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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 10-01-2013 , and ending 09-30-2014

Name of foundation Rea Charitable Trust		A Employer identification number 26-3671567	
Number and street (or P O box number if mail is not delivered to street address) 1W 4th Street MACD 4000-041		B Telephone number (see instructions) (704) 590-2828	
City or town, state or province, country, and ZIP or foreign postal code Winston Salem, NC 27101		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☒ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 37,431,518		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	543,602	543,602		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	757,437			
	b Gross sales price for all assets on line 6a 4,013,189				
	7 Capital gain net income (from Part IV, line 2)		757,437		
	8 Net short-term capital gain				
	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)	3,502,362	3,502,362		
	12 Total. Add lines 1 through 11	4,803,401	4,803,401		
	13 Compensation of officers, directors, trustees, etc	455,181	347,135		108,046
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).	11,000			11,000
	c Other professional fees (attach schedule)	1,800	1,800		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	338,989	279,899		
	19 Depreciation (attach schedule) and depletion	270,110	270,110		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	6,200	6,200		
	24 Total operating and administrative expenses. Add lines 13 through 23	1,083,280	905,144		119,046
	25 Contributions, gifts, grants paid	1,387,500			1,387,500
	26 Total expenses and disbursements. Add lines 24 and 25	2,470,780	905,144		1,506,546
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,332,621			
	b Net investment income (if negative, enter -0-)		3,898,257		
	c Adjusted net income (if negative, enter -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	189		
	2	Savings and temporary cash investments	4,283,804	4,010,560	4,010,560
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	1,662,330	 1,676,139	1,635,051
	b	Investments—corporate stock (attach schedule)	3,110,001	 3,422,714	5,427,604
	c	Investments—corporate bonds (attach schedule).	1,772,214	 1,721,147	1,722,355
	11	Investments—land, buildings, and equipment basis ▶ _____ 6,726,335 Less accumulated depreciation (attach schedule) ▶ _____ 1,500,394	5,496,051	 5,225,941	11,393,894
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,750,537	 12,346,476	13,242,054
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	26,075,126	28,402,977	37,431,518	
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	20,295,450	20,295,450	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	5,779,676	8,107,527	
	30	Total net assets or fund balances (see page 17 of the instructions)	26,075,126	28,402,977	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	26,075,126	28,402,977		

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	26,075,126
2	Enter amount from Part I, line 27a	2	2,332,621
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	28,407,747
5	Decreases not included in line 2 (itemize) ▶  _____	5	4,770
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	28,402,977

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				
(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				
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				
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	757,437
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	757,437

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	1,256,234	36,376,756	0 03453
2011	1,484,969	32,743,814	0 04535
2010	995,756	28,718,906	0 03467
2009	1,022,081	26,244,785	0 03894
2008		19,893,074	
2 Total of line 1, column (d).			2 0 15350
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 03070
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 39,626,823
5 Multiply line 4 by line 3.			5 1,216,543
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 38,983
7 Add lines 5 and 6.			7 1,255,526
8 Enter qualifying distributions from Part XII, line 4.			8 1,506,546

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	38,983
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	
3 Add lines 1 and 2.	3	38,983
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	38,983
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	72,000
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	74,089
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	35,106
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	35,106

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	Yes	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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
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 \$ _____ (2) On foundation managers \$ _____			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) TX _____			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	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? Website address www reacharitabletrust org	13	Yes	
14	The books are in care of Wells Fargo Bank NA Telephone no (432) 685-5211 Located at PO Box 1959 Midland TX ZIP +4 797021959			
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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		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))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years 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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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

No

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?

YesNo

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?

YesNo

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?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

No

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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.

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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.		

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	18,764,786
b	Average of monthly cash balances.	1b	4,000,733
c	Fair market value of all other assets (see instructions).	1c	17,464,758
d	Total (add lines 1a, b, and c).	1d	40,230,277
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	
3	Subtract line 2 from line 1d.	3	40,230,277
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	603,454
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,626,823
6	Minimum investment return. Enter 5% of line 5.	6	1,981,341

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	1,981,341
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	38,983
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	38,983
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,942,358
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,942,358
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,942,358

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	1,506,546
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,506,546
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	38,983
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,467,563
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				1,942,358
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			1,372,682	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,506,546				
a Applied to 2012, but not more than line 2a			1,372,682	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				133,864
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,808,494
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

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 XV

Supplementary 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 or e-mail address of the person to whom applications should be addressed

Trust Department
P O Box 1959
Midland, TX 79702
(432) 685-5300

b

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

A formal Grant Application must be completed. In Addition to the Grant Application, the applicant must submit budget information, audited financial statements, if any, a copy of the IRS Determination Letter regarding tax exempt status and the last Form 990 filed with the IRS.

c

Any submission deadlines

Grants awarded in June & December - Deadline 4-15 & 10-15

d

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

Geographical Area Generally

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,387,500
b Approved for future payment				
Total			3b	

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 VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bk NA Trustee	Trustee 0 00	454,081		
PO Box 1959 Midland,TX 797021959				
Richard Folger	Grants Advisor 0 00	0		
PO Box 60760 Midland,TX 797110760				
Vicky Jay	Grants Advisor 0 00	250		
4520 Hilltop Midland,TX 79707				
Becky Ferguson	Grants Advisor 0 00	100		
1704 Storey Ave Midland,TX 79701				
Dona Bradley	Grants Advisor 0 00	250		
PO Box 11283 Midland,TX 79702				
Paul Morris	Grants Advisor 0 00	250		
1004 N Big Spring Ste 610 Midland,TX 79701				
Chrstine Foreman	Grants Advisor 0 00	250		
1702 W Cuthbert Midland,TX 79701				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Allegro Chorale Orchestra 2304 Metz Place Midland,TX 79705	None	Public	Community Concerts	18,000
Arts Council of Midland 401 West Texas Midland,TX 79701	None	Public	Art Appreciation & Education	35,000
Arcos Foundation for the Arts 2634 Villa Caballero Del Norte Santa Fe,NM 87505	None	Public	Education for Disabled	10,000
Bynum School 8404 W County Rd 60 Midland,TX 79708	None	Public	Therapy Program	12,000
Big Spring Symphony Association PO Box 682 Big Spring,TX 79721	None	Public	Public Health & Care	20,000
Midland College Foundation 3600 N Garfield St Midland,TX 79705	None	Public	Musical Instruments	10,000
Midland Community Concerts PO Box 10836 Midland,TX 79702	None	Public	Cultural Arts	10,000
Museum of the Southwest 1705 West Missouri Avenue Midland,TX 79701	None	Public	Art Appreciation & Education	30,000
Midland Community Theatre 2000 West Wadley Midland,TX 79705	None	Public	Local Community Theatre	32,000
Midland Festival Ballet 401 W Texas Ave Midland,TX 79701	None	Public	Cultural Arts	30,000
Univ of Texas Permian Basin 4901 East University Odessa,TX 79762	None	Public	Performing Arts	700,000
Permian Basin Public Telecomm PO Box 8940 Midland,TX 79708	None	Public	Public Television	50,000
High Sky Childrens Ranch 8701 WCR 60 Midland,TX 79707	None	Public	Assistance to Families	10,000
Crowley Foundation PO Box 1514 Marfa,TX 79843	None	Public	Public Education	25,000
Ellen Noel Art Museum 4909 E University Odessa,TX 79762	None	Public	Cultural Arts	10,000
Total  3a				1,387,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Midland-Odesa Symphony Chorale 3100 La Force Blvd Odessa,TX 79761	None	Public	Public Symphony	100,000
Midland Opera Theatre PO Box 4504 Midland,TX 79704	None	Public	Cultural Arts	30,000
Midland County Public Library Fund 301 W Missouri Midland,TX 79701	None	Public	Public Charity	10,000
Midland ISD Foundation 550 W Texas Suite 250 Midland,TX 79701	None	Public	Funding Festival on the Arts	25,000
West Texas Jazz Society PO Box 10832 Midland,TX 79702	None	Public	Cultural Arts	20,000
Samaritan Counseling Center 10008 Pilot Ave Midland,TX 79711	None	Public	History Preserv & Education	3,000
Hispanic Cultural Center of Midland PO Box 51404 Midland,TX 79710	None	Public	Underwrite Event	10,000
Manor Park Inc 2208 N Loop 250 West Midland,TX 79707	None	Public	Purchases	10,000
Marfa Public Radio Corp 111 S Highland Marfa,TX 79843	None	Public	Increase Coverage	30,000
Odessa Hi School BandOrchestra Boos 1301 N Dotsy Ave Odessa,TX 79763	None	Public	Concert Trip	10,000
Midland Montessori School 1011 Austin St Midland,TX 79703	None	Public	Purchase Musical Instruments	10,000
Odessa College Foundation 201 W University Blvd Odessa,TX 79762	None	Public	Steinway Piano Initiative	50,000
Texas Tech Univ - Visual Perf Arts Holden Hall Room 103 Lubbock,TX 79409	None	Public	Summer Lab & Workshop	15,000
Univ of Texas-Austin -Theatre Dance 300 East 23rd St Austin,TX 78712	None	Public	Undergraduate Scholarships	15,000
Louise Hopkins Underwood Center for 511 Ave K Lubbock,TX 79410	None	Public	Art	15,000
Total  3a				1,387,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Lyric Performing Arts Company PO Box 1886 Brownwood, TX 76804	None	Public	Historic Restoration	25,000
Museum of the Southwest 1705 W Missouri Ave Midland, TX 79701	None	Public	Educational	5,000
Non-profit Mgmt Center of Permian Ba 3500 N A Street 2300 Midland, TX 79705	None	Public	Fund Rasing Assistance	2,500
Total  3a				1,387,500

TY 2013 Accounting Fees Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	11,000	0	0	11,000

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Oil & Gas Royalty	2009-09-01	6,632,485	1,230,284	94	25 0000	270,110			

TY 2013 Investments Corporate Bonds Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AT&T Inc 5/15/18	109,405	112,729
American Intl Group 7/16/19	49,899	49,634
BP Capital Mkts 10/1/20	108,860	109,218
Berkshire Hathaway 1/15/21	107,260	109,306
Blackrock Inc 12/10/19	78,028	84,755
Cisco Syst 2/15/19	115,075	111,918
Duke Energy 8/15/17	101,389	100,394
EBay Inc 10/15/20	99,255	102,374
Genl Elec Cap 11/14/14	211,934	200,834
Kellog Co 5/17/17	101,583	100,785
McDonalds 1/15/22	99,657	98,542
Medco Health 9/15/20	110,946	106,585
Microsoft		
Pepsico 6/1/18	115,708	111,288
Target 1/15/18	100,958	113,797
Teck Resources 2/1/18	102,379	100,132
Wal Mart 4/15/21	108,811	110,064

TY 2013 Investments Corporate
Stock Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Blackrock Inc	77,831	82,080
Aflac		
Affiliated Managers	61,007	115,207
Anheuser-Busch	80,115	124,263
Apache Corp	105,153	105,885
Apple Computer	75,002	289,153
Baxter Intl Inc	107,158	110,454
Berkshire Hathaway	106,282	200,994
BHP Billiton	72,676	50,813
Boeing	100,302	160,117
Citi Group Inc	131,656	136,338
CME Group	85,519	127,128
CVS/Caremark	49,907	145,491
Capital One Financial		
Celanese Corp	74,365	84,327
Chevron Corp	46,411	91,160
Cisco Systems	74,794	112,258
Coach Inc		
Comcast Corp	39,702	150,154
Cummins Inc	153,657	150,061
Diageo PLC	42,111	84,127
Disney (Walt) Co	46,651	167,822
EMC Corp	64,091	112,241
Eaton Corp PLC	71,404	88,655
Gilead Sciences	26,758	108,366
Goldman Sachs	50,581	92,703
Google	122,827	161,661
HSBC	129,946	124,809
IBM Corp	81,682	75,552
JP Morgan Chase	87,135	147,468

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Johnson Controls	77,635	101,464
Las Vegas Sands	109,565	108,308
Mckesson Corp	69,677	143,082
Microsoft	85,551	133,656
Monster Beverage	39,498	80,945
National Oil Well Inc	88,899	104,333
Nestle S A	49,070	98,443
Oracle Corp	70,431	99,528
Schlumberger	84,713	131,383
TJX Cos Inc	51,562	111,654
Target	127,005	155,008
3M Company		
Thermo Fisher Scientific	33,970	93,344
Total SA -adr	69,514	99,253
United Health Group	58,069	169,740
Union Pacific	86,221	184,748
United Parcel	65,919	93,376
US Bancorp	90,692	120,052

TY 2013 Investments Government Obligations Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

US Government Securities - End of Year Book Value:	1,501,139
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US Government Securities - End of Year Fair Market Value:	1,458,959
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State & Local Government Securities - End of Year Book Value:	175,000
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State & Local Government Securities - End of Year Fair Market Value:	176,092
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TY 2013 Investments - Land Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Category/ Item	Cost/Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Miscellaneous	6,726,335	1,500,394	5,225,941	11,393,894

TY 2013 Investments - Other Schedule

Name:

Rea Charitable Trust

EIN:

26-3671567

Software ID:

13000170

Software Version:

2013v4.0

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Aberdeen Global High Inc Fd	AT COST	840,744	832,136
T Rowe Price Instl Float	AT COST	350,000	345,233
Dreyfus Emerg Mkts Debt Fd	AT COST	500,000	467,191
Dreyfus Intnatl Bond Fd	AT COST	510,000	502,888
Dreyfus Boston Co Sm Cap Fd	AT COST		
Pimco Foreign Bond Fd	AT COST	545,000	490,446
Templeton Global Bond Fd	AT COST	191,901	204,098
ASGI Agility Income Fd	AT COST	1,000,000	1,047,275
Fidelity Adv Emerging Mkts Fd	AT COST	364,000	396,029
Ishares Core S&P Midcap Fd	AT COST	560,773	739,080
Ishares Small Cap 600 Index Fd	AT COST	175,384	337,411
Kalmar Grwth w/val Sm Cap Fd	AT COST	195,000	184,151
Keeley Small Cap Value Fd	AT COST	74,083	140,527
MSIF Mid Cap Growth Fd	AT COST	375,000	385,603
Stratton Small Cap Value Fd	AT COST	50,000	47,938
Touchstone Mid Cap Value Fd	AT COST	375,000	366,030
Harbor Intl Fund	AT COST	350,327	492,199
Invesco Int'l Growth Fund	AT COST	90,000	130,057
IShares MSCI EAFE ETF	AT COST	717,331	801,308
Principal Inv Mid Cap Growth Fd	AT COST		
Oppenheimer Develop Mkts Fd	AT COST	125,000	119,893
T Rowe Price Inst Emer Fd	AT COST	300,118	357,931
Templeton Emerg Mkts Sm Cap Fd	AT COST	100,000	101,325
Vanguard Emerging Markets	AT COST	405,238	386,026
Ally Mtg-Backed Master Tr	AT COST	296,461	298,230
ASGI Mesirov Insight Fd	AT COST	461,726	485,987
Hussman Strat Grwth Fd	AT COST		
Ishares Gold Trust	AT COST		
AQR Managed Strategies	AT COST	100,000	99,811
ASG Global Alternatives Fd	AT COST	225,000	221,053

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Driehaus Active Income Fd	AT COST	400,000	391,458
Pam Global Diversified Fund	AT COST	425,000	364,670
Partners Group Priv Eq	AT COST	25,779	25,779
Merger Fund	AT COST	399,434	414,088
Barclay IPath Commod Index	AT COST	277,191	225,845
Chambers St Props (Ellis Rlty)	AT COST		
Rici Linked Pam Total Index	AT COST	350,000	331,466
SPDR DJ Wilshire Int'l Real Estate ETF	AT COST	539,472	605,953
Vanguard REIT Viper	AT COST	651,514	902,939

TY 2013 Other Decreases Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Description	Amount
Other Adjustments	4,770

TY 2013 Other Expenses Schedule**Name:** Rea Charitable Trust**EIN:** 26-3671567**Software ID:** 13000170**Software Version:** 2013v4.0

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Dues to Assoc of Foundations	1,500	1,500		
O ther Expense re Royalties	4,700	4,700		

TY 2013 Other Income Schedule

Name: Rea Charitable Trust

EIN: 26-3671567

Software ID: 13000170

Software Version: 2013v4.0

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Other Investment Income	3,502,362	3,502,362	

TY 2013 Other Professional Fees Schedule**Name:** Rea Charitable Trust**EIN:** 26-3671567**Software ID:** 13000170**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Appraisal Fees	1,800	1,800	0	0

TY 2013 Taxes Schedule**Name:** Rea Charitable Trust**EIN:** 26-3671567**Software ID:** 13000170**Software Version:** 2013v4.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Current Yr Est Tax Pmts - Form 990-PF	59,090			
Foreign Tax on Dividends	5,189	5,189		
Gross Production Taxes	274,710	274,710		