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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052







2013



Open to Public Inspection

For calendar year 2013, or tax year beginning 08-01-2013 , and ending 07-31-2014

Name of foundation THE CHANTICLEER CHARITABLE TRUST		A Employer identification number 23-6648842	
Number and street (or P O box number if mail is not delivered to street address) 1525 W WT HARRIS BLVD D1114-044		B Telephone number (see instructions) (215) 973-3143	
City or town, state or province, country, and ZIP or foreign postal code CHARLOTTE, NC 28262		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 76,529,529		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	1,560,765	1,560,765		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	3,813,818			
	b Gross sales price for all assets on line 6a 10,585,334				
	7 Capital gain net income (from Part IV, line 2) . . .		3,813,818		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	5,374,583	5,374,583		
	13 Compensation of officers, directors, trustees, etc	145,437	116,349		29,087
	14 Other employee salaries and wages		0	0	0
	15 Pension plans, employee benefits		0	0	
	16a Legal fees (attach schedule)	73,722	0	0	73,722
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				0
	17 Interest				0
	18 Taxes (attach schedule) (see instructions)	104,579	6,269		16,172
	19 Depreciation (attach schedule) and depletion . . .	0	0		
	20 Occupancy				
	21 Travel, conferences, and meetings		0	0	
	22 Printing and publications		0	0	
	23 Other expenses (attach schedule)	588			588
	24 Total operating and administrative expenses. Add lines 13 through 23	324,326	122,618	0	119,569
	25 Contributions, gifts, grants paid	3,234,077			3,234,077
	26 Total expenses and disbursements. Add lines 24 and 25	3,558,403	122,618	0	3,353,646
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,816,180			
	b Net investment income (if negative, enter -0-)		5,251,965		
	c Adjusted net income (if negative, enter -0-)			0	

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			
	2	Savings and temporary cash investments	5,048,604	7,607,172	7,607,172
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	6,112,381	 4,100,164	4,428,742
	b	Investments—corporate stock (attach schedule)	24,007,556	 21,276,183	51,472,891
	c	Investments—corporate bonds (attach schedule).	6,400,000	 10,396,528	10,373,573
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 2,387,704	 2,387,704	 2,647,151	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	43,956,245	45,767,751	76,529,529	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	43,956,245	45,767,751	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	43,956,245	45,767,751	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	43,956,245	45,767,751	

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	43,956,245
2	Enter amount from Part I, line 27a	2	1,816,180
3	Other increases not included in line 2 (itemize) ▶ _____ 	3	15,099
4	Add lines 1, 2, and 3	4	45,787,524
5	Decreases not included in line 2 (itemize) ▶ _____ 	5	19,773
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	45,767,751

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,813,818
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,285,311	67,399,183	0 048744
2011	3,055,071	65,369,904	0 046735
2010	2,879,352	63,488,331	0 045352
2009	2,761,782	57,954,325	0 047654
2008	3,608,224	55,579,920	0 06492

2	Total of line 1, column (d).	2	0 253405
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 050681
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	72,738,135
5	Multiply line 4 by line 3.	5	3,686,441
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	52,520
7	Add lines 5 and 6.	7	3,738,961
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	3,353,646

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	105,039
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	105,039
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	105,039
6 Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	86,656
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.		7	86,656
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	2
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	18,385
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 <input type="checkbox"/> 0 Refunded <input type="checkbox"/>		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		1b	No
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10	No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care ofWELLS FARGO BANK NA Telephone no(215) 973-3143 Located at1500 MARKET ST 20TH FLOOR PHILADELPHIA PA ZIP +419102			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See 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
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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). 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1b		No
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))	1c		No
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? 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).	2b		No
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____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
WELLS FARGO BANK NA 1525 WEST WT HARRIS BLVD CHARLOTTE, NC 282881114	CO-TRUSTEE 40	116,350		
REGINA O THOMAS 1735 MARKET STREET 51ST FLOOR PHILADELPHIA, PA 19103	CO-TRUSTEE 5	29,087		
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 VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	66,193,935
b	Average of monthly cash balances.	1b	7,651,887
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	73,845,822
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	73,845,822
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,107,687
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	72,738,135
6	Minimum investment return. Enter 5% of line 5.	6	3,636,907

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	3,636,907
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	105,039
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	105,039
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,531,868
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,531,868
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,531,868

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	3,353,646
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,353,646
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,353,646
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				3,531,868
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			3,234,077	
b Total for prior years 2011 , 20 , 20		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				0
b From 2009.				0
c From 2010.				0
d From 2011.				0
e From 2012.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,353,646				
a Applied to 2012, but not more than line 2a			3,234,077	
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.				119,569
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				3,412,299
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. . . .				0
b Excess from 2010. . . .				0
c Excess from 2011. . . .				0
d Excess from 2012. . . .				0
e Excess from 2013. . . .				0

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
15000 AFLAC INC COM		2010-05-19	2014-07-10
10000 BHP LIMITED SPONS ADR COM		2012-02-13	2014-02-03
1000000 FED HOME LN MTG CORP 1 750% 3/05/19		2012-02-14	2014-03-05
115 29 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2013-08-25
115 92 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2013-09-25
116 57 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2013-10-25
117 21 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2013-11-25
117 62 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2013-12-25
118 28 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-01-25
118 93 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-02-25
456 73 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-03-25
122 11 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-04-25
122 78 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-05-25
123 46 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-06-25
124 15 FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL #561073 DTD		2001-03-02	2014-07-25
1000000 FED NATL MTG ASSN 2 750% 3/13/14		2009-03-16	2014-03-13
783 83 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2013-08-15
788 07 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2013-09-15
792 34 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2013-10-15
3165 96 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2013-11-15
725 27 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2013-12-15
607 8 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-01-15
611 1 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-02-15
614 4 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-03-15
617 73 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-04-15
621 07 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-05-15
624 44 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-06-15
627 83 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493552 DTD		2001-04-06	2014-07-15
551 47 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2013-08-15
557 82 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2013-09-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
3055 63 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/		2001-10-16	2013-10-15
598 46 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2013-11-15
469 75 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2013-12-15
461 98 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-01-15
491 86 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-02-15
481 38 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-03-15
357 65 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-04-15
587 39 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-05-15
479 21 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-06-15
368 37 GOVERNMENT NATL MTG ASSN MTG PASS THRU CTF POOL #493570 DTD 6/1		2001-10-16	2014-07-15
8000 GOLDMAN SACHS GRP INC COM		2012-02-13	2014-07-10
10000 MCDONALDS CORP COM		2009-06-01	2014-07-10
15000 NOVARTIS AG SPONSORED ADR		2010-05-19	2014-02-03
22000 ORACLE CORP COM		2004-02-04	2014-02-03
5000 PROCTER & GAMBLE CO COM		1993-01-12	2014-02-03
20000 ROSS STORES INC COM		2009-06-01	2014-07-10
7000 3M CO COM		1992-10-08	2014-02-03
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
935,828		658,709	277,119
629,143		853,450	-224,307
1,000,000		997,000	3,000
115		115	
116		115	1
117		116	1
117		117	
118		117	1
118		118	
119		118	1
457		454	3
122		121	1
123		122	1
123		123	
124		123	1
1,000,000		994,241	5,759
784		791	-7
788		795	-7
792		799	-7
3,166		3,194	-28
725		732	-7
608		613	-5
611		617	-6
614		620	-6
618		623	-5
621		627	-6
624		630	-6
628		633	-5
551		557	-6
558		563	-5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,056		3,085	-29
598		604	-6
470		474	-4
462		466	-4
492		497	-5
481		486	-5
358		361	-3
587		593	-6
479		484	-5
368		372	-4
1,306,785		1,204,492	102,293
1,006,006		558,060	447,946
1,180,943		685,599	495,344
791,243		214,301	576,942
378,914		71,949	306,965
1,330,281		347,167	983,114
871,783		165,573	706,210
			133,600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			277,119
			-224,307
			3,000
			1
			1
			1
			1
			1
			1
			5,759
			-7
			-7
			-7
			-28
			-7
			-5
			-6
			-6
			-5
			-6
			-6
			-5
			-6
			-5

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-29
			-6
			-4
			-4
			-5
			-5
			-3
			-6
			-5
			-4
			102,293
			447,946
			495,344
			576,942
			306,965
			983,114
			706,210

**TY 2013 Investments Corporate
Bonds Schedule****Name:** THE CHANTICLEER CHARITABLE TRUST**EIN:** 23-6648842

Name of Bond	End of Year Book Value	End of Year Fair Market Value
277911491 EATON VANCE FLOATING	3,100,000	3,086,463
922031836 VANGUARD SHORT TERM-	3,300,000	3,300,000
037833AH3 APPLE INC	999,500	998,380
458140AL4 INTEL CORP	1,001,500	998,550
478160BF0 JOHNSON & JOHNSON	1,002,208	1,000,730
594918AP9 MICROSOFT CORP	993,320	989,450

TY 2013 Investments Corporate
Stock Schedule

Name: THE CHANTICLEER CHARITABLE TRUST
EIN: 23-6648842

Name of Stock	End of Year Book Value	End of Year Fair Market Value
437076102 HOME DEPOT INC	546,801	1,778,700
580135101 MCDONALDS CORP		
778296103 ROSS STORES INC		
87612E106 TARGET CORP	698,490	774,670
254687106 WALT DISNEY CO	708,030	1,631,720
194162103 COLGATE PALMOLIVE CO	137,800	1,268,000
713448108 PEPSICO INC	517,680	1,321,500
742718109 PROCTER & GAMBLE CO	254,634	1,933,000
166764100 CHEVRON CORP	878,323	1,550,880
30231G102 EXXON MOBIL CORPORAT	236,897	1,978,800
678026105 OIL STATES INTERNATI		
001055102 AFLAC INC		
03076C106 AMERIPRISE FINL INC		
084670702 BERKSHIRE HATHAWAY I	432,464	752,580
171232101 CHUBB CORP	323,658	693,680
46625H100 JPMORGAN CHASE & CO	516,158	1,219,721
857477103 STATE STREET CORP		
031162100 AMGEN INC	185,213	1,681,548
151020104 CELGENE CORP COM	406,079	1,220,100
478160104 JOHNSON & JOHNSON	346,045	1,401,260
58933Y105 MERCK & CO INC NEW	281,001	1,418,500
717081103 PFIZER INC	272,319	1,148,000
291011104 EMERSON ELECTRIC CO	259,225	1,273,000
369604103 GENERAL ELECTRIC CO	278,705	1,131,750
438516106 HONEYWELL INTERNATIO	541,666	918,300
740189105 PRECISION CASTPARTS	351,950	915,200
88579Y101 3M CO	150,819	986,230
037833100 APPLE INC	939,797	2,007,600
17275R102 CISCO SYSTEMS INC	229,622	1,009,200
428236103 HEWLETT PACKARD CO		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
458140100 INTEL CORP	336,894	610,020
459200101 INTERNATIONAL BUSINE	796,950	1,725,030
594918104 MICROSOFT CORP	54,758	1,726,400
68389X105 ORACLE CORPORATION	134,722	1,567,132
747525103 QUALCOMM INC	465,387	663,480
263534109 DU PONT E I DE NEMOU	229,350	643,100
74005P104 PRAXAIR INC COM	376,492	640,700
00206R102 AT & T INC	93,032	373,695
92343V104 VERIZON COMMUNICATIO	316,758	492,099
38141G104 GOLDMAN SACHS GROUP		
003021714 ABERDEEN EMERG MARKE	1,000,000	1,077,030
088606108 BHP BILLITON LIMITED		
233203785 DFA EMERGING MARKETS	1,064,672	1,276,794
411511306 HARBOR INTERNATIONAL F	1,503,937	2,041,689
413838202 OAKMARK INTERNATIONALA	600,374	1,210,027
58155Q103 MCKESSON CORP	408,004	959,300
66987V109 NOVARTIS AG - ADR		
806857108 SCHLUMBERGER LTD	139,552	1,083,900
881624209 TEVA PHARMACEUTICAL		
911312106 UNITED PARCEL SERVIC	845,436	1,067,990
921910204 VANGUARD INTL GROWTH		
961323409 WESTPORT SELECT CAP	500,000	596,304
H0023R105 ACE LIMITED	312,859	700,700
921910501 VANGUARD INTL GRTH F	602,804	1,037,474
902641646 E-TRACS ALERIAN MLP	2,000,826	1,966,088

TY 2013 Investments Government Obligations Schedule

Name: THE CHANTICLEER CHARITABLE TRUST

EIN: 23-6648842

US Government Securities - End of

Year Book Value:

4,100,164

US Government Securities - End of

Year Fair Market Value:

4,428,742

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2013 Legal Fees Schedule

Name: THE CHANTICLEER CHARITABLE TRUST

EIN: 23-6648842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BALLARD SPAHR - LEGAL FEES	73,722			73,722

TY 2013 Other Assets Schedule**Name:** THE CHANTICLEER CHARITABLE TRUST**EIN:** 23-6648842

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
99RE44845 752 - 820 CHURCH ROA	1,169,777	1,169,777	1,162,597
99RE53457 721 BROOKE ROAD WAYN	875,000	875,000	782,155
99RE77910 719 BROOKE ROAD RADN	342,927	342,927	702,399

TY 2013 Other Decreases Schedule**Name:** THE CHANTICLEER CHARITABLE TRUST**EIN:** 23-6648842

Description	Amount
MUTUAL FUND POSTING DATE AFTER TYE	15,355
ROUNDING	1
ACCD INTEREST PD CURR YR EFF NEXT YR	4,417

TY 2013 Other Expenses Schedule

Name: THE CHANTICLEER CHARITABLE TRUST

EIN: 23-6648842

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NON-RENTAL REAL ESTATE - INSUR	489	0		489
NON-RENTAL REAL ESTATE - UTILI	99	0		99

TY 2013 Other Increases Schedule

Name: THE CHANTICLEER CHARITABLE TRUST

EIN: 23-6648842

Description	Amount
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	15,099

TY 2013 Taxes Schedule**Name:** THE CHANTICLEER CHARITABLE TRUST**EIN:** 23-6648842

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NON RENTAL REAL ESTATE - TAX	16,172	0		16,172
FOREIGN TAX PAID	6,269	6,269		0
ESTIMATED EXCISE TAX	82,138	0		0