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 10/1/2012 **, and ending** 9/30/2013

Name of foundation: ANN & ROBERT BENSON FOUNDATION INC

A Employer identification number: 22-3696348

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1501, NJ2-130-03-31 | Room/suite:

B Telephone number (see instructions): 609-274-6834

City or town, state, and ZIP code: PENNINGTON NJ 08534-1501

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)* ▶ $ 570,954

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))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	9,941	9,914		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	30,216			
	b Gross sales price for all assets on line 6a 244,521				
	7 Capital gain net income (from Part IV, line 2)		30,216		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a 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	40,157	40,130	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			1,500
	c Other professional fees (attach schedule)	3,928	2,357		1,571
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	660	25		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,088	2,382	0	3,071
	25 Contributions, gifts, grants paid	18,000			18,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	24,088	2,382	0	21,071
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	16,069			
	b **Net investment income** (if negative, enter -0-)		37,748		
	c **Adjusted net income** (if negative, enter -0-)			0	

RECEIVED
342
JAN 31 2014
IRS-OSC
OGDEN, UT

SCANNED FEB 26 2014

8

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	649	101	101
	2 Savings and temporary cash investments	14,292	20,431	20,431
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	420,924	431,267	550,422
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	435,865	451,799	570,954
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 ▶ ☐ 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	435,865	451,799	
	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)	435,865	451,799	
	31 Total liabilities and net assets/fund balances (see instructions)	435,865	451,799	

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	435,865
2	Enter amount from Part I, line 27a	2	16,069
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	451,934
5	Decreases not included in line 2 (itemize) ▶ Cost Basis Adjustment	5	135
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	451,799

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 Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

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	30,216
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	0

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	18,004	470,771	0 038244
2010	29,242	468,278	0 062446
2009	20,353	427,512	0 047608
2008	31,855	402,265	0 079189
2007	30,448	586,188	0 051942

2 **Total** of line 1, column (d)	2	0 279429
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 055886
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	528,849
5 Multiply line 4 by line 3	5	29,555
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	377
7 Add lines 5 and 6	7	29,932
8 Enter qualifying distributions from Part XII, line 4	8	21,071

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)

1 a	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	755
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	755
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	755
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 653		
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	653
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	102
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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
4 a	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?	4b	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NJ			
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)*

			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 ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A. Telephone no ▶ 609-274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

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 |

			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.

				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)?		1b	N/A	
	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)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? **5b** N/A

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** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** N/A

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
Ann Benson 304 Berkshire Avenue New Milford, NJ 07646 0	President 2 00	0		
Ryan D Benson 304 Berkshire Avenue New Milford, NJ 07646	Vice President 2 00	0		
Samantha A Benson 304 Berkshire Avenue New Milford, NJ 07646	Secretary 2 00	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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	515,142
b	Average of monthly cash balances	1b	21,761
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	536,903
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	536,903
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	8,054
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	528,849
6	**Minimum investment return.** Enter 5% of line 5	6	26,442

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	26,442
2a	Tax on investment income for 2012 from Part VI, line 5	2a	755		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	755
3	Distributable amount before adjustments Subtract line 2c from line 1			3	25,687
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	25,687
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	25,687

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	21,071
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	21,071
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	21,071

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				25,687
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			16,330	
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				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 21,071				
a	Applied to 2011, but not more than line 2a			16,330	
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				4,741
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))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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				
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			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				20,946
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				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

Robert D Benson

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

None

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 Attached Statement				
Total . . . . ▶ 3a				18,000
b *Approved for future payment*				
NONE				
Total . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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					
4 Dividends and interest from securities			14	9,941	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	30,216	
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		40,157	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 40,157

(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)
	Not Applicable

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
		Not Applicable	

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

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

Robert N Benson 1/16/2013 Trustee / Registered Agent

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN		1/3/2014		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.73	0 73		.73		
BIF MONEY FUND	15,705.00	15,705.00	1 0000	15,705.00		
TOTAL		15,705.73		15,705.73		

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
† AETNA INC NEW	AET	09/18/13	25	66 7956	1,669.89	64.0200	1,600.50	(69.39)	20	1.24
		09/19/13	46	66.8397	3,074.63	64.0200	2,944.92	(129.71)	37	1.24
		09/20/13	29	65.1831	1,890.31	64.0200	1,856.58	(33.73)	24	1.24
Subtotal			*100*		*6,634.83*		*6,402.00*	*(232.83)*	*81*	*1.24*
AGILENT TECHNOLOGIES INC	A	08/27/12	61	37.5954	2,293.32	51.2500	3,126.25	832.93	30	.93
		08/28/12	37	37.1962	1,376.26	51 2500	1,896.25	519.99	18	.93
		08/29/12	37	37.2248	1,377.32	51.2500	1,896.25	518.93	18	.93
		08/30/12	9	37.1188	334.07	51.2500	461.25	127.18	5	.93
Subtotal			*144*		*5,380.97*		*7,380.00*	*1,999.03*	*71*	*.93*
AMERICAN INTERNATIONAL GROUP INC	AIG	09/17/12	68	34.8089	2,367.01	48.6300	3,306.84	939.83	28	.82
		09/18/12	68	34.5101	2,346.69	48.6300	3,306.84	960.15	28	82
		09/19/12	17	34.5017	586.53	48.6300	826.71	240.18	7	.82
		09/20/12	17	33.8294	575.10	48 6300	826.71	251.61	7	.82
		09/21/12	25	33.7440	843.60	48.6300	1,215.75	372.15	10	.82
		09/24/12	9	33 8611	304.75	48.6300	437.67	132.92	4	.82
Subtotal			*204*		*7,023.68*		*9,920.52*	*2,896.84*	*84*	*.82*
AMGEN INC COM PV $0.0001	AMGN	10/18/10	40	57.1557	2,286.23	111.9250	4,477.00	2,190.77	76	1.67
		10/19/10	15	57.5960	863.94	111.9250	1,678.88	814.94	29	1.67
		07/08/13	28	98.3639	2,754.19	111.9250	3,133.90	379.71	53	1.67
Subtotal			*83*		*5,904.36*		*9,289.78*	*3,385.42*	*158*	*1.67*

+

Merrill Lynch Wealth Management
Bank of America Corporation

ANN & ROBERT BENSON FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
↓ APPLE INC	AAPL	06/04/12	5	557.1440	2,785.72	476.7500	2,383.75	(401 97)	61	2.55
		06/25/12	5	573.0040	2,865.02	476.7500	2,383.75	(481.27)	61	2.55
		06/26/12	5	570 9180	2,854 59	476.7500	2,383.75	(470.84)	61	2.55
		06/27/12	5	574.7280	2,873 64	476.7500	2,383.75	(489.89)	61	2.55
		06/28/12	4	568.6850	2,274 74	476.7500	1,907.00	(367.74)	49	2.55
		06/29/12	5	580.3100	2,901 55	476.7500	2,383.75	(517.80)	61	2.55
Subtotal			*29*		*16,555.26*		*13,825.75*	*(2,729.51)*	*354*	*2.55*
APPLIED MATERIAL INC	AMAT	05/23/13	125	14.6130	1,826 63	17.5310	2,191.38	364.75	50	2.28
		05/24/13	136	14.5586	1,979.98	17.5310	2,384.22	404.24	55	2.28
		05/28/13	136	14.8977	2,026.09	17.5310	2,384.22	358.13	55	2.28
		05/29/13	22	14.8340	326.35	17.5310	385.68	59.33	9	2.28
Subtotal			*419*		*6,159.05*		*7,345.50*	*1,186.45*	*169*	*2.28*
BIOGEN IDEC INC	BIIB	06/11/13	25	222.1820	5,554.55	240.7600	6,019.00	464.45		
BORG WARNER INC COM	BWA	08/08/13	19	95.9336	1,822.74	101.3900	1,926.41	103.67	19	.98
		08/09/13	23	96.7095	2,224.32	101.3900	2,331.97	107.65	23	.98
		08/12/13	20	97.3235	1,946.47	101.3900	2,027.80	81.33	20	.98
Subtotal			*62*		*5,993.53*		*6,286.18*	*292.65*	*62*	*.98*
CHEVRON CORP	CVX	08/30/04	59	48 0035	2,832.21	121.5000	7,168.50	4,336.29	236	3.29
		10/04/05	19	63.6000	1,208 40	121.5000	2,308.50	1,100.10	76	3.29
		02/05/07	45	73.9211	3,326.45	121.5000	5,467.50	2,141.05	180	3.29
		07/06/07	5	87.8700	439.35	121.5000	607.50	168.15	20	3.29
		07/08/08	10	95.8000	958.00	121.5000	1,215.00	257.00	40	3.29
Subtotal			*138*		*8,764.41*		*16,767.00*	*8,002.59*	*552*	*3.29*
CHUBB CORP	CB	02/27/08	8	54.5087	436.07	89.2600	714.08	278.01	15	1.97
		01/12/09	87	45.0895	3,922.79	89.2600	7,765.62	3,842.83	154	1.97
		03/26/12	42	68.5597	2,879.51	89.2600	3,748.92	869.41	74	1.97
Subtotal			*137*		*7,238.37*		*12,228.62*	*4,990.25*	*243*	*1.97*

+

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
CISCO SYSTEMS INC COM	CSCO	08/08/13	306	26.2985	8,047.37	23.4310	7,169.89	(877.48)	209	2.90
CITIGROUP INC COM NEW	C	06/12/12	143	27.3786	3,915.15	48.5100	6,936.93	3,021.78	6	.08
		06/13/12	32	27.8062	889.80	48 5100	1,552.32	662 52	2	.08
		06/14/12	31	27.8296	862.72	48.5100	1,503.81	641.09	2	.08
		06/15/12	31	27.8822	864.35	48.5100	1,503.81	639.46	2	.08
		06/18/12	18	27.8466	501.24	48.5100	873.18	371.94	1	.08
		10/31/12	112	37.2394	4,170.82	48.5100	5,433.12	1,262.30	5	.08
Subtotal			***367***		***11,204.08***		***17,803.17***	***6,599.09***	***18***	***.08***
COCA COLA COM	KO	09/10/12	34	37.7891	1,284.83	37.8800	1,287.92	3.09	39	2.95
		09/11/12	39	37.7876	1,473.72	37.8800	1,477.32	3.60	44	2.95
		09/12/12	39	37.7107	1,470.72	37.8800	1,477.32	6 60	44	2.95
		09/13/12	34	38.1705	1,297.80	37.8800	1,287.92	(9.88)	39	2.95
Subtotal			***146***		***5,527.07***		***5,530.48***	***3.41***	***166***	***2.95***
COMCAST CORP NEW CL A	CMCSA	09/24/12	188	36.4789	6,858 04	45.1150	8,481.62	1,623.58	147	1.72
		10/04/12	178	36.5570	6,507.16	45.1150	8,030.47	1,523.31	139	1.72
		10/05/12	8	36.7887	294.31	45.1150	360.92	66.61	7	1.72
Subtotal			***374***		***13,659.51***		***16,873.01***	***3,213.50***	***293***	***1.72***
CVS CAREMARK CORP	CVS	07/09/12	40	47.2807	1,891.23	56.7500	2,270.00	378.77	36	1.58
		07/10/12	48	47.2597	2,268.47	56.7500	2,724.00	455.53	44	1.58
		07/11/12	31	46 9251	1,454.68	56.7500	1,759.25	304.57	28	1.58
		07/12/12	23	47.5173	1,092.90	56.7500	1,305.25	212.35	21	1.58
		07/13/12	21	48.0461	1,008.97	56.7500	1,191.75	182.78	19	1.58
		07/16/12	23	48.0352	1,104.81	56.7500	1,305.25	200.44	21	1.58
		07/21/12	4	48.9975	195.99✦	56.7500	227.00	31.01	4	1.58
		09/24/12	60	48 1146	2,886.88	56.7500	3,405.00	518.12	54	1.58
Subtotal			***250***		***11,903.93***		***14,187.50***	***2,283.57***	***227***	***1.58***

+

Merrill Lynch
Wealth Management
Bank of America Corporation

ANN & ROBERT BENSON FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
DISCOVER FINL SVCS	DFS	05/23/11	98	24.5658	2,407.45	50.5400	4,952.92	2,545.47	79	1.58
		05/24/11	36	23.9227	861.22	50.5400	1,819.44	958.22	29	1.58
		05/06/13	62	46.2493	2,867.46	50.5400	3,133.48	266.02	50	1.58
Subtotal			***196***		***6,136.13***		***9,905.84***	***3,769.71***	***158***	***1.58***
DISNEY (WALT) CO COM STK	DIS	12/11/12	74	49.7850	3,684 09	64.4900	4,772.26	1,088.17	56	1.16
		12/12/12	54	49.8137	2,689.94	64.4900	3,482 46	792 52	41	1.16
		12/13/12	33	49.3148	1,627.39	64.4900	2,128.17	500.78	25	1.16
Subtotal			***161***		***8,001.42***		***10,382.89***	***2,381.47***	***122***	***1.16***
DOVER CORP	DOV	05/14/08	6	54.1316	324.79	89.8300	538.98	214.19	9	1.66
		05/27/08	35	52.2751	1,829 63	89.8300	3,144.05	1,314.42	53	1 66
		05/28/08	40	53.3367	2,133.47	89.8300	3,593.20	1,459.73	60	1.66
Subtotal			***81***		***4,287.89***		***7,276.23***	***2,988.34***	***122***	***1.66***
DR PEPPER SNAPPLE GROUP	DPS	07/14/10	11	39.3672	433.04	44.8200	493.02	59.98	17	3.39
INC		07/19/10	36	38.8355	1,398 08	44.8200	1,613.52	215.44	55	3.39
		07/20/10	19	39.3631	747.90	44.8200	851.58	103.68	29	3.39
		07/26/10	57	40.1233	2,287.03	44 8200	2,554.74	267.71	87	3.39
Subtotal			***123***		***4,866.05***		***5,512.86***	***646.81***	***188***	***3.39***
E M C CORPORATION MASS	EMC	10/31/12	70	24.4534	1,711.74	25.5600	1,789.20	77.46	28	1.56
		11/01/12	164	25.1340	4,121.98	25.5600	4,191.84	69.86	66	1.56
		11/02/12	34	25.0902	853.07	25.5600	869.04	15.97	14	1.56
		08/08/13	105	27.0839	2,843.81	25.5600	2,683.80	(160.01)	42	1.56
Subtotal			***373***		***9,530.60***		***9,533.88***	***3.28***	***150***	***1.56***
EXXON MOBIL CORP COM	XOM	07/08/08	17	85 3800	1,451.46	86.0400	1,462.68	11.22	43	2.92
		07/09/12	43	83.5395	3,592.20	86.0400	3,699.72	107.52	109	2.92
		07/10/12	44	83.5729	3,677.21	86.0400	3,785.76	108.55	111	2.92
		07/11/12	9	84.0255	756.23	86.0400	774.36	18.13	23	2.92
		07/12/12	6	84 0116	504.07	86.0400	516.24	12.17	16	2.92

+

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
EXXON MOBIL CORP COM	XOM	07/13/12	5	85.2100	426.05	86.0400	430.20	4.15	13	2.92
		07/16/12	4	85.0800	340.32	86.0400	344.16	3.84	11	2 92
		07/17/12	10	85.2720	852.72	86 0400	860.40	7.68	26	2.92
Subtotal			***138***		***11,600.26***		***11,873.52***	***273.26***	***352***	***2.92***
GOLDMAN SACHS GROUP INC	GS	09/24/12	10	116.6030	1,166 03	158.2100	1,582.10	416.07	20	1.26
		09/25/12	39	116.0187	4,524.73	158.2100	6,170 19	1,645.46	78	1.26
		12/11/12	12	118.9933	1,427.92	158.2100	1,898.52	470.60	24	1.26
		12/12/12	4	119.2225	476 89	158.2100	632 84	155.95	8	1.26
		12/13/12	4	118.7700	475.08	158.2100	632.84	157.76	8	1.26
		12/17/12	12	122.3458	1,468.15	158.2100	1,898.52	430.37	24	1.26
		12/18/12	7	126.7714	887.40	158.2100	1,107.47	220.07	14	1.26
Subtotal			***88***		***10,426.20***		***13,922.48***	***3,496.28***	***176***	***1.26***
GOOGLE INC CL A	GOOG	06/25/12	2	560.8350	1,121.67	875.9100	1,751.82	630.15		
		06/26/12	4	563.9800	2,255.92	875.9100	3,503 64	1,247.72		
		06/27/12	3	570.8600	1,712.58	875.9100	2,627.73	915.15		
		06/28/12	3	561.3566	1,684.07	875.9100	2,627.73	943.66		
		06/29/12	4	577.1425	2,308.57	875.9100	3,503.64	1,195.07		
		08/28/12	3	674.8766	2,024.63	875.9100	2,627.73	603.10		
		12/17/12	4	716.0600	2,864.24	875.9100	3,503.64	639.40		
Subtotal			***23***		***13,971.68***		***20,145.93***	***6,174.25***		
HALLIBURTON COMPANY	HAL	08/08/13	153	46.1211	7,056.54	48.1500	7,366.95	310.41	77	1.03
INGERSOLL-RAND PLC	IR	11/13/12	50	46.1140	2,305.70	64.9400	3,247.00	941.30	42	1 29
		11/14/12	55	45.6647	2,511.56	64.9400	3,571.70	1,060.14	47	1.29
		11/15/12	54	45.2987	2,446.13	64.9400	3,506.76	1,060.63	46	1.29
Subtotal			***159***		***7,263.39***		***10,325.46***	***3,062.07***	***135***	***1.29***

+

Merrill Lynch
Wealth Management
Bank of America Corporation

ANN & ROBERT BENSON FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
↓ INTL PAPER CO	IP	10/22/12	99	37.5008	3,712.58	44 8000	4,435.20	722.62	139	3.12
		10/23/12	28	36.9510	1,034.63	44.8000	1,254.40	219 77	40	3.12
		10/24/12	16	36.6381	586.21	44 8000	716.80	130 59	23	3.12
		12/17/12	63	38.0866	2,399.46	44.8000	2,822.40	422.94	89	3.12
		01/14/13	53	40.6128	2,152.48	44.8000	2,374 40	221.92	75	3.12
Subtotal			***259***		***9,885.36***		***11,603.20***	***1,717.84***	***366***	***3.12***
JPMORGAN CHASE & CO	JPM	06/08/12	14	33.2750	465.85	51.6900	723.66	257.81	22	2.94
		06/11/12	23	33.4100	768.43	51.6900	1,188.87	420.44	35	2.94
		06/12/12	23	33.3200	766.36	51.6900	1,188.87	422.51	35	2.94
		06/13/12	14	34.3728	481.22	51.6900	723.66	242.44	22	2.94
		06/13/12	28	34.3725	962 43	51.6900	1,447.32	484.89	43	2.94
		06/14/12	71	34.4471	2,445.75	51.6900	3,669.99	1,224.24	108	2.94
		06/15/12	44	34.9079	1,535.95	51.6900	2,274.36	738.41	67	2.94
		06/25/12	7	35.1671	246.17	51 6900	361.83	115.66	11	2.94
		06/26/12	8	35.8412	286.73	51.6900	413.52	126.79	13	2.94
		06/27/12	7	36.3914	254 74	51 6900	361.83	107.09	11	2.94
		06/28/12	7	35.4628	248.24	51.6900	361.83	113.59	11	2.94
		06/29/12	7	35.9714	251.80	51.6900	361.83	110.03	11	2.94
		12/17/12	59	43.3355	2,556.80	51.6900	3,049.71	492.91	90	2.94
Subtotal			***312***		***11,270.47***		***16,127.28***	***4,856.81***	***479***	***2.94***
LOWE'S COMPANIES INC	LOW	04/29/13	75	38.2772	2,870.79	47.6100	3,570.75	699.96	54	1.51
		04/30/13	112	38.4925	4,311.17	47.6100	5,332.32	1,021.15	81	1.51
		06/21/13	120	39.3805	4,725.67	47.6100	5,713 20	987.53	87	1.51
Subtotal			***307***		***11,907.63***		***14,616.27***	***2,708.64***	***222***	***1.51***
MARATHON OIL CORP	MRO	02/20/13	37	35.1532	1,300.67	34.8800	1,290 56	(10.11)	29	2.17
		02/21/13	24	34.2950	823.08	34.8800	837.12	14.04	19	2.17
		02/22/13	111	34.5360	3,833.50	34.8800	3,871.68	38.18	85	2.17
Subtotal			***172***		***5,957.25***		***5,999.36***	***42.11***	***133***	***2.17***

+

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
MASTERCARD INC	MA	12/11/12	9	482.0955	4,338 86	672.7800	6,055.02	1,716.16	22	.35
		12/12/12	4	484.6325	1,938.53	672.7800	2,691.12	752.59	10	.35
		12/13/12	5	484.5100	2,422.55	672.7800	3,363 90	941.35	12	.35
		12/17/12	2	486 0600	972.12	672.7800	1,345.56	373 44	5	35
		12/18/12	3	492.2166	1,476.65	672.7800	2,018.34	541.69	8	.35
Subtotal			***23***		***11,148.71***		***15,473.94***	***4,325.23***	***57***	***.35***
MCKESSON CORPORATION COM	MCK	01/04/06	19	53 5773	1,017 97	128.3000	2,437.70	1,419.73	19	.74
		07/06/07	5	59.6600	298.30	128.3000	641.50	343.20	5	.74
		03/09/09	42	39.0111	1,638.47	128.3000	5,388.60	3,750.13	41	.74
		03/12/12	14	86 5092	1,211.13	128.3000	1,796.20	585.07	14	.74
		03/13/12	16	86.5225	1,384.36	128.3000	2,052.80	668.44	16	74
		03/14/12	3	87.0966	261.29	128.3000	384 90	123.61	3	.74
Subtotal			***99***		***5,811.52***		***12,701.70***	***6,890.18***	***98***	***.74***
MEDTRONIC INC COM	MDT	08/05/13	46	55.3078	2,544.16	53.2500	2,449.50	(94.66)	52	2.10
		08/05/13	6	57.1933	343.16✦	53.2500	319.50	(23.66)	7	2.10
		08/06/13	46	55.3026	2,543.92	53.2500	2,449.50	(94.42)	52	2.10
		08/08/13	22	55.5822	1,222.81	53.2500	1,171.50	(51.31)	25	2.10
Subtotal			***120***		***6,654.05***		***6,390.00***	***(264.05)***	***136***	***2.10***
MERCK AND CO INC SHS	MRK	06/25/12	35	39.8751	1,395.63	47.6090	1,666.32	270.69	61	3.61
		06/26/12	47	40 0323	1,881.52	47.6090	2,237.62	356.10	81	3.61
		06/27/12	44	40 6404	1,788.18	47.6090	2,094.80	306.62	76	3.61
		06/28/12	45	40.4333	1,819.50	47.6090	2,142.41	322.91	78	3.61
		06/29/12	48	41.4877	1,991.41	47.6090	2,285.23	293 82	83	3.61
		09/24/12	56	45.1142	2,526.40	47.6090	2,666.10	139.70	97	3.61
		01/14/13	66	43.3845	2,863.38	47.6090	3,142 19	278.81	114	3.61
Subtotal			***341***		***14,266.02***		***16,234.67***	***1,968.65***	***590***	***3.61***

+

Merrill Lynch
Wealth Management
Bank of America Corporation

~~ANN & ROBERT BENSON FDN~~

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) *Description*	*Symbol*	*Acquired*	*Quantity*	*Unit Cost Basis*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Annual Income*	*Current Yield%*
MICROSOFT CORP	MSFT	11/09/09	8	28.8650	230.92	33.2800	266.24	35 32	9	3.36
		11/16/09	116	29.6860	3,443.58	33 2800	3,860 48	416.90	130	3.36
		11/17/09	20	29.9140	598.28	33.2800	665.60	67.32	23	3.36
		12/29/09	45	31.4477	1,415.15	33 2800	1,497.60	82.45	51	3.36
		12/30/09	25	31 0744	776.86	33.2800	832.00	55.14	28	3 36
		12/31/09	26	30.7884	800.50	33.2800	865.28	64.78	30	3.36
		01/04/10	21	31 0419	651.88	33.2800	698.88	47.00	24	3.36
		01/11/10	86	30.4077	2,615.07	33.2800	2,862.08	247.01	97	3.36
		03/12/12	44	32.1190	1,413.24	33.2800	1,464.32	51.08	50	3.36
		03/13/12	54	32.4675	1,753.25	33.2800	1,797.12	43.87	61	3.36
		03/14/12	9	32 7722	294.95	33.2800	299.52	4.57	11	3.36
Subtotal			***454***		***13,993.68***		***15,109.12***	***1,115.44***	***514***	***3.36***
NETAPP INC	NTAP	08/08/13	84	42.3894	3,560.71	42.6200	3,580.08	19.37	51	1.40
		08/08/13	7	43.2842	302.99✦	42.6200	298.34	(4.65)	5	1.40
		08/09/13	55	42.7130	2,349.22	42.6200	2,344.10	(5.12)	33	1.40
Subtotal			***146***		***6,212.92***		***6,222.52***	***9.60***	***89***	***1.40***
ORACLE CORP $0.01 DEL	ORCL	10/31/12	85	31.1304	2,646.09	33.1700	2,819.45	173.36	41	1.44
		11/01/12	175	31.4294	5,500.16	33.1700	5,804.75	304.59	84	1.44
		11/02/12	36	31.5013	1,134.05	33.1700	1,194.12	60.07	18	1.44
Subtotal			***296***		***9,280.30***		***9,818.32***	***538.02***	***143***	***1.44***
PACKAGING CORP AMERICA	PKG	02/20/13	25	39.8296	995.74	57.0900	1,427.25	431.51	40	2.80
		02/21/13	18	40.9066	736.32	57.0900	1,027.62	291.30	29	2 80
		02/22/13	25	41.8132	1,045.33	57.0900	1,427.25	381.92	40	2.80
		02/25/13	25	41.7388	1,043.47	57.0900	1,427.25	383.78	40	2.80
		02/26/13	24	41.6120	998.69	57.0900	1,370.16	371.47	39	2.80
		02/27/13	12	41.8800	502.56	57.0900	685 08	182.52	20	2.80
Subtotal			***129***		***5,322.11***		***7,364.61***	***2,042.50***	***208***	***2.80***

+

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
PFIZER INC	PFE	08/13/12	82	23 7830	1,950.21	28 7250	2,355.45	405.24	79	3.34
		08/14/12	92	24.0572	2,213.27	28.7250	2,642.70	429.43	89	3.34
		08/15/12	92	24.1329	2,220 23	28.7250	2,642.70	422.47	89	3.34
		08/16/12	93	24.0400	2,235.72	28.7250	2,671.43	435.71	90	3.34
		08/17/12	93	23.8630	2,219.26	28.7250	2,671.43	452.17	90	3 34
		09/24/12	95	24.7837	2,354.46	28.7250	2,728 88	374.42	92	3.34
Subtotal			***547***		***13,193.15***		***15,712.59***	***2,519.44***	***529***	***3.34***
PHILIP MORRIS INTL INC	PM	10/17/11	104	67.4468	7,014.47	86.5900	9,005 36	1,990.89	392	4.34
		01/03/12	27	79.3211	2,141.67	86.5900	2,337.93	196.26	102	4.34
		01/04/12	11	78.2218	860.44	86.5900	952.49	92 05	42	4.34
		03/12/12	12	84.9566	1,019.48	86.5900	1,039.08	19.60	46	4.34
		03/13/12	15	85.2366	1,278.55	86.5900	1,298.85	20.30	57	4.34
		03/14/12	3	85.4466	256.34	86.5900	259.77	3.43	12	4.34
Subtotal			***172***		***12,570.95***		***14,893.48***	***2,322.53***	***651***	***4.34***
RAYTHEON CO DELAWARE NEW	RTN	05/03/06	6	46.0700	276.42	77.0700	462.42	186 00	14	2.85
		05/04/06	25	46.1396	1,153.49	77.0700	1,926.75	773.26	55	2.85
		05/30/06	60	45.2720	2,716.32	77.0700	4,624.20	1,907.88	132	2.85
		05/31/06	10	45.6880	456.88	77.0700	770.70	313.82	22	2.85
		01/11/07	5	52.2000	261.00	77.0700	385.35	124 35	11	2.85
		07/06/07	5	54.6600	273.30	77.0700	385.35	112.05	11	2.85
		07/08/08	5	57.2700	286.35	77.0700	385.35	99.00	11	2.85
Subtotal			***116***		***5,423.76***		***8,940.12***	***3,516.36***	***256***	***2.85***
ROSS STORES INC COM	ROST	05/04/09	51	19.3566	987.19	72.8000	3,712.80	2,725.61	35	.93
		05/05/09	76	19.2172	1,460.51	72.8000	5,532.80	4,072.29	52	.93
Subtotal			***127***		***2,447.70***		***9,245.60***	***6,797.90***	***87***	***.93***

Merrill Lynch
Wealth Management
Bank of America Corporation

ANN & ROBERT BENSON FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
SUNCOR ENERGY INC NEW	SU	01/14/13	64	34.2965	2,194.98	35.7800	2,289.92	94.94	50	2.16
		01/15/13	72	34.3851	2,475.73	35 7800	2,576.16	100.43	56	2.16
		01/16/13	90	34.2671	3,084.04	35.7800	3,220.20	136.16	70	2.16
		01/17/13	60	34.5191	2,071.15	35.7800	2,146.80	75.65	47	2.16
		02/20/13	34	31.5823	1,073.80	35.7800	1,216.52	142.72	27	2.16
Subtotal			***320***		***10,899.70***		***11,449.60***	***549.90***	***250***	***2.16***
SUNTRUST BKS INC COM	STI	01/14/13	126	28.1688	3,549 27	32.4200	4,084.92	535 65	51	1 23
		01/15/13	72	28.5558	2,056.02	32.4200	2,334.24	278.22	29	1.23
Subtotal			***198***		***5,605.29***		***6,419.16***	***813.87***	***80***	***1.23***
TERADATA CORP DEL	TDC	11/13/12	36	64.4436	2,319.97	55.4400	1,995.84	(324 13)		
		11/14/12	36	64.2697	2,313.71	55.4400	1,995.84	(317.87)		
		11/15/12	8	62.1787	497.43	55.4400	443.52	(53.91)		
		01/14/13	27	65.7677	1,775.73	55.4400	1,496.88	(278.85)		
		01/15/13	14	65.8607	922.05	55.4400	776.16	(145.89)		
Subtotal			***121***		***7,828.89***		***6,708.24***	***(1,120.65)***		
TRAVELERS COS INC	TRV	01/22/07	70	51.7411	3,621.88	84.7700	5,933.90	2,312.02	140	2.35
		07/06/07	5	54.5600	272.80	84.7700	423.85	151.05	10	2.35
		07/08/08	10	43.5300	435.30	84.7700	847.70	412.40	20	2.35
		08/12/09	4	46.7275	186.91	84.7700	339.08	152.17	8	2.35
Subtotal			***89***		***4,516.89***		***7,544.53***	***3,027.64***	***178***	***2.35***
TRW AUTOMOTIVE HLDGS CRP	TRW	02/20/13	19	60.7542	1,154.33	71.3100	1,354.89	200.56		
		02/21/13	12	57.4941	689 93	71.3100	855.72	165.79		
		02/22/13	24	57.9366	1,390.48	71.3100	1,711.44	320 96		
		02/25/13	23	58.2647	1,340.09	71.3100	1,640.13	300.04		
		02/26/13	7	57.1000	399.70	71.3100	499.17	99.47		
Subtotal			***85***		***4,974.53***		***6,061.35***	***1,086.82***		

+

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
TWENTY-FIRST CENTURY	FOXA	08/30/10	194	11.0230	2,138.47	33.5100	6,500.94	4,362.47	49	.74
FOX INC CLASS A		08/31/10	149	11.0450	1,645.71	33 5100	4,992.99	3,347.28	38	.74
		10/04/12	127	22.1012	2,806.86	33 5100	4,255.77	1,448.91	32	74
Subtotal			***470***		***6,591.04***		***15,749.70***	***9,158.66***	***119***	***.74***
UNITED CONTL HLDGS INC	UAL	01/14/13	74	25.9694	1,921.74	30.7100	2,272.54	350.80		
		01/15/13	84	25.8814	2,174.04	30.7100	2,579.64	405.60		
		01/16/13	25	26.1264	653.16	30.7100	767.75	114.59		
		01/29/13	16	24.1900	387.04	30.7100	491.36	104.32		
		01/30/13	16	24.0125	384.20	30.7100	491.36	107.16		
		01/31/13	16	24.1256	386.01	30.7100	491.36	105.35		
		02/01/13	15	24.3546	365.32	30.7100	460.65	95.33		
		02/04/13	15	24.2260	363.39	30.7100	460.65	97.26		
		02/05/13	19	24.3247	462.17	30.7100	583.49	121.32		
		02/06/13	13	25.1407	326.83	30.7100	399.23	72.40		
		02/07/13	7	25.6442	179.51	30.7100	214.97	35.46		
Subtotal			***300***		***7,603.41***		***9,213.00***	***1,609.59***		
US BANCORP (NEW)	USB	07/23/12	56	33.2762	1,863.47	36.5800	2,048.48	185.01	52	2.51
		07/24/12	47	33.3993	1,569.77	36.5800	1,719.26	149.49	44	2.51
		07/25/12	47	33.4380	1,571.59	36.5800	1,719.26	147.67	44	2.51
		07/26/12	53	33.7075	1,786.50	36.5800	1,938.74	152.24	49	2.51
		10/31/12	68	33.2627	2,261.87	36.5800	2,487.44	225.57	63	2.51
		01/14/13	87	33.4640	2,911.37	36.5800	3,182.46	271.09	81	2.51
Subtotal			***358***		***11,964.57***		***13,095.64***	***1,131.07***	***333***	***2.51***
VALERO ENERGY CORP NEW	VLO	11/14/11	81	22.4112	1,815.31	34.1500	2,766.15	950.84	73	2.63
		11/15/11	79	22.6846	1,792.09	34.1500	2,697.85	905.76	72	2.63
		11/28/11	105	19.5256	2,050.19	34.1500	3,585.75	1,535.56	95	2.63
Subtotal			***265***		***5,657.59***		***9,049.75***	***3,392.16***	***240***	***2.63***

Merrill Lynch
Wealth Management
Bank of America Corporation

ANN & ROBERT BENSON FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

August 31, 2013 - September 30, 2013

EQUITIES (continued) Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
3M COMPANY	MMM	06/25/12	12	85.8858	1,030 63	119 4100	1,432.92	402.29	31	2.12
		06/26/12	17	86.1123	1,463.91	119.4100	2,029.97	566.06	44	2.12
		06/27/12	15	87.3046	1,309 57	119.4100	1,791.15	481.58	39	2.12
		06/28/12	15	86.5266	1,297.90	119.4100	1,791.15	493.25	39	2 12
		06/29/12	17	89.2911	1,517.95	119.4100	2,029.97	512.02	44	2.12
		09/24/12	53	93 7367	4,968.05	119.4100	6,328.73	1,360 68	135	2.12
Subtotal			*129*		*11,588.01*		*15,403.89*	*3,815.88*	*332*	*2.12*
TOTAL					431,266.63		550,422.08	119,155 45	10,257	1 86
TOTAL PRINCIPAL INVESTMENTS					446,972 36		566,127.81	119,155.45	10,257	1.81

Notes

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	99 99	99.99		99.99		
BIF MONEY FUND	4,726.00	4,726.00	1.0000	4,726.00		
TOTAL		4,825.99		4,825.99		
TOTAL INCOME INVESTMENTS		4,825.99		4,825.99		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	451,798.35	570,953.80	119,155.45		10,257	1.80

+

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
Englewood Hospital and Medical Center Foundation Inc					
Street					
350 Engle St					
City		**State**	**Zip Code**	**Foreign Country**	
Englewood		NJ	07631		
Relationship	**Foundation Status**				
None	501(C)(3)				
Purpose of grant/contribution					**Amount**
General Operations					3,000

Name					
Responsibility					
Street					
P O Box 431199					
City		**State**	**Zip Code**	**Foreign Country**	
San Ysidro		CA	92143		
Relationship	**Foundation Status**				
None	501(C)(3)				
Purpose of grant/contribution					**Amount**
General Operations					15,000

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

1/3/2014 7:39:55 AM - MEP - PGC - ANN & ROBERT BENSON FOUNDATION INC

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	244,521	214,305	30,216
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ACTIVISION BLIZZARD INC	00507V109			8/16/2011		8/8/2013	2,435	1,516				0	919
2	X	ACTIVISION BLIZZARD INC	00507V109			11/14/2011		8/8/2013	1,164	855				0	309
3	X	ACTIVISION BLIZZARD INC	00507V109			11/15/2011		8/9/2013	1,604	1,150				0	454
4	X	ACTIVISION BLIZZARD INC	00507V109			11/14/2011		8/9/2013	1,483	1,114				0	369
5	X	AGILENT TECHNOLOGIES INC	00846U101			8/27/2012		9/5/2013	286	226				0	60
6	X	ALTERA CORP COM	021441100			11/8/2010		1/14/2013	2,700	2,640				0	60
7	X	ALTERA CORP COM	021441100			11/8/2010		1/15/2013	1,061	1,049				0	12
8	X	ALTERA CORP COM	021441100			11/9/2010		1/15/2013	753	743				0	10
9	X	AMERIPRISE FINL INC	03076C106			1/11/2011		10/22/2012	1,621	1,699				0	-78
10	X	AMERIPRISE FINL INC	03076C106			1/11/2011		10/23/2012	742	789				0	-47
11	X	AMERIPRISE FINL INC	03076C106			1/12/2011		10/23/2012	856	919				0	-63
12	X	AMERIPRISE FINL INC	03076C106			1/12/2011		10/24/2012	860	919				0	-59
13	X	AMGEN INC COM PV $0 0001	031162100			11/4/2008		1/14/2013	608	424				0	184
14	X	AMGEN INC COM PV $0 0001	031162100			10/18/2010		1/14/2013	1,911	1,259				0	652
15	X	AMGEN INC COM PV $0 0001	031162100			10/18/2010		9/5/2013	225	114				0	111
16	X	ANALOG DEVICES INC COM	032654105			1/18/2011		10/31/2012	1,368	1,388				0	-20
17	X	ANALOG DEVICES INC COM	032654105			1/19/2011		10/31/2012	391	393				0	-2
18	X	ANALOG DEVICES INC COM	032654105			1/19/2011		11/1/2012	1,403	1,376				0	27
19	X	ANALOG DEVICES INC COM	032654105			1/20/2011		11/1/2012	401	390				0	11
20	X	ANALOG DEVICES INC COM	032654105			1/20/2011		11/2/2012	1,324	1,286				0	38
21	X	APPLE INC	037833100			5/3/2010		8/8/2013	924	532				0	392
22	X	APPLE INC	037833100			5/5/2010		8/8/2013	1,847	1,017				0	830
23	X	APPLE INC	037833100			5/4/2010		8/8/2013	2,771	1,556				0	1,215
24	X	APPLE INC	037833100			5/5/2010		9/5/2013	497	254				0	243
25	X	APPLIED MATERIAL INC	038222105			5/23/2013		9/5/2013	218	205				0	13
26	X	BORG WARNER INC COM	099724106			8/8/2013		9/5/2013	399	384				0	15
27	X	CF INDS HLDGS INC	125269100			2/6/2012		12/17/2012	4,489	4,114				0	375
28	X	CF INDS HLDGS INC	125269100			2/6/2012		12/18/2012	2,662	2,431				0	231
29	X	CST BRANDS INC SHS	12646R105			11/28/2011		5/13/2013	14	7				0	7
30	X	CST BRANDS INC SHS	12646R105			11/15/2011		5/15/2013	294	166				0	128
31	X	CST BRANDS INC SHS	12646R105			11/28/2011		5/15/2013	392	192				0	200
32	X	CST BRANDS INC SHS	12646R105			11/14/2011		5/15/2013	261	146				0	115
33	X	CVS CAREMARK CORP	126650100			7/9/2012		9/5/2013	293	237				0	56
34	X	CA INC	12673P105			10/29/2007		12/11/2012	1,794	2,113				0	-319
35	X	CA INC	12673P105			9/19/2007		12/11/2012	221	257				0	-36
36	X	CA INC	12673P105			10/29/2007		12/12/2012	330	391				0	-61
37	X	CA INC	12673P105			10/30/2007		12/12/2012	1,693	2,013				0	-320
38	X	CA INC	12673P105			3/13/2012		12/13/2012	808	1,023				0	-215
39	X	CA INC	12673P105			3/12/2012		12/13/2012	830	1,037				0	-207
40	X	CA INC	12673P105			10/30/2007		12/13/2012	371	444				0	-73
41	X	CA INC	12673P105			3/14/2012		12/14/2012	175	221				0	-46
42	X	CA INC	12673P105			3/13/2012		12/14/2012	197	249				0	-52
43	X	CAPITAL ONE FINL	14040H105			4/6/2010		4/29/2013	3,038	2,291				0	747
44	X	CAPITAL ONE FINL	14040H105			4/5/2010		4/29/2013	1,892	1,412				0	480
45	X	CAPITAL ONE FINL	14040H105			4/7/2010		4/29/2013	1,318	998				0	320
46	X	CHEVRON CORP	166764100			4/30/2002		1/14/2013	2,131	829				0	1,302
47	X	CHEVRON CORP	166764100			8/30/2004		1/14/2013	785	336				0	449
48	X	CHEVRON CORP	166764100			8/30/2004		9/5/2013	486	192				0	294
49	X	CHUBB CORP	171232101			2/27/2008		9/5/2013	169	109				0	60
50	X	CISCO SYSTEMS INC COM	17275R102			8/8/2013		9/5/2013	236	264				0	-28
51	X	CITIGROUP INC COM NEW	172967424			6/12/2012		9/5/2013	551	302				0	249
52	X	CLIFFS NATURAL RESOURCE	18683K101			7/5/2011		10/4/2012	191	473				0	-282
53	X	CLIFFS NATURAL RESOURCE	18683K101			7/7/2011		10/4/2012	229	581				0	-352
54	X	CLIFFS NATURAL RESOURCE	18683K101			6/1/2011		10/4/2012	688	1,600				0	-912
55	X	CLIFFS NATURAL RESOURCE	18683K101			7/11/2011		10/4/2012	115	286				0	-171
56	X	CLIFFS NATURAL RESOURCE	18683K101			7/8/2011		10/4/2012	229	575				0	-346
57	X	CLIFFS NATURAL RESOURCE	18683K101			5/31/2011		10/4/2012	535	1,263				0	-728
58	X	CLIFFS NATURAL RESOURCE	18683K101			7/6/2011		10/4/2012	229	566				0	-337
59	X	COCA COLA COM	191216100			9/10/2012		9/5/2013	191	189				0	2
60	X	COMCAST CORP NEW CL A	20030N101			9/24/2012		9/5/2013	213	183				0	30
61	X	DISNEY (WALT) CO COM STK	254687106			12/11/2012		9/5/2013	307	249				0	58
62	X	DISCOVER FINL SVCS	254709108			5/17/2011		10/22/2012	595	378				0	217
63	X	DISCOVER FINL SVCS	254709108			5/16/2011		10/22/2012	1,824	1,155				0	669
64	X	DISCOVER FINL SVCS	254709108			5/23/2011		1/14/2013	2,067	1,281				0	786
65	X	DISCOVER FINL SVCS	254709108			5/17/2011		1/14/2013	1,868	1,186				0	682
66	X	DISCOVER FINL SVCS	254709108			5/23/2011		9/5/2013	391	197				0	194
67	X	DISH NETWORK CORPATION	25470M109			7/20/2011		12/11/2012	1,805	1,559				0	246
68	X	DISH NETWORK CORPATION	25470M109			8/1/2011		12/11/2012	1,400	1,129				0	271

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2
Short Term CG Distributions	0

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	244,521	214,305	30,216
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	DISH NETWORK CORPATION	25470M109			7/19/2011		12/11/2012	516	439				0	77
70	X	DISH NETWORK CORPATION	25470M109			8/2/2011		12/12/2012	368	291				0	77
71	X	DISH NETWORK CORPATION	25470M109			8/1/2011		12/12/2012	1,508	1,218				0	290
72	X	DOVER CORP	260003108			5/14/2008		9/5/2013	261	163				0	98
73	X	E M C CORPORATION MASS	268648102			10/31/2012		9/5/2013	418	392				0	26
74	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/10/2012		11/13/2012	1,545	1,650				0	-105
75	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/9/2012		11/13/2012	1,596	1,688				0	-92
76	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/13/2012		11/14/2012	603	686				0	-83
77	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/11/2012		11/14/2012	1,407	1,564				0	-157
78	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/16/2012		11/14/2012	603	691				0	-88
79	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/12/2012		11/14/2012	653	726				0	-73
80	X	EXPRESS SCRIPTS HLDG CO	30219G108			7/10/2012		11/14/2012	352	385				0	-33
81	X	EXXON MOBIL CORP COM	30231G102			2/26/2008		8/8/2013	1,282	1,256				0	26
82	X	GAP INC DELAWARE	364760108			4/23/2012		12/27/2012	1,218	1,110				0	108
83	X	GAP INC DELAWARE	364760108			4/25/2012		12/28/2012	609	558				0	51
84	X	GAP INC DELAWARE	364760108			4/24/2012		12/28/2012	579	522				0	57
85	X	GOLDMAN SACHS GROUP IN(	38141G104			9/24/2012		9/5/2013	472	350				0	122
86	X	GOOGLE INC CL A	38259P508			6/25/2012		9/5/2013	877	561				0	316
87	X	HALLIBURTON COMPANY	406216101			8/8/2013		9/5/2013	449	416				0	33
88	X	EXXON MOBIL CORP COM	30231G102			10/16/2006		8/8/2013	3,663	2,779				0	884
89	X	EXXON MOBIL CORP COM	30231G102			2/12/2008		8/8/2013	916	851				0	65
90	X	EXXON MOBIL CORP COM	30231G102			2/25/2008		8/8/2013	1,282	1,240				0	42
91	X	EXXON MOBIL CORP COM	30231G102			2/26/2008		9/5/2013	176	179				0	-3
92	X	EXXON MOBIL CORP COM	30231G102			7/8/2008		9/5/2013	263	256				0	7
93	X	FLUOR CORP NEW DEL CON	343412102			5/10/2011		12/11/2012	1,574	1,962				0	-388
94	X	FLUOR CORP NEW DEL CON	343412102			5/9/2011		12/11/2012	991	1,226				0	-235
95	X	FLUOR CORP NEW DEL CON	343412102			5/11/2011		12/12/2012	871	1,080				0	-209
96	X	FLUOR CORP NEW DEL CON	343412102			5/10/2011		12/12/2012	1,452	1,817				0	-365
97	X	FLUOR CORP NEW DEL CON	343412102			5/11/2011		12/13/2012	1,889	2,375				0	-486
98	X	FLUOR CORP NEW DEL CON	343412102			5/12/2011		12/13/2012	401	496				0	-95
99	X	FOREST LABS INC	345838106			1/11/2007		1/29/2013	473	686				0	-213
100	X	FOREST LABS INC	345838106			7/6/2007		1/29/2013	364	463				0	-99
101	X	FOREST LABS INC	345838106			8/25/2008		1/30/2013	837	855				0	-18
102	X	FOREST LABS INC	345838106			8/26/2008		1/31/2013	546	561				0	-15
103	X	FOREST LABS INC	345838106			8/25/2008		1/31/2013	291	297				0	-6
104	X	FOREST LABS INC	345838106			8/26/2008		2/1/2013	837	860				0	-23
105	X	FOREST LABS INC	345838106			8/26/2008		2/4/2013	829	860				0	-31
106	X	FOREST LABS INC	345838106			8/26/2008		2/5/2013	867	898				0	-31
107	X	FOREST LABS INC	345838106			8/27/2008		2/6/2013	179	183				0	-4
108	X	FOREST LABS INC	345838106			8/26/2008		2/6/2013	643	673				0	-30
109	X	FOREST LABS INC	345838106			8/27/2008		2/7/2013	390	402				0	-12
110	X	FREEPRT-MCMRAN CPR & GL	35671D857			4/14/2010		10/4/2012	363	386				0	-23
111	X	FREEPRT-MCMRAN CPR & GL	35671D857			4/26/2010		10/4/2012	2,665	2,677				0	-12
112	X	FREEPRT-MCMRAN CPR & GL	35671D857			6/15/2010		10/4/2012	1,534	1,260				0	274
113	X	FREEPRT-MCMRAN CPR & GL	35671D857			6/14/2010		10/4/2012	1,211	995				0	216
114	X	GAP INC DELAWARE	364760108			7/26/2010		12/21/2012	721	434				0	287
115	X	GAP INC DELAWARE	364760108			10/26/2009		12/21/2012	2,319	1,673				0	646
116	X	GAP INC DELAWARE	364760108			4/24/2012		12/27/2012	974	879				0	95
117	X	HONEYWELL INTL INC DEL	438516106			6/26/2007		12/11/2012	3,155	2,868				0	287
118	X	HONEYWELL INTL INC DEL	438516106			6/27/2007		12/11/2012	1,547	1,400				0	147
119	X	HONEYWELL INTL INC DEL	438516106			6/27/2007		12/12/2012	1,230	1,120				0	110
120	X	HONEYWELL INTL INC DEL	438516106			2/12/2008		12/12/2012	923	872				0	51
121	X	INTL BUSINESS MACHINES	459200101			2/22/2013		8/8/2013	3,198	3,404				0	-206
122	X	GAP INC DELAWARE	364760108			7/26/2010		12/26/2012	2,078	1,283				0	795
123	X	GAP INC DELAWARE	364760108			7/26/2010		12/27/2012	1,279	792				0	487
124	X	INTL BUSINESS MACHINES	459200101			2/21/2013		8/8/2013	752	795				0	-43
125	X	INTL BUSINESS MACHINES	459200101			2/20/2013		8/8/2013	1,129	1,204				0	-75
126	X	INTL PAPER CO	460146103			10/22/2012		9/5/2013	287	225				0	62
127	X	JPMORGAN CHASE & CO	46625H100			6/8/2012		9/5/2013	471	300				0	171
128	X	JPMORGAN CHASE & CO	46625H100			6/7/2012		9/5/2013	105	67				0	38
129	X	KLA TENCOR CORP PV$0 001	482480100			8/28/2012		5/23/2013	1,151	1,080				0	71
130	X	KLA TENCOR CORP PV$0 001	482480100			8/29/2012		5/24/2013	382	366				0	16
131	X	KLA TENCOR CORP PV$0 001	482480100			8/28/2012		5/24/2013	765	720				0	45
132	X	KLA TENCOR CORP PV$0 001	482480100			8/29/2012		5/28/2013	501	470				0	31
133	X	KLA TENCOR CORP PV$0 001	482480100			8/30/2012		5/28/2013	668	614				0	54
134	X	KLA TENCOR CORP PV$0 001	482480100			8/31/2012		5/29/2013	889	822				0	67
135	X	KLA TENCOR CORP PV$0 001	482480100			8/30/2012		5/29/2013	222	205				0	17
136	X	KLA TENCOR CORP PV$0 001	482480100			9/4/2012		5/29/2013	56	52				0	4

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	2		Capital Gains/Losses	244,521	214,305	30,216
Short Term CG Distributions	0		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	KLA TENCOR CORP PV$0 001	482480100			9/4/2012		5/30/2013	900	830				0	70
138	X	L BRANDS INC	501797104			6/3/2010		4/29/2013	500	266				0	234
139	X	L BRANDS INC	501797104			6/2/2010		4/29/2013	2,552	1,305				0	1,247
140	X	L BRANDS INC	501797104			6/3/2010		4/30/2013	1,547	825				0	722
141	X	LOWE'S COMPANIES INC	548661107			4/29/2013		9/5/2013	460	383				0	77
142	X	MARATHON OIL CORP	565849106			8/15/2011		12/17/2012	1,228	1,097				0	131
143	X	MARATHON OIL CORP	565849106			7/6/2009		12/17/2012	3,531	1,944				0	1,587
144	X	MARATHON OIL CORP	565849106			8/15/2011		1/14/2013	2,815	2,413				0	402
145	X	MARATHON OIL CORP	565849106			8/22/2011		1/15/2013	2,512	2,023				0	489
146	X	MARATHON OIL CORP	565849106			8/15/2011		1/15/2013	254	219				0	35
147	X	MASTERCARD INC	57636Q104			12/11/2012		9/5/2013	626	482				0	144
148	X	MCKESSON CORPORATION C	58155Q103			1/4/2006		9/5/2013	368	161				0	207
149	X	MEDTRONIC INC COM	585055106			8/5/2013		9/5/2013	321	332				11	0
150	X	MERCK AND CO INC SHS	58933Y105			6/25/2012		9/5/2013	237	200				0	37
151	X	MICROSOFT CORP	594918104			11/9/2009		8/8/2013	2,996	2,690				0	306
152	X	MICROSOFT CORP	594918104			7/2/2003		8/8/2013	225	188				0	37
153	X	MICROSOFT CORP	594918104			11/9/2009		9/5/2013	530	492				0	38
154	X	NRG ENERGY INC	629377508			8/10/2009		1/14/2013	1,862	2,290				0	-428
155	X	NRG ENERGY INC	629377508			12/27/2007		1/14/2013	1,513	2,822				0	-1,309
156	X	NRG ENERGY INC	629377508			12/26/2007		1/14/2013	768	1,426				0	-658
157	X	NRG ENERGY INC	629377508			8/10/2009		1/15/2013	399	487				0	-88
158	X	NRG ENERGY INC	629377508			8/11/2009		1/15/2013	586	722				0	-136
159	X	NETAPP INC	64110D104			8/8/2013		9/5/2013	293	297				4	0
160	X	NEW NEWSCORP LLC SHS	65249B109			8/31/2010		7/18/2013	573	214				0	359
161	X	NEW NEWSCORP LLC SHS	65249B109			8/30/2010		7/18/2013	790	294				0	496
162	X	NEW NEWSCORP LLC SHS	65249B109			10/4/2012		7/18/2013	496	366				0	130
163	X	NIKE INC CL B	654106103			12/11/2012		9/5/2013	327	248				0	79
164	X	NIKE INC CL B	654106103			12/11/2012		9/18/2013	1,571	1,142				0	429
165	X	NIKE INC CL B	654106103			12/11/2012		9/19/2013	2,237	1,589				0	648
166	X	NIKE INC CL B	654106103			12/12/2012		9/20/2013	1,515	1,095				0	420
167	X	NIKE INC CL B	654106103			12/11/2012		9/20/2013	138	99				0	39
168	X	NIKE INC CL B	654106103			12/12/2012		9/23/2013	2,891	2,091				0	800
169	X	ORACLE CORP $0 01 DEL	68389X105			10/31/2012		9/5/2013	193	187				0	6
170	X	PFIZER INC	717081103			8/13/2012		9/5/2013	282	238				0	44
171	X	PHILIP MORRIS INTL INC	718172109			10/17/2011		9/5/2013	760	608				0	152
172	X	PRUDENTIAL FINANCIAL INC	744320102			1/30/2012		10/31/2012	1,368	1,373				0	-5
173	X	PRUDENTIAL FINANCIAL INC	744320102			5/25/2010		10/31/2012	2,793	2,660				0	133
174	X	PRUDENTIAL FINANCIAL INC	744320102			5/24/2010		10/31/2012	855	837				0	18
175	X	PRUDENTIAL FINANCIAL INC	744320102			1/31/2012		11/1/2012	2,188	2,184				0	4
176	X	PRUDENTIAL FINANCIAL INC	744320102			1/30/2012		11/1/2012	1,037	1,030				0	7
177	X	SUNCOR ENERGY INC NEW	867224107			1/14/2013		9/5/2013	240	240				0	0
178	X	SYMANTEC CORP COM	871503108			9/27/2010		10/31/2012	3,807	3,253				0	554
179	X	SYMANTEC CORP COM	871503108			9/27/2010		11/1/2012	1,057	887				0	170
180	X	SYMANTEC CORP COM	871503108			11/2/2010		11/1/2012	704	639				0	65
181	X	SYMANTEC CORP COM	871503108			11/1/2010		11/1/2012	2,169	1,933				0	236
182	X	SYMANTEC CORP COM	871503108			11/2/2010		11/2/2012	1,353	1,210				0	143
183	X	3M COMPANY	88579Y101			6/25/2012		9/5/2013	229	172				0	57
184	X	TIME WARNER CABLE INC	88732J207			9/17/2012		6/3/2013	1,328	1,292				0	36
185	X	TIME WARNER CABLE INC	88732J207			9/18/2012		6/4/2013	762	741				0	21
186	X	TIME WARNER CABLE INC	88732J207			9/17/2012		6/4/2013	572	554				0	18
187	X	TIME WARNER CABLE INC	88732J207			9/19/2012		6/5/2013	94	93				0	1
188	X	TIME WARNER CABLE INC	88732J207			9/18/2012		6/5/2013	1,122	1,111				0	11
189	X	TIME WARNER CABLE INC	88732J207			9/20/2012		6/6/2013	376	374				0	2
190	X	TIME WARNER CABLE INC	88732J207			9/19/2012		6/6/2013	939	930				0	9
191	X	TIME WARNER CABLE INC	88732J207			10/4/2012		8/5/2013	2,688	2,286				0	402
192	X	TIME WARNER CABLE INC	88732J207			9/25/2012		8/5/2013	935	766				0	169
193	X	TIME WARNER CABLE INC	88732J207			9/24/2012		8/5/2013	2,221	1,825				0	396
194	X	TIME WARNER CABLE INC	88732J207			9/20/2012		8/5/2013	468	374				0	94
195	X	TIME WARNER CABLE INC	88732J207			10/4/2012		8/6/2013	457	398				0	59
196	X	TWENTY-FIRST CENTURY	90130A101			8/30/2010		9/5/2013	320	111				0	209
197	X	US BANCORP (NEW)	902973304			7/23/2012		9/5/2013	403	367				0	36
198	X	UNITED CONTL HLDGS INC	910047109			1/14/2013		9/5/2013	266	234				0	32
199	X	UNITEDHEALTH GROUP INC	91324P102			12/14/2010		2/20/2013	3,114	2,062				0	1,052
200	X	UNITEDHEALTH GROUP INC	91324P102			12/13/2010		2/20/2013	1,946	1,302				0	644
201	X	UNITEDHEALTH GROUP INC	91324P102			1/3/2011		2/21/2013	2,429	1,632				0	797
202	X	UNITEDHEALTH GROUP INC	91324P102			12/14/2010		2/21/2013	276	184				0	92
203	X	UNITEDHEALTH GROUP INC	91324P102			1/3/2011		2/22/2013	2,783	1,891				0	892
204	X	VERIZON COMMUNICATNS C(	92343V104			7/28/2009		4/25/2013	2,691	1,496				0	1,195

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	2	Capital Gains/Losses	244,521	214,305	30,216
Short Term CG Distributions	0	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
205	X	VERIZON COMMUNICATNS CO	92343V104			7/28/2009		5/1/2013	159	88				0	71
206	X	VERIZON COMMUNICATNS CO	92343V104			2/14/2012		5/1/2013	371	266				0	105
207	X	VERIZON COMMUNICATNS CO	92343V104			2/13/2012		5/1/2013	2,811	2,027				0	784
208	X	VERIZON COMMUNICATNS CO	92343V104			5/8/2012		5/2/2013	2,413	1,871				0	542
209	X	VERIZON COMMUNICATNS CO	92343V104			5/7/2012		5/2/2013	1,364	1,055				0	309
210	X	VERIZON COMMUNICATNS CO	92343V104			2/14/2012		5/2/2013	1,154	836				0	318
211	X	WSTN DIGITAL CORP DEL	958102105			2/21/2008		1/14/2013	3,089	2,219				0	870
212	X	WSTN DIGITAL CORP DEL	958102105			2/20/2008		1/14/2013	1,765	1,215				0	550
213	X	WSTN DIGITAL CORP DEL	958102105			2/21/2008		1/15/2013	3,643	2,600				0	1,043
214	X	WESTERN UN CO	959802109			6/14/2011		11/13/2012	768	1,230				0	-462
215	X	WESTERN UN CO	959802109			6/13/2011		11/13/2012	994	1,573				0	-579
216	X	WESTERN UN CO	959802109			6/15/2011		11/14/2012	515	817				0	-302
217	X	WESTERN UN CO	959802109			6/14/2011		11/14/2012	729	1,170				0	-441
218	X	WESTERN UN CO	959802109			6/16/2011		11/15/2012	842	1,323				0	-481
219	X	WESTERN UN CO	959802109			6/15/2011		11/15/2012	1,685	2,669				0	-984
220	X	INGERSOLL-RAND PLC	G47791101			11/13/2012		9/5/2013	309	231				0	78
221	X	LYONDELLBASELL INDUSTRIE	N53745100			9/6/2011		10/4/2012	3,871	2,318				0	1,553
222	X	LYONDELLBASELL INDUSTRIE	N53745100			8/9/2011		10/4/2012	1,203	700				0	503
223	X	LYONDELLBASELL INDUSTRIE	N53745100			9/6/2011		10/5/2012	264	157				0	107

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,500	0	0	1,500
	Description				
1	Tax Preparation Fee	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		3,928	2,357	0	1,571
	Description				
1	ML Fees as Custodian	3,928	2,357		1,571

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		660	25	0	0
	Description				
1	Foreign Tax Withheld	25	25		
2	Estimated Excise Payments	635			

1/3/2014 7:39:55 AM - MEP - PGC - ANN & ROBERT BENSON FOUNDATION INC

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						244,519	0	15	214,320	30,214	0	0	0	30,214
1	ACTIVISION BLIZZARD INC	00507V109		8/16/2011	8/8/2013	2,435		0	1,516	919	0	0	0	919
2	ACTIVISION BLIZZARD INC	00507V109		11/14/2011	8/8/2013	1,164		0	855	309	0	0	0	309
3	ACTIVISION BLIZZARD INC	00507V109		11/15/2011	8/9/2013	1,604		0	1,150	454	0	0	0	454
4	ACTIVISION BLIZZARD INC	00507V109		11/14/2011	8/9/2013	1,483		0	1,114	369	0	0	0	369
5	AGILENT TECHNOLOGIES INC	00846U101		8/27/2012	9/5/2013	286		0	226	60	0	0	0	60
6	ALTERA CORP COM	021441100		11/8/2010	1/14/2013	2,700		0	2,640	60	0	0	0	60
7	ALTERA CORP COM	021441100		11/8/2010	1/15/2013	1 061		0	1,049	12	0	0	0	12
8	ALTERA CORP COM	021441100		11/9/2010	1/15/2013	753		0	743	10	0	0	0	10
9	AMERIPRISE FINL INC	03076C106		1/11/2011	10/22/2012	1,621		0	1,699	-78	0	0	0	-78
10	AMERIPRISE FINL INC	03076C106		1/11/2011	10/23/2012	742		0	789	-47	0	0	0	-47
11	AMERIPRISE FINL INC	03076C106		1/12/2011	10/23/2012	856		0	919	-63	0	0	0	-63
12	AMERIPRISE FINL INC	03076C106		1/12/2011	10/24/2012	860		0	919	-59	0	0	0	-59
13	AMGEN INC COM PV $0 0001	031162100		11/4/2008	1/14/2013	608		0	424	184	0	0	0	184
14	AMGEN INC COM PV $0 0001	031162100		10/18/2010	1/14/2013	1,911		0	1,259	652	0	0	0	652
15	AMGEN INC COM PV $0 0001	031162100		10/18/2010	9/5/2013	225		0	114	111	0	0	0	111
16	ANALOG DEVICES INC COM	032654105		1/18/2011	10/31/2012	1,368		0	1,388	-20	0	0	0	-20
17	ANALOG DEVICES INC COM	032654105		1/19/2011	10/31/2012	391		0	393	-2	0	0	0	-2
18	ANALOG DEVICES INC COM	032654105		1/19/2011	11/1/2012	1,403		0	1,376	27	0	0	0	27
19	ANALOG DEVICES INC COM	032654105		1/20/2011	11/1/2012	401		0	390	11	0	0	0	11
20	ANALOG DEVICES INC COM	032654105		1/20/2011	11/2/2012	1,324		0	1,286	38	0	0	0	38
21	APPLE INC	037833100		5/3/2010	8/8/2013	924		0	532	392	0	0	0	392
22	APPLE INC	037833100		5/5/2010	8/8/2013	1,847		0	1,017	830	0	0	0	830
23	APPLE INC	037833100		5/4/2010	8/8/2013	2,771		0	1,556	1,215	0	0	0	1,215
24	APPLE INC	037833100		5/5/2010	9/5/2013	497		0	254	243	0	0	0	243
25	APPLIED MATERIAL INC	038222105		5/23/2013	9/5/2013	218		0	205	13	0	0	0	13
26	BORG WARNER INC COM	099724106		8/8/2013	9/5/2013	399		0	384	15	0	0	0	15
27	CF INDS HLDGS INC	125269100		2/6/2012	12/17/2012	4,489		0	4,114	375	0	0	0	375
28	CF INDS HLDGS INC	125269100		2/6/2012	12/18/2012	2,662		0	2,431	231	0	0	0	231
29	CST BRANDS INC SHS	12646R105		11/28/2011	5/13/2013	14		0	7	7	0	0	0	7
30	CST BRANDS INC SHS	12646R105		11/15/2011	5/15/2013	294		0	166	128	0	0	0	128
31	CST BRANDS INC SHS	12646R105		11/28/2011	5/15/2013	392		0	192	200	0	0	0	200
32	CST BRANDS INC SHS	12646R105		11/14/2011	5/15/2013	261		0	146	115	0	0	0	115
33	CVS CAREMARK CORP	126650100		7/9/2012	9/5/2013	293		0	237	56	0	0	0	56
34	CA INC	12673P105		10/29/2007	12/11/2012	1,794		0	2,113	-319	0	0	0	-319
35	CA INC	12673P105		9/19/2007	12/11/2012	221		0	257	-36	0	0	0	-36
36	CA INC	12673P105		10/29/2007	12/12/2012	330		0	391	-61	0	0	0	-61
37	CA INC	12673P105		10/30/2007	12/12/2012	1,693		0	2 013	-320	0	0	0	-320
38	CA INC	12673P105		3/13/2012	12/13/2012	808		0	1,023	-215	0	0	0	-215
39	CA INC	12673P105		3/12/2012	12/13/2012	830		0	1,037	-207	0	0	0	-207
40	CA INC	12673P105		10/30/2007	12/13/2012	371		0	444	-73	0	0	0	-73
41	CA INC	12673P105		3/14/2012	12/14/2012	175		0	221	-46	0	0	0	-46
42	CA INC	12673P105		3/13/2012	12/14/2012	197		0	249	-52	0	0	0	-52
43	CAPITAL ONE FINL	14040H105		4/6/2010	4/29/2013	3,038		0	2 291	747	0	0	0	747
44	CAPITAL ONE FINL	14040H105		4/5/2010	4/29/2013	1,892		0	1,412	480	0	0	0	480
45	CAPITAL ONE FINL	14040H105		4/7/2010	4/29/2013	1,318		0	998	320	0	0	0	320
46	CHEVRON CORP	166764100		4/30/2002	1/14/2013	2,131		0	829	1,302	0	0	0	1,302
47	CHEVRON CORP	166764100		8/30/2004	1/14/2013	785		0	336	449	0	0	0	449
48	CHEVRON CORP	166764100		8/30/2004	9/5/2013	486		0	192	294	0	0	0	294
49	CHUBB CORP	171232101		2/27/2008	9/5/2013	169		0	109	60	0	0	0	60
50	CISCO SYSTEMS INC COM	17275R102		8/8/2013	9/5/2013	236		0	264	-28	0	0	0	-28
51	CITIGROUP INC COM NEW	172967424		6/12/2012	9/5/2013	551		0	302	249	0	0	0	249
52	CLIFFS NATURAL RESOURCES	18683K101		7/5/2011	10/4/2012	191		0	473	-282	0	0	0	-282
53	CLIFFS NATURAL RESOURCES	18683K101		7/7/2011	10/4/2012	229		0	581	-352	0	0	0	-352
54	CLIFFS NATURAL RESOURCES	18683K101		6/1/2011	10/4/2012	688		0	1,600	-912	0	0	0	-912
55	CLIFFS NATURAL RESOURCES	18683K101		7/11/2011	10/4/2012	115		0	286	-171	0	0	0	-171
56	CLIFFS NATURAL RESOURCES	18683K101		7/8/2011	10/4/2012	229		0	575	-346	0	0	0	-346
57	CLIFFS NATURAL RESOURCES	18683K101		5/31/2011	10/4/2012	535		0	1 263	-728	0	0	0	-728
58	CLIFFS NATURAL RESOURCES	18683K101		7/6/2011	10/4/2012	229		0	566	-337	0	0	0	-337
59	COCA COLA COM	191216100		9/10/2012	9/5/2013	191		0	189	2	0	0	0	2
60	COMCAST CORP NEW CL A	20030N101		9/24/2012	9/5/2013	213		0	183	30	0	0	0	30
61	DISNEY (WALT) CO COM STK	254687106		12/11/2012	9/5/2013	307		0	249	58	0	0	0	58
62	DISCOVER FINL SVCS	254709108		5/17/2011	10/22/2012	595		0	378	217	0	0	0	217
63	DISCOVER FINL SVCS	254709108		5/16/2011	10/22/2012	1,824		0	1,155	669	0	0	0	669
64	DISCOVER FINL SVCS	254709108		5/23/2011	1/14/2013	2,067		0	1,281	786	0	0	0	786
65	DISCOVER FINL SVCS	254709108		5/17/2011	1/14/2013	1,868		0	1,186	682	0	0	0	682
66	DISCOVER FINL SVCS	254709108		5/23/2011	9/5/2013	391		0	197	194	0	0	0	194
67	DISH NETWORK CORPATION	25470M109		7/20/2011	12/11/2012	1,805		0	1,559	246	0	0	0	246
68	DISH NETWORK CORPATION	25470M109		8/1/2011	12/11/2012	1,400		0	1,129	271	0	0	0	271
69	DISH NETWORK CORPATION	25470M109		7/19/2011	12/11/2012	516		0	439	77	0	0	0	77
70	DISH NETWORK CORPATION	25470M109		8/2/2011	12/12/2012	368		0	291	77	0	0	0	77
71	DISH NETWORK CORPATION	25470M109		8/1/2011	12/12/2012	1,508		0	1 218	290	0	0	0	290
72	DOVER CORP	260003108		5/14/2008	9/5/2013	261		0	163	98	0	0	0	98
73	E M C CORPORATION MASS	268648102		10/31/2012	9/5/2013	418		0	392	26	0	0	0	26
74	EXPRESS SCRIPTS HLDG CO	30219G108		7/10/2012	11/13/2012	1,545		0	1,650	-105	0	0	0	-105
75	EXPRESS SCRIPTS HLDG CO	30219G108		7/9/2012	11/13/2012	1,596		0	1,688	-92	0	0	0	-92
76	EXPRESS SCRIPTS HLDG CO	30219G108		7/13/2012	11/14/2012	603		0	686	-83	0	0	0	-83
77	EXPRESS SCRIPTS HLDG CO	30219G108		7/11/2012	11/14/2012	1,407		0	1,564	-157	0	0	0	-157
78	EXPRESS SCRIPTS HLDG CO	30219G108		7/16/2012	11/14/2012	603		0	691	-88	0	0	0	-88
79	EXPRESS SCRIPTS HLDG CO	30219G108		7/12/2012	11/14/2012	653		0	726	-73	0	0	0	-73
80	EXPRESS SCRIPTS HLDG CO	30219G108		7/10/2012	11/14/2012	352		0	385	-33	0	0	0	-33
81	EXXON MOBIL CORP COM	30231G102		2/26/2008	8/8/2013	1,282		0	1,256	26	0	0	0	26
82	GAP INC DELAWARE	364760108		4/23/2012	12/27/2012	1,218		0	1,110	108	0	0	0	108
83	GAP INC DELAWARE	364760108		4/25/2012	12/28/2012	609		0	558	51	0	0	0	51
84	GAP INC DELAWARE	364760108		4/24/2012	12/28/2012	579		0	522	57	0	0	0	57

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						244,519	0	15	214,320	30,214	0	0	0	30,214
85	GOLDMAN SACHS GROUP INC	38141G104		9/24/2012	9/5/2013	472		0	350	122	0	0	0	122
86	GOOGLE INC CL A	38259P508		6/25/2012	9/5/2013	877		0	561	316	0	0	0	316
87	HALLIBURTON COMPANY	406216101		8/8/2013	9/5/2013	449		0	416	33	0	0	0	33
88	EXXON MOBIL CORP COM	30231G102		10/16/2006	8/8/2013	3,663		0	2,779	884	0	0	0	884
89	EXXON MOBIL CORP COM	30231G102		2/12/2008	8/8/2013	916		0	851	65	0	0	0	65
90	EXXON MOBIL CORP COM	30231G102		2/25/2008	8/8/2013	1,282		0	1,240	42	0	0	0	42
91	EXXON MOBIL CORP COM	30231G102		2/26/2008	9/5/2013	176		0	179	-3	0	0	0	-3
92	EXXON MOBIL CORP COM	30231G102		7/8/2008	9/5/2013	263		0	256	7	0	0	0	7
93	FLUOR CORP NEW DEL COM	343412102		5/10/2011	12/11/2012	1,574		0	1,962	-388	0	0	0	-388
94	FLUOR CORP NEW DEL COM	343412102		5/9/2011	12/11/2012	991		0	1,226	-235	0	0	0	-235
95	FLUOR CORP NEW DEL COM	343412102		5/11/2011	12/12/2012	871		0	1,080	-209	0	0	0	-209
96	FLUOR CORP NEW DEL COM	343412102		5/10/2011	12/12/2012	1,452		0	1,817	-365	0	0	0	-365
97	FLUOR CORP NEW DEL COM	343412102		5/11/2011	12/13/2012	1,889		0	2,375	-486	0	0	0	-486
98	FLUOR CORP NEW DEL COM	343412102		5/12/2011	12/13/2012	401		0	496	-95	0	0	0	-95
99	FOREST LABS INC	345838106		1/11/2007	1/29/2013	473		0	686	-213	0	0	0	-213
100	FOREST LABS INC	345838106		7/6/2007	1/29/2013	364		0	463	-99	0	0	0	-99
101	FOREST LABS INC	345838106		8/25/2008	1/30/2013	837		0	855	-18	0	0	0	-18
102	FOREST LABS INC	345838106		8/26/2008	1/31/2013	546		0	561	-15	0	0	0	-15
103	FOREST LABS INC	345838106		8/25/2008	1/31/2013	291		0	297	-6	0	0	0	-6
104	FOREST LABS INC	345838106		8/26/2008	2/1/2013	837		0	860	-23	0	0	0	-23
105	FOREST LABS INC	345838106		8/26/2008	2/4/2013	829		0	860	-31	0	0	0	-31
106	FOREST LABS INC	345838106		8/26/2008	2/5/2013	867		0	898	-31	0	0	0	-31
107	FOREST LABS INC	345838106		8/27/2008	2/6/2013	179		0	183	-4	0	0	0	-4
108	FOREST LABS INC	345838106		8/26/2008	2/6/2013	643		0	673	30	0	0	0	-30
109	FOREST LABS INC	345838106		8/27/2008	2/7/2013	390		0	402	-12	0	0	0	-12
110	FREEPRT-MCMRAN CPR & GLD	35671D857		4/14/2010	10/4/2012	363		0	386	-23	0	0	0	-23
111	FREEPRT-MCMRAN CPR & GLD	35671D857		4/26/2010	10/4/2012	2,665		0	2,677	-12	0	0	0	-12
112	FREEPRT-MCMRAN CPR & GLD	35671D857		6/15/2010	10/4/2012	1,534		0	1,260	274	0	0	0	274
113	FREEPRT-MCMRAN CPR & GLD	35671D857		6/14/2010	10/4/2012	1,211		0	995	216	0	0	0	216
114	GAP INC DELAWARE	364760108		7/26/2010	12/21/2012	721		0	434	287	0	0	0	287
115	GAP INC DELAWARE	364760108		10/26/2009	12/21/2012	2,319		0	1,673	646	0	0	0	646
116	GAP INC DELAWARE	364760108		4/24/2012	12/27/2012	974		0	879	95	0	0	0	95
117	HONEYWELL INTL INC DEL	438516106		6/26/2007	12/11/2012	3,155		0	2,868	287	0	0	0	287
118	HONEYWELL INTL INC DEL	438516106		6/27/2007	12/11/2012	1,547		0	1,400	147	0	0	0	147
119	HONEYWELL INTL INC DEL	438516106		6/27/2007	12/12/2012	1,230		0	1,120	110	0	0	0	110
120	HONEYWELL INTL INC DEL	438516106		2/12/2008	12/12/2012	923		0	872	51	0	0	0	51
121	INTL BUSINESS MACHINES	459200101		2/22/2013	8/8/2013	3,198		0	3,404	-206	0	0	0	-206
122	GAP INC DELAWARE	364760108		7/26/2010	12/26/2012	2,078		0	1,283	795	0	0	0	795
123	GAP INC DELAWARE	364760108		7/26/2010	12/27/2012	1,279		0	792	487	0	0	0	487
124	INTL BUSINESS MACHINES	459200101		2/21/2013	8/8/2013	752		0	795	-43	0	0	0	-43
125	INTL BUSINESS MACHINES	459200101		2/20/2013	8/8/2013	1,129		0	1,204	-75	0	0	0	-75
126	INTL PAPER CO	460146103		10/22/2012	9/5/2013	287		0	225	62	0	0	0	62
127	JPMORGAN CHASE & CO	46625H100		6/8/2012	9/5/2013	471		0	300	171	0	0	0	171
128	JPMORGAN CHASE & CO	46625H100		6/7/2012	9/5/2013	105		0	67	38	0	0	0	38
129	KLA TENCOR CORP PV$0 001	482480100		8/28/2012	5/23/2013	1,151		0	1,080	71	0	0	0	71
130	KLA TENCOR CORP PV$0 001	482480100		8/29/2012	5/24/2013	382		0	366	16	0	0	0	16
131	KLA TENCOR CORP PV$0 001	482480100		8/28/2012	5/24/2013	765		0	720	45	0	0	0	45
132	KLA TENCOR CORP PV$0 001	482480100		8/29/2012	5/28/2013	501		0	470	31	0	0	0	31
133	KLA TENCOR CORP PV$0 001	482480100		8/30/2012	5/28/2013	668		0	614	54	0	0	0	54
134	KLA TENCOR CORP PV$0 001	482480100		8/31/2012	5/29/2013	889		0	822	67	0	0	0	67
135	KLA TENCOR CORP PV$0 001	482480100		8/30/2012	5/29/2013	222		0	205	17	0	0	0	17
136	KLA TENCOR CORP PV$0 001	482480100		9/4/2012	5/29/2013	56		0	52	4	0	0	0	4
137	KLA TENCOR CORP PV$0 001	482480100		9/4/2012	5/30/2013	900		0	830	70	0	0	0	70
138	L BRANDS INC	501797104		6/3/2010	4/29/2013	500		0	266	234	0	0	0	234
139	L BRANDS INC	501797104		6/2/2010	4/29/2013	2,552		0	1,305	1,247	0	0	0	1,247
140	L BRANDS INC	501797104		6/3/2010	4/30/2013	1,547		0	825	722	0	0	0	722
141	LOWE'S COMPANIES INC	548661107		4/29/2013	9/5/2013	460		0	383	77	0	0	0	77
142	MARATHON OIL CORP	565849106		8/15/2011	12/17/2012	1,228		0	1,097	131	0	0	0	131
143	MARATHON OIL CORP	565849106		7/6/2009	12/17/2012	3,531		0	1 944	1,587	0	0	0	1,587
144	MARATHON OIL CORP	565849106		8/15/2011	1/14/2013	2,815		0	2,413	402	0	0	0	402
145	MARATHON OIL CORP	565849106		8/22/2011	1/15/2013	2,512		0	2,023	489	0	0	0	489
146	MARATHON OIL CORP	565849106		8/15/2011	1/15/2013	254		0	219	35	0	0	0	35
147	MASTERCARD INC	57636Q104		12/11/2012	9/5/2013	626		0	482	144	0	0	0	144
148	MCKESSON CORPORATION COM	58155Q103		1/4/2006	9/5/2013	368		0	161	207	0	0	0	207
149	MEDTRONIC INC COM	585055106		8/5/2013	9/5/2013	321		11	332	0	0	0	0	0
150	MERCK AND CO INC SHS	58933Y105		6/25/2012	9/5/2013	237		0	200	37	0	0	0	37
151	MICROSOFT CORP	594918104		11/9/2009	8/8/2013	2 996		0	2,690	306	0	0	0	306
152	MICROSOFT CORP	594918104		7/2/2003	8/8/2013	225		0	188	37	0	0	0	37
153	MICROSOFT CORP	594918104		11/9/2009	9/5/2013	530		0	492	38	0	0	0	38
154	NRG ENERGY INC	629377508		8/10/2009	1/14/2013	1,862		0	2,290	-428	0	0	0	-428
155	NRG ENERGY INC	629377508		12/27/2007	1/14/2013	1 513		0	2,822	-1,309	0	0	0	-1 309
156	NRG ENERGY INC	629377508		12/26/2007	1/14/2013	768		0	1,426	-658	0	0	0	-658
157	NRG ENERGY INC	629377508		8/10/2009	1/15/2013	399		0	487	-88	0	0	0	-88
158	NRG ENERGY INC	629377508		8/11/2009	1/15/2013	586		0	722	-136	0	0	0	-136
159	NETAPP INC	64110D104		8/8/2013	9/5/2013	293		4	297	0	0	0	0	0
160	NEW NEWSCORP LLC SHS	65249B109		8/31/2010	7/18/2013	573		0	214	359	0	0	0	359
161	NEW NEWSCORP LLC SHS	65249B109		8/30/2010	7/18/2013	790		0	294	496	0	0	0	496
162	NEW NEWSCORP LLC SHS	65249B109		10/4/2012	7/18/2013	496		0	366	130	0	0	0	130
163	NIKE INC CL B	654106103		12/11/2012	9/5/2013	327		0	248	79	0	0	0	79
164	NIKE INC CL B	654106103		12/11/2012	9/18/2013	1,571		0	1,142	429	0	0	0	429
165	NIKE INC CL B	654106103		12/11/2012	9/19/2013	2 237		0	1,589	648	0	0	0	648
166	NIKE INC CL B	654106103		12/12/2012	9/20/2013	1,515		0	1,095	420	0	0	0	420
167	NIKE INC CL B	654106103		12/11/2012	9/20/2013	138		0	99	39	0	0	0	39
168	NIKE INC CL B	654106103		12/12/2012	9/23/2013	2,891		0	2,091	800	0	0	0	800

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						244,519	0	15	214,320	30,214	0	0	0	30,214
169	ORACLE CORP $0 01 DEL	68389X105		10/31/2012	9/5/2013	193		0	187	6	0	0	0	6
170	PFIZER INC	717081103		8/13/2012	9/5/2013	282		0	238	44	0	0	0	44
171	PHILIP MORRIS INTL INC	718172109		10/17/2011	9/5/2013	760		0	608	152	0	0	0	152
172	PRUDENTIAL FINANCIAL INC	744320102		1/30/2012	10/31/2012	1,368		0	1,373	-5	0	0	0	-5
173	PRUDENTIAL FINANCIAL INC	744320102		5/25/2010	10/31/2012	2,793		0	2,660	133	0	0	0	133
174	PRUDENTIAL FINANCIAL INC	744320102		5/24/2010	10/31/2012	855		0	837	18	0	0	0	18
175	PRUDENTIAL FINANCIAL INC	744320102		1/31/2012	11/1/2012	2,188		0	2,184	4	0	0	0	4
176	PRUDENTIAL FINANCIAL INC	744320102		1/30/2012	11/1/2012	1,037		0	1,030	7	0	0	0	7
177	SUNCOR ENERGY INC NEW	867224107		1/14/2013	9/5/2013	240		0	240	0	0	0	0	0
178	SYMANTEC CORP COM	871503108		9/27/2010	10/31/2012	3,807		0	3,253	554	0	0	0	554
179	SYMANTEC CORP COM	871503108		9/27/2010	11/1/2012	1,057		0	887	170	0	0	0	170
180	SYMANTEC CORP COM	871503108		11/2/2010	11/1/2012	704		0	639	65	0	0	0	65
181	SYMANTEC CORP COM	871503108		11/1/2010	11/1/2012	2,169		0	1,933	236	0	0	0	236
182	SYMANTEC CORP COM	871503108		11/2/2010	11/2/2012	1,353		0	1,210	143	0	0	0	143
183	3M COMPANY	88579Y101		6/25/2012	9/5/2013	229		0	172	57	0	0	0	57
184	TIME WARNER CABLE INC	88732J207		9/17/2012	6/3/2013	1,328		0	1,292	36	0	0	0	36
185	TIME WARNER CABLE INC	88732J207		9/18/2012	6/4/2013	762		0	741	21	0	0	0	21
186	TIME WARNER CABLE INC	88732J207		9/17/2012	6/4/2013	572		0	554	18	0	0	0	18
187	TIME WARNER CABLE INC	88732J207		9/19/2012	6/5/2013	94		0	93	1	0	0	0	1
188	TIME WARNER CABLE INC	88732J207		9/18/2012	6/5/2013	1,122		0	1,111	11	0	0	0	11
189	TIME WARNER CABLE INC	88732J207		9/20/2012	6/6/2013	376		0	374	2	0	0	0	2
190	TIME WARNER CABLE INC	88732J207		9/19/2012	6/6/2013	939		0	930	9	0	0	0	9
191	TIME WARNER CABLE INC	88732J207		10/4/2012	8/5/2013	2,688		0	2,286	402	0	0	0	402
192	TIME WARNER CABLE INC	88732J207		9/25/2012	8/5/2013	935		0	766	169	0	0	0	169
193	TIME WARNER CABLE INC	88732J207		9/24/2012	8/5/2013	2,221		0	1,825	396	0	0	0	396
194	TIME WARNER CABLE INC	88732J207		9/20/2012	8/5/2013	468		0	374	94	0	0	0	94
195	TIME WARNER CABLE INC	88732J207		10/4/2012	8/6/2013	457		0	398	59	0	0	0	59
196	TWENTY-FIRST CENTURY	90130A101		8/30/2010	9/5/2013	320		0	111	209	0	0	0	209
197	US BANCORP (NEW)	902973304		7/23/2012	9/5/2013	403		0	367	36	0	0	0	36
198	UNITED CONTL HLDGS INC	910047109		1/14/2013	9/5/2013	266		0	234	32	0	0	0	32
199	UNITEDHEALTH GROUP INC	91324P102		12/14/2010	2/20/2013	3,114		0	2,062	1,052	0	0	0	1,052
200	UNITEDHEALTH GROUP INC	91324P102		12/13/2010	2/20/2013	1,946		0	1,302	644	0	0	0	644
201	UNITEDHEALTH GROUP INC	91324P102		1/3/2011	2/21/2013	2,429		0	1,632	797	0	0	0	797
202	UNITEDHEALTH GROUP INC	91324P102		12/14/2010	2/21/2013	276		0	184	92	0	0	0	92
203	UNITEDHEALTH GROUP INC	91324P102		1/3/2011	2/22/2013	2,783		0	1,891	892	0	0	0	892
204	VERIZON COMMUNICATNS COM	92343V104		7/28/2009	4/25/2013	2,691		0	1,496	1,195	0	0	0	1,195
205	VERIZON COMMUNICATNS COM	92343V104		7/28/2009	5/1/2013	159		0	88	71	0	0	0	71
206	VERIZON COMMUNICATNS COM	92343V104		2/14/2012	5/1/2013	371		0	266	105	0	0	0	105
207	VERIZON COMMUNICATNS COM	92343V104		2/13/2012	5/1/2013	2,811		0	2,027	784	0	0	0	784
208	VERIZON COMMUNICATNS COM	92343V104		5/8/2012	5/2/2013	2,413		0	1,871	542	0	0	0	542
209	VERIZON COMMUNICATNS COM	92343V104		5/7/2012	5/2/2013	1,364		0	1,055	309	0	0	0	309
210	VERIZON COMMUNICATNS COM	92343V104		2/14/2012	5/2/2013	1,154		0	836	318	0	0	0	318
211	WSTN DIGITAL CORP DEL	958102105		2/21/2008	1/14/2013	3,089		0	2,219	870	0	0	0	870
212	WSTN DIGITAL CORP DEL	958102105		2/20/2008	1/14/2013	1,765		0	1,215	550	0	0	0	550
213	WSTN DIGITAL CORP DEL	958102105		2/21/2008	1/15/2013	3,643		0	2,600	1,043	0	0	0	1,043
214	WESTERN UN CO	959802109		6/14/2011	11/13/2012	768		0	1,230	-462	0	0	0	-462
215	WESTERN UN CO	959802109		6/13/2011	11/13/2012	994		0	1,573	-579	0	0	0	-579
216	WESTERN UN CO	959802109		6/15/2011	11/14/2012	515		0	817	-302	0	0	0	-302
217	WESTERN UN CO	959802109		6/14/2011	11/14/2012	729		0	1,170	-441	0	0	0	-441
218	WESTERN UN CO	959802109		6/16/2011	11/15/2012	842		0	1,323	-481	0	0	0	-481
219	WESTERN UN CO	959802109		6/15/2011	11/15/2012	1,685		0	2,669	-984	0	0	0	-984
220	INGERSOLL-RAND PLC	G47791101		11/13/2012	9/5/2013	309		0	231	78	0	0	0	78
221	LYONDELLBASELL INDUSTRIE	N53745100		9/6/2011	10/4/2012	3,871		0	2,318	1,553	0	0	0	1,553
222	LYONDELLBASELL INDUSTRIE	N53745100		8/9/2011	10/4/2012	1,203		0	700	503	0	0	0	503
223	LYONDELLBASELL INDUSTRIE	N53745100		9/6/2011	10/5/2012	264		0	157	107	0	0	0	107

Part VII-A, Line 8b (990-PF) - Copy of Form 990-PF to Attorney General

The New Jersey Attorney General does not require a copy of this report be filed with the state unless there are more than $10,000 in current year contributions

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	18
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	635
7	Total		7	653

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	16,330
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	16,330