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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 SEP 1, 2012, and ending AUG 31, 2013

Name of foundation
THE THOMAS P. WATERS FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)
C/O CHRISTINA ALT, 605 MAIN STREET

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

Room/suite
212

A Employer identification number
23-7836361

B Telephone number
(856) 733-6608

C If exemption application is pending, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 4579418.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1.	1.		STATEMENT 1
4 Dividends and interest from securities		109485.	109485.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)		345895.			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a		1704382.			
7 Capital gain net income (from Part IV, line 2)			345895.		
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		455381.	455381.		
12 Total. Add lines 1 through 11		0.	0.		0.
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		6684.	0.		6684.
b Accounting fees STMT 4		2490.	0.		2490.
c Other professional fees STMT 5		16924.	16924.		0.
17 Interest					
18 Taxes STMT 6		964.	964.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		15399.	4620.		10779.
22 Printing and publications					
23 Other expenses STMT 7		986.	986.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		43447.	23494.		19953.
25 Contributions, gifts, grants paid		206000.			206000.
26 Total expenses and disbursements. Add lines 24 and 25		249447.	23494.		225953.
27 Subtract line 26 from line 12		205934.			
a Excess of revenue over expenses and disbursements			431887.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

914 13

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	361445.	129563.	129563.	
	2 Savings and temporary cash investments				
	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	2056549.	2422933.	3058941.	
	c Investments - corporate bonds STMT 9	994652.	980688.	961004.	
	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 10	365211.	450607.	429910.	
	14 Land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	3777857.	3983791.	4579418.	
	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 ☒ and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	3777857.	3983791.		
	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	3777857.	3983791.		
31 Total liabilities and net assets/fund balances	3777857.	3983791.			

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	3777857.
2 Enter amount from Part I, line 27a	2	205934.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3983791.
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	3983791.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE - PAGES 23 TO 24		P	VARIOUS	VARIOUS
b SEE ATTACHED SCHEDULE - PAGES 25 TO 26		P	VARIOUS	VARIOUS
c U.S. COMMODITY INDEX LP - 1256 GAINS		P	VARIOUS	VARIOUS
d U.S. COMMODITY INDEX LP - 1256 GAINS		P	VARIOUS	VARIOUS
e CAPITAL GAINS DIVIDENDS				

(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 572712.		547815.	24897.
b 1102422.		810672.	291750.
c 252.			252.
d 377.			377.
e 28619.			28619.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			24897.
b			291750.
c			252.
d			377.
e			28619.

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	345895.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	244719.	4264584.	.057384
2010	217403.	4449509.	.048860
2009	231866.	4100952.	.056540
2008	288145.	3609544.	.079829
2007	338454.	5356257.	.063189

2 Total of line 1, column (d)	2	.305802
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	.061160
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4475404.
5 Multiply line 4 by line 3	5	273716.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4319.
7 Add lines 5 and 6	7	278035.
8 Enter qualifying distributions from Part XII, line 4	8	225953.

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	8638.
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	8638.
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	8638.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2081.	
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	2081.	
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	6557.	
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		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)

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? Website address ► NONE	13	X	
14	The books are in care of ► NACHMIAS MORRIS & ALT PC Telephone no ► (856) 733-6600 Located at ► 605 MAIN STREET, SUITE 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	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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

Form 990-PF (2012)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		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)

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	4317224.
b	Average of monthly cash balances	1b	226333.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4543557.
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	4543557.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68153.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4475404.
6	Minimum investment return. Enter 5% of line 5	6	223770.

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	223770.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8638.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8638.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	215132.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	215132.
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	215132.

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	225953.
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	225953.
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	225953.

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				215132.
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	35701.			
d From 2010	217403.			
e From 2011	244719.			
f Total of lines 3a through e	497823.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 225953.				
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	10821.			215132.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	508644.			
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	508644.			
10 Analysis of line 9				
a Excess from 2008	35701.			
b Excess from 2009	217403.			
c Excess from 2010	244719.			
d Excess from 2011	10821.			
e Excess from 2012				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HANDS ON WORLDWIDE P.O. BOX 546 CARLISE, MA 01741	NONE	PUBLIC	GENERAL	1000.
ALLENSPARK FIRE DEPARTMENT P.O. BOX 482 ALLENSPARK, CO 80510	NONE	PUBLIC	GENERAL	500.
APPALACHIAN SUSTAINABLE AGRICULTURE PROJECT 306 W HAYWOOD STREET ASHEVILLE, NC 28801	NONE	PUBLIC	TO SUPPORT THE GROWING MINDS PROGRAM	6000.
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301	NONE	PUBLIC	ANNUAL OPERATING FUND	5000.
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE N.E. ATLANTA, GA 30329	NONE	PUBLIC	LAURA SNITZER BOOZER FUND - PEDIATRIC ONCOLOGY NURSING SCHOLARSHIP	7500.
Total	SEE CONTINUATION SHEET(S)			206000.
b Approved for future payment				
NONE				
Total				0.

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|--|-------|-----|----|
| 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? | | Yes | No |
| 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 | | | |

[illegible]

- 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.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer.

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

THOMAS J. FARLEY,
JR.

Preparer's signature

Thomas A. H. CPA

Date

11.25.2015

Check ☐ if
self-employed

PTIN

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

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
CHILDREN'S RESTORATION NETWORK INC 11285 ELKINS ROAD, SUITE C-4 ROSWELL, GA 30076	NONE	PUBLIC	GENERAL	6500.
DOCTORS WITHOUT BORDERS USA 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	NONE	PUBLIC	GENERAL	1000.
DUKE UNIVERSITY SCHOOL OF ENGINEERING BOX 90271 DURHAM, NC 27708	NONE	PUBLIC	TO SUPPORT THE NEW CAPITAL CAMPAIGN & THE DUKE ENGINEERS FOR INTERNATIONAL DEVELOPMENT	3000.
EMERGENCY FAMILY ASSISTANCE ASSOCIATION 1575 YARMOUTH AVENUE BOULDER, CO 80304	NONE	PUBLIC	TO SUPPORT BASIC NEEDS, FOOD BANK AND THE CHILDREN'S PROGRAM	5000.
ENGINEERS WITHOUT BORDERS USA 4665 NAUTILUS COURT, SUITE 300 BOULDER, CO 80301	NONE	PUBLIC	TO SUPPORT MUTUALLY AGREED UPON CHAPTER PROJECTS	6300.
FOOTHILLS CARING CORPS INC. P.O. BOX 831 CAREFREE, AZ 85377	NONE	PUBLIC	GENERAL	5000.
GONZAGA COLLEGE HIGH SCHOOL 19 EYE STREET, NW WASHINGTON, DC 20001	NONE	PUBLIC	NEW CAPITAL CAMPAIGN	1500.
GROWING GARDENS OF BOULDER COUNTY, INC. 3198 NORTH BROADWAY BOULDER, CO 80304	NONE	PUBLIC	TO SUPPORT CULTIVA YOUTH PROJECT	2000.
HOPEKIDS INC. P.O. BOX 672 CAVE CREEK, AZ 85327-0672	NONE	PUBLIC	GENERAL	20000.
IGNATIUS LAY VOLUNTEER CORPS 801 S. PAUL STREET BALTIMORE, MD 21202	NONE	PUBLIC	GENERAL	2000.
Total from continuation sheets				186000.

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
JULIA CAMPBELL MEMORIAL FOUNDATION INC 4213 WHITACRE ROAD FAIRFAX, VA 22032	NONE	PUBLIC	GENERAL	1000.
JUVENILE DIABETES RESEARCH FOUNDATION 4343 E. CAMELBACK ROAD, SUITE 230 PHOENIX, AZ 85018	NONE	PUBLIC	TO SUPPORT FUND A CURE	5000.
MANNA FOOD BANK 627 SWANNANOA RIVER ROAD ASHEVILLE, NC 28805	NONE	PUBLIC	TO SUPPORT MANNA PACKS PROGRAM	6500.
MENTAL HEALTH PARTNERS FOUNDATION 1333 IRIS AVENUE BOULDER, CO 80304	NONE	PUBLIC	TO SUPPORT THE MEN STANDING UP PROGRAM	500.
NORMALIZING HOMEBIRTH PROJECT, INC. P.O. BOX 7237 BOULDER, CO 80306-7237	NONE	PUBLIC	TO SUPPORT PREGNANT WOMEN SEEKING FINANCIAL AID FOR HOMEBIRTH	1500.
NORTH TEXAS FOOD BANK 4500 S. COCKRELL HILL ROAD DALLAS, TX 75236	NONE	PUBLIC	GENERAL	15000.
OKLAHOMA YOUTH FORESTRY AND WILDLIFE CAMP P.O. BOX 157 BROKEN BOW, OK 74728-0157	NONE	PUBLIC	GENERAL	5000.
RED FEATHER DEVELOPMENT GROUP P.O. BOX 907 BOZEMAN, MT 59771-0907	NONE	PUBLIC	GENERAL	9000.
RED RIVER MINISTRIES INC. 3112 WINDSOR ROAD, SUITE A112 AUSTIN, TX 78703	NONE	PUBLIC	GENERAL	2000.
ROCKY MOUNTAIN NATURE ASSOCIATION P.O. BOX 3100 ESTES PARK, CO 80517	NONE	PUBLIC	GENERAL	500.
Total from continuation sheets				

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
SALVATION ARMY 1370 PENNSYLVANIA STREET DENVER, CO 80203	NONE	PUBLIC	GENERAL	1000.
SISTER CARMEN COMMUNITY CENTER INC. 655 ASPEN RIDGE DRIVE LAFAYETTE, CO 80026	NONE	PUBLIC	GENERAL	5000.
ST. JEANNE BAPTISTE HIGH SCHOOL 173 EAST 75TH STREET NEW YORK, NY 10021	NONE	PUBLIC	GENERAL	4000.
STAR HOUSE FOUNDATION INC. 890-F ATLANTA STREET, #138 ROSWELL, GA 30075	NONE	PUBLIC	GENERAL	7500.
STEVE MACKO SCHOLARSHIP FUND P.O. BOX 121914 ARLINGTON, TX 76012	NONE	PUBLIC	GENERAL	2000.
THE INTERNATIONAL RESEARCH FOUNDATION FOR ENERGY MEDICINE 10 STOUTS VALLEY ROAD EASTON, PA 18042	NONE	PUBLIC	GENERAL	9000.
THE STEWPOT OF FIRST PRESBYTERIAN CHURCH 408 PARK AVENUE DALLAS, TX 75201	NONE	PUBLIC	GENERAL	3000.
THE WELLNESS INITIATIVE P.O. BOX D BOULDER, CO 80306	NONE	PUBLIC	TO SUPPORT FAMILY RESOURCE SCHOOLS	1500.
THORNE ECOLOGICAL INSTITUTE P.O. BOX 19107 BOULDER, CO 80308-2107	NONE	PUBLIC	TO SUPPORT PROGRAMS FOR CHILDREN REQUIRING FINANCIAL ASSISTANCE	2000.
SHINING MOUNTAIN WALDORF SCHOOL 999 VIOLET AVENUE BOULDER, CO 80304	NONE	PUBLIC	TO SUPPORT THE SHINING MOUNTAIN WALDORF SCHOOL ANNUAL FUND	1300.
Total from continuation sheets				

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
WHISPERING HOPE RANCH FOUNDATION 9045 E PIMA CENTER PKWY SCOTTSDALE, AZ 85258	NONE	PUBLIC	GENERAL	5000.
WORLD WILDLIFE FUND 1250 24TH STREET, NW WASHINGTON, DC 20090	NONE	PUBLIC	GENERAL	1000.
YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF BOULDER COUNTY COLORADO 2222 14TH STREET BOULDER, CO 80302	NONE	PUBLIC	TO SUPPORT SINGLE PARENT PROGRAMS	1500.
ST. VINCENT COLLEGE ANNUAL FUND 300 FRASER PURCHASE ROAD LATROBE, PA 15650	NONE	PUBLIC	GENERAL	400.
CONSCIOUS ALLIANCE 2525 ARAPAHOE AVE, STE E4-182 BOULDER, CO 80304	NONE	PUBLIC	GENERAL	500.
CAROLINA CREEK CHRISTIAN CAMP 18 LAKESHORE DRIVE HUNTSVILLE, TX 77320	NONE	PUBLIC	GENERAL	1500.
LIGHTBEARER MINISTRIES 3139 S. KISSIMMEE AVENUE SPRINGFIELD, MO 65804	NONE	PUBLIC	GENERAL	1500.
100 CLUB OF ARIZONA 5033 NORTH 19TH AVENUE, STE 123 PHOENIX, AZ 85015	NONE	PUBLIC	GENERAL	2000.
EVERYDAY MINISTRY INC 3900 S. SEQUOIA AVENUE BROKEN ARROW, OK 74011	NONE	PUBLIC	GENERAL	2000.
WATER FOR PEOPLE 6666 WEST QUINCY AVENUE DENVER, CO 80235	NONE	PUBLIC	GENERAL	3000.
Total from continuation sheets				

23-7836361

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
CONSCIOUS ALLIANCE 2525 ARAPAHOE AVE, STE E4-182 BOULDER, CO 80304	NONE	PUBLIC	FOR THE LANCE GENTRY FUND/YAC	4000.
HANDS ON WORLDWIDE P.O. BOX 546 CARLISE, MA 01741	NONE	PUBLIC	TO SUPPORT THE RELIEF EFFORT FOR HURRICANE SANDY	9000.
REEL RECOVERY INC 160 BROOKSIDE ROAD NEEDHAM, MA 02492	NONE	PUBLIC	TO SUPPORT THE TEXAS CHAPTER TO DEFRAY THE COST OF RETREATS	10000.
THE SPCA OF NORTH TEXAS 2400 LONE STAR DRIVE DALLAS, TX 75212	NONE	PUBLIC	GENERAL	10000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
GLENMEDE TRUST - CUSTODY ACCOUNT	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GLENMEDE TRUST - CUSTODY ACCOUNT	138046.	28619.	109427.
U.S. COMMODITY INDEX LP	58.	0.	58.
TOTAL TO FM 990-PF, PART I, LN 4	138104.	28619.	109485.

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	6684.	0.		6684.
TO FM 990-PF, PG 1, LN 16A	6684.	0.		6684.

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 PC	2490.	0.		2490.
TO FORM 990-PF, PG 1, LN 16B	2490.	0.		2490.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GLENMEDE TRUST COMPANY - COMMISSIONS	16924.	16924.		0.
TO FORM 990-PF, PG 1, LN 16C	16924.	16924.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	964.	964.		0.
TO FORM 990-PF, PG 1, LN 18	964.	964.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM US COMMODITY INDEX K-1	986.	986.		0.
TO FORM 990-PF, PG 1, LN 23	986.	986.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 27 TO 36	2422933.	3058941.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2422933.	3058941.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 27 TO 36	980688.	961004.
TOTAL TO FORM 990-PF, PART II, LINE 10C	980688.	961004.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE - PAGES 27 TO 36	COST	450607.	429910.
TOTAL TO FORM 990-PF, PART II, LINE 13		450607.	429910.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ROBERT T. WATERS 1727 15TH STREET, SUITE 300 BOULDER, CO 80302	TRUSTEE 1.00	0.	0.	0.
KENNETH M. WATERS 32002 N. GRANITE REEF ROAD SCOTTSDALE, AZ 85266	TRUSTEE 1.00	0.	0.	0.
DR. T. PATRICK WATERS III 3229 RANKIN AVENUE DALLAS, TX 75205	TRUSTEE 1.00	0.	0.	0.
JAMES A. WATERS 2125 DOUBLE CREEK LANE ALPHARETTA, GA 30201	TRUSTEE 1.00	0.	0.	0.
CHRISTINA G. ALT 605 MAIN STREET, SUITE 212 RIVERTON, NJ 08077	TRUSTEE 0.50	0.	0.	0.
DAMON C. WATERS 1865 NORWOOD AVENUE BOULDER, CO 80304	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

THE THOMAS P WATERS FOM INV ADV 0676-40-4/5
Schedule D Detail of Short-term Capital Gains and Losses

23-7836361

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
200. EXPRESS SCRIPTS HOLDING INC	07/13/2012	11/12/2012	10,391.76	11,466.00	-1,074.24
200. E I DU PONT DE NEMOURS & CO.	08/17/2012	12/07/2012	8,619.97	10,122.00	-1,502.03
150. W W GRAINGER INC	06/12/2012	12/07/2012	28,574.35	27,174.00	1,400.35
50. OCCIDENTAL PETROLEUM CORP	08/17/2012	01/17/2013	4,128.90	4,432.50	-303.60
400. PNC FINANCIAL SERVICES GROUP INC	04/16/2012	01/17/2013	24,633.84	24,772.99	-139.15
100. PNC FINANCIAL SERVICES GROUP INC	08/17/2012	01/17/2013	6,158.46	6,189.00	-30.54
250. COACH INC	08/16/2012	02/04/2013	12,392.01	14,066.50	-1,674.48
50. BLACKROCK INC	12/07/2012	05/14/2013	14,195.18	9,714.67	4,480.51
100. EMERSON ELECTRIC CO.	12/07/2012	05/14/2013	5,883.86	5,073.00	810.86
150. MONSANTO CO	12/07/2012	05/14/2013	16,139.63	13,603.01	2,536.62
700. UNITEDHEALTH GROUP INC	08/16/2012	05/14/2013	43,279.05	37,166.85	6,112.20
6294.703 GLENMEDE FUND INC-LARGE CAP 100 PORT	01/18/2013	05/15/2013	107,954.16	96,371.90	11,582.26
10. NATIONAL-OILWELL INC	08/17/2012	05/15/2013	676.08	782.30	-106.22
236.976 GLENMEDE FUND INC-LARGE CAP 100 PORT	01/18/2013	05/21/2013	4,092.58	3,628.10	464.48
140. BRISTOL MYERS SQUIBB CO.	05/15/2013	06/07/2013	6,572.04	6,210.40	361.64
120. CHICAGO BRIDGE & IRON - NV SHR	05/15/2013	06/07/2013	7,263.93	6,963.60	300.33
140. EATON VANCE CORP NON VTG	05/15/2013	06/07/2013	5,731.08	6,073.80	-342.72
345. FEDERATED INVESTORS INC CL B	05/15/2013	06/07/2013	9,748.91	8,870.05	878.86
138. HORNEL CO	05/15/2013	06/07/2013	5,444.06	5,939.78	-495.72
160 LIFE TECHNOLOGIES CORP	05/15/2013	06/07/2013	11,838.67	11,766.40	72.27
300. MAXIM INTEGRATED PROD INC	05/15/2013	06/07/2013	8,501.10	9,423.00	-921.90
100. MOLSON COORS BREWING CO	05/15/2013	06/07/2013	5,013.17	5,093.00	-79.83
450. NV ENERGY INC.	05/15/2013	06/07/2013	10,575.08	9,351.00	1,224.08
130. WAL MART STORES INC.	05/15/2013	06/07/2013	9,905.78	10,353.20	-447.42
105. PARTNERRE HOLDINGS LTD	05/15/2013	06/07/2013	9,278.45	9,783.85	-505.40
38. BAKER HUGHES INC.	05/15/2013	07/11/2013	1,850.53	1,736.81	113.72
202. EAST WEST BANCORP INC	05/15/2013	07/11/2013	5,707.33	5,106.13	601.20
75. EASTMAN CHEMICAL CO.	05/15/2013	07/11/2013	5,547.99	5,253.00	294.99
40. GOLDMAN SACHS GROUP INC	05/15/2013	07/11/2013	6,265.91	6,181.60	84.31
155. LEGGETT & PLATT	05/15/2013	07/11/2013	5,003.25	5,284.00	-280.75
620. NVIDIA CORP	05/15/2013	07/11/2013	9,009.31	9,111.02	-101.71
45. O'REILLY AUTOMOTIVE INC	05/15/2013	07/11/2013	5,264.09	5,040.45	223.64
195. TOTAL SYSTEM SERVICES INC	05/15/2013	07/11/2013	4,999.18	4,664.81	334.37
120. THE TRAVELERS COMPANIES INC	05/15/2013	07/11/2013	9,916.70	10,490.60	-573.90
175. UNUMPROVIDENT CORP	05/15/2013	07/11/2013	5,461.37	5,050.50	410.87
Totals					

JSA
2F0971 1 000

24.

THE THOMAS P WATERS FDN INV ADV 0676-40-4/5
Schedule D Detail of Long-term Capital Gains and Losses

23-7836361

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
2252.873 THIRD AVENUE REAL ESTATE VAL	04/12/2010	11/05/2012	60,241.82	50,000.00	10,241.82
6782.946 TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012	12/30/2009	11/05/2012	70,000.00	63,787.84	6,212.16
300. EXPRESS SCRIPTS HOLDING INC	06/09/2011	11/12/2012	15,587.65	16,977.00	-1,389.35
200. AIR PRODUCTS & CHEMICALS INC.	06/09/2011	12/07/2012	16,526.62	18,270.00	-1,743.38
400. E I DU PONT DE NEMOURS & CO.	08/25/2011	12/07/2012	17,239.93	18,560.00	-1,320.07
415. MICROCHIP TECHNOLOGY INC.	04/20/2011	12/07/2012	12,692.49	15,125.49	-2,433.00
1000. PROGRESSIVE CORP OHIO	05/25/2011	12/07/2012	21,459.51	20,549.00	910.51
10. APPLE COMPUTER INC	07/06/2006	01/17/2013	5,036.48	563.80	4,472.68
50. CHEVRON CORP	04/12/1991	01/17/2013	5,749.87	848.13	4,901.74
50. COLGATE PALMOLIVE CO.	03/18/2005	01/17/2013	5,422.37	2,605.20	2,817.17
1000. GENERAL ELECTRIC CO.	04/12/1991	01/17/2013	21,155.82	5,920.68	15,235.14
50. H J HEINZ CO.	05/14/2009	01/17/2013	2,974.43	1,776.50	1,197.93
200. HOME DEPOT INC.	08/25/2011	01/17/2013	12,895.71	6,902.00	5,993.71
200. ORACLE CORP	09/10/2003	01/17/2013	6,919.84	2,631.76	4,288.08
50. PROCTER & GAMBLE CO.	11/13/2002	01/17/2013	3,480.42	2,144.50	1,335.92
100. TJX COS INC	05/14/2009	01/17/2013	4,429.90	1,344.00	3,085.90
250. COACH INC	08/25/2011	02/04/2013	12,392.01	13,182.50	-790.49
25000. BOEING CO DTD 2/11/2003 5.125% 2/15/2013	08/16/2007	02/15/2013	25,000.00	25,000.00	NONE
200. AMERICAN EXPRESS CO.	07/24/2008	05/14/2013	14,138.68	7,623.60	6,515.08
65. APPLE COMPUTER INC.	07/06/2006	05/14/2013	29,445.64	3,664.67	25,780.97
50. COLGATE PALMOLIVE CO.	03/18/2005	05/14/2013	6,124.36	2,605.19	3,519.17
200. EYELON CORPORATION	03/22/2010	05/14/2013	7,021.84	8,886.00	-1,864.16
50. FRANKLIN RESOURCES INC.	07/24/2008	05/14/2013	8,343.31	5,085.34	3,257.97
650. H J HEINZ CO.	05/14/2009	05/14/2013	47,052.44	23,094.50	23,957.94
200. HOME DEPOT INC.	08/25/2011	05/14/2013	15,461.15	6,902.00	8,559.15
200. INTEL CORP	07/06/1993	05/14/2013	4,771.89	665.62	4,106.27
25. INTERNATIONAL BUSINESS MACHINES CORP.	02/19/2003	05/14/2013	5,078.63	1,978.50	3,100.13
400. MICROSOFT CORP.	02/19/2003	05/14/2013	13,295.70	9,936.00	3,359.70
100. OCCIDENTAL PETROLEUM CORP	05/25/2011	05/14/2013	9,053.79	10,226.00	-1,172.21
50. OMNICO GROUP	11/20/2007	05/14/2013	3,160.42	2,334.00	826.42
100. PARKER-HANNIFIN CORP.	08/25/2011	05/14/2013	9,668.78	6,771.00	2,897.78
100. PEPSCO INC.	08/21/2002	05/14/2013	8,334.81	4,406.00	3,928.81
Totals					

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Schedule D Detail of Long-term Capital Gains and Losses

26.

HOLDINGS LIST

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
■ Cash										
CASH	-			1.00	36.30	1.00	36.30	-	-	0.0%
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DTD 1/1/1988	126,438.00	GTCXX		1.00	126,438.00	1.00	126,438.00	-	0.13	0.0%
Cash Total					126,474.30		126,474.30	-	0.13	0.0%
■ Fixed Income										
Taxable										
BERKSHIRE HATHAWAY FINANCE DTD 1/1/2005 4.85% 1/1/2015	25,000.00	084664AT8	Aa2	101.26	25,314.75	105.82	26,454.50	1,139.75	1,212.50	4.6%
GLENMEDE FUND INC-CORE FIXED INCOME PORT	60,602.84	GTCGX		11.49	694,441.71	11.07	670,873.41	(23,568.30)	18,786.88	2.8% +
Taxable Total					721,756.46		697,327.91	(24,428.65)	19,999.38	2.9%
High Yield										
BLACKROCK FLOATING RATE INCOME DTD 10/1/2012	6,756.03	BFRIX		10.38	70,127.71	10.43	70,465.39	337.68	2,824.00	4.0% +
TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012	6,369.56	TIHYX		9.64	61,406.62	10.16	64,714.71	3,308.09	3,802.63	5.9% +
High Yield Total					131,534.33		135,180.10	3,645.77	6,626.63	4.9%
International										
LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009	6,352.20	GOBSX		10.49	66,608.89	10.68	67,841.49	1,232.60	2,458.03	3.6% +
TEMPLETON GLOBAL BOND FD-AD	4,802.42	TGBAX		12.66	60,788.22	12.63	60,654.54	(133.68)	3,496.16	5.8% +
International Total					127,397.11		128,496.03	1,098.92	5,954.19	4.6%
Fixed Income Total					980,687.90		981,004.04	(19,683.86)	32,580.20	3.4%

27.



Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equity										
Large Cap										
Consumer Discretionary										
BED BATH & BEYOND INC	350.00	BBBY		62.47	21,865.50	73.74	25,809.00	3,943.50	-	0.0% +
HOME DEPOT INC.	300.00	HD		33.52	10,056.00	74.49	22,347.00	12,291.00	468.00	2.1%
OMNICOM GROUP	350.00	OMC		41.72	14,601.99	60.65	21,227.50	6,625.51	560.00	2.6% +
TJX COS INC	500.00	TJX		13.44	6,720.00	52.72	26,360.00	19,640.00	290.00	1.1%
YUM BRANDS INC	300.00	YUM		25.12	7,534.50	70.02	21,006.00	13,471.50	402.00	1.9%
Consumer Staples										
COLGATE PALMOLIVE CO.	600.00	CL		26.05	15,631.17	57.77	34,662.00	19,030.83	816.00	2.4%
PEPSICO INC.	400.00	PEP		42.18	16,872.00	79.73	31,892.00	15,020.00	908.00	2.8% +
PROCTER & GAMBLE CO	450.00	PG		42.52	19,134.50	77.89	35,050.50	15,916.00	1,082.70	3.1% +
Energy										
CHEVRON CORP	250.00	CVX		16.96	4,240.62	120.43	30,107.50	25,866.88	1,000.00	3.3%
EXXON MOBIL CORPORATION	250.00	XOM		12.19	3,046.52	87.16	21,790.00	18,743.48	630.00	2.9% +
NATIONAL OILWELL VARCO INC	250.00	NOV		66.20	16,550.00	74.30	18,575.00	2,025.00	260.00	1.4%
SCHLUMBERGER LTD.	300.00	SIB		55.55	16,665.21	80.94	24,282.00	7,616.79	375.00	1.5%
Financials										
AMERICAN EXPRESS CO.	400.00	AXP		38.12	15,247.20	71.91	28,764.00	13,516.80	368.00	1.3%
BLACKROCK INC	100.00	BLK		194.29	19,429.33	260.32	26,032.00	6,602.67	672.00	2.6%
FRANKLIN RESOURCES INC.	525.00	BEN		33.90	17,798.67	46.16	24,234.00	6,435.33	203.18	0.8%
US BANCORP	800.00	USB		17.88	14,304.00	36.13	28,904.00	14,600.00	736.00	2.5%
WELLS FARGO CO	900.00	WFC		33.41	30,072.00	41.08	36,972.00	6,900.00	1,080.00	2.9% +

08/01/2013 - 08/31/2013

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Health Care										
ABBOTT LABORATORIES	600.00	ABT		22.04	13,221.07	33.33	19,998.00	6,776.93	336.00	1.7% +
ABBVIE INC COM	600.00	ABBV		23.90	14,337.13	42.61	25,566.00	11,228.87	960.00	3.8% +
BAXTER INTL INC	500.00	BAX		50.09	25,043.96	69.56	34,780.00	9,736.04	980.00	2.8% +
JOHNSON & JOHNSON	400.00	JNJ		10.89	4,355.00	86.41	34,564.00	30,209.00	1,056.00	3.1%
MEDTRONIC INC.	600.00	MDT		49.78	29,869.98	51.75	31,050.00	1,180.02	672.00	2.2%
Industrials										
3M CO	250.00	MMM		62.03	15,507.50	113.58	28,395.00	12,887.50	635.00	2.2%
EMERSON ELECTRIC CO.	400.00	EMR		50.73	20,292.00	60.37	24,148.00	3,856.00	656.00	2.7%
PARKER-HANNIFIN CORP.	300.00	PH		73.05	21,916.00	99.95	29,985.00	8,069.00	540.00	1.8% +
UNITED TECHNOLOGIES CORP.	300.00	UTX		30.91	9,271.50	100.10	30,030.00	20,758.50	642.00	2.1%
Information Technology										
APPLE INC.	75.00	AAPL		56.38	4,228.47	487.22	36,541.20	32,312.73	915.00	2.5%
AVAGO TECHNOLOGIES LTD	488.00	AVGO		32.55	15,884.40	38.51	18,792.88	2,908.48	409.92	2.2%
INTEL CORP.	1,300.00	INTC		3.33	4,326.56	21.98	28,574.00	24,247.44	1,170.00	4.1% +
INTERNATIONAL BUSINESS MACHINES CORP.	150.00	IBM		79.14	11,871.00	182.27	27,340.50	15,469.50	570.00	2.1%
MICROSOFT CORP.	1,000.00	MSFT		25.71	25,708.00	33.40	33,400.00	7,692.00	920.00	2.8% +
ORACLE CORP	900.00	ORCL		12.85	11,563.52	31.86	28,674.00	17,110.48	432.00	1.5% +
QUALCOMM CORP.	490.00	QCOM		56.53	27,701.00	66.28	32,477.20	4,776.20	686.00	2.1% +
Materials										
MONSANTO CO	150.00	MON		90.69	13,603.00	97.89	14,683.50	1,080.50	258.00	1.8%
Telecommunication Services										
AT&T INC	500.00	T		27.91	13,955.00	33.83	16,915.00	2,960.00	900.00	5.3%
Utilities										
EXELON CORPORATION	-	EXC		-	-	-	-	-	-	0.0%



Security Name	Quantity	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Mutual Fund									
GLENMEDE FUND INC SECURED OPTIONS	3,558.45	GTSOX	12.21	43,461.85	12.65	45,014.39	1,552.54	-	0.0% +
Separately Managed Accounts⁽¹⁾									
Glenmede Large Cap Equity				980,876.01		1,011,642.92	30,766.91	19,516.26	1.9%
Large Cap Total				1,556,762.16		2,010,586.09	453,823.93	42,105.06	2.1%
Small Cap									
Mutual Fund									
GLENMEDE FUND INC - ADVISOR SMALL CAP	6,175.95	GTC SX	13.18	81,422.71	23.52	145,258.27	63,835.56	870.81	0.6% +
GLENMEDE FUND INC - US EMERGING GROWTH	6,821.28	GTG SX	7.33	50,000.00	9.01	61,459.75	11,459.75	477.49	0.8%
VANGUARD SMALL CAP INDEX FD SIGNAL SHS	2,349.86	VSIX	25.84	60,709.73	41.82	98,271.06	37,561.33	1,522.71	1.5% +
Small Cap Total				192,132.44		304,989.08	112,856.64	2,871.01	0.9%
International									
Mutual Fund									
DUPONT CAPITAL EMG MKTS -I	12,354.39	DCMEX	8.74	108,000.00	8.56	105,753.54	(2,246.46)	1,067.30	1.0% +
ISHARES MSCI ACWI EX US INDX	4,000.00	ACWX	38.65	154,592.00	41.88	167,520.00	12,928.00	4,364.00	2.6%
MATTHEWS PACIFIC TIGER FD - IS	4,517.86	MIPTX	20.40	92,156.18	22.89	103,413.70	11,257.52	912.61	0.9% +
THORNBURG INTL VALUE FD-I	4,187.34	TGVIX	26.27	110,000.00	28.98	121,349.23	11,349.23	1,603.75	1.3% +
TWEEDY BROWNE GLOBAL VALUE FUND	9,684.93	TBGVX	21.93	212,379.31	25.65	248,418.51	36,039.20	3,389.73	1.4% +
International Total				677,127.49		744,464.98	69,327.49	11,337.38	1.5%
Equity Total				2,426,022.09		3,062,030.15	636,008.06	56,313.44	1.8%

3088.78
15 CASH

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Alternative Assets										
Real Estate										
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	10,912.35	DRLX		8.25	90,000.00	7.95	86,753.19	(3,246.81)	5,063.33	5.8% +
Real Estate Total					90,000.00		86,753.19	(3,246.81)	5,063.33	5.8%
Absolute Return										
PIMCO ALL ASSETS AUTH -IS	20,960.78	PAUX		10.93	229,079.33	10.13	212,332.72	(16,746.61)	13,142.41	6.2% +
Absolute Return Total					229,079.33		212,332.72	(16,746.61)	13,142.41	6.2%
Commodities										
UNITED STATES COMMODITY INDEX	2,300.00	USCI		62.55	143,864.00	56.88	130,824.00	(13,040.00)	-	0.0% +
Commodities Total					143,864.00		130,824.00	(13,040.00)	-	0.0%
Alternative Assets Total					450,607.33 → 462,343.33		429,909.91	(33,033.42)	18,205.74	4.2%
Total For 0676-40-4/5					398,379.62 → 398,417.62		4,579,418.40	583,290.78	107,099.51	2.3%
Accrued Income							5,642.36			
Grand Total							\$4,585,060.76			

+ Multiple lots

(1) Holdings in Separately Managed Accounts follow



SEPARATELY MANAGED ACCOUNT HOLDINGS

MANAGER: Glenmede Large Cap Equity

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
CASH										
CASH	-			1.00	0.78	1.00	0.78	-	-	0.0%
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DTD 1/1/1988	3,088.00	GTGX		1.00	3,088.00	1.00	3,088.00	-	-	0.0%
Cash Total					3,088.78		3,088.78	-	-	
SECURITIES										
ACCENTURE PLC	135.00	ACN		80.65	10,887.75	72.25	9,753.75	(1,134.00)	218.70	2.2%
ACTIVISION BLIZZARD INC	725.00	ATVI		14.91	10,809.53	16.32	11,832.00	1,022.47	137.75	1.2%
AGCO CORP	190.00	AGCO		54.80	10,411.29	56.56	10,746.40	335.11	76.00	0.7% +
AKAMAI TECHNOLOGIES	225.00	AKAM		47.86	10,768.75	45.98	10,345.50	(423.25)	-	0.0%
ALLSTATE CORP.	200.00	ALL		50.55	10,109.00	47.92	9,584.00	(525.00)	200.00	2.1%
ALTRIA GROUP INC	298.00	MO		35.68	10,632.34	33.88	10,096.24	(536.10)	572.16	5.7%
AMERICAN ELECTRIC POWER CO. INC.	215.00	AEP		49.41	10,622.76	42.80	9,202.00	(1,420.76)	421.40	4.6%
AMERIPRISE FINANCIAL INC	59.00	AMP		89.94	5,306.48	86.15	5,082.85	(223.63)	122.72	2.4%
AMGEN	75.00	AMGN		106.83	8,011.94	108.94	8,170.50	158.56	141.00	1.7%
AT&T INC	240.00	T		32.96	7,911.34	33.83	8,119.20	207.86	432.00	5.3% +
AUTOMATIC DATA PROCESSING INC.	101.00	ADP		68.87	6,956.22	71.16	7,187.16	230.94	175.74	2.4%
AVERY DENNISON CORP.	184.00	AVY		43.38	7,981.96	42.76	7,867.84	(114.12)	213.44	2.7%
BAKER HUGHES INC.	62.00	BHI		45.71	2,833.75	46.49	2,882.38	48.63	37.20	1.3%
BED BATH & BEYOND INC	150.00	BBBY		65.78	9,867.49	73.74	11,061.00	1,193.51	-	0.0% +
BORG WARNER AUTOMOTIVE	58.00	BWA		88.85	5,153.04	96.58	5,601.64	448.60	58.00	1.0%
CA INC	343.00	CA		31.02	10,639.62	29.25	10,032.75	(606.87)	343.00	3.4%
CAMERON INTERNATIONAL CORP	150.00	CAM		63.21	9,482.00	56.79	8,518.50	(963.50)	-	0.0%

08/01/2013 - 08/31/2013

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
CARDINAL HEALTH INC.	213.00	CAH		46.65	9,936.43	50.28	10,709.64	773.21	257.73	2.4%
CBS CORP CL B	145.00	CBS		50.11	7,266.20	51.10	7,409.50	143.30	69.60	0.9%
CELANESE CORP - SERIES A	216.00	CE		47.59	10,278.88	49.24	10,635.84	356.96	155.52	1.5%
CELGENE CORP	85.00	CELG		127.86	10,867.75	139.98	11,898.30	1,030.55	-	0.0% +
CHEVRON CORP	80.00	CVX		16.96	1,357.00	120.43	9,634.40	8,277.40	320.00	3.3%
CISCO SYSTEMS	410.00	CSCO		21.26	8,718.00	23.31	9,557.10	839.10	278.80	2.9%
CITIGROUP INC	240.00	C		51.04	12,249.79	48.33	11,599.20	(650.59)	9.60	0.1%
COCA-COLA ENTERPRISES	265.00	CCE		39.13	10,370.46	37.40	9,911.00	(459.46)	212.00	2.1%
COGNIZANT TECH SOLUTIONS CRP	145.00	CTSH		63.56	9,216.69	73.30	10,628.50	1,411.81	-	0.0%
COMCAST CORP-CL A	230.00	CMCSA		43.47	9,998.10	42.09	9,680.70	(317.40)	179.40	1.9%
COMERICA INC.	235.00	CMA		39.33	9,243.61	40.84	9,597.40	353.79	159.80	1.7% ²¹
CORNING INC.	349.00	GLW		15.21	5,306.55	14.04	4,899.96	(406.59)	139.60	2.8%
CORRECTIONS CORP OF AMERICA	250.00	CXW		39.03	9,757.05	32.94	8,235.00	(1,522.05)	480.00	5.8%
CVS CORP	180.00	CVS		60.11	10,819.01	58.05	10,449.00	(370.01)	162.00	1.6%
DELPHI AUTOMOTIVE PLC	205.00	DLPH		46.50	9,533.44	55.02	11,279.10	1,745.66	139.40	1.2%
DISCOVER FINANCIAL SERVICES	230.00	DFS		47.05	10,821.71	47.25	10,867.50	45.79	184.00	1.7%
DOUGLAS EMMETT INC	398.00	DEI		26.07	10,375.77	23.10	9,193.80	(1,181.97)	286.56	3.1% +
DOVER CORP.	135.00	DOV		75.94	10,251.90	85.05	11,481.75	1,229.85	202.50	1.8%
EAST WEST BANCORP INC	178.00	EWBC		25.28	4,499.47	29.23	5,202.94	703.47	106.80	2.1%
EBAY INC	310.00	EBAY		56.36	17,473.00	49.99	15,496.90	(1,976.10)	-	0.0%
EDISON INTERNATIONAL	214.00	EIX		49.46	10,583.39	45.89	9,820.46	(762.93)	288.90	2.9%
ELI LILLY & CO.	189.00	LLY		56.16	10,615.07	51.40	9,714.60	(900.47)	370.44	3.8% +
EXXON MOBIL CORPORATION	110.00	XOM		12.19	1,340.47	87.16	9,587.60	8,247.13	277.20	2.9%
FIFTH THIRD BANK	565.00	FITB		18.06	10,205.43	18.29	10,333.85	128.42	271.20	2.6%
FLUOR CORP (NEW)	135.00	FLR		62.12	8,385.98	63.43	8,563.05	177.07	86.40	1.0%
GANNETT CO. INC.	515.00	GCI		21.66	11,155.21	24.09	12,406.35	1,251.14	412.00	3.3%
GILEAD SCIENCES INC.	192.00	GILD		52.70	10,118.75	60.27	11,571.84	1,453.09	-	0.0%



08/01/2013 - 08/31/2013

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
GREAT PLAINS ENERGY INC.	370.00	GXP		24.40	9,026.48	21.92	8,110.40	(916.08)	321.90	4.0%
HALLIBURTON CO.	180.00	HAL		43.88	7,898.40	48.00	8,640.00	741.60	90.00	1.0%
HELMERICH & PAYNE INC.	78.00	HP		67.66	5,277.16	63.04	4,917.12	(360.04)	156.00	3.2%
HENRY JACK & ASSOCIATES INC.	214.00	JKHY		46.95	10,047.89	49.90	10,678.60	630.71	171.20	1.6% +
HOLLYFRONTIER CORP	251.00	HFC		44.79	11,242.00	44.48	11,164.48	(77.52)	301.20	2.7% +
HONEYWELL INTERNATIONAL INC	62.00	HON		82.66	5,125.07	79.57	4,933.34	(191.73)	101.68	2.1%
INGREDION INC	130.00	INGR		71.64	9,313.30	62.94	8,182.20	(1,131.10)	197.60	2.4%
JACOBS ENGINEERING GROUP INC	195.00	JEC		52.32	10,201.62	58.28	11,364.60	1,162.98	-	0.0%
JPMORGAN CHASE & CO	175.00	JPM		50.90	8,908.25	50.53	8,842.75	(65.50)	266.00	3.0%
KIMBERLY CLARK CORP.	95.00	KMB		104.71	9,947.26	93.48	8,880.60	(1,066.66)	307.80	3.5%
KIMCO REALTY CORP	239.00	KIM		24.73	5,910.47	20.03	4,787.17	(1,123.30)	200.76	4.2%
KLA-TENCOR CORPORATION	90.00	KLAC		58.38	5,254.06	55.15	4,963.50	(290.56)	162.00	3.3%
KROGER CO.	271.00	KR		37.89	10,267.65	36.60	9,918.60	(349.05)	162.60	1.6%
LIBERTY PROPERTY TRUST	240.00	LPY		44.48	10,675.61	34.60	8,304.00	(2,371.61)	456.00	5.5%
LINCOLN NATIONAL CORP IND	355.00	LNC		35.42	12,574.10	42.04	14,924.20	2,350.10	170.40	1.1%
LOCKHEED MARTIN CORP.	80.00	LMT		103.54	8,283.20	122.42	9,793.60	1,510.40	368.00	3.8%
LYONDELBASELL INDUSTRIES NV	150.00	LYB		64.61	9,691.50	70.15	10,522.50	831.00	300.00	2.9%
MACY'S INC	160.00	M		48.46	7,753.06	44.43	7,108.80	(644.26)	160.00	2.3%
MANPOWER INC	180.00	MAN		57.12	10,282.00	64.85	11,673.00	1,391.00	165.60	1.4%
MARSH & MCLENNAN COMPANIES INC.	124.00	MMC		41.76	5,178.25	41.23	5,112.52	(65.73)	124.00	2.4%
MARVELL TECHNOLOGY GROUP LTD	915.00	MRVL		11.23	10,275.45	12.11	11,080.65	805.20	219.60	2.0%
MEDTRONIC INC.	95.00	MDT		55.83	5,303.95	51.75	4,916.25	(387.70)	106.40	2.2%
METLIFE INC	240.00	MET		42.88	10,292.21	46.19	11,085.60	793.39	264.00	2.4%
MURPHY OIL CORP.	165.00	MUR		64.02	10,562.95	67.42	11,124.30	561.35	206.25	1.9%
MYLAN LABORATORIES INC.	310.00	MYL		30.35	9,408.50	35.34	10,955.40	1,546.90	-	0.0%
NASDAQ STOCK MARKET INC	360.00	NDAQ		31.06	11,183.18	29.86	10,749.60	(433.58)	187.20	1.7%
NATIONAL OILWELL VARCO INC	140.00	NOV		73.93	10,350.69	74.30	10,402.00	51.31	145.60	1.4% +

08/01/2013 - 08/31/2013

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
NETAPP INC	250.00	NTAP		36.26	9,065.50	41.54	10,385.00	1,319.50	150.00	1.4%
NORTHROP GRUMMAN CORP	135.00	NOC		79.31	10,706.20	92.27	12,456.45	1,750.25	329.40	2.6%
OMNICARE INC	235.00	OCR		45.65	10,728.71	54.37	12,776.95	2,048.24	131.60	1.0%
ORACLE CORP	265.00	ORCL		13.16	3,487.08	31.86	8,442.90	4,955.82	127.20	1.5%
OSHKOSH TRUCK CL B	233.00	OSK		45.48	10,597.30	44.92	10,466.36	(130.94)	-	0.0%
PEABODY ENERGY CORP	310.00	BTU		20.02	6,206.11	17.20	5,332.00	(874.11)	105.40	2.0%
PERKINELMER INC	255.00	PKI		32.51	8,288.78	35.97	9,172.35	883.57	71.40	0.8%
PFIZER INC	345.00	PFE		29.51	10,180.26	28.21	9,732.45	(447.81)	331.20	3.4%
RAYTHEON COMPANY	155.00	RTN		65.69	10,181.51	75.41	11,688.55	1,507.04	341.00	2.9%
RELIANCE STEEL & ALUMINUM	152.00	RS		66.22	10,064.87	66.69	10,136.88	72.01	200.64	2.0% +
REYNOLDS AMERICAN INC	210.00	RAI		49.27	10,347.71	47.63	10,002.30	(345.41)	529.20	5.3%
ROBERT HALF INTL INC	278.00	RHI		38.60	10,731.94	35.27	9,805.06	(926.88)	177.92	1.8%
SKYWORKS SOLUTIONS INC	415.00	SWKS		23.90	9,919.45	25.36	10,524.40	604.95	-	0.0%
SOUTHWEST AIRLINES	795.00	LUV		14.26	11,333.28	12.81	10,183.95	(1,149.33)	127.20	1.2%
ST JUDE MEDICAL INC	182.00	STJ		45.60	8,298.93	50.41	9,174.62	875.69	182.00	2.0% +
STATE STREET CORP	148.00	STT		68.71	10,168.96	66.72	9,874.56	(294.40)	153.92	1.6%
SUNTRUST BANKS INC.	300.00	STI		31.10	9,330.42	32.02	9,606.00	275.58	120.00	1.2%
SUPERIOR ENERGY SERVICES INC	315.00	SPN		28.16	8,869.99	24.56	7,736.40	(1,133.59)	-	0.0%
SYMANTEC CORP	520.00	SYMC		24.56	12,773.59	25.61	13,317.20	543.61	312.00	2.3%
SYSCO CORP	151.00	SYT		34.85	5,261.66	32.02	4,835.02	(426.64)	169.12	3.5%
TE CONNECTIVITY LTD	177.00	TEL		45.54	8,060.55	49.00	8,673.00	612.45	177.00	2.0%
TESORO PETE CORP.	255.00	TSO		57.40	14,637.64	46.09	11,752.95	(2,884.69)	255.00	2.2%
THE GAP INC.	280.00	GPS		40.82	11,429.63	40.44	11,323.20	(106.43)	224.00	2.0%
THERMO FISHER SCIENTIFIC INC	140.00	TMO		85.93	12,029.79	88.83	12,436.20	406.41	84.00	0.7%
TIME WARNER INC	83.00	TWX		61.84	5,132.67	60.53	5,023.99	(108.68)	95.45	1.9%
TJX COS INC	90.00	TJX		13.44	1,209.60	52.72	4,744.80	3,535.20	52.20	1.1%
TRW AUTOMOTIVE HOLDINGS CORP	175.00	TRW		62.27	10,898.00	69.07	12,087.25	1,189.25	-	0.0%



Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
UNITED THERAPEUTICS CORP	149.00	UTHR		67.35	10,035.51	70.91	10,565.59	530.08	-	0.0% +
URS CORP	135.00	URS		47.01	6,346.70	49.52	6,685.20	338.50	113.40	1.7%
VALERO ENERGY CORP	355.00	VLO		39.63	14,067.55	35.53	12,613.15	(1,454.40)	319.50	2.5%
WADDELL & REED FINANCIAL - A	216.00	WDR		46.67	10,081.67	47.62	10,285.92	204.25	241.92	2.4%
WELLS FARGO CO	121.00	WFC		43.24	5,232.35	41.08	4,970.68	(261.67)	145.20	2.9%
WESTERN DIGITAL CORP.	165.00	WDC		66.40	10,956.38	62.00	10,230.00	(726.38)	165.00	1.6%
WYNDHAM WORLDWIDE CORP	155.00	WYN		62.62	9,706.72	59.36	9,200.80	(505.92)	179.80	2.0%
XEROX CORP.	920.00	XRX		8.98	8,257.37	9.98	9,181.60	924.23	211.60	2.3%
XL GROUP PLC F	269.00	XL		31.24	8,402.22	29.56	7,951.64	(450.58)	150.64	1.9%
ZIONS BANCORP	200.00	ZION		26.98	5,396.00	27.97	5,594.00	198.00	32.00	0.6%
Securities Total					977,787.23		1,008,554.14	30,766.91	19,516.26	

Glenmede Large Cap Equity Total

\$980,876.01

\$1,011,442.92

\$30,766.91

\$19,516.26

+ Multiple lots