Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 , and ending JUN 30, 2013

Name of foundation: THE ROEMER FOUNDATION

A Employer identification number: 23-2870277

Number and street (or P O box number if mail is not delivered to street address): C/O CAROLYN NACHMIAS, 605 MAIN STREET | Room/suite: 212

B Telephone number: (856) 733-6600

City or town, state, and ZIP code: RIVERTON, NJ 08077

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: [X] 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) ▶$ 24971455.

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

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

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))

	Line	(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	808525.		N/A	
	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	299605.	299605.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	577818.			
	b Gross sales price for all assets on line 6a 3428286.				
	7 Capital gain net income (from Part IV, line 2)		577818.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	4832.	4832.		Statement 2
	12 **Total.** Add lines 1 through 11	1690780.	882255.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	17540.	8770.		8770.
	b Accounting fees Stmt 4	7167.	7167.		0.
	c Other professional fees Stmt 5	86676.	86676.		0.
	17 Interest				
	18 Taxes Stmt 6	29290.	10379.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	1078.	1078.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	141751.	114070.		8770.
	25 Contributions, gifts, grants paid	414500.			414500.
	26 **Total expenses and disbursements** Add lines 24 and 25	556251.	114070.		423270.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1134529.			
	b **Net investment income** (if negative, enter -0-)		768185.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2012)

9-18

22

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	313180.	245305.	245305.
2 Savings and temporary cash investments	1337176.	2258413.	2258413.
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			
b Investments - corporate stock Stmt 8	6746607.	7157041.	18260746.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other Stmt 9	3258648.	3129381.	4206991.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	11655611.	12790140.	24971455.
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			
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 ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	11655611.	12790140.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances**	11655611.	12790140.	
31 **Total liabilities and net assets/fund balances**	11655611.	12790140.	

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	11655611.
2 Enter amount from Part I, line 27a	2	1134529.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	12790140.
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	12790140.

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 Statement			
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	3428286.		2850468.	577818.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				577818.

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	577818.
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 [X] 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	631631.	12316537.	.051283
2010	446654.	11435898.	.039057
2009	420342.	9523059.	.044139
2008	434916.	8350397.	.052083
2007	827624.	10398009.	.079594

2 Total of line 1, column (d)	2	.266156
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	.053231
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19994130.
5 Multiply line 4 by line 3	5	1064308.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7682.
7 Add lines 5 and 6	7	1071990.
8 Enter qualifying distributions from Part XII, line 4	8	423270.

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 ▶ ☐ 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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	15364.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	15364.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	15364.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12900.		
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	12900.
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	2464.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
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		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ MARY ALICE MALONE Telephone no ▶ (856) 733-6600
Located at ▶ C/O C NACHMIAS, 605 MAIN ST, STE 212, RIVERTON, NJ ZIP+4 ▶ 08077

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	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 instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
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 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	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 [X] 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 [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] 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 [X] 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 [X] 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)? N/A — 5b
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X
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? [ ] Yes [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
MARY ALICE MALONE 75 OLD STOTTSVILLE ROAD COATESVILLE, PA 19320	TRUSTEE 0.50	0.	0.	0.
JAMES L. MCCABE 3 RADNOR CORPORATE CENTER, SUITE 305 RADNOR, PA 19087	TRUSTEE 0.50	0.	0.	0.
CAROLYN NACHMIAS 605 MAIN STREET, SUITE 212 RIVERTON, NJ 08077	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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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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	18073116.
b	Average of monthly cash balances	1b	2225493.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	20298609.
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	20298609.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	304479.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19994130.
6	**Minimum investment return.** Enter 5% of line 5	6	999707.

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	999707.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 15364.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	15364.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	984343.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	984343.
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	984343.

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	423270.
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	423270.
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	423270.

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				984343.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009 140051.				
d From 2010 446654.				
e From 2011 631631.				
f Total of lines 3a through e	1218336.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 423270.				
a Applied to 2011, but not more than line 2a			0.	
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				423270.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	561073.			561073.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	657263.			
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				0.
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	657263.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 25632.				
d Excess from 2011 631631.				
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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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).)

MARY ALICE MALONE

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 ▶ [X] 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 Name and address (home or business)	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				
ATLANTIC SALMON FOUNDATION P.O. BOX 807 CALAIS, ME 04619	NONE	PUBLIC CHARITY	GENERAL FUNDS	500.
BRANDYWINE CONSERVANCY P.O. BOX 141 CHADDS FORD, PA 19317	NONE	PUBLIC CHARITY	GENERAL FUNDS	100000.
BRANDYWINE HEALTH FOUNDATION 50 SOUTH FIRST AVENUE COATESVILLE, PA 19320	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
CANINE PARTNERS FOR LIFE P.O. BOX 170 COCHRANVILLE, PA 19330-0170	NONE	PUBLIC CHARITY	GENERAL FUNDS	2500.
CHESTER COUNTY FOOD BANK 1208 horseshoe pike DOWNINGTOWN, PA 19335	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
Total See continuation sheet(s) ▶ 3a				414500.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	299605.	
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			14	4832.	
8 Gain or (loss) from sales of assets other than inventory			18	577818.	
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.		882255.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 882255.

(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).

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Carolyn S. Nachmias | 11-12-13 | TRUSTEE

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Thomas J. Farley, Jr.	Thomas J Farley Jr CPA	11-6-2013		P00047041
Firm's name ▶ FARLEY, DRAIN & CO A PROF. CORP.			Firm's EIN ▶ 23-2284111	
Firm's address ▶ 13 WILKINS AVENUE HADDONFIELD, NJ 08033			Phone no (856)428-3779	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
THE ROEMER FOUNDATION	23-2870277

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . ▶ $ ______

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE ROEMER FOUNDATION	23-2870277

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD ANNUITY TRUST OF MARY ALICE MALONE 7/2005 13 WILKINS AVENUE HADDONFIELD, NJ 08033	$ 775400.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	MARY ALICE MALONE 75 OLD STOTTSVILLE ROAD COATESVILLE, PA 19320	$ 0.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	MARY ALICE MALONE 75 OLD STOTTSVILLE ROAD COATESVILLE, PA 19320	$ 33125.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE ROEMER FOUNDATION	23-2870277

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	424,208 SHARES VANGUARD SHORT TERM INVESTMENT GRADE FUND ADMIRAL CLASS @ $10.87	$ 4611147.	11/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	427,156 SHARES VANGUARD SHORT TERM TREASURY FUND ADMIRAL CLASS @ $10.79	$ 4609017.	11/26/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE ROEMER FOUNDATION

Employer identification number: 23-2870277

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of $1,000 or less for the year (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	SILCHESTER INTL INVESTORS	P	Various	Various
b	SILCHESTER INTL INVESTORS	P	Various	Various
c	PERMIT CAPITAL MORTGAGE FUND LP	P	Various	Various
d	PUBLICLY TRADED SECURITIES (SEE PAGES 25 TO 27)	P	Various	Various
e	PUBLICLY TRADED SECURITIES (SEE PAGES 25 TO 27)	P	Various	Various
f	Capital Gains Dividends			
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	4709.			4709.
b	108486.			108486.
c	31265.			31265.
d	284951.		262071.	22880.
e	2904905.		2588397.	316508.
f	93970.			93970.
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) 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				4709.
b				108486.
c				31265.
d				22880.
e				316508.
f				93970.
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	577818.
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

223591
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
CHESTER COUNTY FUND FOR WOMEN AND GIRLS 1025 ANDREW DRIVE, #200 WEST CHESTER, PA 19380-4273	NONE	PUBLIC CHARITY	GENERAL FUNDS	2000.
CHESTER COUNTY SPCA 1212 PHOENIXVILLE PIKE WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
COMMUNITY VOLUNTEERS IN MEDICINE 300B LAWRENCE DRIVE WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
CORIELL INSTITUTE 403 HADDON AVENUE CAMDEN, NJ 08103	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
DELAWARE ART MUSEUM 2301 KENTMERE PARKWAY WILMINGTON, DE 19806	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
FLORIDA AGRICULTURE CENTER & HORSE PARK INC. 11008 SOUTH HIGHWAY 475 OCALA, FL 34480	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
FOX CHASE CANCER CENTER 333 COTTMAN AVENUE PHILADELPHIA, PA 19111-2497	NONE	PUBLIC CHARITY	GENERAL FUNDS	50000.
FREEDOM HILLS THERAPEUTIC RIDING P.O. BOX 202 PORT DEPOSIT, MD 21904	NONE	PUBLIC CHARITY	GENERAL FUNDS	2500.
LA COMMUNIDAD HISPANA 731 WEST CYPRUS STREET KENNETT SQUARE, PA 19348-2419	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
OPERATION WARM 1653 BRINTON'S BRIDGE ROAD CHADDS FORD, PA 19317	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
Total from continuation sheets				305500.

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
PHILADELPHIA ZOO 3400 WEST GIRARD AVENUE PHILADELPHIA, PA 19104-1196	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
PLANNED PARENTHOOD 8 SOUTH WAYNE STREET WEST CHESTER, PA 19382	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
PRIMITIVE HALL FOUNDATION 75 SOUTH FIRST AVENUE COATESVILLE, PA 19320	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
RANDOLPH-MACON COLLEGE P.O. BOX 5005 ASHLAND, VA 23005-9904	NONE	PUBLIC CHARITY	EQUESTRIAN PROGRAM	10000.
ROTHMAN INSTITUTE ORTHOPAEDIC FOUNDATION 925 CHESTNUT STREET, SUITE 110 PHILADELPHIA, PA 19107-4216	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
SANFORD SCHOOL P.O. BOX 888 HOCKESSIN, DE 19707	NONE	PUBLIC CHARITY	GENERAL FUNDS	500.
STROUD WATER RESEARCH CENTER 970 SPENCER ROAD AVONDALE, PA 19311-9514	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
THE BARN AT SPRING BROOK FARM INC. 350 LOCUST GROVE ROAD WEST CHESTER, PA 19382	NONE	PUBLIC CHARITY	GENERAL FUNDS	2500.
THE CHESTER COUNTY HOSPITAL FOUNDATION 701 EAST MARSHALL STREET WEST CHESTER, PA 19380	NONE	PUBLIC CHARITY	GENERAL FUNDS	150000.
THE PENNSYLVANIA VETERINARY FOUNDATION 8574 PAXTON STREET HUMMELSTOWN, PA 17036	NONE	PUBLIC CHARITY	GENERAL FUNDS	1500.
Total from continuation sheets				

223631
05-01-12

Part XV · Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	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
THORNCROFT 190 LINE ROAD MALVERN, PA 19355	NONE	PUBLIC CHARITY	GENERAL FUNDS	10000.
UNITED STATES DRESSAGE FEDERATION 4051 IRONWORKS PARKWAY LEXINGTON, KY 40511	NONE	PUBLIC CHARITY	USDF REGION 1 JUNIOR YOUNG RIDER	1000.
UNITED STATES EQUESTRIAN TEAM FOUNDATION INC. 1040 POTTERSVILLE ROAD, P.O. BOX 355 GLADSTONE, NJ 07934-9955	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
UNITED STATES PONY CLUB INC. 4071 IRON WORKS PARKWAY LEXINGTON, KY 40511-8462	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
UNIVERSITY OF KENTUCKY 108 GLUCK EQUINE RESEARCH CENTER LEXINGTON, KY 40546-0099	NONE	PUBLIC CHARITY	GENERAL FUNDS	5000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF VETERINARY SCIENCE 3800 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	DR JIM ORSINI'S LAMINITIS PROJECT	10000.
UNIVERSITY OF PENNSYLVANIA SCHOOL OF VETERINARY SCIENCE 3800 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PUBLIC CHARITY	DR JIM ORSINI'S EDUCATION FUND	15000.
UPLAND COUNTRY DAY SCHOOL 420 WEST STREET ROAD KENNETT SQUARE, PA 19348	NONE	PUBLIC CHARITY	GENERAL FUNDS	500.
WINTERTHUR MUSEUM GARDEN AND LIBRARY WINTERTHUR, DE 19735	NONE	PUBLIC CHARITY	GENERAL FUNDS	1000.
UNITE FOR HER P.O. BOX 351 POCOPSON, PA 19366	NONE	PUBLIC CHARITY	GENERAL FUNDS	10000.
Total from continuation sheets				

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
PERMIT CAPITAL MORTGAGE FUND LP	37531.	0.	37531.
SILCHESTER INTL INVESTORS	108182.	0.	108182.
WILMINGTON TRUST COMPANY	247862.	93970.	153892.
Total to Fm 990-PF, Part I, ln 4	393575.	93970.	299605.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income
SILCHESTER - SEC 988	5.	5.	
SILCHESTER - SEC 1296	4827.	4827.	
Total to Form 990-PF, Part I, line 11	4832.	4832.	

Form 990-PF Legal Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
NACHMIAS MORRIS & ALT, PC - LEGAL FEES	17540.	8770.		8770.
To Fm 990-PF, Pg 1, ln 16a	17540.	8770.		8770.

Form 990-PF	Accounting Fees	Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FARLEY, DRAIN & CO. - ACCOUNTING SERVICES	7167.	7167.		0.
To Form 990-PF, Pg 1, ln 16b	7167.	7167.		0.

Form 990-PF	Other Professional Fees	Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DREXEL MORGAN CAPITAL ADVISERS - INVESTMENT MANAGER	18803.	18803.		0.
KESTREL - INVESTMENT MANAGER	14075.	14075.		0.
COHO PARTNERS LTD - INVESTMENT MANAGER	5890.	5890.		0.
SILCHESTER INTL INVESTORS- INVESTMENT MANAGER	33236.	33236.		0.
WILMINGTON TRUST CO - CUSTODY FEES	9600.	9600.		0.
PERMIT CAPITAL MORTGAGE FUND LP - INVESTMENT MANAGER	5072.	5072.		0.
To Form 990-PF, Pg 1, ln 16c	86676.	86676.		0.

Form 990-PF	Taxes	Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN INCOME TAXES	10379.	10379.		0.
FORM 990-PF	18911.	0.		0.
To Form 990-PF, Pg 1, ln 18	29290.	10379.		0.

Form 990-PF	Other Expenses	Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	1078.	1078.		0.
To Form 990-PF, Pg 1, ln 23	1078.	1078.		0.

Form 990-PF	Corporate Stock	Statement 8

Description	Book Value	Fair Market Value
SEE SCHEDULE ATTACHED (PAGE 28) (VALUATION METHOD - COST)	7157041.	18260746.
Total to Form 990-PF, Part II, line 10b	7157041.	18260746.

Form 990-PF	Other Investments	Statement 9

Description	Valuation Method	Book Value	Fair Market Value
SILCHESTER INTL INVESTORS	COST	3017735.	3571626.
PERMIT CAPITAL MORTGAGE FUND LP	COST	111646.	635365.
Total to Form 990-PF, Part II, line 13		3129381.	4206991.

The Roemer Foundation
Realized Gain/(Loss)

10/21/13 12 15 PM
3404 June 2013
C-4 Capital Gains

Account	Quantity	CUSIP	Description	Trade Date	Amount	Fed Cost	Fed LT GL	Fed ST GL	Fed Total GL
060805-000	(18,906 12)	922018205	SOLD 18906 119 UNITS OF VANGUARD WINDSOR II CL INV AT 32 TRADE	03/20/2013	604,995 81	(496,482 44)	106,864 59	1,648 78	108,513 37
					604,995 81	(496 482 44)	106,864 59	1,648 78	108,513 37
060805-004	(800 00)	458118106	SOLD 800 SHARES OF INTERGRATED DEVICE TECH INC AT	07/05/2012	4,489 01	(5,035 12)	(546 11)	-	(546 11)
060805-004	(800 00)	458118106	SOLD 800 SHARES OF INTERGRATED DEVICE TECH INC AT	07/09/2012	4,183 18	(5,049 68)	(866 50)	-	(866 50)
060805-004	(1,000 00)	458118106	SOLD 1000 SHARES OF INTERGRATED DEVICE TECH INC	07/11/2012	5,008 48	(6,363 14)	(1,354 66)	-	(1,354 66)
060805-004	(600 00)	69325Q105	SOLD 600 SHARES OF PC-TEL INC AT 6 0073 TRADE DATE 2012-07-12	07/12/2012	3,595 29	(2,968 14)	627 15	-	627.15
060805-004	(900 00)	458118106	SOLD 900 SHARES OF INTERGRATED DEVICE TECH INC AT	07/20/2012	4,390.01	(5,890 11)	(1,500 10)	-	(1,500 10)
060805-004	(800 00)	458118106	SOLD 800 SHARES OF INTERGRATED DEVICE TECH INC AT	07/24/2012	3,748 63	(5,709 04)	(1,960 41)	-	(1,960 41)
060805-004	(200 00)	852891100	SOLD 200 SHARES OF STANCORP FINL GROUP INC AT	07/24/2012	5,959 64	(9,015 62)	(3,055 98)	-	(3,055 98)
060805-004	(700 00)	458118106	SOLD 700 SHARES OF INTERGRATED DEVICE TECH INC AT	07/26/2012	3,352 71	(4,995 41)	(1,642 70)	-	(1,642 70)
060805-004	(500 00)	458118106	SOLD 500 SHARES OF INTERGRATED DEVICE TECH INC AT	07/27/2012	2,483 54	(3,568 15)	(1,084 61)	-	(1,084 61)
060805-004	(500 00)	852891100	SOLD 500 SHARES OF STANCORP FINL GROUP INC AT	07/30/2012	14,847 81	(23,073 50)	(8,225 69)	-	(8,225 69)
					52,058 30	(71,667.91)	(19,609 61)	-	(19,609 61)
060805-004	(600 00)	830879102	SOLD 600 SHARES OF SKYWEST INC AT 8 403 TRADE	08/17/2012	5,032 68	(6,952 20)	(1,919 52)	-	(1,919 52)
060805-004	(300 00)	863236105	SOLD 300 SHARES OF STRAYER EDUCATION INC COM AT	08/28/2012	19,523 02	(37,437.56)	(17,914 54)	-	(17,914 54)
					24,555 70	(44,389 76)	(19,834 06)	-	(19,834 06)
060805-004	(1,600 00)	458743101	CASH MERGER SOLD 1600 SHARES OF INTERLINE BRANDS	09/07/2012	40,800 00	(28,702 08)	0 00	12,097 92	12,097 92
060805-004	(700.00)	514766104	SOLD 700 SHARES OF LANDEC CORP AT 11 1001 TRADE	09/18/2012	7,748 90	(4,015 41)	3,733 49	0 00	3,733 49
060805-004	(500 00)	28238P109	SOLD 500 SHARES OF EHEALTH INC AT 18 5714 TRADE	09/27/12	9,277.99	(7,697 85)	1,580 14	-	1,580 14
060805-004	(600 00)	514766104	SOLD 600 SHARES OF LANDEC CORP AT 11 4043 TRADE	09/27/12	6,833 42	(3,504 83)	3,328 59	-	3,328 59
					64,660 31	(43,920 17)	8,642 22	12,097 92	20,740 14
060805-004	(500 00)	514766104	SOLD 500 SHARES OF LANDEC CORP AT 11 4881 TRADE DATE 2012-10-01	10/01/12	5,736 42	(3,183 40)	2,553 02		2,553 02
060805-004	(600 00)	62886E108	SOLD 600 SHARES OF NCR CORP COMMON AT 22 4277 TRADE DATE 2012-	10/04/12	13,438 31	(10,685 97)	2,752 34		2,752 34
060805-004	(600 00)	62886E108	SOLD 600 SHARES OF NCR CORP COMMON AT 21 9571 TRADE DATE 2012-	10/10/12	13,155 96	(10,685 97)	2,469 99		2,469 99
060805-004	(600 00)	11133T103	SOLD 600 SHARES OF BROADRIDGE FINANCIAL SOLUTIONS INC AT	10/11/12	13,754 99	(11,424 36)	2,330 63		2,330 63
060805-004	(700 00)	28238P109	SOLD 700 SHARES OF EHHEALTH INC AT 20 3813 TRADE DATE 2012-	10/15/12	14,245 59	(10,880 37)	3,365 22		3,365 22
060805-004	(800 00)	62886E108	SOLD 800 SHARES OF NCR CORP COMMON AT 22 144 TRADE DATE 2012-	10/15/12	17,690 80	(14,247 97)	3,442 83		3,442 83
					78,022 07	(61,108 04)	16,914 03	0 00	16,914 03
060805-004	(600 00)		SOLD 600 SHARES OF BROADRIDGE FINANCIAL SOLUTIONS INC AT	11/01/12	14,068 18	(11,525 29)	2,542 89		2,542 89

The Roemer Foundation			10/21/13 12:15 PM 3404 June 2013 C-4 Capital Gains						
Realized Gain/(Loss)									
Account	Quantity	CUSIP	Description	Trade Date	Amount	Fed Cost	Fed LT GL	Fed ST GL	Fed Total GL
060805-004	(700 00)		SOLD 700 SHARES OF BROADRIDGE FINANCIAL SOLUTIONS INC AT	11/06/12	16,255 87	(13,446 17)	2,809 70		2,809 70
					30,324 05	(24,971 46)	5,352 59	0 00	5,352 59
060805-004	(500 00)	53219L109	SOLD 500 SHARES OF LIFEPOINT HOSPS INC COM AT 35 6926 TRADE	12/04/12	17,838 40	(15,893 83)	1,944 57		1,944 57
060805-004	(600 00)	53219L109	SOLD 600 SHARES OF LIFEPOINT HOSPS INC COM AT 36 396 TRADE	12/13/12	21,828 11	(19,072 60)	2,755 51		2,755 51
					39,666 51	(34,966 43)	4,700 08	-	4,700 08
060805-004	(600 00)	45245A107	SOLD 600 SHARES OF IMATION CORPORATION COM AT 3 6283 TRADE	01/29/13	2,164 93	(5,598 66)	(3,433 73)		(3,433 73)
					2,164.93	(5,598 66)	(3,433 73)	-	(3,433 73)
060805-004	(600 00)	04269Q100	SOLD 600 SHARES OF ARRIS GROUP AT 16 362 TRADE DATE 2013-02-05	02/05/13	9,807 98	(6,276 57)	3,531 41		3,531 41
060805-004	(800 00)	04269Q100	SOLD 800 SHARES OF ARRIS GROUP AT 16 3288 TRADE DATE 2013-02-07	02/07/13	13,050.74	(8,368.76)	4,681.98		4,681 98
060805-004	(500 00)	04269Q100	SOLD 500 SHARES OF ARRIS GROUP AT 16 5217 TRADE DATE 2013-02-12	02/12/13	8,253 16	(5,230 48)	3,022 68		3,022 68
060805-004	(500 00)	04269Q100	SOLD 500 SHARES OF ARRIS GROUP AT 16 9338 TRADE DATE 2013-02-13	02/13/13	8,459 21	(5,230 48)	3,228 73		3,228 73
060805-004	(500 00)	04269Q100	SOLD 500 SHARES OF ARRIS GROUP AT 17 1672 TRADE DATE 2013-02-15	2/15/52013	8,575 90	(5,230 48)	3,345 42		3,345 42
060805-004	(1,000 00)	45245A107	SOLD 1000 SHARES OF IMATION CORPORATION COM AT 3 8108 TRADE	02/19/13	3,790 71	(9,681 20)	(5,890 49)		(5,890 49)
060805-004	(500 00)	04269Q100	SOLD 500 SHARES OF ARRIS GROUP AT 17.2705 TRADE DATE 2013-02-19	02/19/13	8,627.55	(5,230.48)	3,397 07		3,397 07
060805-004	(400 00)	737446104	SOLD 400 SHARES OF POST HOLDINGS INC AT 38.1258 TRADE DATE 2013-	02/20/13	15,237 97	(12,490 51)	-	2,747 46	2,747 46
060805-004	(600 00)	384313102	SOLD 600 SHARES OF GRAFTECH INTERNATIONAL LTD AT	02/26/13	4,725 01	(6,165 25)	-	(1,440.24)	(1,440 24)
060805-004	(800 00)	737446104	SOLD 800 SHARES OF POST HOLDINGS INC AT 38.0963 TRADE DATE 2013-	02/26/13	30,452 35	(24,981 01)	-	5,471 34	5,471 34
060805-004	(1,000 00)	384313102	SOLD 1000 SHARES OF GRAFTECH INTERNATIONAL LTD AT	02/27/13	7,109.54	(10,275 41)	-	(3,165 87)	(3,165 87)
060805-004	(500 00)	384313102	SOLD 500 SHARES OF GRAFTECH INTERNATIONAL LTD AT	02/28/13	3,546 62	(5,137.70)	-	(1,591.08)	(1,591 08)
					121,636 74	(104,298 33)	15,316 80	2,021 61	17,338 41
060805-004	(700 00)	384313102	SOLD 700 SHARES OF GRAFTECH INTERNATIONAL LTD AT	03/04/13	4,735 74	(6,498 45)		(1,762.71)	(1,762 71)
060805-004	(600 00)	384313102	SOLD 600 SHARES OF GRAFTECH INTERNATIONAL LTD AT	03/05/13	3,934 83	(5,570 10)		(1,635 27)	(1,635 27)
060805-004	700 00	384313102	SOLD 700 SHARES OF GRAFTECH INTERNATIONAL LTD AT	03/06/13	4,702 21	(6,498 45)		(1,796 24)	(1,796 24)
					13,372 78	(18,567 00)	-	(5,194 22)	(5,194 22)
060805-004	400 00	878237106	SOLD 400 SHARES OF TECH DATA CORP COM AT 45 1036 TRADE DATE	04/02/13	18,035 03	(16,114 62)	1,920 41		1,920 41
060805-004	400 00	878237106	SOLD 400 SHARES OF TECH DATA CORP COM AT 45 0464 TRADE DATE	04/08/13	18,012 15	(16,114 62)	1,897 53		1,897 53
					36,047 18	(32,229 24)	3,817 94	-	3,817 94
060805-004	500 00	31847R102	SOLD 500 SHARES OF FIRST AMERICAN FINL CORP AT 23 0274 TRADE	05/29/13	11,500 99	(7,467 20)	4,033 79		4,033 79
					11,500 99	(7,467 20)	4,033 79	-	4,033 79

26.

The Roemer Foundation			
Realized Gain/(Loss)			10/21/13 12:15 PM 3404 June 2013 C-4 Capital Gains

Account	Quantity	CUSIP	Description	Trade Date	Amount	Fed Cost	Fed LT GL	Fed ST GL	Fed Total GL
060805-004	600 00	31847R102	SOLD 600 SHARES OF FIRST AMERICAN FINL CORP AT 23 244 TRADE	06/04/13	13,931 15	(8,367 13)	5,564 02		5,564 02
060805-004	800 00	422704106	SOLD 800 SHARES OF HECLA MNG CO COM AT 3 8786 TRADE DATE 2013-	06/04/13	3,090 82	(4,130 60)		(1,039 78)	(1,039 78)
060805-004	1,800 00	422704106	SOLD 1800 SHARES OF HECLA MNG CO COM AT 3 838 TRADE DATE 2013-	06/05/13	6,881 27	(9,293 86)		(2,412 59)	(2,412 59)
060805-004	1,600 00	422704106	SOLD 1600 SHARES OF HECLA MNG CO COM AT 3 7555 TRADE DATE 2013-	06/06/13	5,984 69	(8,261 20)		(2,276 51)	(2,276 51)
060805-004	500 00	31847R102	SOLD 500 SHARES OF FIRST AMERICAN FINL CORP AT 22 5848 TRADE	06/07/13	11,279 70	(6,972 60)	4,307 10		4,307 10
060805-004	2,200 00	422704106	SOLD 2200 SHARES OF HECLA MNG CO COM AT 3 6105 TRADE DATE 2013-	06/07/13	7,909 96	(11,359 16)		(3,449 20)	(3,449 20)
060805-004	1,900 00	422704106	SOLD 1900 SHARES OF HECLA MNG CO COM AT 3 5522 TRADE DATE 2013-	06/10/13	6,720 56	(9,810 18)		(3,089 62)	(3,089 62)
060805-004	600 00	31847R102	SOLD 600 SHARES OF FIRST AMERICAN FINL CORP AT 22 4504 TRADE	06/11/13	13,455 00	(8,367.13)	5,087 87		5,087.87
060805-004	1,400 00	947684106	TENDER OFFER SOLD 1400 SHARES OF WEBSENSE INC AT 24 75	06/24/13	34,650 00	(32,783 80)	1,866 20		1,866 20
					103,903 15	(99,345 66)	16,825 19	(12,267 70)	4,557 49
					577,912 71	(548,529 86)	32,725 24	(3,342 39)	29,382 85
060805-010	(16,530 00)	464287614	SOLD 16530 UNITS OF ISHARES RUSSELL 1000 GROWTH INDX ETF AT	12/18/12	1,101,864 44	(1,000,175 75)	101,688 69		101,688 69
060805-010	(24,068 02)	922018205	SOLD 24068 02 UNITS OF VANGUARD WINDSOR II CL INV AT 32 TRADE	03/19/13	770,176 64	(692,382 65)	75,695 07	2,098 92	77,793 99
					1,872,041 08	(1,692,558 40)	177,383 76	2,098 92	179,482 68
060805-011	(1,105 00)	931422109	SOLD 1105 SHARES OF WALGREEN COMPANY COMMON AT	07/10/2012	32,924 61	(34,441 38)	(465 62)	(1,051 15)	(1,516 77)
060805-011	(240 00)	194162103	SOLD 240 SHARES OF COLGATE PALMOLIVE CO COM AT 108 2007 TRADE	02/12/2013	25,957.98	(23,841 60)		2,116 38	2,116 38
060805-011	(355.00)	194162103	SOLD 355 SHARES OF COLGATE PALMOLIVE CO COM AT 118 5699 TRADE	04/02/2013	42,077 16	(35,265 70)		6,811 46	6,811 46
060805-011	(741 00)	00287Y109	SOLD 741 SHARES OF ABBVIE INC AT 45 8527 TRADE DATE 2013-04-30	04/30/2013	33,946 45	(19,348 81)		14,597 64	14,597 64
					134,906 20	(112,897 49)	(465 62)	22,474 33	22,008 71
			Total		3,189,855 80	(2,850,468 19)	316,507.97	22,879 64	339,387 61
060805-000					604,995 81	(496,482 44)	106,864 59	1 648 78	108,513 37
060805-004					577,912 71	(548,529 86)	32,725 24	(3,342 39)	29,382 85
060805-010					1,872,041 08	(1,692,558 40)	177,383 76	2,098 92	179,482 68
060805-011					134,906 20	(112,897 49)	(465 62)	22,474 33	22,008 71
					3,189,855 80	(2,850,468 19)	316,507 97	22,879 64	339,387 61
SUMMARY - SHORT TERM					284,951 09	(262,071 45)		22,879 64	
SUMMARY - LONG TERM					2,904,904 71	(2,588,396 74)	316,507.97		

27.

	THE ROEMER FOUNDATION #23-2870277				
	FORM 990PF - 6/30/2013				
	PAGES	PAGES	PAGES	PAGES	
	29 TO 30	31 TO 36	37 TO 38	39 TO 42	TOTAL
COST BASIS AS OF 6/30/2013:					
CASH - NON INTEREST BEARING					245,305
SAVINGS AND TEMP CASH INVEST	269,724	40,606	1,879,764	68,319	2,258,413
CORPORATE STOCK	2,519,931	1,107,944	2,432,712	1,096,454	7,157,041
SILCHESTER INTL INVESTORS	3,017,735				3,017,735
PERMIT CAPITAL MORTGAGE FUND LP			111,646		111,646
					12,790,140
MARKET VALUE AS OF 6/30/2013:					
CASH - NON INTEREST BEARING					245,305
SAVINGS AND TEMP CASH INVEST	269,724	40,606	1,879,764	68,319	2,258,413
CORPORATE STOCK	12,741,054	1,520,145	2,546,613	1,452,934	18,260,746
SILCHESTER INTL INVESTORS	3,571,626				3,571,626
PERMIT CAPITAL MORTGAGE FUND LP			635,365		635,365
					24,971,455

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
52,726.4000 ARTISAN INTERNATIONAL FUND INVESTOR CLASS CUSIP 04314H204 TKR ARTIX	$1,374,049.98 26.0600	8.24	$966,163.31 18.32	$407,886.67	$0.00	$14,499.76	1 06
50,308 9140 HUBER CAPITAL EQUITY INCOME FUND CUSIP 00768D418 TKR HULEX	603,203.88 11.9900	3.62	570,000.00 11.33	33,203.88	0.00	4,852 29	0.80
17,336 6560 VANGUARD EXPLORER FUND CLASS INVESTOR CUSIP 921926101 TKR VEXPX	1,627,045.17 93.8500	9.76	897,408.49 51.76	729,636.68	0.00	4,715.57	0.29
TOTAL Equity	3,604,299.03	21.62	2,433,571.80	1,170,727.23	0.00	24,067.62	0.67
Fixed Income							
426,877.3940 VANGUARD SHORT-TERM INVESTMENT-GRADE CLASS ADMIRAL CUSIP 922031836 TKR VFSUX	4,550,513.02 10.6600	27.30	28,885.82 0.07	4,521,627.20	6,703.61	93,486 15	2 05
429,423 3950 VANGUARD SHORT-TERM TREASURY FUND CLASS ADMIRAL CUSIP 922031851 TKR VFIRX	4,586,241.86 10.6800	27.51	57,473.33 0.13	4,528,768.53	0.00	20,062 66	0 44
TOTAL Fixed Income	9,136,754.88	54.80	86,359.15	9,050,395.73	6,703.61	113,548.81	1 24

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continued

WILMINGTON TRUST

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Cash & Currency							
261,175.1600 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	$261,175.16 1.0000	1.57	$261,175.16 1.00	$0.00	$3.30	$46 75	0 02
TOTAL Cash & Currency	261,175.16	1.57	261,175.16	0.00	3.30	46.75	0.02
Other Assets							
SILCHESTER INTL INVESTORS TOBACCO CUSIP 99V791770 PRICED AS OF 05/31/2013	~~3,669,260.00~~ 3,571,626.	22.01	~~1,000,000.00~~ 3,017,735.	2,669,260.00	0.00	0 00	0 00 30
TOTAL Other Assets	~~3,669,260.00~~	22.01	~~1,000,000.00~~	2,669,260.00	0.00	0.00	0.00
TOTAL PRINCIPAL PORTFOLIO(S) 16,573,855.07	~~16,671,489.07~~	100.00	~~3,781,106.11~~ 5,798,841.11	12,890,382.96	6,706.91	137,663.18	0.83
ACCRUED INCOME	~~6,706.91~~						
MARKET VALUE WITH ACCRUED INCOME	~~16,678,195.98~~						
INCOME PORTFOLIO(S)							
Cash & Currency							
8,548 4700 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	8,548 47 1.0000	100 00	8,548.47 1.00	0.00	0 00	1 53	0 02
TOTAL Cash & Currency	8,548.47	100.00	8,548.47	0.00	0.00	1.53	0.02
TOTAL INCOME PORTFOLIO(S)	8,548.47	100.00	8,548.47	0.00	0.00	1.53	0.02

continued

WILMINGTON TRUST

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
1,500 0000 ACACIA RESEARCH-ACACIA TECHNOLOGIES CUSIP 003881307 TKR ACTG	$33,525.00 22.3500	2 15	$42,662 15 28.44	($9,137.15)	$0.00	$750 00	2 24
500 0000 AMERICA'S CAR-MART INC CUSIP 03062T105 TKR CRMT	21,620.00 43 2400	1.39	23,739.18 47.48	(2,119.18)	0.00	0 00	0 00
1,300 0000 AMERISTAR CASINOS INCORPORATED CUSIP 03070Q101 TKR ASCA	34,177.00 26.2900	2.19	26,485.73 20.37	7,691.27	0.00	650.00	1 90
1,000 0000 ATLAS AIR WORLDWIDE HOLDINGS CUSIP 049164205 TKR AAWW	43,760.00 43.7600	2.81	44,967.48 44.97	(1,207.48)	0.00	0.00	0 00
1,100.0000 BALLY TECHNOLOGIES INC CUSIP 05874B107 TKR BYI	62,062.00 56.4200	3.98	39,977.07 36.34	22,084.93	0.00	0.00	0.00
2,100 0000 BASIC ENERGY SERVICES INCORPORATED CUSIP 06985P100 TKR BAS	25,389.00 12.0900	1.63	24,619.08 11.72	769.92	0.00	0 00	0 00
700 0000 BLACK BOX CORPORATION COM CUSIP 091826107 TKR BBOX	17,724.00 25.3200	1 14	17,838.06 25.48	(114.06)	63.00	252 00	1 42
1,000 0000 BRAVO BRIO RESTAURANT GROUP CUSIP 10567B109 TKR BBRG	17,820.00 17.8200	1 14	14,496.58 14.50	3,323.42	0 00	0.00	0.00
2,000 0000 BRINKER INTL INC COM CUSIP 109641100 TKR EAT	78,860 00 39 4300	5.06	31,809.64 15.90	47,050.36	0.00	1,600 00	2 03

continued

32

PRINCIPAL PORTFOLIO(S)

Equity

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
900 0000 BRISTOW GROUP INC CUSIP 110394103 TKR BRS	$58,788.00 65.3200	3 77	$43,012.12 47.79	$15,775.88	$0.00	$900.00	1 53
700 0000 CACI INTERNATIONAL INC CL A CUSIP 127190304 TKR CACI	44,443.00 63.4900	2.85	35,472.63 50.68	8,970.37	0.00	0 00	0 00
300 0000 COMVERSE INC CUSIP 20585P105 TKR CNSI	8,898.60 29.6620	0 57	8,555.73 28.52	342.87	0.00	0.00	0 00
1,600 0000 CST BRANDS INC CUSIP 12646R105 TKR CST	49,296 00 30.8100	3.16	50,988.38 31.87	(1,692.38)	0.00	0 00	0 00
2,300 0000 CUMBERLAND PHARMACEUTICALS INC CUSIP 230770109 TKR CPIX	11,753.00 5.1100	0 75	11,936.00 5.19	(183.00)	0.00	0.00	0 00
1,800.0000 DEVRY INC CUSIP 251893103 TKR DV	55,836.00 31.0200	3.58	43,180.29 23.99	12,655.71	0.00	612.00	1.10
1,100 0000 ENGILITY HOLDINGS INC CUSIP 29285W104 TKR EGL	31,262.00 28.4200	2.01	17,567.67 15.97	13,694.33	0.00	0 00	0 00
1,600 0000 EPL OIL & GAS INC CUSIP 26883D108 TKR EPL	46,976.00 29.3600	3.02	21,412.90 13.38	25,563.10	0 00	0 00	0 00
2,000 0000 FMC CORPORATION COMMON NEW CUSIP 302491303 TKR FMC	122,120.00 61.0600	7.84	31,122.38 15.56	90,997.62	270 00	1,080 00	0 88

continued

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
1,200 0000 GULFMARK OFFSHORE INC CLASS A CUSIP 402629208 TKR GLF	$54,108.00 45.0900	3.47	$44,552.01 37.13	$9,555.99	$0.00	$1,200.00	2 22
1,000 0000 HAEMONETICS CORP MASS RIGHTS EXP 4-27-2008 CUSIP 405024100 TKR HAE	41,350.00 41.3500	2.65	27,149.40 27.15	14,200.60	0.00	0 00	0 00
3,900.0000 HARTE HANKS INC COM CUSIP 416196103 TKR HHS	33,540.00 8.6000	2 15	32,785.45 8.41	754.55	0 00	1,326 00	3.95
1,400.0000 HCC INS HLDGS INC COM CUSIP 404132102 TKR HCC	60,354 00 43.1100	3.87	35,125.58 25.09	25,228.42	231.00	924.00	1 53
1,500.0000 HORACE MANN EDUCATORS CORP NEW COM CUSIP 440327104 TKR HMN	36,570 00 24 3800	2.35	26,077.88 17.39	10,492.12	0.00	1,170.00	3 20
1,000.0000 HUNTINGTON INGALLS INDUSTRIES WI CUSIP 446413106 TKR HII	56,480.00 56.4800	3.63	39,715.61 39.72	16,764.39	0.00	400 00	0 71
1,200.0000 JOHN BEAN TECHNOLOGIES CORPORATION CUSIP 477839104 TKR JBT	25,212.00 21.0100	1.62	22,384.90 18.65	2,827.10	0.00	432 00	1 71
550 0000 LUMOS NETWORKS CORP- WI CUSIP 550283105 TKR LMOS	9,405.00 17.1000	0.60	5,801.85 10.55	3,603.15	77.00	308.00	3 27

continued

33

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
900.0000 MAGELLAN HEALTH SERVICES INC CUSIP 559079207 TKR MGLN	$50,472.00 56.0800	3.24	$27,154.55 30.17	$23,317.45	$0.00	$0 00	0 00
1,300 0000 MATSON INC CUSIP 57686G105 TKR MATX	32,500 00 25.0000	2.09	27,802.54 21.39	4,697.46	0 00	832 00	2 56
600 0000 MATTHEWS INTL CORP CL A CUSIP 577128101 TKR MATW	22,620.00 37.7000	1.45	20,174.25 33.62	2,445.75	0.00	240 00	1 06
3,100 0000 MONSTER WORLDWIDE INCORPORATED CUSIP 611742107 TKR MWW	15,221.00 4.9100	0.98	22,376.88 7.22	(7,155.88)	0.00	0.00	0 00
550 0000 NTELOS HOLDINGS CORP CUSIP 67020Q305 TKR NTLS	9,053.00 16.4600	0.58	13,961.02 25.38	(4,908.02)	231.00	924.00	10 21
1,900 0000 OPLINK COMMUNICATIONS INC CUSIP 68375Q403 TKR OPLK	33,003.00 17.3700	2.12	30,707.09 16.16	2,295.91	0.00	0.00	0 00
1,600.0000 PHARMERICA CORPORATION CUSIP 71714F104 TKR PMC	22,176.00 13.8600	1.42	21,255.94 13.28	920.06	0.00	0.00	0 00
1,900.0000 QUALITY DISTRIBUTION INCORPORATED CUSIP 74756M102 TKR QLTY	16,796.00 8.8400	1.08	15,763.44 8.30	1,032.56	0.00	0.00	0 00
2,300 0000 QUESTAR CORP NAME CHANGED TO QEP RESOURCES INC. CUSIP CHANGED TO 74733V100 CUSIP 748356102 TKR STR	54,855.00 23.8500	3.52	40,263.55 17.51	14,591.45	0.00	1,656 00	3.02

34

continued

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
3,100 0000 RUBY TUESDAY INCORPORATED CUSIP 781182100 TKR RT	$28,613.00 9.2300	1.84	$25,587.88 8.25	$3,025.12	$0.00	$0.00	0 00
2,600.0000 SKYWEST INC COM CUSIP 830879102 TKR SKYW	35,204.00 13.5400	2.26	31,717.77 12.20	3,486.23	104.00	416.00	1 18
2,500.0000 SYMMETRICOM INCORPORATED CUSIP 871543104 TKR SYMM	11,225.00 4.4900	0.72	14,854.34 5.94	(3,629.34)	0.00	0.00	0.00
400.0000 THE NAVIGATORS GROUP INC CUSIP 638904102 TKR NAVG	22,816.00 57.0400	1.46	19,176.76 47.94	3,639.24	0.00	0.00	0 00
1,000 0000 VASCULAR SOLUTIONS INC CUSIP 92231M109 TKR VASC	14,710.00 14.7100	0.94	11,688.60 11.69	3,021.40	0.00	0.00	0 00
800 0000 WORLD ACCEPTANCE CORPORATION SOUTH CAROLINA NEW CUSIP 981419104 TKR WRLD	69,552.00 86.9400	4.46	22,024 00 27.53	47,528.00	0 00	0 00	0 00
TOTAL Equity	1,520,144.60	97.59	1,107,944.36	412,200.24	976.00	15,672.00	1.03
Cash & Currency							
34,650 0000 CASH	34,650.00 1.0000	2.22	34,650.00 1.00	0.00	0.00	0 00	0.00
2,968.4900 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	2,968.49 1.0000	0.19	2,968.49 1.00	0.00	0.23	0 53	0.02
TOTAL Cash & Currency	37,618.49	2.41	37,618.49	0.00	0.23	0.53	0.00

continued

WILMINGTON TRUST

Investment Detail

060805-004 CUST U/A DTD 2/21/03 WB FND/KESTREL

As of June 30, 2013

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
TOTAL PRINCIPAL PORTFOLIO(S)	$1,557,763.09	100.00	$1,145,562.85	$412,200.24	$976.23	$15,672.53	1.01
ACCRUED INCOME	~~976.23~~						
MARKET VALUE WITH ACCRUED INCOME	~~1,558,739.32~~						
INCOME PORTFOLIO(S)							
Cash & Currency							
2,987.5600 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	2,987 56 1.0000	100.00	2,987.56 1.00	0 00	0.00	0 53	0 02
TOTAL Cash & Currency	2,987.56	100.00	2,987.56	0.00	0.00	0.53	0.02
TOTAL INCOME PORTFOLIO(S)	2,987.56	100.00	2,987.56	0.00	0.00	0.53	0.02
GRAND TOTAL(S)	1,560,750.65		1,148,550.41	412,200.24	976.23	15,673.06	1.00
ACCRUED INCOME	976.23						
MARKET VALUE WITH ACCRUED INCOME	1,561,726.88						

36

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WILMINGTON TRUST

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
64,077 6700 HUBER CAPITAL EQUITY INCOME FUND CUSIP 00768D418 TKR HULEX	$768,291.26 11.9900	15.08	$726,000.00 11.33	$42,291.26	$0 00	$6,180.29	0.80
63,174.3490 TOUCHSTONE SANDS CAPITAL INSTITUTIONAL GROWTH FUND CUSIP 89155J104 TKR CISGX	1,174,411.15 18.5900	23.05	1,100,483.19 17.42	73,927.96	0.00	0.00	0 00
TOTAL Equity	1,942,702.41	38.13	1,826,483.19	116,219.22	0.00	6,180.29	0 32
Fixed Income							
2,485 0000 PIMCO ENHANCED SHORT MATURITY EXCHANGE-TRADED FUND CUSIP 72201R833 TKR MINT	251,655.95 101.2700	4.94	250,136.12 100.66	1,519.83	0.00	2,293 66	0 91
18,782 6220 VANGUARD SHORT-TERM INVESTMENT-GRADE CLASS ADMIRAL CUSIP 922031836 TKR VFSUX	200,222.75 10.6600	3.93	202,107.81 10.76	(1,885.06)	294.96	4,113 39	2.05
14,235 1980 VANGUARD SHORT-TERM TREASURY FUND CLASS ADMIRAL CUSIP 922031851 TKR VFIRX	152,031.91 10.6800	2.98	153,984.70 10.82	(1,952.79)	0.00	665.07	0 44
TOTAL Fixed Income	603,910.61	11.85	606,228.63	(2,318.02)	294.96	7,072.12	1.17

37.

continued

WILMINGTON TRUST

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Cash & Currency							
1,879,223 6600 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	$1,879,223.66 1.0000	36.88	$1,879,223.66 1.00	$0.00	$27.10	$336.38	0.02
TOTAL Cash & Currency	1,879,223.66	36.88	1,879,223.66	0.00	27.10	336.38	0.02
Other Assets							
PERMIT CAP MORTGAGE FUND LP - SER C CUSIP 99C777PI6	~~669,637.58~~ 635,365.	13.14	~~100.00~~ 111,646.	669,537.58	0.00	0.00	0 00
TOTAL Other Assets	~~669,637.58~~	13.14	~~100.00~~	669,537.58	0.00	0.00	0.00
TOTAL PRINCIPAL PORTFOLIO(S) 5,061,201.68	~~5,095,474.26~~	100.00	~~4,312,035.48~~ 4,423,581.48	783,438.78	322.06	13,588.79	0.27
ACCRUED INCOME	~~322.06~~						8 3
MARKET VALUE WITH ACCRUED INCOME	~~5,095,796.32~~						
INCOME PORTFOLIO(S)							
Cash & Currency							
540.2800 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	540.28 1.0000	100.00	540.28 1.00	0.00	0.00	0.10	0 02
TOTAL Cash & Currency	540.28	100.00	540.28	0.00	0.00	0.10	0.02
TOTAL INCOME PORTFOLIO(S)	540.28	100.00	540.28	0.00	0.00	0.10	0.02

continued

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
559 0000 3M CO CUSIP 88579Y101 TKR MMM	$61,126.65 109.3500	4.03	$47,097.48 84.25	$14,029.17	$0 00	$1,419 86	2 32
1,467.0000 ABBOTT LABORATORIES CUSIP 002824100 TKR ABT	51,168.96 34.8800	3 37	42,162.61 28.74	9,006.35	0.00	821 52	1 61
456.0000 AIR PRODUCTS & CHEMICALS INC CUSIP 009158106 TKR APD	41,755.92 91.5700	2.75	37,216.99 81.62	4,538.93	323.76	1,295.04	3 10
620.0000 AMGEN INC COM CUSIP 031162100 TKR AMGN	61,169.20 98.6600	4 03	42,807.28 69.04	18,361.92	0.00	1,165 60	1 91
717 0000 AUTOMATIC DATA PROCESSING INC CUSIP 053015103 TKR ADP	49,372.62 68.8600	3.26	32,535.30 45.38	16,837.32	311.90	1,247.58	2 53
620 0000 BECTON DICKINSON & CO COM CUSIP 075887109 TKR BDX	61,274.60 98.8300	4.04	46,088.91 74.34	15,185.69	0.00	1,227 60	2 00
413 0000 CHEVRON CORP CUSIP 166764100 TKR CVX	48,874.42 118.3400	3.22	13,849.38 33.53	35,025.04	0.00	1,652.00	3.38
1,530 0000 COCA COLA CO COM CUSIP 191216100 TKR KO	61,368.30 40.1100	4.05	42,241.44 27.61	19,126.86	428.40	1,713 60	2 79
863 0000 CONOCOPHILLIPS CUSIP 20825C104 TKR COP	52,211.50 60.5000	3.44	43,985.71 50.97	8,225.79	0 00	2,278.32	4.36
462.0000 CULLEN FROST BANKERS INC COM CUSIP 229899109 TKR CFR	30,847.74 66.7700	2.03	25,965.97 56.20	4,881.77	0.00	924.00	3.00

39.

continued

40

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
1,239.0000 CVS/CAREMARK CORPORATION CUSIP 126650100 TKR CVS	$70,846.02 57.1800	4.67	$55,461.85 44.76	$15,384.17	$0.00	$1,115 10	1 57
304.0000 INTERNATIONAL BUSINESS MACHINES CORP CUSIP 459200101 TKR IBM	58,097.44 191.1100	3.83	49,402.22 162.51	8,695.22	0.00	1,155.20	1 99
1,080.0000 ILLINOIS TOOL WKS INC COM CUSIP 452308109 TKR ITW	74,703.60 69.1700	4.93	59,935 57 55.50	14,768.03	410.40	1,641 60	2 20
655 0000 INTL FLAVORS & FRAGRANCES INC COM CUSIP 459506101 TKR IFF	49,229.80 75.1600	3.25	36,511.86 55.74	12,717.94	222.70	890.80	1 81
644.0000 THE J M SMUCKER COMPANY CUSIP 832696405 TKR SJM	66,428.60 103.1500	4.38	49,358.41 76.64	17,070.19	0.00	1,339 52	2 02
692 0000 JOHNSON & JOHNSON CUSIP 478160104 TKR JNJ	59,415.12 85.8600	3.92	35,520.40 51.33	23,894.72	0.00	1,826.88	3 07
1,020.0000 LOWES COMPANIES INCORPORATED CUSIP 548661107 TKR LOW	41,718.00 40.9000	2.75	29,152.31 28.58	12,565.69	0.00	734.40	1.76
1,288.0000 MARSH & MCLENNAN COS INC COM CUSIP 571748102 TKR MMC	51,416.96 39.9200	3.39	41,283.62 32.05	10,133.34	0.00	1,288.00	2 51
1,276 0000 MICROCHIP TECHNOLOGY INC COM CUSIP 595017104 TKR MCHP	47,531.00 37 2500	3 13	38,671.35 30.31	8,859.65	0.00	1,804 26	3 80
822 0000 NIKE INC CL B CUSIP 654106103 TKR NKE	52,344.96 63.6800	3.45	35,872.51 43.64	16,472.45	172.62	690 48	1.32

continued

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
Equity							
400 0000 OCCIDENTAL PETROLEUM CORP COMMON CUSIP 674599105 TKR OXY	$35,692.00 89.2300	2.35	$35,404.60 88.51	$287.40	$256.00	$1,024.00	2 87
1,154 0000 OMNICOM GROUP INC COM CUSIP 681919106 TKR OMC	72,551.98 62.8700	4.78	56,666.82 49.10	15,885.16	461.60	1,846.40	2 54
887 0000 PROCTER & GAMBLE CO COM CUSIP 742718109 TKR PG	68,290.13 76.9900	4.50	39,922.65 45.01	28,367.48	0.00	2,134 12	3 13
1,033 0000 ROYAL DUTCH SHELL PLC AMERICAN DEPOSITORY RECEIPTS CLASS A CUSIP 780259206 TKR RDS/A	65,905.40 63.8000	4 35	61,673.70 59.70	4,231.70	0.00	3,160 98	4 80
1,494 0000 SYSCO CORP COMMON CUSIP 871829107 TKR SYY	51,035.04 34.1600	3 37	40,837.00 27.33	10,198.04	0.00	1,673.28	3 28
1,047 0000 UNITEDHEALTH GROUP INC CUSIP 91324P102 TKR UNH	68,557.56 65.4800	4.52	56,828.50 54.28	11,729.06	0.00	1,172 64	1 71
TOTAL Equity	1,452,933.52	95.81	1,096,454.44	356,479.08	2,587.38	37,242.78	2.56
Cash & Currency							
63,536.0300 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	63,536 03 1.0000	4 19	63,536.03 1.00	0.00	0.90	11.37	0 02
TOTAL Cash & Currency	63,536.03	4.19	63,536.03	0.00	0.90	11 37	0.02

41,

continued

WILMINGTON TRUST

Investment Detail

QUANTITY / DESCRIPTION	MARKET VALUE (M/V) / MARKET UNIT PRICE	%M/V	FEDERAL TAX COST / AVERAGE UNIT COST	UNREALIZED GAIN/(LOSS)	ACCRUED INCOME	ESTIMATED ANNUAL INCOME	YIELD (%) / YTM (%)
PRINCIPAL PORTFOLIO(S)							
TOTAL PRINCIPAL PORTFOLIO(S)	$1,516,469.55	100.00	$1,159,990.47	$356,479.08	$2,588.28	$37,254.15	2.46
ACCRUED INCOME	~~2,588.28~~						
MARKET VALUE WITH ACCRUED INCOME	~~1,519,057.83~~						
INCOME PORTFOLIO(S)							
Cash & Currency							
4,782 6700 WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT CUSIP 97181C308 TKR VSMXX	4,782.67 1.0000	100.00	4,782.67 1.00	0.00	0.00	0 86	0 02
TOTAL Cash & Currency	4,782.67	100.00	4,782.67	0.00	0.00	0.86	0.02
TOTAL INCOME PORTFOLIO(S)	4,782.67	100.00	4,782.67	0.00	0.00	0.86	0.02
GRAND TOTAL(S)	1,521,252.22		1,164,773.14	356,479.08	2,588.28	37,255.01	2.45
ACCRUED INCOME	2,588.28						
MARKET VALUE WITH ACCRUED INCOME	1,523,840.50						

42