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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

For calendar year 2012 or tax year beginning

JUN 1, 2012

, and ending

MAY 31, 2013

Name of foundation

J.A & H.G. Woodruff Jr. Charitable Trust

Number and street (or P O box number if mail is not delivered to street address)

P.O. Box 709

City or town, state, and ZIP code

Athens, GA 30603

G Check all that apply

Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization

Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col (c), line 16)

► \$ 5,427,970. (Part I, column (d) must be on cash basis)

J Accounting method
 Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	Revenue				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments					
3					
4 Dividends and interest from securities		112,891.	112,891.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a		790,277.			
7 Capital gain net income (from Part IV, line 2)			790,277.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	Operating and Administrative Expenses				
12 Total. Add lines 1 through 11		903,168.	903,168.	0.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		40,925.	40,925.	0.	0.
c Other professional fees					
17 Interest		735.	735.	0.	0.
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		41,660.	41,660.	0.	0.
25 Contributions, gifts, grants paid, etc.	IRS OSC	235,000.			235,000.
26 Total expenses and disbursements. Add lines 24 and 25		276,660.	41,660.	0.	235,000.
27 Subtract line 26 from line 12		626,508.			
a Excess of revenue over expenses and disbursements			861,508.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				0.	

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing				
2	Savings and temporary cash investments		87,087.	117,626.	117,626.
3	Accounts receivable ►				
	Less allowance for doubtful accounts ►				
4	Pledges receivable ►				
	Less allowance for doubtful accounts ►				
5	Grants receivable				
6	Receivables due from officers, directors, trustees, and other disqualified persons				
7	Other notes and loans receivable ►				
	Less allowance for doubtful accounts ►				
8	Inventories for sale or use				
9	Prepaid expenses and deferred charges				
10a	Investments - U.S. and state government obligations Stmt 4		0.	1,407,971.	1,392,597.
b	Investments - corporate stock				
c	Investments - corporate bonds				
11	Investments - land, buildings and equipment basis ►				
	Less accumulated depreciation ►				
12	Investments - mortgage loans				
13	Investments - other Stmt 5		4,385,463.	3,561,559.	3,905,845.
14	Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
15	Other assets (describe ► Accrued Interest)		0.	11,902.	11,902.
16	Total assets (to be completed by all filers)		4,472,550.	5,099,058.	5,427,970.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
		and complete lines 24 through 26 and lines 30 and 31.			
	25	Unrestricted			
	26	Temporarily restricted			
	27	Permanently restricted			
	28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
		and complete lines 27 through 31.			
	29	Capital stock, trust principal, or current funds	4,472,550.	5,099,058.	
	30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	31	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	32	Total net assets or fund balances	4,472,550.	5,099,058.	
	33	Total liabilities and net assets/fund balances	4,472,550.	5,099,058.	

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	4,472,550.
2	Enter amount from Part I, line 27a	2	626,508.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,099,058.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,099,058.

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				
b	See Attached Statements			
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				
b				
c				
d				
e	7,780,229.		6,989,952.	790,277.
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				790,277.
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	790,277.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	255,529.	5,227,124.	.048885
2010	252,236.	5,231,528.	.048215
2009	231,590.	4,864,352.	.047610
2008	247,505.	4,587,388.	.053953
2007	278,962.	5,653,301.	.049345

2 Total of line 1, column (d)

2 .248008

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 .049602

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 5,336,406.

5 Multiply line 4 by line 3

5 264,696.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 8,615.

7 Add lines 5 and 6

7 273,311.

8 Enter qualifying distributions from Part XII, line 4

8 235,000.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	17,230.		
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-)					
3 Add lines 1 and 2					
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)					
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-					
6 Credits/Payments					
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 1,662.	6b	6c		
b Exempt foreign organizations - tax withheld at source					
c Tax paid with application for extension of time to file (Form 8868)					
d Backup withholding erroneously withheld					
7 Total credits and payments Add lines 6a through 6d	7 1,662.	7	10.		
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached					
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed					
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid					
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	Refunded ►	11	15,578.		

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?	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	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
c Did the foundation file Form 1120-POL for this year?			
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes			
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?			
b If "Yes," has it filed a tax return on Form 990-T for this year?			
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
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?			
7 Did the foundation have at least \$5,000 in assets at any time during the year?			
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►			
FL			
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	N/A	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

Part VII-A Statements Regarding Activities (continued)

11	11	X
12	12	X
13	13	
Website address ► N/A		
14	The books are in care of ► K. Scott Collins, Agent Telephone no ► 706-543-3493	
	Located at ► 455 Newton Bridge Road, Athens, GA ZIP+4 ► 30607	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A ►	
16	At any time during calendar year 2012, 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 the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	

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

	Yes	No
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?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ►	
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 2012?	1c X	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►	2b	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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 2012?	4a X	
	4b X	

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

5a During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53 4945 or in a current notice regarding disaster assistance (see instructions)?

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?

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?

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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?

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

N/A

►

5b

N/A

 Yes No Yes No

6b

X

 Yes No

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James Woodruff III 711 Shore Road Vero Beach, FL 32963	Trustee 0.50	0.	0.	0.
Thomas Woodruff 620 Southard Street Key West, FL 33040	Trustee 0.50	0.	0.	0.

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

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

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

►

0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0
Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		► 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	4,983,353.
b Average of monthly cash balances	1b	434,318.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,417,671.
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	5,417,671.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,265.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,336,406.
6 Minimum investment return. Enter 5% of line 5	6	266,820.

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	266,820.
2a Tax on investment income for 2012 from Part VI, line 5	2a	17,230.
b Income tax for 2012 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	17,230.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	249,590.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	249,590.
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	249,590.

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	235,000.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	235,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	235,000.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				249,590.
2 Undistributed income, if any, as of the end of 2012			233,446.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 235,000.			233,446.	
a Applied to 2011, but not more than line 2a				
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 2012 distributable amount				1,554.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				248,036.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number or e-mail 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:

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
a Paid during the year				
Project Safe	N/A	Public Charity	Contribution for general support	5,000.
Learning Leaders Inc.	N/A	Public Charity	Contribution for general support	5,000.
Boys & Girls Club of Athens	N/A	Public Charity	Contribution for general support	5,000.
Camp Boggy Creek	N/A	Public Charity	Contribution for general support	5,000.
Dogs for Life Inc	N/A	Public Charity	Contribution for general support	5,000.
Total	See continuation sheet(s)			► 3a 235,000.
b Approved for future payment				
None				
Total			► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income
	(a) Business code	(b) Amount			
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	112,891.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	790,277.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		903,168.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	903,168.
(See worksheet in line 13 instructions to verify calculations)					

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
4	Dividends & Interest earned on investments
8	Gain on sale of securities

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	Morgan Stanley - 2012	P	Various	12/31/12
b	FNMA Pool	P	Various	12/31/12
c	Kraft	P	Various	12/31/12
d	Pentair Ltd	P	Various	11/06/12
e	The ADT	P	Various	10/23/12
f	Tyco International	P	07/08/12	11/20/12
g	US Tsy Bond	P	Various	11/20/12
h	US Tsy Bond	P	07/23/12	08/21/12
i	US Tsy Bond	P	09/17/12	10/24/12
j	US Tsy Bond	P	07/23/12	08/31/12
k	US Tsy Bond	P	07/23/12	08/29/12
l	US Tsy Bond	P	07/23/12	08/17/12
m	US Tsy Bond	P	11/27/12	12/05/12
n	US Tsy Bond	P	Various	12/31/12
o	Akamai Technologies	P	Various	07/18/12

(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 264,347.		267,990.	<3,643.>
b 4,066.			4,066.
c 1,618.		1,474.	144.
d 2,491.		1,708.	783.
e 4,368.		3,123.	1,245.
f 1,459.			1,459.
g 117,864.		113,330.	4,534.
h 39,460.		42,887.	<3,427.>
i 98,061.		98,162.	<101.>
j 106,973.		107,008.	<35.>
k 80,621.		80,818.	<197.>
l 55,824.		57,584.	<1,760.>
m 21,286.		21,151.	135.
n 366,096.		363,118.	2,978.
o 14,906.		9,423.	5,483.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a			<3,643.>
b			4,066.
c			144.
d			783.
e			1,245.
f			1,459.
g			4,534.
h			<3,427.>
i			<101.>
j			<35.>
k			<197.>
l			<1,760.>
m			135.
n			2,978.
o			5,483.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

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	Allied World Assur	P	Various	07/18/12
b	Amazon	P	Various	07/18/12
c	AMC Networks	P	Various	07/18/12
d	Amgen Inc	P	Various	07/18/12
e	Anadark Pete	P	Various	07/18/12
f	Apache Corp	P	Various	12/31/12
g	Apple Inc	P	Various	12/18/12
h	Applied Materials	P	Various	07/18/12
i	ASML Holding	P	Various	07/18/12
j	AT&T	P	Various	07/18/12
k	Atlas	P	Various	07/18/12
l	Autodesk	P	Various	07/18/12
m	AXA ADS	P	Various	07/18/12
n	Axis	P	Various	07/18/12
o	Barclays PLC	P	Various	07/18/12

	(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	30,907.		16,562.	14,345.
b	35,831.		4,298.	31,533.
c	11,240.		5,024.	6,216.
d	10,741.		6,593.	4,148.
e	45,252.		25,779.	19,473.
f	20,469.		25,361.	<4,892.>
g	4,727.		3,305.	1,422.
h	26,275.		38,058.	<11,783.>
i	21,869.		6,579.	15,290.
j	17,845.		12,294.	5,551.
k	18,281.		11,863.	6,418.
l	16,876.		13,514.	3,362.
m	14,283.		29,799.	<15,516.>
n	13,401.		13,307.	94.
o	10,607.		17,068.	<6,461.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				14,345.
b				31,533.
c				6,216.
d				4,148.
e				19,473.
f				<4,892.>
g				1,422.
h				<11,783.>
i				15,290.
j				5,551.
k				6,418.
l				3,362.
m				<15,516.>
n				94.
o				<6,461.>

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)

If (loss), enter "-0-" in Part I, line 8

2

3

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	BASF	P	Various	07/18/12
b	Bed Bath & Beyond	P	Various	07/18/12
c	BHP Billiton	P	Various	07/18/12
d	Biogen	P	Various	07/18/12
e	Blackrock	P	Various	07/18/12
f	Broadcom	P	Various	07/18/12
g	Cablevision	P	Various	07/18/12
h	Cameron	P	Various	07/18/12
i	Canon	P	Various	07/18/12
j	Celgene	P	Various	07/18/12
k	Charles Schwab	P	Various	12/31/12
l	Chubb	P	Various	07/18/12
m	Cisco	P	Various	07/18/12
n	Citrix System	P	Various	07/18/12
o	CME Group	P	Various	07/31/12

(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 22,559.		11,806.	10,753.
b 15,154.		9,766.	5,388.
c 17,780.		21,842.	<4,062.>
d 99,429.		31,014.	68,415.
e 22,174.		21,439.	735.
f 30,613.		25,372.	5,241.
g 13,969.		12,463.	1,506.
h 16,431.		17,986.	<1,555.>
i 15,838.		14,772.	1,066.
j 24,922.		18,685.	6,237.
k 11,459.		11,967.	<508.>
l 28,019.		4,197.	23,822.
m 21,312.		20,025.	1,287.
n 13,819.		9,969.	3,850.
o 4,900.		11,243.	<6,343.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			10,753.
b			5,388.
c			<4,062.>
d			68,415.
e			735.
f			5,241.
g			1,506.
h			<1,555.>
i			1,066.
j			6,237.
k			<508.>
l			23,822.
m			1,287.
n			3,850.
o			<6,343.>

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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

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)
a	Coca Cola	P	Various	07/18/12
b	Comcast	P	Various	12/14/12
c	Covidien	P	Various	07/18/12
d	Cree Research	P	Various	07/18/12
e	CRH	P	Various	07/18/12
f	CVS	P	Various	07/18/12
g	Danone	P	Various	07/18/12
h	Deere & Co	P	Various	07/18/12
i	Devon Energy	P	Various	07/18/12
j	Diageo	P	Various	07/18/12
k	Dolby	P	Various	07/18/12
l	Dover	P	Various	07/18/12
m	Eaton Corporation	P	Various	12/03/12
n	Ebay	P	Various	07/18/12
o	Elster	P	Various	07/18/12

	(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	17,754.		9,982.	7,772.
b	73,860.		47,841.	26,019.
c	1,012.		2,178.	<1,166.>
d	13,486.		19,286.	<5,800.>
e	10,794.		19,188.	<8,394.>
f	19,481.		10,994.	8,487.
g	12,008.		12,523.	<515.>
h	32,633.		23,199.	9,434.
i	23,075.		26,379.	<3,304.>
j	15,811.		7,284.	8,527.
k	11,662.		10,076.	1,586.
l	10,239.		13,010.	<2,771.>
m	15,900.		16,771.	<871.>
n	43,933.		23,285.	20,648.
o	8,090.		6,160.	1,930.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	
a				7,772.
b				26,019.
c				<1,166.>
d				<5,800.>
e				<8,394.>
f				8,487.
g				<515.>
h				9,434.
i				<3,304.>
j				8,527.
k				1,586.
l				<2,771.>
m				<871.>
n				20,648.
o				1,930.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2	
3	

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	EMC Corp	P	Various	07/18/12
b	Emcor Group	P	Various	07/18/12
c	Emerson Electric	P	Various	07/18/12
d	Enesco	P	Various	07/18/12
e	EOG Resource	P	Various	07/18/12
f	Ericsson	P	Various	07/18/12
g	Express Scripts	P	Various	12/31/12
h	FHLMC	P	Various	08/17/12
i	FHLMC	P	Various	08/17/12
j	First Republic Bank	P	Various	07/18/12
k	Fluor Corp	P	Various	07/18/12
l	FNMA	P	Various	08/17/12
m	FNMA	P	Various	08/17/12
n	Forest Laboratories	P	Various	07/18/12
o	Franklin Resources	P	Various	07/18/12

	(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	7,397.		7,149.	248.
b	3,303.		2,889.	414.
c	11,589.		8,881.	2,708.
d	18,172.		19,711.	<1,539. >
e	12,257.		9,618.	2,639.
f	16,213.		17,178.	<965. >
g	11,562.		9,029.	2,533.
h	270,311.		267,294.	3,017.
i	148,181.		148,434.	<253. >
j	6,724.		6,429.	295.
k	29,493.		22,847.	6,646.
l	244,348.		233,462.	10,886.
m	215,862.		214,166.	1,696.
n	34,058.		34,246.	<188. >
o	12,306.		10,265.	2,041.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				248.
b				414.
c				2,708.
d				<1,539. >
e				2,639.
f				<965. >
g				2,533.
h				3,017.
i				<253. >
j				295.
k				6,646.
l				10,886.
m				1,696.
n				<188. >
o				2,041.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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.)
a GAP		P	Various	12/31/12
b Glaxosmithkline		P	Various	07/18/12
c Google Inc		P	Various	11/06/12
d Greenhill		P	Various	10/02/12
e Grupo		P	Various	07/18/12
f Guess		P	Various	07/18/12
g Hess Corporation		P	Various	07/18/12
h Hewlett Packard		P	Various	07/18/12
i Home Depot		P	Various	07/18/12
j Honda Motor		P	Various	07/18/12
k Honeywell International		P	Various	07/18/12
l Hong Kong		P	Various	07/18/12
m HSBC		P	Various	07/18/12
n Human Genome Sciences		P	Various	07/18/12
o Hutchinson		P	Various	07/18/12

(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 15,573.		9,614.	5,959.
b 10,495.		5,233.	5,262.
c 14,151.		11,621.	2,530.
d 6,788.		8,366.	<1,578. >
e 13,126.		13,410.	<284. >
f 1,187.		1,357.	<170. >
g 20,412.		24,352.	<3,940. >
h 1,406.		6,221.	<4,815. >
i 50,284.		34,997.	15,287.
j 12,526.		11,571.	955.
k 30,439.		22,333.	8,106.
l 19,066.		11,839.	7,227.
m 6,191.		11,190.	<4,999. >
n 15,776.		17,039.	<1,263. >
o 12,607.		13,090.	<483. >

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			5,959.
b			5,262.
c			2,530.
d			<1,578. >
e			<284. >
f			<170. >
g			<3,940. >
h			<4,815. >
i			15,287.
j			955.
k			8,106.
l			7,227.
m			<4,999. >
n			<1,263. >
o			<483. >

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 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

3

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)
a	Icon	P	Various	07/18/12
b	Immunogen	P	Various	07/18/12
c	ING	P	Various	07/18/12
d	Intuit	P	Various	07/18/12
e	Isis Pharm	P	Various	07/18/12
f	Jacobs Engineering Group	P	Various	07/18/12
g	Johnson & Johnson	P	Various	07/18/12
h	Johnes Lang Lasalle	P	Various	07/18/12
i	JPMorgan	P	Various	07/18/12
j	Juniper Networks	P	Various	07/18/12
k	KeyCorp	P	Various	07/18/12
l	KLA Tenor	P	Various	07/18/12
m	Komatsu	P	Various	07/18/12
n	Liberty Interactive	P	Various	07/18/12
o	Liberty Media	P	Various	07/18/12

(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 8,230.		10,147.	<1,917.>
b 10,547.		5,106.	5,441.
c 11,215.		24,693.	<13,478.>
d 13,995.		10,371.	3,624.
e 7,701.		4,923.	2,778.
f 5,760.		6,912.	<1,152.>
g 34,072.		27,917.	6,155.
h 16,656.		7,884.	8,772.
i 4,090.		14,167.	<10,077.>
l 15,202.		17,772.	<2,570.>
k 5,345.		10,611.	<5,266.>
l 7,036.		5,788.	1,248.
m 9,848.		13,004.	<3,156.>
n 31,075.		30,202.	873.
o 46,941.		3,306.	43,635.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,917.>
b			5,441.
c			<13,478.>
d			3,624.
e			2,778.
f			<1,152.>
g			6,155.
h			8,772.
i			<10,077.>
l			<2,570.>
k			<5,266.>
l			1,248.
m			<3,156.>
n			873.
o			43,635.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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	Mattel	P	Various	07/19/12
b	Merck & CO	P	Various	07/19/12
c	Mettler Toledo	P	Various	07/19/12
d	Microsoft	P	Various	07/19/12
e	Mitsubishi	P	Various	07/19/12
f	Morgan Stanley	P	Various	07/18/12
g	NASDAQ	P	Various	07/18/12
h	National Oilwell	P	Various	07/18/12
i	Nestle	P	Various	07/18/12
j	Netapp Inc	P	Various	07/18/12
k	Newfield	P	Various	10/25/12
l	News Corp	P	Various	07/18/12
m	Nike Inc	P	Various	07/18/12
n	Novartis	P	Various	07/18/12
o	Novo Nordisk	P	Various	07/18/12

(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 18,694.		17,122.	1,572.
b 44,002.		27,024.	16,978.
c 24,303.		9,438.	14,865.
d 34,386.		31,211.	3,175.
e 7,343.		17,564.	<10,221. >
f 16,906.		33,901.	<16,995. >
g 6,726.		6,892.	<166. >
h 18,348.		12,476.	5,872.
i 19,941.		9,744.	10,197.
j 12,021.		17,075.	<5,054. >
k 4,800.		6,103.	<1,303. >
l 15,247.		8,036.	7,211.
m 11,813.		10,279.	1,534.
n 49,028.		42,652.	6,376.
o 18,451.		3,976.	14,475.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,572.
b			16,978.
c			14,865.
d			3,175.
e			<10,221. >
f			<16,995. >
g			<166. >
h			5,872.
i			10,197.
j			<5,054. >
k			<1,303. >
l			7,211.
m			1,534.
n			6,376.
o			14,475.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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	Nucor Corporation	P	Various	07/18/12
b	Oracle	P	Various	07/18/12
c	Orix	P	Various	07/18/12
d	Pall Corporation	P	Various	07/18/12
e	Pebblebrook Hotel	P	Various	07/18/12
f	Pepsico	P	Various	07/18/12
g	Petroleo	P	Various	07/18/12
h	Plantronics	P	Various	07/18/12
i	Procter & Gamble	P	Various	07/18/12
j	Qualcomm Inc	P	Various	07/18/12
k	Regions	P	Various	07/18/12
l	Rio Tinto	P	Various	07/18/12
m	Safeway	P	Various	07/18/12
n	Sandisk	P	Various	07/18/12
o	Sap	P	Various	07/18/12

(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 16,587.		18,492.	<1,905.>
b 6,040.		8,913.	<2,873.>
c 18,476.		26,375.	<7,899.>
d 8,516.		6,989.	1,527.
e 11,458.		9,831.	1,627.
f 5,766.		4,961.	805.
g 6,257.		9,539.	<3,282.>
h 3,092.		3,032.	60.
i 8,299.		6,404.	1,895.
j 1,716.		1,489.	227.
k 5,621.		13,514.	<7,893.>
l 17,098.		15,507.	1,591.
m 27,447.		33,364.	<5,917.>
n 19,753.		14,764.	4,989.
o 20,606.		16,080.	4,526.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,905.>
b			<2,873.>
c			<7,899.>
d			1,527.
e			1,627.
f			805.
g			<3,282.>
h			60.
i			1,895.
j			227.
k			<7,893.>
l			1,591.
m			<5,917.>
n			4,989.
o			4,526.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

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	Schlumberger	P	Various	07/18/12
b	Seagate	P	Various	07/18/12
c	Shire	P	Various	07/18/12
d	Signet Jewelers	P	Various	07/18/12
e	Smith & Nephew	P	Various	07/18/12
f	Sotheby's	P	Various	07/18/12
g	Southwestern Energy	P	Various	07/18/12
h	Suncor	P	Various	07/18/12
i	Symantec	P	Various	07/18/12
j	Target Corporation	P	Various	07/18/13
k	TE Connectivity	P	Various	07/18/12
l	Telefonica	P	Various	07/18/12
m	Teva Pharmaceuticals	P	Various	07/18/12
n	Texas Instruments	P	Various	07/18/12
o	Directv	P	Various	07/18/12

(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 34,419.		28,750.	5,669.
b 45,575.		24,472.	21,103.
c 23,086.		14,001.	9,085.
d 12,578.		13,167.	<589.>
e 15,209.		13,518.	1,691.
f 2,196.		2,307.	<111.>
g 12,834.		14,014.	<1,180.>
h 10,922.		11,196.	<274.>
i 9,209.		13,287.	<4,078.>
j 4,245.		5,842.	<1,597.>
k 27,260.		24,115.	3,145.
l 5,107.		6,975.	<1,868.>
m 11,160.		13,303.	<2,143.>
n 11,371.		13,932.	<2,561.>
o 24,761.		9,084.	15,677.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			5,669.
b			21,103.
c			9,085.
d			<589.>
e			1,691.
f			<111.>
g			<1,180.>
h			<274.>
i			<4,078.>
j			<1,597.>
k			3,145.
l			<1,868.>
m			<2,143.>
n			<2,561.>
o			15,677.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

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)
a Mosaic Co		P	Various	07/18/12
b Thermo Fisher Scientific		P	Various	07/18/12
c Total Fina		P	Various	07/18/12
d Trend Micro		P	Various	07/18/12
e Tyco International		P	Various	07/18/12
f US Bancorp		P	Various	07/18/12
g UBS		P	Various	07/18/12
h Unilever		P	Various	07/18/12
i United Parcel Service		P	Various	07/18/12
j United Sts		P	Various	07/18/12
k Unitedhealth		P	Various	07/18/12
l US TSY Note		P	Various	08/17/12
m US TSY Bond		P	Various	08/17/12
n US Tsy Note		P	Various	08/17/12
o US Tsy Note		P	Various	08/17/12

(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 2,899.		2,315.	584.
b 15,345.		13,764.	1,581.
c 5,312.		4,001.	1,311.
d 11,924.		13,363.	<1,439.>
e 44,805.		28,948.	15,857.
f 21,692.		30,454.	<8,762.>
g 10,136.		18,767.	<8,631.>
h 33,702.		29,007.	4,695.
i 8,671.		14,839.	<6,168.>
j 7,951.		21,420.	<13,469.>
k 81,245.		34,221.	47,024.
l 177,464.		126,250.	51,214.
m 303,443.		284,837.	18,606.
n 184,948.		180,976.	3,972.
o 244,419.		246,461.	<2,042.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			584.
b			1,581.
c			1,311.
d			<1,439.>
e			15,857.
f			<8,762.>
g			<8,631.>
h			4,695.
i			<6,168.>
j			<13,469.>
k			47,024.
l			51,214.
m			18,606.
n			3,972.
o			<2,042.>

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

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)
a	US Tsy Note	P	Various	08/17/12
b	UTD Overseas	P	Various	08/17/12
c	Vertex Pharmaceuticals	P	Various	07/18/12
d	Visa	P	Various	07/18/12
e	Vodafone	P	Various	07/18/12
f	Walmart	P	Various	07/18/12
g	Walt Disney	P	Various	07/18/12
h	Weatherford International	P	Various	07/18/12
i	Weyerhaeuser	P	Various	07/18/12
j	Abbott Laboratories	P	Various	04/09/13
k	Aflac Inc	P	Various	05/07/13
l	Agilent Technologies	P	Various	03/26/13
m	Air Prod & Chem	P	Various	05/21/13
n	Allstate	P	Various	02/26/13
o	Altera	P	07/18/12	04/30/13

(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 145,880.		129,139.	16,741.
b 19,350.		12,431.	6,919.
c 15,008.		7,498.	7,510.
d 14,422.		15,606.	<1,184.>
e 53,367.		35,505.	17,862.
f 11,216.		6,516.	4,700.
g 34,393.		23,006.	11,387.
h 16,384.		17,288.	<904.>
i 38,729.		45,467.	<6,738.>
j 11,254.		10,141.	1,113.
k 7,025.		6,996.	29.
l 1,656.		1,523.	133.
m 4,370.		3,730.	640.
n 3,774.		2,989.	785.
o 3,676.		3,651.	25.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			16,741.
b			6,919.
c			7,510.
d			<1,184.>
e			17,862.
f			4,700.
g			11,387.
h			<904.>
i			<6,738.>
j			1,113.
k			29.
l			133.
m			640.
n			785.
o			25.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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)
a	American Express	P	07/18/12	01/15/13
b	American Tower	P	07/18/12	01/15/13
c	American Water Works	P	Various	05/21/13
d	Apple Inc	P	07/18/12	05/07/13
e	Autodesk	P	01/15/13	03/26/13
f	Baxter Intl	P	Various	01/15/13
g	Becton Dickinson	P	07/18/12	05/01/13
h	Berkshire Hathaway	P	07/18/12	04/30/13
i	Biogen	P	10/02/12	02/12/13
j	Borg Warner	P	11/16/12	05/01/13
k	Cameron Intl	P	11/01/12	05/01/13
l	Campbell Soup	P	07/18/12	04/23/13
m	CBS Corp New	P	01/15/13	04/23/13
n	Cimarex Energy	P	07/18/12	02/19/13
o	Cintas Corp	P	11/20/12	05/07/13

(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 1,803.		1,753.	50.
b 4,247.		3,773.	474.
c 9,999.		8,713.	1,286.
d 7,170.		10,283.	<3,113.>
e 3,533.		3,178.	355.
f 3,400.		2,856.	544.
g 10,293.		9,054.	1,239.
h 3,598.		2,886.	712.
i 164.		149.	15.
j 2,177.		1,720.	457.
k 2,122.		1,772.	350.
l 2,138.		1,526.	612.
m 4,374.		3,523.	851.
n 10,069.		8,813.	1,256.
o 3,968.		3,523.	445.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			50.
b			474.
c			1,286.
d			<3,113.>
e			355.
f			544.
g			1,239.
h			712.
i			15.
j			457.
k			350.
l			612.
m			851.
n			1,256.
o			445.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

2

3

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	Colgate Palmolive	P	07/18/12	03/12/13
b	Conocophillips	P	Various	03/26/13
c	Ecolab	P	07/18/12	04/30/13
d	Equifax	P	07/18/12	01/29/13
e	Fifth 3rd Bancorp	P	Various	02/26/13
f	Franklin Resources	P	Various	03/26/13
g	Gap	P	12/12/12	01/15/13
h	General Mills	P	07/18/12	04/03/13
i	Herman Miller Inc	P	07/18/12	02/20/13
j	Hewlett Packard	P	10/02/12	02/12/13
k	Home Depot	P	Various	05/07/13
l	Intercontinentalexchange	P	07/18/12	04/30/13
m	International Paper Co	P	08/28/12	02/26/13
n	Intl Business Machines	P	07/18/12	03/12/13
o	Kimberly Clark	P	07/18/12	05/01/13

(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 13,453.		12,715.	738.
b 1,694.		1,562.	132.
c 3,355.		2,709.	646.
d 3,400.		2,845.	555.
e 2,398.		2,282.	116.
f 4,763.		4,094.	669.
g 283.		283.	0.
h 5,964.		4,832.	1,132.
i 2,849.		2,125.	724.
j 387.		393.	<6. >
k 4,511.		3,591.	920.
l 2,907.		2,438.	469.
m 1,690.		1,379.	311.
n 14,655.		13,546.	1,109.
o 7,405.		6,700.	705.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			738.
b			132.
c			646.
d			555.
e			116.
f			669.
g			0.
h			1,132.
i			724.
j			<6. >
k			920.
l			469.
m			311.
n			1,109.
o			705.

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 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)

If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

2

3

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)
a Mattel Inc		P	07/18/12	03/26/13
b McCormick & Co		P	07/18/12	05/01/13
c McGraw Hills		P	Various	02/26/13
d McKesson Corp		P	07/18/12	05/21/13
e MetLife Inc		P	07/18/12	03/12/13
f Mohawk		P	Various	04/09/13
g Motorola Solutions		P	Various	01/29/13
h National Oilwell		P	07/18/12	04/23/13
i Noble Corp		P	Various	03/12/13
j Nordstrom		P	Various	05/07/13
k O'Reilly Automotive		P	07/30/12	05/01/13
l Oceaneering Intl		P	Various	04/09/13
m Pfizer		P	07/18/12	05/01/13
n Pinnacle West Capital		P	07/18/12	04/09/13
o PPG Industries		P	07/18/12	01/15/13

(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 3,806.		2,952.	854.
b 3,332.		2,797.	535.
c 5,695.		6,216.	<521.>
d 4,838.		3,963.	875.
e 4,139.		3,247.	892.
f 4,163.		3,170.	993.
g 2,066.		1,661.	405.
h 4,690.		4,273.	417.
i 2,317.		2,412.	<95.>
j 1,740.		1,720.	20.
k 5,380.		4,347.	1,033.
l 13,259.		11,176.	2,083.
m 2,480.		2,012.	468.
n 1,993.		1,812.	181.
o 13,678.		10,215.	3,463.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			854.
b			535.
c			<521.>
d			875.
e			892.
f			993.
g			405.
h			417.
i			<95.>
j			20.
k			1,033.
l			2,083.
m			468.
n			181.
o			3,463.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

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)
a	Procter & Gamble	P	Various	05/01/13
b	Progressive Corp	P	07/18/12	04/30/13
c	Prudential Financial	P	Various	03/12/13
d	Range Resources	P	10/23/12	01/29/13
e	Roche Holdings	P	07/18/12	05/22/13
f	Scripps Networks	P	07/18/12	05/01/13
g	Smucker Jm	P	07/18/12	05/22/13
h	Spectra Energy	P	Various	04/03/13
i	State Street	P	Various	05/07/13
j	Symantec Corp	P	Various	01/29/13
k	Time Warner Inc	P	07/18/12	04/23/13
l	Travelers Companies	P	07/18/12	04/30/13
m	Unilever	P	07/18/12	04/30/13
n	United Parcel Service	P	Various	01/29/13
o	Vanguard	P	07/18/12	04/30/13

(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 13,126.		11,335.	1,791.
b 4,173.		3,305.	868.
c 4,199.		3,449.	750.
d 5,600.		5,620.	<20. >
e 5,744.		3,926.	1,818.
f 6,466.		5,420.	1,046.
g 7,987.		5,913.	2,074.
h 14,142.		14,071.	71.
i 7,036.		4,975.	2,061.
j 808.		675.	133.
k 4,826.		3,108.	1,718.
l 6,758.		5,050.	1,708.
m 3,178.		2,486.	692.
n 4,654.		4,525.	129.
o 21,817.		18,590.	3,227.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(l) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (l) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,791.
b			868.
c			750.
d			<20. >
e			1,818.
f			1,046.
g			2,074.
h			71.
i			2,061.
j			133.
k			1,718.
l			1,708.
m			692.
n			129.
o			3,227.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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)
a	Viacom	P	10/23/12	05/21/13
b	Visa	P	01/15/13	05/21/13
c	Waste Mgmt	P	07/18/12	05/01/13
d	Wells Fargo	P	07/18/12	03/26/13
e	Williams Co	P	Various	05/21/13
f	Wyndham Worldwide	P	07/18/12	04/23/13
g	Xcel	P	07/18/12	02/26/13
h	Zimmer Hldgs	P	Various	01/15/13
i	3M Company	P	07/18/12	04/30/13
j	Abbvie Inc	P	07/18/12	04/23/13
k	Becton Dickinson	P	09/14/12	05/07/13
l	Eaton Corporation	P	12/03/12	02/12/13
m	FNMA Pool	P	Various	05/25/13
n	General Electric	P	09/14/12	02/01/13
o	Midamer Ener	P	Various	05/07/13

	(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	2,901.		2,292.	609.
b	1,800.		1,597.	203.
c	2,848.		2,326.	522.
d	2,621.		2,372.	249.
e	4,023.		3,269.	754.
f	9,254.		7,638.	1,616.
g	1,899.		1,951.	<52. >
h	8,064.		7,351.	713.
i	7,045.		6,356.	689.
j	6,948.		5,769.	1,179.
k	19,977.		20,109.	<132. >
l	2,745.		2,376.	369.
m	5,563.		5,879.	<316. >
n	24,000.		24,000.	0.
o	26,675.		26,074.	601.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				609.
b				203.
c				522.
d				249.
e				754.
f				1,616.
g				<52. >
h				713.
i				689.
j				1,179.
k				<132. >
l				369.
m				<316. >
n				0.
o				601.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

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.)
a	Schering-Plough	P	09/14/12	01/29/13
b	Shell	P	09/14/12	01/15/13
c	US Tsy Bond	P	Various	02/20/13
d	US Tsy Bond	P	Various	05/16/13
e	US Tsy Note	P	02/28/13	04/30/13
f	US Tsy Note	P	01/31/13	02/26/13
g	US Tsy Note	P	08/31/12	05/08/13
h	US Tsy Note	P	01/31/13	02/20/13
i	US Tsy Note	P	Various	05/15/13
j	US Tsy Note	P	11/27/12	01/28/13
k	US Tsy Note	P	11/27/12	05/08/13
l	Walmart	P	09/14/12	01/23/13
m	Apple Inc	P	Various	04/23/13
n	Biogen	P	Various	02/12/13
o	Blackrock	P	Various	05/01/13

	(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	23,520.		24,590.	<1,070.>
b	23,568.		23,727.	<159.>
c	150,729.		160,791.	<10,062.>
d	159,182.		155,235.	3,947.
e	60,021.		60,061.	<40.>
f	57,000.		57,025.	<25.>
g	60,120.		60,019.	101.
h	17,406.		17,419.	<13.>
i	21,371.		20,981.	390.
j	22,736.		23,247.	<511.>
k	56,745.		56,966.	<221.>
l	24,934.		24,934.	0.
m	8,818.		7,712.	1,106.
n	4,090.			4,090.
o	4,240.			4,240.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than ~0~)
a				<1,070.>
b				<159.>
c				<10,062.>
d				3,947.
e				<40.>
f				<25.>
g				101.
h				<13.>
i				390.
j				<511.>
k				<221.>
l				0.
m				1,106.
n				4,090.
o				4,240.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

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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)
a	CME Group	P	Various	04/30/13
b	Covidien	P	07/27/09	05/01/13
c	Franklin Resources	P	Various	03/26/13
d	GAP	P	Various	01/15/13
e	General Electric	P	Various	05/01/13
f	Google Inc	P	Various	04/30/13
g	Hewlett Packard	P	Various	02/12/13
h	Home Depot	P	Various	05/07/13
i	Johnson & Johnson	P	Various	05/01/13
j	JPMorgan	P	Various	04/30/13
k	Mattel	P	Various	03/26/13
l	Microsoft	P	Various	04/30/13
m	National Oilwell	P	Various	03/12/13
n	Pall Corporation	P	Various	02/11/13
o	Symantec	P	Various	01/29/13

(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 5,773.			5,773.
b 2,889.		1,531.	1,358.
c 8,314.			8,314.
d 2,550.			2,550.
e 2,136.		3,396.	<1,260.>
f 9,127.			9,127.
g 2,472.			2,472.
h 7,935.			7,935.
i 7,711.			7,711.
j 3,321.			3,321.
k 131.			131.
l 3,259.			3,259.
m 1,898.			1,898.
n 6,145.			6,145.
o 2,141.			2,141.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			5,773.
b			1,358.
c			8,314.
d			2,550.
e			<1,260.>
f			9,127.
g			2,472.
h			7,935.
i			7,711.
j			3,321.
k			131.
l			3,259.
m			1,898.
n			6,145.
o			2,141.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2	
3	

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)
a Target Corporation		P	Various	04/30/13
b Texas Instruments		P	Various	04/30/13
c United Parcel Service		P	Various	01/15/13
d Visa		P	Various	05/21/13
e Walt Disney		P	Various	04/30/13
f JPMorgan		P	Various	06/05/12
g Fedl Natl Mtg		P	Various	06/05/12
h US Treas Nt		P	Various	06/06/12
i Regions		P	Various	06/07/12
j US Bancorp		P	Various	06/07/12
k KeyCorp		P	Various	06/07/12
l Texas Instruments		P	Various	06/08/12
m Oracle		P	Various	06/14/12
n Bed Bath & Beyond		P	Various	06/20/12
o Hong Kong		P	Various	07/05/12

	(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	3,525.			3,525.
b	4,696.			4,696.
c	6,694.			6,694.
d	17,113.			17,113.
e	3,139.			3,139.
f	5,621.		7,225.	<1,604.>
g	192,439.		186,703.	5,736.
h	252,269.		224,121.	28,148.
i	7,220.		8,309.	<1,089.>
j	14,643.		13,641.	1,002.
k	8,133.		6,855.	1,278.
l	4,737.		5,826.	<1,089.>
m	3,239.		3,452.	<213.>
n	7,994.		3,515.	4,479.
o	1.			1.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				3,525.
b				4,696.
c				6,694.
d				17,113.
e				3,139.
f				<1,604.>
g				5,736.
h				28,148.
i				<1,089.>
j				1,002.
k				1,278.
l				<1,089.>
m				<213.>
n				4,479.
o				1.

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 }3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2	
3	

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)
a Mattel		P	Various	07/02/12
b Western Asset		P	Various	07/09/12
c Western Asset		P	Various	07/10/12
d Western Asset		P	Various	07/20/12
e US Treas Nt		P	Various	07/27/12
f Citigroup		P	Various	06/30/12
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	7,789.		5,920.	1,869.
b	39.		39.	0.
c	266.		266.	0.
d	6,207.		6,207.	0.
e	92,338.		93,337.	<999. >
f	23,814.		11,771.	12,043.
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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			1,869.
b			0.
c			0.
d			0.
e			<999. >
f			12,043.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	790,277.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	}	3	N/A

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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)				
Cambodian Village Scholars Fund	N/A	Public Charity	Contribution for general support	5,000.
Witness	N/A	Public Charity	Contribution for general support	30,000.
Wholesome Wave	N/A	Public Charity	Contribution for general support	15,000.
South Kent School	N/A	Public Charity	Contribution for general support	4,000.
Friends of the State Botanical Garden	N/A	Public Charity	Contribution for general support	6,000.
Delaware River Mill Society	N/A	Public Charity	Renovations to the 1850's River House	5,000.
Morikami	N/A	Public Charity	Contributions for general support	5,000.
Working Films	N/A	Public Charity	Contributions for general support	25,000.
Miami Foundation Collins Park Arts Fund	N/A	Public Charity	Contributions for general support	1,500.
Sundance Institute	N/A	Public Charity	Contributions for general support	40,000.
Total from continuation sheets				210,000.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MARC Inc	N/A	Public Charity	Contributions for general support	10,000.
University of Denver	N/A	Public Charity	Contributions for general support	20,000.
Taos Center for the Arts	N/A	Public Charity	Contribution for general support	5,000.
Give2Asia	N/A	Public Charity	Contribution for general support	3,000.
Key West High School	N/A	Public Charity	Contribution for general support	2,500.
The Hunterdon Land Trust	N/A	Public Charity	Contribution for general support	5,000.
The Alcove Inc	N/A	Public Charity	Contribution for general support	5,000.
The Opera Project	N/A	Public Charity	Contribution for general support	2,000.
The Athens Area Homeless Shelter	N/A	Public Charity	Contribution for general support	2,000.
Morven Museum & Garden	N/A	Public Charity	Contribution for general support	10,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Form 990-PF

Dividends and Interest from Securities

Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CitiGroup	13,609.	0.	13,609.
Morgan Stanley	99,282.	0.	99,282.
Total to Fm 990-PF, Part I, ln 4	112,891.	0.	112,891.

Form 990-PF

Other Professional Fees

Statement 2

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Advisory Fees	40,925.	40,925.	0.	0.
To Form 990-PF, Pg 1, ln 16c	40,925.	40,925.	0.	0.

Form 990-PF

Taxes

Statement 3

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	735.	735.	0.	0.
To Form 990-PF, Pg 1, ln 18	735.	735.	0.	0.

Form 990-PF

U.S. and State/City Government Obligations

Statement 4

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
US Treas Bond 3.125%	X		161,589.	154,901.
US Treas Note 0.375%	X		385,476.	385,585.
US Treas Note 0.625%	X		47,045.	46,512.
US Treas Note 1.000%	X		355,977.	354,180.
US Treas Note 1.250%	X		220,766.	220,387.
US Treas Note 1.750%	X		33,836.	33,720.
US Treas Note 2.125%	X		203,282.	197,312.
Total U.S. Government Obligations			1,407,971.	1,392,597.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			1,407,971.	1,392,597.

Form 990-PF

Other Investments

Statement 5

Description	Valuation Method	Book Value	Fair Market Value
CitiGroup	FMV	0.	0.
3M Company	FMV	35,480.	43,005.
AbbVie Inc	FMV	5,227.	6,489.
Accenture Plc Ireland	FMV	2,260.	3,120.
Air Prod & Chem Inc	FMV	8,565.	9,819.
Allstate Corp	FMV	4,029.	4,390.
Altera	FMV	29,784.	31,061.
American Express	FMV	24,741.	31,798.
American Water Works	FMV	3,133.	3,395.
Amgen Inc	FMV	2,963.	2,614.
Anheuser Bush Corp	FMV	21,277.	20,957.
Apple Inc	FMV	14,207.	10,344.
AT&T Inc	FMV	12,942.	14,346.
AT&T Inc. - Corp	FMV	24,872.	24,582.
Automatic Data Processing	FMV	19,881.	23,365.
Baker Hughes - Corp	FMV	20,209.	19,227.
Ball Corporation	FMV	9,143.	9,495.
Bank of America	FMV	8,992.	9,972.
Bank of New York Mellon	FMV	5,212.	5,952.
Barrick Australia	FMV	24,490.	25,513.
Becton Dickinson	FMV	20,012.	26,134.
Berkshire Corp	FMV	20,886.	20,894.
Berkshire Hathaway	FMV	15,455.	20,761.
BG Group	FMV	26,350.	23,686.
Blackrock	FMV	7,399.	13,681.

Borg Warner Inc	FMV	10,811.	14,268.
Bristol Myers Squibb	FMV	14,248.	15,873.
Bunge Ltd	FMV	6,632.	6,264.
Cameron Intl	FMV	19,699.	23,131.
Campbell Soup	FMV	3,152.	4,024.
Carmax Inc	FMV	2,675.	2,853.
Celanese Corp	FMV	5,972.	8,390.
Cimarex Energy	FMV	5,785.	6,944.
Cintas Corp	FMV	4,216.	4,657.
CISCO Sys Corp	FMV	23,616.	22,377.
CISCO Sys	FMV	26,131.	36,414.
CitiGroup	FMV	14,967.	18,456.
CME Group - Corp	FMV	24,206.	24,183.
CME Group	FMV	19,328.	13,586.
CMS Energy	FMV	3,362.	3,180.
Coca Cola Enterprises	FMV	3,776.	4,682.
Colgate Palmolive	FMV	3,047.	3,355.
Comcast - Corp	FMV	24,535.	24,538.
Comcast Corp New	FMV	8,831.	15,726.
Conagra Foods	FMV	8,439.	8,018.
Covidien	FMV	9,585.	17,490.
CSX Corp	FMV	8,323.	9,202.
CVS/Caremark	FMV	16,998.	21,305.
Danaher Corporation	FMV	28,654.	34,001.
Deere & Co	FMV	21,364.	20,767.
Delta Air Lines	FMV	4,021.	4,394.
Dominion Resource	FMV	21,605.	21,541.
Dow Chemical	FMV	21,607.	21,329.
DuPont	FMV	7,355.	8,369.
Eaton Corp	FMV	5,682.	7,267.
Ebay Inc	FMV	4,511.	11,415.
Ecolab Inc	FMV	18,974.	23,229.
EMC Corp	FMV	8,673.	13,494.
Emerson Electric	FMV	10,055.	15,514.
Energy Trn Ptr	FMV	24,929.	24,610.
Enterprise Products	FMV	23,954.	24,433.
Equifax Inc	FMV	6,754.	8,161.
ERP Operating - Corp	FMV	21,174.	20,232.
Exxon Mobil Corp	FMV	5,058.	5,247.
Fedex Corp	FMV	6,269.	6,551.
Fluor Corp	FMV	6,757.	6,827.
FNMA Pool	FMV	119,227.	117,762.
Ford Motor Co	FMV	9,798.	10,819.
Forest CY Enterprise	FMV	7,534.	9,755.
Gap Inc	FMV	1,656.	1,865.
General Electric Corp	FMV	44,379.	36,496.
General Mills	FMV	10,691.	12,947.
GlaxoSmithKline	FMV	5,176.	9,008.
Google Inc	FMV	17,562.	33,106.
Herman Miller Inc	FMV	7,392.	11,244.
Honeywell Intl Inc	FMV	7,059.	12,554.
Ingersoll-Rand	FMV	2,508.	3,049.
Intel - Corp Bond	FMV	23,455.	21,579.
Intel Corp	FMV	5,512.	5,244.

Intercontinental Exchange	FMV	17,718.	23,285.
International Paper Co	FMV	6,718.	8,122.
Intl Business Machines Corp	FMV	26,272.	28,707.
Intuit Inc	FMV	16,409.	16,071.
Invesco Prem US Govt	FMV	263,132.	263,132.
JB Hunt Trans Serv	FMV	9,776.	13,406.
Johnson & Johnson	FMV	16,431.	25,675.
Johnson Controls Inc	FMV	9,447.	11,395.
JPMorgan Chase & Co	FMV	12,887.	18,015.
KeyCorp	FMV	15,058.	19,404.
Kimberly Clark	FMV	13,333.	15,105.
Kinder Morgan - Corp	FMV	21,194.	19,774.
Kroger Co	FMV	3,956.	3,838.
Kroger Co - Corp Bonds	FMV	23,969.	23,955.
Lazard CLA	FMV	12,468.	16,940.
Lowes Corporation	FMV	6,927.	7,748.
Macy's - Corp	FMV	21,708.	21,035.
Marathon Petroleum Corp	FMV	2,204.	3,300.
Marriott Intl Inc	FMV	4,951.	5,209.
Mastercard Inc	FMV	8,795.	11,405.
McCormack & Co	FMV	9,253.	10,500.
McKesson Corp	FMV	12,602.	15,030.
Medtronic Inc	FMV	17,102.	20,404.
Merck & Co Inc	FMV	10,485.	11,021.
MetLife Inc	FMV	17,657.	22,547.
Microsoft Corp	FMV	12,825.	17,276.
Murphy Oil Corp	FMV	8,181.	8,358.
National Oilwell	FMV	10,499.	9,983.
National Instruments	FMV	15,502.	16,046.
Newell Rubbermaid Inc	FMV	22,051.	26,229.
Newmont Mining	FMV	24,296.	22,107.
News Corp	FMV	12,974.	15,573.
Nextera Energy Inc	FMV	12,792.	13,763.
Noble Energy Inc	FMV	15,493.	20,754.
Novartis Capital	FMV	25,779.	24,930.
Novozymes A/S	FMV	4,897.	6,597.
O'Reilly Automotive	FMV	12,205.	16,328.
Oracle - Corp	FMV	24,232.	23,819.
Oracle	FMV	6,971.	7,769.
Pall Corp	FMV	5,507.	12,958.
Pepsico Inc	FMV	31,204.	37,558.
Perkin Elmer	FMV	4,899.	4,635.
Pfizer	FMV	32,022.	33,901.
Phillips 66 Co	FMV	5,698.	7,988.
Pinnacle West Capital	FMV	4,576.	4,857.
PPG Industries Inc	FMV	12,269.	17,819.
Praxair Inc	FMV	11,892.	12,576.
Principal Finl Group	FMV	2,513.	3,482.
Procter & Gamble Company	FMV	29,877.	35,310.
Progressive Corp	FMV	20,767.	26,382.
Qualcomm Inc	FMV	10,972.	13,331.
Regions Finl Corp	FMV	2,195.	2,830.
Roche Holdings	FMV	13,104.	18,702.
Royal Dutch Shell	FMV	9,558.	9,425.

Ryder Systems Inc	FMV	2,933.	3,215.
Schlumberger Ltd	FMV	9,360.	11,393.
Scripps Networks	FMV	13,088.	16,166.
Seagate Technology	FMV	2,305.	2,757.
Shell Intl Fin - Corp	FMV	23,294.	21,244.
Smucker JM Co	FMV	8,491.	11,308.
Southwest Airlines	FMV	2,239.	2,806.
Staples Inc	FMV	2,297.	2,611.
Sysco Corp	FMV	2,879.	2,839.
Target Corp	FMV	21,275.	27,105.
TE Connectivity Ltd	FMV	8,347.	10,121.
Texas Instruments Com	FMV	18,101.	32,858.
Thermo Fisher - Corp	FMV	20,586.	20,443.
Time Warner - Corp	FMV	23,160.	22,241.
Time Warner Inc	FMV	12,569.	18,678.
TJX Cos Inc	FMV	3,224.	3,290.
Travelers Companies Inc	FMV	19,496.	25,535.
Tyco International Com	FMV	15,717.	18,088.
Unilever NV	FMV	18,753.	23,041.
United Parcel Service Inc	FMV	19,871.	21,475.
United Tech	FMV	20,859.	20,442.
Vanguard Short Term	FMV	787,746.	781,626.
Verizon Comm - Corp	FMV	26,651.	25,582.
Verizon Communications	FMV	20,115.	20,362.
Viacom Inc	FMV	6,252.	7,907.
Virgin Media Inc	FMV	4,225.	4,171.
Visa Inc	FMV	8,203.	10,688.
W W Grainger Inc	FMV	12,495.	15,446.
Walmart Stores	FMV	9,372.	9,879.
Walgreen Co - Corp	FMV	24,172.	24,157.
Walt Disney co	FMV	8,535.	16,401.
Waste Mgmt Inc	FMV	10,276.	13,208.
Wellpoint Inc	FMV	11,547.	14,778.
Wells Fargo & Co	FMV	18,017.	21,492.
Western Digital Corporation	FMV	2,229.	3,673.
Weyerhauser Co	FMV	3,650.	4,473.
Whirlpool Corp	FMV	2,261.	2,427.
Williams Co Inc	FMV	1,430.	1,548.
Wisconsin Energy Corp	FMV	4,652.	4,652.
WPX Energy Inc	FMV	3,593.	4,160.
Wyndham Worldwide Corp	FMV	5,106.	5,812.
Xcel Energy	FMV	6,451.	6,376.
Vanguard Intl Equity	FMV	184,347.	206,737.
Total to Form 990-PF, Part II, line 13		3,561,559.	3,905,845.