	LEIDOS HDLGS INC COM	10/4/2013	1/13/2011	0 250	11.11	11.43	0.00	0.32	0.32
MNK	MALLINCKRODT PUB LTD CO SHS	7/2/2013	5/18/2009	25,000	619.19	1,086.77	0.00	467.58	467.58
MNK	MALLINCKRODT PUB LTD CO SHS	7/2/2013	5/21/2009	12,500	306.77	543.38	0.00	236.61	236.61
MNK	MALLINCKRODT PUB LTD CO SHS	7/2/2013	7/24/2009	37,500	972.93	1,630.15	0.00	657.22	657.22
MCS	MARCUS CORPORATION	9/20/2013	1/18/1995	300,000	2,347.43	4,250.08	0.00	1,902.65	1,902.65
MENT	MENTOR GRAPHICS	9/20/2013	3/15/2010	200,000	1,622.99	4,574.97	0.00	2,951.98	2,951.98
NFG	NATIONAL FUEL GAS CO	9/20/2013	2/25/2010	125,000	6,155.89	8,409.63	0.00	2,253.74	2,253.74
NFG	NATIONAL FUEL GAS CO	9/20/2013	2/17/2012	100,000	4,850.97	6,727.71	0.00	1,876.74	1,876.74
PRGS	PROGRESS SOFTWARE CORP COM	9/20/2013	7/16/1996	400,000	1,216.21	10,231.27	0.00	9,015.06	9,015.06
QCOM	QUALCOMM INC	2/12/2014	5/6/2002	25,000	339.79	1,905.76	0.00	1,565.97	1,565.97
QCOM	QUALCOMM INC	1/30/2014	5/6/2002	125,000	1,698.97	9,121.80	0.00	7,422.83	7,422.83
QCOM	QUALCOMM INC	1/16/2014	5/6/2002	125,000	1,698.97	9,297.52	0.00	7,598.55	7,598.55
QCOM	QUALCOMM INC	3/20/2014	6/26/2002	175,000	2,250.94	13,650.03	0.00	11,399.09	11,399.09
QCOM	QUALCOMM INC	2/12/2014	6/26/2002	65,000	836.06	4,954.96	0.00	4,118.90	4,118.90
RJF	RAYMOND JAMES FINANCIAL INC COM	2/12/2014	3/30/2000	225,000	2,018.50	11,281.78	0.00	9,263.28	9,263.28
SAIC	SCIENCE APPLICATIONS INTL CP NEW COM	9/30/2013	1/13/2011	0 286	10.14	9.74	0.00	-0.40	-0.40
SAIC	SCIENCE APPLICATIONS INTL CP NEW COM	1/9/2014	1/13/2011	146,143	5,186.34	5,124.87	0.00	-61.47	-61.47
SAIC	SCIENCE APPLICATIONS INTL CP NEW COM	1/9/2014	2/27/2013	42,857	1,090.08	1,502.89	412.81	0.00	412.81
SFY	SWIFT ENERGY CO COM	11/4/2013	8/11/2010	500,000	13,708.25	7,279.48	0.00	-6,428.77	-6,428.77
SFY	SWIFT ENERGY CO COM	11/4/2013	4/13/2011	150,000	5,889.96	2,183.84	0.00	-3,706.12	-3,706.12
SFY	SWIFT ENERGY CO COM	11/4/2013	3/28/2012	50,000	1,419.01	727.95	0.00	-691.06	-691.06
SFY	SWIFT ENERGY CO COM	3/4/2014	3/28/2012	550,000	15,609.06	5,370.59	0.00	-10,238.47	-10,238.47
SFY	SWIFT ENERGY CO COM	3/4/2014	12/27/2012	875,000	13,117.33	8,544.12	0.00	-4,573.21	-4,573.21
SFY	SWIFT ENERGY CO COM	3/4/2014	2/27/2013	600,000	8,071.75	5,858.83	0.00	-2,212.92	-2,212.92
SYMC	SYMANTEC CORP COM	4/8/2014	1/9/2006	286,000	5,547.02	5,915.33	0.00	368.31	368.31
SYMC	SYMANTEC CORP COM	3/25/2014	1/9/2006	475,000	9,212.72	9,230.79	0.00	18.07	18.07
SYMC	SYMANTEC CORP COM	5/9/2014	5/12/2006	300,000	5,098.86	6,303.27	0.00	1,204.41	1,204.41
SYMC	SYMANTEC CORP COM	4/14/2014	5/12/2006	175,000	2,974.34	3,589.86	0.00	615.52	615.52
SYMC	SYMANTEC CORP COM	4/8/2014	5/12/2006	64,000	1,087.76	1,323.71	0.00	235.95	235.95
SNV	SYNOVIS FINL CORP COM NEW	5/20/2014	1/29/2014	0 286	6.82	6.25	-0.57	0.00	-0.57
TIBX	TIBCO SOFTWARE INC COM	9/20/2013	4/26/2007	275,000	2,564.05	7,140.93	0.00	4,576.88	4,576.88
TWT	TITAN INTL INC ILL COM	2/12/2014	6/18/2013	925,000	16,369.43	15,911.78	-457.65	0.00	-457.65

		Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Private Capital									
UPL	ULTRA PETE CORP	9/20/2013	5/15/2009	150,000	6,751.57	486,135.67	-3,975.19	157,204.37	148,229.18
UPL	ULTRA PETE CORP	1/24/2014	5/15/2009	50,000	2,250.52	11,155.40	0.00	-3,598.47	-3,598.47
UPL	ULTRA PETE CORP	2/12/2014	6/22/2009	150,000	5,913.08	3,507.13	0.00	-1,095.12	-1,095.12
UPL	ULTRA PETE CORP	1/24/2014	6/22/2009	50,000	1,971.03	1,155.40	0.00	-2,405.95	-2,405.95
UPL	ULTRA PETE CORP	2/12/2014	12/7/2009	75,000	3,538.31	1,753.56	0.00	-1,784.75	-1,784.75
UHS	UNIVERSAL HLTH SVCS INC CL B	9/20/2013	2/12/2003	225,000	4,851.56	16,439.61	0.00	11,588.05	11,588.05
UHS	UNIVERSAL HLTH SVCS INC CL B	2/12/2014	2/12/2003	125,000	2,695.31	10,033.17	0.00	7,337.86	7,337.86
UHS	UNIVERSAL HLTH SVCS INC CL B	2/14/2014	2/14/2003	40,000	683.03	3,210.62	0.00	2,527.59	2,527.59
UTTW	UTI WORLDWIDE INC ORD	9/20/2013	12/21/2009	450,000	6,540.43	6,873.50	0.00	333.07	333.07
UTTW	UTI WORLDWIDE INC ORD	9/20/2013	2/27/2013	550,000	8,338.81	8,400.94	62.13	0.00	62.13
UTTW	UTI WORLDWIDE INC ORD	9/20/2013	3/28/2013	600,000	8,481.85	9,164.66	682.81	0.00	682.81
VRX	VALENT PHARMACEUTICALS	9/20/2013	3/12/2010	100,000	1,540.98	10,515.87	0.00	8,974.89	8,974.89
VRX	VALENT PHARMACEUTICALS	2/12/2014	3/12/2010	245,000	3,775.41	34,437.57	0.00	30,662.16	30,662.16
ZMH	ZIMMER HLDGS INC	2/12/2014	6/22/2009	65,000	2,744.56	6,186.29	0.00	3,441.73	3,441.73

		Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Mutual Funds - International									
CLVRX	COLUMBIA INTL VALUE FD	8/7/2013	11/23/2001	2,695.561	43,834.40	39,135.33	0.00	-4,699.07	-4,699.07
CLVRX	COLUMBIA INTL VALUE FD	8/7/2013	12/31/2001	8,561.936	137,820.07	124,305.92	0.00	-13,514.15	-13,514.15
CLVRX	COLUMBIA INTL VALUE FD	8/7/2013	12/23/2003	4,728.774	90,443.09	68,654.40	0.00	-21,788.69	-21,788.69

		Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Custodial									
PTLDX	PIMCO LOW DURATION I	6/11/2014	10/31/2013	34,396.647	355,679.11	357,022.32	1,343.21	0.00	1,343.21
PTLDX	PIMCO LOW DURATION I	5/27/2014	10/31/2013	1,446.102	14,953.44	15,000.00	46.56	0.00	46.56
PTLDX	PIMCO LOW DURATION I	5/23/2014	10/31/2013	8,662.175	89,571.37	89,975.00	403.63	0.00	403.63
PTLDX	PIMCO LOW DURATION I	3/4/2014	10/31/2013	3,848.558	39,796.08	40,000.00	203.92	0.00	203.92
PTLDX	PIMCO LOW DURATION I	6/17/2014	2/3/2014	3,864.734	40,078.49	39,975.00	-103.49	0.00	-103.49
PTLDX	PIMCO LOW DURATION I	6/16/2014	2/3/2014	1,447.876	15,014.92	14,975.00	-31.69	0.00	-31.69
PTLDX	PIMCO LOW DURATION I	6/11/2014	2/3/2014	23,409.230	242,760.95	242,977.68	216.73	0.00	216.73

Vaughan Memorial Foundation - Conduit Fund
No Realized Gain/Loss Activity

Vaughan Memorial Foundation - Private Equity

No Realized Gain/Loss Activity.

	Trade Date	Open Date	Units Sold	Cost Basis	Gross Proceeds	Short Term Gain	Long Term Gain	Total Gain
Vaughan Memorial Foundation - Private Equity				5,234.67	3,850.82	0.00	-1,383.85	-1,383.85
787_PRIV-...	3/10/2014	1/2/2013	3,850.820	5,234.67	3,850.82	0.00	-1,383.85	-1,383.85

Vaughan Memorial Foundation - Short Term Investment

No Realized Gain/Loss Activity.

^ Cost Basis adjusted for wash sale activity