EXTENSION GRANTED

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 07/01/12 , and ending 06/30/13

Name of foundation: HUMPHREYS FOUNDATION, INC

A Employer identification number: 31-1639319

Number and street (or P O box number if mail is not delivered to street address): 24 N MAIN ST
Room/suite:

B Telephone number (see instructions): 410-213-8700

City or town, state, and ZIP code: BERLIN MD 21811

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 7,399,130

J Accounting method ☒ 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) (see instructions))

	Line	Description		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)		25			
	2	Check ▶ ☒ if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments		19,285	19,285		
	4	Dividends and interest from securities		206,917	206,917		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10		23,465			
	b	Gross sales price for all assets on line 6a	1,248,111				
	7	Capital gain net income (from Part IV, line 2)			23,465		
	8	Net short-term capital gain				0	
	9	Income modifications					
	10a	Gross sales less returns and allowances					
	b	Less Cost of goods sold					
	c	Gross profit or (loss) (attach schedule)					
	11	Other income (attach schedule)					
	12	**Total.** Add lines 1 through 11		249,692	249,667	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		0			
	14	Other employee salaries and wages					
	15	Pension plans, employee benefits					
	16a	Legal fees (attach schedule)					
	b	Accounting fees (attach schedule)	STMT 1	5,535			
	c	Other professional fees (attach schedule)					
	17	Interest					
	18	Taxes (attach schedule) (see instructions)	STMT 2	2,318			
	19	Depreciation (attach schedule) and depletion					
	20	Occupancy					
	21	Travel, conferences, and meetings					
	22	Printing and publications					
	23	Other expenses (att sch)	STMT 3	24,540	23,414		
	24	**Total operating and administrative expenses.** Add lines 13 through 23		32,393	23,414	0	0
	25	Contributions, gifts, grants paid		357,545			357,545
	26	**Total expenses and disbursements.** Add lines 24 and 25		389,938	23,414	0	357,545
	27	Subtract line 26 from line 12					
	a	**Excess of revenue over expenses and disbursements**		-140,246			
	b	**Net investment income** (if negative, enter -0-)			226,253		
	c	**Adjusted net income** (if negative, enter -0-)				0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing	69,821	78,154	78,151
2	Savings and temporary cash investments	35,197		
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (att. schedule) ▶ Less allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments – U S and state government obligations (attach schedule) STMT 4	1,031,653	658,501	649,058
b	Investments – corporate stock (attach schedule) SEE STMT 5	584,024	486,806	572,773
c	Investments – corporate bonds (attach schedule) SEE STMT 6	433,478	412,923	408,336
11	Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
12	Investments – mortgage loans	98,774	97,234	97,234
13	Investments – other (attach schedule) SEE STATEMENT 7	5,064,320	5,443,403	5,593,578
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	7,317,267	7,177,021	7,399,130
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	2,310,495	2,170,249	
25	Temporarily restricted	5,006,772	5,006,772	
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	7,317,267	7,177,021	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,317,267	7,177,021	

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	7,317,267
2	Enter amount from Part I, line 27a	2	-140,246
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,177,021
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	7,177,021

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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)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,248,111		1,224,646	23,465
b				
c				
d				
e				

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				23,465
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	23,465
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	23,465

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	184,782	6,082,751	0.030378
2010	212,433	1,401,631	0.151561
2009	9,973	170,771	0.058400
2008	14,955	185,455	0.080640
2007	9,071	189,181	0.047949

2	**Total** of line 1, column (d)	2	0.368928
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.073786
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,301,568
5	Multiply line 4 by line 3	5	538,753
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,263
7	Add lines 5 and 6	7	541,016
8	Enter qualifying distributions from Part XII, line 4	8	357,545

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			1	4,525
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	4,525
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	4,525
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,046		
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	1,046
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	3,479
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 the 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 ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ▶ MD			
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 ▶ N/A

14 The books are in care of ▶ WILLIAM H MITCHELL Telephone no ▶ 410-641-1700

24 N MAIN STREET

Located at ▶ BERLIN MD ZIP+4 ▶ 21811

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 |

		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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions.)	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 ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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

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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)? (see instructions) ☐ 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)? 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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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 ☒ 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 (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELLEN H. LANG 107 TINGLE ROAD	BERLIN MD 21811	PRESIDENT 2.00	0	0	0
WILLIAM H MITCHELL 24 N MAIN STREET	BERLIN MD 21811	TREASURER 2.00	0	0	0
L. SUSAN TAYLOR 10308 CALEB ROAD	BERLIN MD 21811	SECRETARY 2.00	0	0	0
THOMAS K COATES 6200 COASTAL HWY., SUITE 300	OCEAN CITY MD 21842	VICE PRESIDE 2.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

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 CONTRIBUTIONS WERE GIVEN TO ORGANIZATIONS LISTED ON STATEMENT 5	357,545
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

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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	7,204,011
b	Average of monthly cash balances		1b	110,802
c	Fair market value of all other assets (see instructions)		1c	97,946
d	**Total** (add lines 1a, b, and c)		1d	7,412,759
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	7,412,759
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	111,191
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	7,301,568
6	**Minimum investment return.** Enter 5% of line 5		6	365,078

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	365,078
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,525		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,525
3	Distributable amount before adjustments Subtract line 2c from line 1		3	360,553
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	360,553
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	360,553

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	357,545
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	357,545
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	357,545

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					360,553
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 ___ , 20 ___ , 20 ___					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010	26,688				
e From 2011					
f **Total** of lines 3a through e		26,688			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 357,545					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					357,545
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		3,008			3,008
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		23,680			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
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) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		23,680			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	23,680				
d Excess from 2011					
e Excess from 2012					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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
2a 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))

N/A

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.

N/A

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

FAW CASSON & CO., LLP 410-213-8700
P.O. BOX 718 OCEAN CITY MD 21842

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

USE GRANT APPLICATION ATTACHED

c Any submission deadlines

N/A

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

N/A

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 SEE STATEMENT 8				357,545
Total			▶ 3a	357,545
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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			14	19,285	
4 Dividends and interest from securities			14	206,917	
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			14	23,465	
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		249,667	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 249,667

(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). (See instructions)
N/A	

DAA

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

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

▶ [signature] Signature of officer or trustee | 5/15/14 Date | ▶ Vice Pres Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Regina Montagna	[signature] CPA	APR 30 2014	
Firm's name ▶ FAW, CASSON & CO., LLP		PTIN	
Firm's address ▶ 9748 STEPHEN DECATUR HWY STE 103 OCEAN CITY, MD 21842-9358		Firm's EIN ▶ 52-0619968	
		Phone no 410-213-8700	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 5,535	$	$	$
TOTAL	$ 5,535	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID - STOCK DIVID	$ 345	$	$	$
UNITED STATES TREASURY	1,973			
TOTAL	$ 2,318	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	23,414	23,414		
INSURANCE	1,070			
POSTAGE	24			
BANK CHARGES	32			
TOTAL	$ 24,540	$ 23,414	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH SEE ATTACHED STMT	$ 1,031,653	$ 658,501	MARKET	$ 649,058
TOTAL	$ 1,031,653	$ 658,501		$ 649,058

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH SEE ATTACHED STMT	$ 584,024	$ 486,806	MARKET	$ 572,773
TOTAL	$ 584,024	$ 486,806		$ 572,773

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MERRILL LYNCH SEE ATTACHED STMT	$ 433,478	$ 412,923	MARKET	$ 408,336
TOTAL	$ 433,478	$ 412,923		$ 408,336

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
CALVIN B. TAYLOR BANK STOCK	$ 5,006,772	$ 5,006,772	MARKET	$ 5,154,030
MERRILL LYNCH SEE ATTACHED STMT	57,548	38,646	MARKET	38,646
MERRILL LYNCH SEE ATTACHED STMT		397,985	MARKET	400,902
TOTAL	$ 5,064,320	$ 5,443,403		$ 5,593,578

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
WORCESTER DEVELOPMENT CEN NEWARK MD 21841-0070	PO BOX 70		EMERGENCY EQUIPMENT AND SUPPLIES	3,741
JESSE KLUMP MEMORIAL FUND BISHOPVILLE MD 21813	10737 PINEY ISLAND DRIVE		YOUTH SUICIDE AND PREVENTION PROGRAM	5,000
WORCESTER COUNTY ARTS COUNCIL BERLIN MD 21811	6 JEFFERON STREET		SCHOLARSHIP FUND	5,000
WORCESTER YOUTH AND FAMILY CENTER BERLIN MD 21811	PO BOX 925		TECHNOLOGY/SOFTWARE UPGRADES	37,829
BERLIN FIRE COMPANY BERLIN MD 21811	214 N MAIN STREET		NEW FIRE HOUSE	25,000
BERLIN LITTLE LEAGUE BERLIN MD 21811	PO BOX 514		BUILD NEW CONCESSION STAND	100,000
BLOXOM FIRE DEPARTMENT BLOXOM VA 23308	15312 BAYSIDE DR		TRAINING	10,000
COASTAL HOSPICE AT THE OCEAN SALISBURY MD 21802	PO BOX 1733		BUILDING FUND DONATION	100,000
COMMUNITY FOUNDATION OF THE ES SALISBURY MD 21801	1324 BELMONT AVE		TURKEY DRIVE	3,500
GERMANTOWN SCHOOL HERITAGE CENTER BERLIN MD 21811	10223 TRAPPE ROAD		FENCE RENNOVATION	4,975
MAINTAINING ACTIVE CITIZENS INC SALISBURY MD 21804	909 PROGRESS CIRCLE		ASSISTED LIVING PROGRAM	50,000
ST PAULS UNITED METHODIST CHURCH BERLIN MD 21811	405 FLOWER STREET		FUNDING DONATION	2,500
WORCESTER COUNTY HIGH SCHOOL NEWARK MD 21841	6290 WORCESTER HIGHWAY		SKILLS USA COMPETITION	10,000
TOTAL				357,545

Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
USE GRANT APPLICATION ATTACHED

INTRODUCTION TO THE HUMPHREYS FOUNDATION AND ITS GRANT PROCESS

PURPOSE

The Humphreys Foundation was founded May 6, 1999 through the generosity of Dr. Mary Emily Humphreys. Dr. Mary Humphreys was born in the Town of Berlin in 1909 where she resided at 6 Baker Street for most of her life. She graduated from Western Maryland College and Duke University before becoming a professor at Mary Baldwin College in Stanton, Virginia.

Mary lived quite simply for 98 years. She was extremely interested in botany, a subject in which she held a PhD from Duke, bird-watching and the history of our area and her home town Berlin.

Dr. Humphreys initially established the Foundation in 1999 and fully funded it in her will, which was probated in 2010. Articles of Incorporation of the Humphreys Foundation govern grants by the Foundation. There are also precatory wishes expressed in her will, which the Trustees have chosen to consider.

QUALIFICATIONS

We are a private foundation and by law we are only allowed to donate to a qualified public charity (no other private foundation). Public charities unless they are churches, must submit their IRS determination letter.

GOVERNANCE

The Foundation and any grants made by the Foundation are governed by a five person Board of Trustees. All decisions of the Trustees shall be final.

There are two categories of grants. A minor grant is for an amount less than $10,000 and a major grant is for an amount in excess of $10,000.

APPLICATION

Applications for grants shall be made on forms provided by the Trustees. These forms must be filled out completely and delivered as required thereby. Applicants are encouraged to include additional information as may be necessary for the Trustees to fully understand the application and the importance thereof. Narrative versions of the proposed project/program are also encouraged.

PROCEDURES

Application must be obtained, filled out and turned in. It will be considered at the next scheduled time or may be postponed by the Board of Trustees at their discretion. Applicants will be notified of the action taken on their applications within a reasonable time. Grants may contain conditions.

Humphreys Foundation Inc.
Grant Application

Form No 543-003
Exp 12/31/2012

Check only one box; Major Grants exceed $10,000.

[ ] Major Grant [ ] Minor Grant

General Information

1. Name of Organization: ______________________ Federal Tax ID: __________
2. Mailing Address: ______________________
3. Grant Purpose: ______________________
4. Grant Amount requested $ __________
5. Contact Person - Name: __________ Title: __________

   Ph #: ( ) ______ - ______ Ext: ( ) Fax #: ( ) ______ - ______

   Email Address: ______________________
6. Description of Organization Purposes, Accomplishments, Goals: (use additional sheets as necessary)

7. Project/Program Description: Describe the project or program that will benefit from this grant: (use additional sheets as necessary)

8. Has your organization applied for other grants (of any kind) to benefit this program? ___Yes ___ No

   If yes, please list: ______________________

9. Is the organizations tax exemption letter showing tax ID and tax status attached as required? ___Yes ___ No

10. What was the last year for which your organizations income tax return was filed? __________

    a.) On the previously filed income tax return:

    i.) What were the organizations total assets? __________
    ii.) What was the organizations total annual income? __________
    iii.) What were the organizations total annual expenses? __________

11. Please provide the **Mandatory Attachments** listed on Pg. 2

To the best of my knowledge and belief, all data in this performance report are true and correct and the report fully discloses all known weaknesses concerning the accuracy, reliability, and completeness of the data.

______________________ Title: ______________________

Name of Authorized Representative:

______________________ Date: ____/____/______

Signature:

Mail Application To:

Faw, Casson & Company LLP
P.O. Box 718
Ocean City, MD 21843

Humphreys Foundation Inc.
Grant Application
Mandatory Attachments

Form No 543-004
Exp 12/31/2012

Please include the following documents as attachments to your application:

These items are mandatory!

1. A copy of your U.S. IRS tax exemption letter showing tax ID and tax status (required)
   Note: The Humphreys Foundation only provides grants to Public Charities. Private Foundations may not be considered for grants (per IRS rules).

2. Copy of Articles of Incorporation or Charter of Organization

3. Letter from a responsible officer/trustee affirming that the IRS determination letter has not been revoked and that the present operation of the organization and its current sources of support are not inconsistent with the organization's continuing classification as set forth in the determination letter submitted with the request. Also, affirm that if the requested grant were to be received, it would NOT adversely affect that determination. (This is to confirm that the requested donation will not turn the organization into a "Private Foundation.")

4. Program/Project Detailed Budget (see Template for an example format)

5. Supporting or Explanatory Materials (if applicable)

Mail Application To:
Faw, Casson & Company LLP
P.O. Box 718
Ocean City, MD 21843

Humphreys Foundation Inc.
Grant Application
Budget Template
For Major Grants exceeding $10,000

Form No 543-005
Exp 12/31/2012

Most grant makers will request both a general operating budget and special project budget (if applicable). Budgets are cost projections. They also show the funder how your project will be implemented and managed. Good budgets reflect carefully planned projects.

This is a sample budget template (for Major Grants Only)
Budget Period: ________________ to ________________

I. INCOME		II. EXPENSE	
SOURCES	AMT	USES	AMT
Revenue		**General Operating Support**	
Government grants & contracts	$	Salaries & Fringe Benefits (for project budgets detail each position to be funded)	$
Foundations			
Earned Income			
Fundraising		Insurance & taxes	
Donations		Consultants & professional fees	
In-kind support		In-kind expenses	
		Equipment	
		Supplies	
		Printing & copying	
		Telephone & fax	
Other Income (specify)	$	Postage & delivery	
		Rent & utilities	
		Other Expense (specify)	
I. TOTAL INCOME	$	II. TOTAL EXPENSE	$
		NET INCOME (income less expense)	$

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HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		177.02	177 02			
33,769	BBIF MONEY FUND CLASS 4		33,769.00	33,769 00			
4,700	ISA BANK OF AMERICA		4,700.00	4,700.00			0.94
	Total Cash and Money Funds		**38,646.02**	**38,646.02**			**0.94**
	Government Securities						
16,000	FEDERAL NATL MTG ASSOC NOTES 00.625% OCT 30 2014	06/21/12	16,037.51	16,068.00	30.49	16.11	100 00
22,000	FEDERAL NATL MTG ASSOC NOTES 00.500% MAR 30 2016	02/25/13	22,018.87	21,876.80	(142 07)	26.89	110.00
73,000	FHLMC G0 6021 05 50%2040 AMORTIZED FACTOR 0.294819450 AMORTIZED VALUE 21,521	06/22/12	23,499.14	23,120 93	(378 21)	88.78	1,184.00
26,000	FNMA PAH3431 03 50%2026 AMORTIZED FACTOR 0.515429050 AMORTIZED VALUE 13,401	06/21/12	14,196.85	13,967.66	(229.19)	35 18	470.00
31,000	FNMA PAE0828 03 50%2041 AMORTIZED FACTOR 0.646252970 AMORTIZED VALUE 20,033	06/21/12	21,129.44	20,364 46	(764.98)	52.59	702.00
4,000	FNMA PAI1886 04 50%2041 AMORTIZED FACTOR 0.645793970 AMORTIZED VALUE 2,583	05/16/13	2,822.53	2,772.47	(50.06)	8.72	117 00

PLEASE SEE REVERSE SIDE

Merrill Lynch

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
134,000	FNMA PAL0160 04 50%2041 AMORTIZED FACTOR 0.530463330 AMORTIZED VALUE 71,082	06/21/12	76,524.31	75,443.75	(1,080.56)	239.90	3,199 00
65,000	FNMA PAJ7689 04%2041 AMORTIZED FACTOR 0.606666650 AMORTIZED VALUE 39,433	06/21/12	42,144.37	41,137.84	(1,006.53)	118 30	1,578.00
18,000	FNMA PAL1953 04 50%2027 AMORTIZED FACTOR 0.618938530 AMORTIZED VALUE 11,140	08/20/12	12,042.61	11,812.47	(230.14)	37.60	502 00
22,000	FNMA PAT2887 03 50%2043 AMORTIZED FACTOR 0.992075060 AMORTIZED VALUE 21,825	05/02/13	23,408.01	22,200.53	(1,207.48)	57.29	764 00
16,000	FNMA PMA1490 03%2033 AMORTIZED FACTOR 1.000000000 AMORTIZED VALUE 16,000	06/13/13	16,464.96	16,166.21	(298.75)	36.00	480.00
26,000	FEDERAL HOME LN MTG CORP NOTES 01 000% JUN 29 2017	06/21/12	25,991.94	25,766.78	(225 16)	129.28	260 00
10,000	FEDERAL HOME LN MTG CORP NOTES SR MTN 05.000% JUL 15 2014	06/21/12	10,479.07	10,493.80	14 73	226 39	500.00
30,000	U.S TREASURY NOTE 1.750% MAY 15 2023 023	05/22/13	29,340.35	28,096.80	(1,243.55)	62.77	525.00
37,000	U.S. TREASURY NOTE	06/04/13	35,696.48	34,652.72	(1,043.76)	77.42	648.00

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HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
22,000	U S. TREASURY NOTE	06/26/13	20,533.13	20,604.32	71.19	46.03	385.00
39,000	U.S. TREASURY NOTE 1.000% MAR 31 2017 MOODY'S: AAA S&P: ***	07/30/12	39,607.77	39,036 66	(571.11)	94.84	390 00
17,000	U.S. TREASURY NOTE 1.000% MAY 31 2018 018	06/25/13	16,634.16	16,707.77	73.61	13.01	170.00
30,000	U.S TREASURY NOTE 3 125% MAY 15 2019 03.125% MAY 15 2019	06/21/12	33,487.54	32,556.90	(930.64)	112.09	938 00
21,000	U.S. TREASURY NOTE 2.375% OCT 31 2014 02.375% OCT 31 2014	06/21/12	21,561.29	21,598.92	37 63	79 96	499.00
36,000	U.S. TREASURY NOTE 1 250% APR 15 2014 01.250% APR 15 2014	10/16/12	36,284.12	36,305.28	21.16	90.98	450 00
22,000	U S. TREASURY NOTE	06/13/13	22,201.17	22,186.56	(14.61)	55 60	275 00
7,000	U.S. TREASURY NOTE 1.250% SEP 30 2015 01.250% SEP 30 2015	01/13/12	7,116.31	7,127.40	11.09	21 28	88.00
22,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 102.4963/22,549.20	02/28/12	22,346.57	22,400.40	53.83	66.87	275 00

Merrill Lynch

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Government Securities						
2,000	U S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 102.4300/2,048.60	06/21/12	2,033.66	2,036.40	2.74	6.08	25.00
42,000	U.S. TREASURY NOTE ORIGINAL UNIT/TOTAL COST: 102.4026/43,009.13	04/05/13	42,920.17	42,764.40	(155.77)	127.66	525.00
120,000	FNMA P745275 05%2036 AMORTIZED FACTOR 0.168519360 AMORTIZED VALUE 20,222	06/21/12	21,979.13	21,792.04	(187.09)	75.83	1,012.00
	Total Government Securities		**658,501.46**	**649,058.27**	**(9,443.19)**	**2,003.45**	**16,171.00**
	Corporate Bonds						
11,000	AETNA INC GLB 01 500% NOV 15 2017	11/06/12	11,054.96	10,679.79	(375.17)	19.71	165 00
3,000	AETNA INC ORIGINAL UNIT/TOTAL COST: 100.6600/3,019.80	11/13/12	3,010.97	2,912.67	(98.30)	5.37	45.00
16,000	ANHEUSER-BUSCH INBEV FIN COMPANY GUARNT GLB 00.800% JAN 15 2016	01/18/13	16,013.30	15,910.56	(102.74)	57.24	128.00
11,000	APPLE INC GLB 01.000% MAY 03 2018	05/01/13	11,011.97	10,563.30	(448.67)	16 81	110.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
11,000	BRISTOL-MYERS SQUIBB CO GLB 00.875% AUG 01 2017	07/30/12	10,920.36	10,659.77	(260.59)	39.30	97.00
11,000	BP CAPITAL MARKETS PLC COMPANY GUARNT GLB 01 375% NOV 06 2017	02/25/13	11,012.91	10,709.71	(303.20)	21.85	152.00
16,000	BERKSHIRE HATHAWAY INC GLB 01.550% FEB 09 2018	01/30/13	16,014.23	15,676.16	(338.07)	94.38	248.00
14,000	HCP INC GLB 02 625% FEB 01 2020	11/16/12	13,943.86	13,115.20	(828.66)	150.06	368.00
13,000	CITIGROUP INC GLB 03.953% JUN 15 2016	06/21/12	13,247.02	13,702.91	455.89	18.56	514 00
4,000	CITIGROUP INC ORIGINAL UNIT/TOTAL COST: 107.5480/4,301 92	01/18/13	4,264.48	4,216.28	(48.20)	5.71	159.00
12,000	COSTCO WHOLESALE CORP GLB 01.700% DEC 15 2019	11/29/12	12,039.60	11,554 80	(484 80)	7 37	204 00
10,000	COMCAST CORP COMPANY GUARANT GLB 02 850% JAN 15 2023	01/18/13	9,967.20	9,493.90	(473.30)	129.83	285.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
9,000	COMCAST CORP COMPANY GUARNT 05.300% JAN 15 2014	06/21/12	9,206 88	9,220.86	13.98	215.97	477.00
10,000	DIRECTV HLDG/FIN INC COMPANY GUARNT 03.500% MAR 01 2016	06/21/12	10,411.21	10,505.10	93.89	113.75	350 00
13,000	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 01.250% AUG 13 2015	08/08/12	13,026.90	13,042.64	15.74	60.94	163.00
15,000	GOLDMAN SACHS GROUP INC GLB 05.250% JUL 27 2021	06/21/12	15,188.36	16,048.50	860.14	330 31	788.00
9,000	GOLDMAN SACHS GROUP INC GLB 06.150% APR 01 2018	01/18/13	10,471.86	10,141.56	(330.30)	133 76	554.00
15,000	JP MORGAN CHASE SUBORDINATED 05.150% OCT 01 2015	06/21/12	15,789.32	16,206.30	416.98	186.69	773.00
11,000	KINDER MORGAN ENER PART GLB 03 950% SEP 01 2022	06/21/12	11,289.46	10,851.28	(438.18)	141.21	435.00
10,000	KRAFT FOODS INC GLB 04 125% FEB 09 2016	06/21/12	10,661.52	10,689.50	27.98	159.27	413 00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
3,000	KRAFT FOODS INC ORIGINAL UNIT/TOTAL COST: 109.0040/3,270.12	01/25/13	3,233.67	3,206.85	(26 82)	47.78	124.00
13,000	MORGAN STANLEY GLB 02 125% APR 25 2018	05/02/13	13,060.04	12,441.39	(618.65)	48.34	277.00
9,000	METLIFE INC GLB 05 000% JUN 15 2015	06/21/12	9,566.95	9,654.93	87.98	16.25	450.00
8,000	VERIZON COMMUNICATIONS GLB 04 600% APR 01 2021	06/21/12	9,080.14	8,672.16	(407.98)	88.93	368.00
4,000	VERIZON COMMUNICATIONS ORIGINAL UNIT/TOTAL COST: 118.5940/4,743.76	08/08/12	4,674.37	4,336.08	(338.29)	44 47	184.00
14,000	WAL-MART STORES INC GLB 00.600% APR 11 2016	04/05/13	14,024.70	13,906.48	(118.22)	17 97	84.00
16,000	WELLS FARGO & COMPANY GLB 02.625% DEC 15 2016	06/21/12	16,348.93	16,578.72	229 79	15.17	420 00
16,000	WELLS FARGO & COMPANY SER MTN GLB 01.250% FEB 13 2015	06/21/12	15,949.60	16,091.36	141.76	75.00	200.00

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HUMPHREYS FOUNDATION INC

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Corporate Bonds						
16,000	WATSON PHARMACEUTICALS I GLB 01.875% OCT 01 2017	10/01/12	16,169.03	15,597.76	(571.27)	72.50	300.00
10,000	USD RABOBANK UTRECHT 3.375% JAN 19 2017 MOODY'S. AA2 S&P. AA-<	06/21/12	10,261.79	10,502.30	240.51	149.06	338.00
20,000	GENERAL ELEC CAP CORP SER MTN 01.000% JAN 08 2016	01/18/13	19,981.40	19,889.20	(92.20)	94.44	200.00
16,000	TOYOTA MOTOR CREDIT CORP SER MTN 01.375% JAN 10 2018	01/18/13	16,096.98	15,595.20	(501.78)	102.67	220.00
10,000	AMERICAN EXPRESS CREDIT SER MTN 02.800% SEP 19 2016	01/25/13	10,523.18	10,382.20	(140.98)	77.00	280.00
16,000	ROYAL BANK OF CANADA SER MTN GLB 01.150% MAR 13 2015	06/21/12	16,026.38	16,123.20	96.82	53.67	184.00
9,000	PRUDENTIAL FINANCIAL INC SER MTNB 05.100% SEP 20 2014	06/21/12	9,379.91	9,457.20	77.29	124.95	459.00
	Total Corporate Bonds		**412,923.44**	**408,335.82**	**(4,587.62)**	**2,936.29**	**10,516.00**

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HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
17	ABBOTT LABS	08/16/11	405.99	592.96	186 97	10.00
22	ABBOTT LABS	01/13/12	585.56	767.36	181 80	13.00
59	ABBOTT LABS	02/24/12	1,601.79	2,057.92	456.13	34.00
32	AMERICAN TOWER REIT INC (HLDG CO) SHS	01/18/13	2,525.76	2,341.44	(184.32)	35 00
2	ABBVIE INC SHS	08/16/11	51.80	82.68	30.88	4.00
22	ABBVIE INC SHS	01/13/12	634.99	909.48	274.49	36 00
59	ABBVIE INC SHS	02/24/12	1,737.01	2,439.06	702.05	95.00
6	AT&T INC	08/16/11	172.26	212.40	40.14	11 00
56	AT&T INC	01/13/12	1,675.52	1,982.40	306.88	101.00
159	AT&T INC	02/24/12	4,840.79	5,628.60	787.81	287.00
3	AMER EXPRESS COMPANY	03/01/11	130.17	224.28	94.11	3.00
15	AMER EXPRESS COMPANY	08/16/11	677.85	1,121.40	443.55	14 00
17	AMER EXPRESS COMPANY	01/13/12	842.35	1,270.92	428.57	16 00
44	AMER EXPRESS COMPANY	02/24/12	2,332.88	3,289.44	956.56	41 00
3	BANK OF NOVA SCOTIA	03/01/11	182.16	160.65	(21 51)	7.00
25	BANK OF NOVA SCOTIA	08/16/11	1,357.25	1,338.75	(18.50)	59.00
25	BANK OF NOVA SCOTIA	01/13/12	1,268.50	1,338.75	70.25	59.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
67	BANK OF NOVA SCOTIA	02/24/12	3,597.23	3,587.85	(9.38)	156.00
24	BHP BILLITON LTD ADR	03/01/11	2,345.38	1,383.84	(961.54)	55.00
27	BHP BILLITON LTD ADR	08/16/11	2,221.02	1,556.82	(664.20)	62.00
13	BHP BILLITON LTD ADR	08/16/11	1,125.58	749.58	(376.00)	30 00
36	BHP BILLITON LTD ADR	01/13/12	2,692.08	2,075.76	(616.32)	83 00
43	BHP BILLITON LTD ADR	02/24/12	3,355.72	2,479.38	(876.34)	99 00
15	BRISTOL-MYERS SQUIBB CO	03/01/11	384.90	670.35	285.45	21.00
65	BRISTOL-MYERS SQUIBB CO	08/16/11	1,834.95	2,904.85	1,069 90	91.00
61	BRISTOL-MYERS SQUIBB CO	01/13/12	2,061.80	2,726 09	664 29	86.00
168	BRISTOL-MYERS SQUIBB CO	02/24/12	5,469.02	7,507.92	2,038.90	236.00
19	COMCAST CRP NEW CL A SPL	03/01/11	456.76	753.73	296.97	15 00
35	COMCAST CRP NEW CL A SPL	08/16/11	729.75	1,388.45	658.70	28 00
33	COMCAST CRP NEW CL A SPL	01/13/12	818.07	1,309.11	491.04	26 00
95	COMCAST CRP NEW CL A SPL	02/24/12	2,702.75	3,768.65	1,065.90	75.00
114	COMCAST CRP NEW CL A SPL	02/21/13	4,321.51	4,522.38	200 87	89.00
20	CONSOL ENERGY INC COM	03/01/11	991.00	542.00	(449.00)	10.00
20	CONSOL ENERGY INC COM	08/16/11	838.00	542.00	(296.00)	10.00

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HUMPHREYS FOUNDATION INC

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
17	CONSOL ENERGY INC COM	01/13/12	585.48	460.70	(124.78)	9.00
42	CONSOL ENERGY INC COM	02/24/12	1,518.72	1,138.20	(380.52)	21.00
4	CHEVRON CORP	03/01/11	412.32	473.36	61.04	16.00
30	CHEVRON CORP	08/16/11	2,945.40	3,550.20	604.80	120 00
25	CHEVRON CORP	01/13/12	2,621.75	2,958.50	336.75	100.00
75	CHEVRON CORP	02/24/12	8,190.00	8,875.50	685.50	300.00
4	CONOCOPHILLIPS	03/01/11	239.72	242.00	2.28	11.00
20	CONOCOPHILLIPS	08/16/11	1,026.99	1,210.00	183.01	53.00
17	CONOCOPHILLIPS	01/13/12	924.05	1,028.50	104.45	45.00
49	CONOCOPHILLIPS	02/24/12	2,863.27	2,964.50	101.23	130.00
104	CITIGROUP INC COM NEW	03/11/13	4,948.57	4,988.88	40.31	5.00
50	CITIGROUP INC COM NEW	05/09/13	2,437.27	2,398.50	(38.77)	2 00
3	CHUBB CORP	03/01/11	179.70	253.95	74.25	6.00
20	CHUBB CORP	08/16/11	1,219.20	1,693.00	473.80	36.00
24	CHUBB CORP	01/13/12	1,653.12	2,031.60	378 48	43.00
58	CHUBB CORP	02/24/12	4,004.32	4,909.70	905.38	103 00
2	COCA COLA COM	03/01/11	64.92	80.22	15.30	3.00

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HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

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Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
40	COCA COLA COM	08/16/11	1,361.40	1,604.40	243.00	45.00
42	COCA COLA COM	01/13/12	1,402.80	1,684.62	281.82	48.00
110	COCA COLA COM	02/24/12	3,797.74	4,412.10	614.36	124 00
6	DOMINION RES INC NEW VA	03/01/11	274.02	340.92	66.90	14.00
35	DOMINION RES INC NEW VA	08/16/11	1,727.95	1,988.70	260.75	79.00
39	DOMINION RES INC NEW VA	01/13/12	1,962.48	2,215.98	253.50	88 00
96	DOMINION RES INC NEW VA	02/24/12	4,918.08	5,454.72	536.64	216.00
43	DUKE ENERGY CORP NEW	02/11/13	2,968.70	2,902.50	(66.20)	135.00
27	DUKE ENERGY CORP NEW	02/12/13	1,869.86	1,822.50	(47.36)	85.00
3	DEERE CO	03/01/11	267.30	243.75	(23.55)	7.00
25	DEERE CO	08/16/11	1,880.50	2,031.25	150 75	51 00
23	DEERE CO	01/13/12	1,938.67	1,868.75	(69.92)	47.00
66	DEERE CO	02/24/12	5,536.74	5,362.50	(174 24)	135.00
3	DOW CHEMICAL CO	06/06/11	105.21	96.51	(8.70)	4 00
20	DOW CHEMICAL CO	08/16/11	593.40	643.40	50.00	26 00
23	DOW CHEMICAL CO	01/13/12	733.47	739.91	6.44	30.00
57	DOW CHEMICAL CO	02/24/12	1,939.71	1,833.69	(106.02)	73 00

HUMPHREYS FOUNDATION INC

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
			Equities			
6	DU PONT E I DE NEMOURS	03/01/11	321.24	315.00	(6.24)	11.00
45	DU PONT E I DE NEMOURS	08/16/11	2,118.60	2,362.50	243.90	81 00
44	DU PONT E I DE NEMOURS	01/13/12	2,122.12	2,310.00	187.88	80 00
127	DU PONT E I DE NEMOURS	02/24/12	6,511.95	6,667.50	155.55	229 00
40	ENBRIDGE INC COM	08/16/11	1,269.60	1,682.80	413.20	49.00
39	ENBRIDGE INC COM	01/13/12	1,372.41	1,640.73	268.32	48 00
107	ENBRIDGE INC COM	02/24/12	4,112.41	4,501.49	389.08	130.00
5	EXXON MOBIL CORP COM	03/01/11	425.00	451.75	26.75	13.00
40	EXXON MOBIL CORP COM	08/16/11	2,948.00	3,614.00	666 00	101 00
34	EXXON MOBIL CORP COM	01/13/12	2,870.28	3,071.90	201 62	86 00
101	EXXON MOBIL CORP COM	02/24/12	8,814.27	9,125.35	311.08	255 00
88	FIFTH THIRD BANCORP	12/20/12	1,331.62	1,588.40	256.78	43 00
230	FIFTH THIRD BANCORP	12/21/12	3,472.06	4,151.50	679.44	111 00
56	FIFTH THIRD BANCORP	05/09/13	991.78	1,010.80	19 02	27 00
4	GENERAL ELECTRIC	03/01/11	81.14	92.76	11.62	4.00
100	GENERAL ELECTRIC	08/16/11	1,612.00	2,319.00	707.00	76 00
92	GENERAL ELECTRIC	01/13/12	1,723.16	2,133.48	410 32	70 00

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	Equities					
264	GENERAL ELECTRIC	02/24/12	5,081.74	6,122 16	1,040 42	201 00
175	GENERAL ELECTRIC	02/05/13	3,952.83	4,058 25	105.42	133 00
1	GENERAL MILLS	03/01/11	36.81	48.53	11.72	2.00
20	GENERAL MILLS	08/16/11	729.00	970.60	241.60	31.00
22	GENERAL MILLS	01/13/12	894.52	1,067.66	173.14	34.00
58	GENERAL MILLS	02/24/12	2,215.31	2,814.74	599.43	89.00
16	HONEYWELL INTL INC DEL	04/06/11	942.58	1,269.44	326.86	27.00
15	HONEYWELL INTL INC DEL	08/16/11	701.70	1,190.10	488.40	25.00
13	HONEYWELL INTL INC DEL	01/13/12	736.19	1,031.42	295.23	22 00
38	HONEYWELL INTL INC DEL	02/24/12	2,255.30	3,014.92	759.62	63.00
12	HONEYWELL INTL INC DEL	02/05/13	834.74	952.08	117.34	20 00
4	HOME DEPOT INC	03/01/11	147.40	309.88	162.48	7 00
25	HOME DEPOT INC	08/16/11	828.25	1,936.75	1,108 50	39 00
33	HOME DEPOT INC	01/13/12	1,428.57	2,556.51	1,127.94	52.00
79	HOME DEPOT INC	02/24/12	3,701.15	6,120.13	2,418 98	124 00
5	INTEL CORP	03/01/11	107.00	121.15	14 15	5 00
45	INTEL CORP	08/16/11	941.85	1,090.35	148.50	41.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
45	INTEL CORP	01/13/12	1,139.40	1,090.35	(49.05)	41 00
120	INTEL CORP	02/24/12	3,196 22	2,907.60	(288.62)	108 00
1	INTL BUSINESS MACHINES CORP IBM	03/01/11	160.17	191.11	30 94	4.00
10	INTL BUSINESS MACHINES CORP IBM	08/16/11	1,716.60	1,911.10	194.50	38 00
13	INTL BUSINESS MACHINES CORP IBM	01/13/12	2,323.88	2,484.43	160.55	50.00
30	INTL BUSINESS MACHINES CORP IBM	02/24/12	5,936.40	5,733 30	(203.10)	114 00
8	JPMORGAN CHASE & CO	03/01/11	366.32	422.32	56.00	13 00
80	JPMORGAN CHASE & CO	08/16/11	2,904.00	4,223.20	1,319.20	122.00
85	JPMORGAN CHASE & CO	01/13/12	3,031.10	4,487.15	1,456 05	130 00
210	JPMORGAN CHASE & CO	02/24/12	8,058.48	11,085.90	3,027.42	320 00
3	JOHNSON AND JOHNSON COM	05/17/11	198.95	257.58	58.63	8.00
20	JOHNSON AND JOHNSON COM	08/16/11	1,288.60	1,717.20	428.60	53 00
15	JOHNSON AND JOHNSON COM	01/13/12	974.25	1,287.90	313.65	40 00
48	JOHNSON AND JOHNSON COM	02/24/12	3,095.04	4,121.28	1,026.24	127.00
18	JOHNSON AND JOHNSON COM	08/29/12	1,218.01	1,545.48	327.47	48.00

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CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
1	JOHNSON CONTROLS INC	03/15/11	38.99	35.79	(3.20)	1.00
20	JOHNSON CONTROLS INC	08/16/11	656.20	715.80	59.60	16.00
21	JOHNSON CONTROLS INC	01/13/12	736.47	751.59	15.12	16 00
56	JOHNSON CONTROLS INC	02/24/12	1,870.68	2,004.24	133.56	43.00
84	KINDER MORGAN INC. DEL	02/05/13	3,137.54	3,204.60	67.06	128.00
48	KINDER MORGAN INC. DEL	02/06/13	1,793.10	1,831.20	38.10	73.00
3	KIMBERLY CLARK	08/16/11	198.18	291.42	93.24	10.00
15	KIMBERLY CLARK	01/13/12	1,087.05	1,457.10	370.05	49.00
47	KIMBERLY CLARK	02/24/12	3,364.73	4,565.58	1,200.85	153.00
3	MARATHON OIL CORP	03/01/11	91.03	103.74	12.71	3.00
30	MARATHON OIL CORP	08/16/11	819.60	1,037.40	217 80	21 00
30	MARATHON OIL CORP	01/13/12	908.40	1,037.40	129 00	21.00
77	MARATHON OIL CORP	02/24/12	2,703.47	2,662.66	(40 81)	53 00
5	MEADWESTVACO CORP	03/01/11	128 00	170.55	42.55	5.00
35	MEADWESTVACO CORP	08/16/11	864.55	1,193.85	329.30	35.00
31	MEADWESTVACO CORP	01/13/12	852.12	1,057.41	205.29	31 00
93	MEADWESTVACO CORP	02/24/12	2,532.35	3,172.23	639.88	93.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description		Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities						
4	MERCK AND CO INC SHS		03/01/11	130.04	185.80	55 76	7 00
35	MERCK AND CO INC SHS		08/16/11	1,116.85	1,625.75	508.90	61.00
37	MERCK AND CO INC SHS		01/13/12	1,413.77	1,718.65	304.88	64 00
97	MERCK AND CO INC SHS		02/24/12	3,715.10	4,505.65	790.55	167.00
56	MERCK AND CO INC SHS		04/19/13	2,648.92	2,601.20	(47.72)	97.00
1	MARATHON PETROLEUM CORP		03/01/11	41.05	71.06	30.01	2.00
15	MARATHON PETROLEUM CORP		08/16/11	586.50	1,065.90	479.40	21.00
14	MARATHON PETROLEUM CORP		01/13/12	462.56	994.84	532.28	20.00
41	MARATHON PETROLEUM CORP		02/24/12	1,791.70	2,913.46	1,121.76	58.00
210	MONDELEZ INTERNATIONAL INC		04/22/13	6,606.73	5,991.30	(615.43)	110.00
3	MCDONALDS CORP	COM	03/01/11	224.85	297.00	72.15	10 00
25	MCDONALDS CORP	COM	08/16/11	2,162.75	2,475.00	312.25	77.00
27	MCDONALDS CORP	COM	01/13/12	2,706.75	2,673.00	(33.75)	84.00
71	MCDONALDS CORP	COM	02/24/12	7,140.12	7,029.00	(111.12)	219 00
12	MICROSOFT CORP		08/16/11	306.48	414.54	108 06	12 00
30	MICROSOFT CORP		12/07/11	765.17	1,036.35	271.18	28.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
44	MICROSOFT CORP	01/13/12	1,230.24	1,519.98	289.74	41 00
113	MICROSOFT CORP	02/24/12	3,541.67	3,903.59	361 92	104.00
5	NEXTERA ENERGY INC SHS	03/01/11	271.10	407.40	136.30	14.00
25	NEXTERA ENERGY INC SHS	08/16/11	1,358.75	2,037 00	678.25	66.00
25	NEXTERA ENERGY INC SHS	01/13/12	1,475.00	2,037.00	562 00	66 00
68	NEXTERA ENERGY INC SHS	02/24/12	4,111.28	5,540.64	1,429.36	180.00
29	NEWMONT MINING CORP	02/11/13	1,291.46	868.55	(422.91)	41.00
80	NEWMONT MINING CORP	02/12/13	3,605.90	2,396.00	(1,209.90)	112,00
4	NORTHEAST UTILITIES COM	03/01/11	135.28	168.08	32.80	6.00
25	NORTHEAST UTILITIES COM	08/16/11	823.25	1,050.50	227.25	37.00
24	NORTHEAST UTILITIES COM	01/13/12	814.80	1,008.48	193.68	36 00
67	NORTHEAST UTILITIES COM	02/24/12	2,395.59	2,815.34	419.75	99.00
4	NORTHROP GRUMMAN CORP	03/01/11	238.42	331.20	92 78	10.00
15	NORTHROP GRUMMAN CORP	08/16/11	808.65	1,242.00	433.35	37.00
15	NORTHROP GRUMMAN CORP	01/13/12	883.80	1,242.00	358.20	37.00
39	NORTHROP GRUMMAN CORP	02/24/12	2,366.13	3,229.20	863.07	96 00
2	OCCIDENTAL PETE CORP CAL	03/01/11	200.40	178.46	(21.94)	6.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
20	OCCIDENTAL PETE CORP CAL	08/16/11	1,746.00	1,784.60	38.60	52 00
20	OCCIDENTAL PETE CORP CAL	01/13/12	1,938.20	1,784.60	(153 60)	52.00
55	OCCIDENTAL PETE CORP CAL	02/24/12	5,707.90	4,907.65	(800.25)	141.00
7	PRUDENTIAL FINANCIAL INC	08/16/11	361.76	511.21	149.45	12.00
14	PRUDENTIAL FINANCIAL INC	01/13/12	762.72	1,022.42	259.70	23 00
32	PRUDENTIAL FINANCIAL INC	02/24/12	1,961.60	2,336.96	375 36	52.00
49	PRUDENTIAL FINANCIAL INC	08/29/12	2,672.35	3,578.47	906.12	79 00
11	PHILLIPS 66 SHS	03/01/11	391.82	648.01	256.19	14.00
10	PHILLIPS 66 SHS	08/16/11	305.20	589.10	283.90	13.00
8	PHILLIPS 66 SHS	01/13/12	258.46	471.28	212 82	10 00
25	PHILLIPS 66 SHS	02/24/12	867.07	1,472.75	605 68	32 00
18	PFIZER INC	03/01/11	345.96	504.18	158 22	18.00
65	PFIZER INC	08/16/11	1,183.00	1,820.65	637 65	63.00
61	PFIZER INC	01/13/12	1,333.46	1,708.61	375.15	59.00
167	PFIZER INC	02/24/12	3,555.43	4,677.67	1,122.24	161 00
46	PFIZER INC	04/18/13	1,410.63	1,288.46	(122 17)	45.00
4	PRAXAIR INC	08/16/11	396.44	460.64	64.20	10.00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
17	PRAXAIR INC	01/13/12	1,840.76	1,957.72	116.96	41.00
43	PRAXAIR INC	02/24/12	4,730.00	4,951.88	221.88	104.00
5	PROCTER & GAMBLE CO	03/01/11	313.55	384.95	71.40	13 00
30	PROCTER & GAMBLE CO	08/16/11	1,846.50	2,309.70	463.20	73.00
24	PROCTER & GAMBLE CO	01/13/12	1,574.40	1,847.76	273 36	58 00
74	PROCTER & GAMBLE CO	02/24/12	4,952.82	5,697.26	744.44	179.00
4	PUB SVC ENTERPRISE GRP	03/01/11	127.76	130.64	2 88	6.00
25	PUB SVC ENTERPRISE GRP	08/16/11	800.50	816.50	16 00	36.00
24	PUB SVC ENTERPRISE GRP	01/13/12	743.28	783.84	40.56	35.00
67	PUB SVC ENTERPRISE GRP	02/24/12	2,037.47	2,188.22	150.75	97.00
6	RAYTHEON CO DELAWARE NEW	03/01/11	303.72	396.72	93.00	14 00
35	RAYTHEON CO DELAWARE NEW	08/16/11	1,443.40	2,314.20	870.80	77.00
31	RAYTHEON CO DELAWARE NEW	01/13/12	1,514.35	2,049.72	535 37	69.00
86	RAYTHEON CO DELAWARE NEW	02/24/12	4,392.02	5,686.32	1,294.30	190.00
2	SEMPRA ENERGY	03/01/11	106.56	163.52	56.96	6 00
15	SEMPRA ENERGY	08/16/11	735.30	1,226.40	491.10	38 00
10	SEMPRA ENERGY	01/13/12	550.40	817.60	267.20	26 00

Merrill Lynch

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
35	SEMPRA ENERGY	02/24/12	2,024.75	2,861.60	836 85	89 00
7	SCHLUMBERGER LTD	03/01/11	643.09	501.62	(141.47)	9 00
15	SCHLUMBERGER LTD	08/16/11	1,196.55	1,074.90	(121 65)	19 00
15	SCHLUMBERGER LTD	01/13/12	1,026.60	1,074.90	48 30	19.00
40	SCHLUMBERGER LTD	02/24/12	3,194.40	2,866.40	(328.00)	50 00
175	SUNTRUST BKS INC COM	02/20/13	4,859.12	5,524.75	665.63	70.00
79	SUNTRUST BKS INC COM	05/09/13	2,431.09	2,494.03	62.94	32.00
6	TOTAL S.A. SP ADR	03/01/11	357.36	292.20	(65.16)	16 00
30	TOTAL S.A. SP ADR	08/16/11	1,431.30	1,461.00	29.70	78 00
31	TOTAL S.A. SP ADR	01/13/12	1,533.88	1,509.70	(24.18)	80.00
81	TOTAL S.A. SP ADR	02/24/12	4,576.50	3,944.70	(631.80)	209.00
3	3M COMPANY	03/01/11	272.01	328.05	56.04	8 00
15	3M COMPANY	08/16/11	1,227.75	1,640.25	412.50	39 00
11	3M COMPANY	01/13/12	921.03	1,202.85	281.82	28 00
35	3M COMPANY	02/24/12	3,088.75	3,827.25	738 50	89.00
6	TRAVELERS COS INC	03/01/11	356.58	479.52	122.94	12 00
35	TRAVELERS COS INC	08/16/11	1,818.25	2,797.20	978.95	70 00

Merrill Lynch

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
38	TRAVELERS COS INC	01/13/12	2,248.08	3,036.96	788.88	76.00
99	TRAVELERS COS INC	02/24/12	5,840.01	7,912.08	2,072.07	198.00
1	TORONTO DOMINION BANK	07/27/11	81.51	80.37	(1.14)	4.00
10	TORONTO DOMINION BANK	08/16/11	778.40	803.70	25.30	32.00
11	TORONTO DOMINION BANK	01/13/12	834.90	884.07	49.17	35.00
27	TORONTO DOMINION BANK	02/24/12	2,149.20	2,169.99	20.79	85 00
19	TORONTO DOMINION BANK	08/30/12	1,544.91	1,527.03	(17.88)	60.00
2	UNILEVER NV NY REG SHS	03/01/11	60.24	78 62	18.38	3 00
55	UNILEVER NV NY REG SHS	08/16/11	1,827.10	2,162.05	334 95	60.00
61	UNILEVER NV NY REG SHS	01/13/12	1,971.52	2,397.91	426.39	67 00
157	UNILEVER NV NY REG SHS	02/24/12	5,255.73	6,171.67	915.94	172.00
76	UNITED PARCEL SVC CL B	03/18/13	6,485.19	6,572.48	87.29	189.00
5	US BANCORP (NEW)	03/01/11	136.10	180.75	44.65	5.00
50	US BANCORP (NEW)	08/16/11	1,124.50	1,807.50	683.00	46.00
44	US BANCORP (NEW)	01/13/12	1,280.84	1,590.60	309 76	41 00
135	US BANCORP (NEW)	02/24/12	3,899.21	4,880.25	981 04	125.00
5	UNITED TECHS CORP COM	03/01/11	411.15	464.70	53.55	11 00

Merrill Lynch

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
30	UNITED TECHS CORP COM	08/16/11	2,199.00	2,788 20	589.20	65 00
26	UNITED TECHS CORP COM	01/13/12	1,982.24	2,416.44	434.20	56 00
75	UNITED TECHS CORP COM	02/24/12	6,315.75	6,970.50	654.75	161 00
3	V F CORPORATION	03/01/11	282.81	579.18	296.37	11 00
15	V F CORPORATION	08/16/11	1,680.45	2,895.90	1,215.45	53.00
11	V F CORPORATION	01/13/12	1,459.70	2,123.66	663.96	39.00
36	V F CORPORATION	02/24/12	5,230.80	6,950.16	1,719.36	126 00
60	VERIZON COMMUNICATNS COM	08/16/11	2,085.60	3,020.40	934.80	124 00
74	VERIZON COMMUNICATNS COM	01/13/12	2,863.06	3,725.16	862.10	153.00
203	VERIZON COMMUNICATNS COM	02/24/12	7,744.25	10,219.02	2,474.77	419.00
13	ACE LIMITED	10/06/11	789.11	1,163.24	374.13	27 00
10	ACE LIMITED	01/13/12	691.00	894.80	203 80	21.00
30	ACE LIMITED	02/24/12	2,196.60	2,684.40	487.80	62.00
12	WAL-MART STORES INC	03/01/11	624.36	893.88	269.52	23.00
20	WAL-MART STORES INC	08/16/11	1,037.80	1,489.80	452.00	38.00
18	WAL-MART STORES INC	01/13/12	1,066.50	1,340.82	274.32	34.00
53	WAL-MART STORES INC	02/24/12	3,110.04	3,947.97	837.93	100.00

Merrill Lynch

HUMPHREYS FOUNDATION INC

WCMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
	Equities					
15	WEYERHAEUSER CO	03/01/11	351.60	427.35	75.75	12.00
55	WEYERHAEUSER CO	08/16/11	939.95	1,566 95	627.00	44.00
48	WEYERHAEUSER CO	01/13/12	953.28	1,367.52	414.24	39.00
145	WEYERHAEUSER CO	02/24/12	3,067.19	4,131.05	1,063.86	116.00
3	WELLS FARGO & CO NEW DEL	03/01/11	95.64	123.81	28.17	4 00
85	WELLS FARGO & CO NEW DEL	08/16/11	2,091.85	3,507.95	1,416.10	102 00
80	WELLS FARGO & CO NEW DEL	01/13/12	2,362.40	3,301.60	939 20	96 00
232	WELLS FARGO & CO NEW DEL	02/24/12	7,012.27	9,574.64	2,562.37	279 00
	Total Equities		**486,806.14**	**572,773.03**	**85,966.89**	**16,756.00**
	Mutual Funds/Closed End Funds/UIT					
4,260	GLOBAL SMALL CAP PORT MANAGED ACCT SERIES	01/22/13	57,169.20	60,577.20	3,408.00	1,832.00
2,828	MID CAP VALUE OPPS PORTFOLIO CLS	01/22/13	37,188.20	40,694.92	3,506.72	535 00
10,063	BLACKROCK STRATEGIC INCOME OPPRTNTS PTF INST	01/22/13	102,340.71	100,529.37	(1,811.34)	3,331 00

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 06/30/13	Unrealized Gain or (Loss)	Est Annual Income
18,216	BLACKROCK MULTI ASSET INCOME PORTFOLIO INSTL	01/22/13	201,286.80	199,100.88	(2,185.92)	10,364.00
	Total Mutual Funds/Closed End Funds/UIT		**397,984.91**	**400,902.37**	**2,917.46**	**16,062.00**

MAILED CERTIFIED 02/12/14 - P.S.
7011 1570 0003 6756 9642

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☑

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

		Enter filer's identifying number, see instructions
Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HUMPHREYS FOUNDATION, INC.	Employer identification number (EIN) or 31-1639319
	Number, street, and room or suite no If a P O box, see instructions 24 N. MAIN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BERLIN, MD 21811	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[illegible]	[illegible]
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ WILLIAM H. MITCHELL, 24 N. MAIN STREET, BERLIN, MD 21811

Telephone No. ▶ 410-641-1700 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15 , 20 14 .

5 For calendar year ______ , or other tax year beginning 07/01 , 20 12 , and ending 06/30 , 20 13 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COMPILE THE NECESSARY INFORMATION TO PROPERLY COMPLETE THE FORM.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 2/11/14

MAILED CERTIFIED 11/14/13 - P.S.
7011 1570 0003 6756 9765

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑
• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions HUMPHREYS FOUNDATION, INC.	Employer identification number (EIN) or 31-1639319
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions. 24 N. MAIN STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BERLIN, MD 21811	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ WILLIAM H. MITCHELL, 24 N. MAIN STREET, BERLIN, MD 21811

Telephone No. ▶ 410-641-1700 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 17 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20 ____ or

▶ ☑ tax year beginning JULY 1 , 20 12 , and ending JUNE 30 , 20 13 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 4,525.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 1,046.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. SEE ATTACHED PYMT -	3c	$ 3,479.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions. Cat No 27916D Form **8868** (Rev 1-2013)