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 NOV 1, 2012 , and ending OCT 31, 2013

Name of foundation
GULTON FOUNDATION INC.
C/O RAIA, BREDEFELD & ASSOC. P.C.

A Employer identification number: 13-6105207

Number and street (or P O box number if mail is not delivered to street address): 163 WASHINGTON VALLEY ROAD SUITE 103 — Room/suite: 103

B Telephone number: 732-764-9292

City or town, state, and ZIP code: WARREN, NJ 07059

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 [X] Address change [ ] Name change

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 6,141,208.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19.	19.		STATEMENT 1
	4 Dividends and interest from securities	118,635.	118,635.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	130,124.			
	b Gross sales price for all assets on line 6a 3,032,235.				
	7 Capital gain net income (from Part IV, line 2)		130,124.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	248,778.	248,778.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	16,075.	8,037.		8,038.
	c Other professional fees STMT 4	22,889.	11,444.		11,445.
	17 Interest				
	18 Taxes STMT 5	1,763.	1,537.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	130.	0.		130.
	23 Other expenses STMT 6	355.	52.		303.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	41,212.	21,070.		19,916.
	25 Contributions, gifts, grants paid	544,500.			544,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	585,712.	21,070.		564,416.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-336,934.			
	b **Net investment income** (if negative, enter -0-)		227,708.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	217,210.	253,804.	253,804.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	650,272.	468,288.	460,648.
	b Investments - corporate stock STMT 8	4,174,051.	4,064,045.	4,809,767.
	c Investments - corporate bonds STMT 9	325,248.	399,141.	403,314.
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	350,571.	195,100.	213,514.
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	121.	161.	161.
	16 **Total assets** (to be completed by all filers)	5,717,473.	5,380,539.	6,141,208.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,717,473.	5,380,539.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	5,717,473.	5,380,539.	
	31 **Total liabilities and net assets/fund balances**	5,717,473.	5,380,539.	

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	5,717,473.
2 Enter amount from Part I, line 27a	2	-336,934.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,380,539.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,380,539.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,032,235.		2,902,111.	130,124.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				130,124.

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** 130,124.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	565,255.	6,002,920.	.094163
2010	591,734.	6,652,122.	.088954
2009	569,704.	6,507,728.	.087543
2008	548,004.	6,247,992.	.087709
2007	743,719.	8,128,576.	.091494

2	**Total** of line 1, column (d)	2	.449863
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	.089973
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,026,897.
5	Multiply line 4 by line 3	5	542,258.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,277.
7	Add lines 5 and 6	7	544,535.
8	Enter qualifying distributions from Part XII, line 4	8	564,416.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	2,277.
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	2,277.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,277.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 2,400.		
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	2,400.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	123.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 123.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ C/O RAIA, BREDEFELD & ASSOC. Telephone no ▶732-764-9292
Located at ▶163 WASHINGTON VLY RD, STE 103, WARREN, NJ ZIP+4 ▶07059

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARIAN G. MALCOLM 99 OXFORD DRIVE TENAFLY, NJ 07670	PRESIDENT 5.00	0.	0.	0.
DANIEL MALCOLM 99 OXFORD DRIVE TENAFLY, NJ 07670	VICE PRESIDENT 5.00	0.	0.	0.
JOHN MALCOLM 2330 BANCROFT PLACE NW WASHINGTON, DC 20008	SEC'Y 5.00	0.	0.	0.

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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12-05-12

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	5,868,419.
b	Average of monthly cash balances	1b	250,117.
c	Fair market value of all other assets	1c	141.
d	Total (add lines 1a, b, and c)	1d	6,118,677.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,118,677.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	91,780.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,026,897.
6	**Minimum investment return.** Enter 5% of line 5	6	301,345.

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	301,345.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,277.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,277.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	299,068.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	299,068.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	299,068.

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	564,416.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	564,416.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	2,277.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	562,139.

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				299,068.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 745,534.				
b From 2008 549,619.				
c From 2009 571,117.				
d From 2010 595,936.				
e From 2011 567,481.				
f **Total** of lines 3a through e	3,029,687.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 564,416.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	564,416.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	299,068.			299,068.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,295,035.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	446,466.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,848,569.			
10 Analysis of line 9				
a Excess from 2008 549,619.				
b Excess from 2009 571,117.				
c Excess from 2010 595,936.				
d Excess from 2011 567,481.				
e Excess from 2012 564,416.				

** SEE STATEMENT 12

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FRIENDS OF TEL AVIV UNIV.		EXEMPT	GENERAL OPERATIONS	130,000.
METROPOLITAN MUSEUM OF ART		EXEMPT	GENERAL OPERATIONS	125,000.
SERGANT SULLIVAN CENTER		EXEMPT	GENERAL OPERATIONS	55,000.
WNET		EXEMPT	GENERAL OPERATIONS	31,000.
BOYS TOWN		EXEMPT	GENERAL OPERATIONS	28,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	544,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19.	
4 Dividends and interest from securities			14	118,635.	
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	130,124.	
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.		248,778.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 248,778.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

✓ Marian Walker 12/9/2013 ✓ PRES.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES RAIA	James Raia	12/6/13		P01227149
Firm's name ▶ RAIA, BREDEFELD & ASSOCIATES, P.C.			Firm's EIN ▶ 22-3771731	
Firm's address ▶ 163 WASHINGTON VLY RD STE 103 WARREN, NJ 07059			Phone no (732)764-9292	

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	6748.47 SHS AMERICAN CENTURY EQUITY INCOME FUND	P	04/28/09	02/26/13
b	15000 SHS BARC 93% PPN BRIC BASKET 9/19/13	P	09/21/11	09/19/13
c	20000 SHS BARC BREN ASIA BASKET 07/10/13 10% BUFF	P	06/27/12	07/10/13
d	25000 SHS BNP BREN ASIA BASKET 11/16/12	P	05/11/11	11/16/12
e	20000 SHS BNP DELTA ONE NDDUWI 6/14/13	P	05/31/12	06/14/13
f	30000 SHS CS MARKET PLUS SPX 02/22/13 23% EKO BAR	P	08/24/11	02/22/13
g	20000 SHS DB 95% PPN FX BASKET 2/1/13	P	08/03/11	02/01/13
h	35000 SHS DB BREN SPX 4/17/13 5.05%	P	04/04/12	04/17/13
i	1770.538 SHS DREYFUS/LAUREL EMG. MKT. DEBT	P	04/22/10	09/11/13
j	35000 SHS GS BREN SPX 5/22/13 5.6%	P	05/09/12	05/22/13
k	30000 SHS GS BREN SPX 8/7/13 10% BUFFER	P	07/25/12	08/07/13
l	20000 SHS HSBC DELTA ONE NDDUWI 6/14/13	P	05/31/12	06/14/13
m	35000 SHS JPM BREN EAFE 11/17/12 10%BUFFER	P	10/21/11	11/07/12
n	25000 SHS JPM BREN EAFE 3/6/13 9.5%	P	02/24/12	03/06/13
o	25000 SHS JPM BREN EAFE 5/15/13 10.10%	P	05/02/12	05/15/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	55,202.		37,589.	17,613.
b	13,950.		15,638.	-1,688.
c	21,660.		20,000.	1,660.
d	23,565.		25,000.	-1,435.
e	25,200.		20,000.	5,200.
f	40,879.		30,000.	10,879.
g	19,000.		20,264.	-1,264.
h	38,535.		35,000.	3,535.
i	24,540.		25,000.	-460.
j	38,920.		35,000.	3,920.
k	33,852.		30,000.	3,852.
l	25,200.		20,000.	5,200.
m	36,202.		35,000.	1,202.
n	26,510.		25,000.	1,510.
o	29,854.		25,000.	4,854.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				17,613.
b				-1,688.
c				1,660.
d				-1,435.
e				5,200.
f				10,879.
g				-1,264.
h				3,535.
i				-460.
j				3,920.
k				3,852.
l				5,200.
m				1,202.
n				1,510.
o				4,854.

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

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05-01-12

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	35000 SHS JPM CONT BUFF EQ SPX 6/26/13	P	06/13/12	06/26/13
b	569.139 SHS JPMORGAN INTERNATIONAL CURRENCY INCOM	P	12/07/09	09/10/13
c	752.909 SHS JPMORGAN SHORT DURATION BOND FUND	P	01/30/08	11/06/12
d	3788.417 SHS JPMORGAN SHORT DURATION BOND FUND	P	10/18/10	11/06/12
e	3630.705 SHS VIRTUS INSIGHT TR VIRTUS EMRG FD I	P	08/22/12	08/06/13
f	851.395 SHS VIRTUS INSIGHT TR VIRTUS EMERG FD I	P	03/06/13	08/06/13
g	20000 SHS BB&T CORPORATION 2.15% 3/22/17	P	04/20/12	04/04/13
h	20000 SHS CELEGENE CORP. 1.9% 8/15/17	P	08/09/12	10/16/13
i	20000 SHS EKSPORTFINANS ASA 2.375% 5/25/16	P	05/25/11	09/19/13
j	20000 SHS ENERGY NW WA ELEC REV 2.147% 7/1/18	P	09/14/12	10/07/13
k	25000 SHS FEDERAL HOME LOAN BANK 5.250% 9/12/2014	P	06/26/09	01/17/13
l	30000 SHS JPMORGAN CHASE & CO 3.15% 7/05/2016	P	08/09/12	03/13/13
m	30000 SHS NOVARTIS CAPITAL CORP 4.125% 2/10/2014	P	02/10/09	10/21/13
n	23000 SHS US TREASURY NOTES 2.125% 8/15/2021	P	08/16/12	03/20/13
o	5000 SHS US TREASURY NOTES 2.125% 8/15/2021	P	08/16/12	03/20/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	40,250.		35,000.	5,250.
b	6,266.		6,204.	62.
c	8,290.		8,139.	151.
d	41,710.		41,900.	-190.
e	35,182.		35,000.	182.
f	8,250.		8,778.	-528.
g	20,584.		20,071.	513.
h	20,028.		19,957.	71.
i	19,320.		19,999.	-679.
j	20,043.		20,351.	-308.
k	27,030.		27,309.	-279.
l	31,840.		31,640.	200.
m	30,334.		29,969.	365.
n	23,854.		24,124.	-270.
o	5,186.		5,244.	-58.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				5,250.
b				62.
c				151.
d				-190.
e				182.
f				-528.
g				513.
h				71.
i				-679.
j				-308.
k				-279.
l				200.
m				365.
n				-270.
o				-58.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } **2**

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

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05-01-12

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	40000 SHS US TREASURY NOTES 2.125% 8/15/2021	P	08/16/12	03/20/13
b	2000 SHS US TREASURY NOTES 2.125% 8/15/2021	P	08/16/12	03/20/13
c	43000 SHS US TREASURY NOTES 2.125% 8/15/2021	P	08/16/12	03/20/13
d	18000 SHS US TREASURY NOTES 2.75% 12/31/2017	P	09/30/11	11/05/12
e	18000 SHS US TREASURY NOTES 2.75% 12/31/2017	P	09/30/11	11/06/12
f	135000 SHS US TREASURY NOTES 2.75% 12/31/2017	P	09/30/11	11/19/12
g	20000 SHS US TREASURY NOTES 2.75% 12/31/2017	P	09/30/11	11/30/12
h	5000 SHS US TREASURY NOTES 2.75% 12/31/2017	P	09/30/11	03/12/13
i	184000 SHS US TREASURY NOTES 2.75% 12/31/2017	P	09/30/11	04/02/13
j	5000 SHS US TREASURY NOTES 2.000% 11/15/2021	P	11/20/12	03/20/13
k	67000 SHS US TREASURY NOTES 2.000% 11/15/2021	P	11/20/12	03/20/13
l	1000 SHS US TREASURY NOTES 2.000% 11/15/2021	P	11/20/12	03/20/13
m	67000 SHS US TREASURY NOTES 2.000% 11/15/2021	P	11/20/12	03/20/13
n	20000 SHS COSTCO WHOLESALE CORP 1.125% 12/15/2017	P	12/07/12	04/04/13
o	25000 SHS US TREASURY BOND 0.250% 2/28/2015	P	03/20/13	04/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	41,484.		41,955.	-471.
b	2,074.		2,098.	-24.
c	44,596.		45,101.	-505.
d	19,808.		19,524.	284.
e	19,813.		19,524.	289.
f	149,286.		146,433.	2,853.
g	22,095.		21,694.	401.
h	5,450.		5,423.	27.
i	201,753.		199,582.	2,171.
j	5,115.		5,259.	-144.
k	68,544.		70,465.	-1,921.
l	1,023.		1,052.	-29.
m	68,544.		70,465.	-1,921.
n	20,092.		19,996.	96.
o	25,013.		25,001.	12.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				-471.
b				-24.
c				-505.
d				284.
e				289.
f				2,853.
g				401.
h				27.
i				2,171.
j				-144.
k				-1,921.
l				-29.
m				-1,921.
n				96.
o				12.

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

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05-01-12

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	24000 SHS US TREASURY BOND 0.250% 2/28/2015	P	03/20/13	06/21/13
b	7000 SHS US TREASURY BOND 0.250% 2/28/2015	P	03/20/13	06/21/13
c	49000 SHS US TREASURY BOND 0.250% 2/28/2015	P	03/20/13	06/21/13
d	20000 SHS US TREASURY BOND 0.250% 2/28/2015	P	04/04/13	06/21/13
e	204000 SHS US TREASURY BOND 0.250% 2/28/2015	P	04/04/13	08/16/13
f	17000 SHS US TREASURY BOND 0.250% 2/28/2015	P	04/04/13	08/16/13
g	50 SHS AB FOOD LTD ADR	P	11/25/11	01/23/13
h	50 SHS AB FOOD LTD ADR	P	11/28/11	01/23/13
i	100 SHS AB FOOD LTD ADR	P	11/29/11	01/24/13
j	50 SHS AB FOOD LTD ADR	P	12/06/11	01/25/13
k	25 SHS AB FOOD LTD ADR	P	12/06/11	02/22/13
l	25 SHS AB FOOD LTD ADR	P	12/07/11	02/22/13
m	25 SHS AB FOOD LTD ADR	P	12/07/11	02/25/13
n	100 SHS AB FOOD LTD ADR	P	12/08/11	02/26/13
o	15 SHS ACCENTURE PLC CL A	P	11/25/11	03/25/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	23,987.		24,001.	-14.
b	6,996.		7,000.	-4.
c	48,973.		49,002.	-29.
d	19,989.		20,005.	-16.
e	203,928.		204,056.	-128.
f	16,994.		17,005.	-11.
g	1,306.		848.	458.
h	1,306.		864.	442.
i	2,584.		1,698.	886.
j	1,302.		886.	416.
k	711.		443.	268.
l	711.		439.	272.
m	712.		439.	273.
n	2,794.		1,773.	1,021.
o	1,146.		819.	327.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-14.
b				-4.
c				-29.
d				-16.
e				-128.
f				-11.
g				458.
h				442.
i				886.
j				416.
k				268.
l				272.
m				273.
n				1,021.
o				327.

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

223591
05-01-12

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	75 SHS ACCENTURE PLC CL A	P	11/25/11	11/30/12
b	35 SHS ACCENTURE PLC CL A	P	01/26/12	03/25/13
c	10 SHS ACCENTURE PLC CL A	P	01/26/12	08/26/13
d	5 SHS ACE LIMITED	P	08/19/10	08/26/13
e	25 SHS AKZO NOBEL NV ADR	P	11/25/11	01/09/13
f	95 SHS AKZO NOBEL NV ADR	P	11/25/11	01/10/13
g	75 SHS ALLIANZ AKTIENGES ADR	P	11/25/11	05/14/13
h	75 SHS ALLIANZ AKTIENGES ADR	P	11/25/11	05/15/13
i	15 SHS ALLIANZ AKTIENGES ADR	P	11/25/11	08/26/13
j	15 SHS AVAGO TECHNOLOGIES	P	09/26/12	08/26/13
k	25 SHS BARRICK GOLD CORP.	P	11/25/11	02/20/13
l	100 SHS BARRICK GOLD CORP.	P	11/25/11	02/21/13
m	25 SHS BARRICK GOLD CORP.	P	02/09/12	04/26/13
n	25 SHS BARRICK GOLD CORP.	P	02/09/12	04/26/13
o	25 SHS BARRICK GOLD CORP.	P	02/10/12	04/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	5,048.		4,095.	953.
b	2,675.		1,963.	712.
c	730.		561.	169.
d	451.		267.	184.
e	544.		367.	177.
f	2,059.		1,395.	664.
g	1,147.		713.	434.
h	1,135.		713.	422.
i	225.		143.	82.
j	554.		532.	22.
k	816.		1,195.	-379.
l	3,154.		4,781.	-1,627.
m	439.		1,232.	-793.
n	439.		1,232.	-793.
o	439.		1,234.	-795.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				953.
b				712.
c				169.
d				184.
e				177.
f				664.
g				434.
h				422.
i				82.
j				22.
k				-379.
l				-1,627.
m				-793.
n				-793.
o				-795.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	20 SHS BARRICK GOLD CORP.	P	02/10/12	04/29/13
b	30 SHS BARRICK GOLD CORP.	P	02/10/12	04/29/13
c	40 SHS BHP BILLITON PLC	P	11/25/11	08/05/13
d	35 SHS BHP BILLITON PLC	P	12/22/11	08/05/13
e	15 SHS BHP BILLITON PLC	P	12/22/11	08/06/13
f	5 SHS CENTURYLINK INC.	P	11/25/11	08/26/13
g	50 SHS CHINA CONSTRUCTION ADR	P	11/25/11	08/26/13
h	15 SHS CHINA TELECOM ADR	P	11/25/11	08/26/13
i	50 SHS CITIGROUP INC.	P	08/23/12	11/20/12
j	10 SHS CITIGROUP INC.	P	08/23/12	08/26/13
k	10 SHS COACH INC.	P	09/04/12	08/26/13
l	45 SHS COACH INC.	P	09/04/12	10/21/13
m	55 SHS COACH INC.	P	10/01/12	10/21/13
n	20 SHS COACH INC.	P	10/01/12	10/22/13
o	10 SHS CONOCOPHILLIPS	P	11/25/11	08/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	366.		987.	-621.
b	549.		1,480.	-931.
c	2,284.		2,260.	24.
d	1,999.		1,965.	34.
e	865.		842.	23.
f	163.		186.	-23.
g	726.		682.	44.
h	774.		907.	-133.
i	1,771.		1,481.	290.
j	498.		296.	202.
k	528.		563.	-35.
l	2,424.		2,533.	-109.
m	2,963.		2,975.	-12.
n	1,084.		1,082.	2.
o	657.		516.	141.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-621.
b				-931.
c				24.
d				34.
e				23.
f				-23.
g				44.
h				-133.
i				290.
j				202.
k				-35.
l				-109.
m				-12.
n				2.
o				141.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	10 SHS CVS/CAREMARK CORP.	P	11/25/11	08/26/13
b	5 SHS DETROIT ENERGY CO.	P	11/25/11	08/26/13
c	60 SHS DETROIT ENERGY CO.	P	11/25/11	09/26/13
d	150 SHS EAST JAPAN RAIL ADR	P	11/25/11	03/26/13
e	100 SHS EAST JAPAN RAIL ADR	P	11/28/11	03/26/13
f	100 SHS EAST JAPAN RAIL ADR	P	11/28/11	03/27/13
g	100 SHS EAST JAPAN RAIL ADR	P	11/30/11	03/27/13
h	50 SHS EAST JAPAN RAIL ADR	P	11/30/11	04/11/13
i	200 SHS EAST JAPAN RAIL ADR	P	12/06/11	04/11/13
j	100 SHS EAST JAPAN RAIL ADR	P	12/07/11	04/11/13
k	150 SHS EAST JAPAN RAIL ADR	P	12/08/11	04/12/13
l	50 SHS EAST JAPAN RAIL ADR	P	12/09/11	04/12/13
m	50 SHS EAST JAPAN RAIL ADR	P	12/09/11	04/15/13
n	100 SHS EMBRAER SA ADR	P	03/27/12	04/04/13
o	10 SHS EMBRAER SA ADR	P	07/18/12	08/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	587.		378.	209.
b	335.		253.	82.
c	4,056.		3,031.	1,025.
d	2,063.		1,580.	483.
e	1,376.		1,032.	344.
f	1,366.		1,032.	334.
g	1,366.		1,022.	344.
h	733.		511.	222.
i	2,932.		2,017.	915.
j	1,466.		1,010.	456.
k	2,146.		1,506.	640.
l	715.		502.	213.
m	719.		502.	217.
n	3,474.		3,091.	383.
o	333.		242.	91.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				209.
b				82.
c				1,025.
d				483.
e				344.
f				334.
g				344.
h				222.
i				915.
j				456.
k				640.
l				213.
m				217.
n				383.
o				91.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	25 SHS EMBRAER SA ADR	P	07/18/12	09/03/13
b	15 SHS EMBRAER SA ADR	P	07/18/12	09/04/13
c	10 SHS EMBRAER SA ADR	P	07/19/12	09/04/13
d	65 SHS EMBRAER SA ADR	P	07/19/12	09/05/13
e	20 SHS ENI SPA ADR	P	11/25/11	08/26/13
f	80 SHS ENI SPA ADR	P	11/25/11	09/27/13
g	45 SHS ENI SPA ADR	P	12/06/11	09/27/13
h	75 SHS EXELON CORP	P	11/25/11	06/14/13
i	25 SHS EXELON CORP	P	11/25/11	06/17/13
j	75 SHS EXELON CORP	P	02/09/12	06/17/13
k	50 SHS FREEPORT-MCMORAN COPPER&GOLD	P	11/25/11	12/10/12
l	10 SHS FREEPORT-MCMORAN COPPER&GOLD	P	11/25/11	12/11/12
m	50 SHS FREEPORT-MCMORAN COPPER&GOLD	P	12/06/11	12/11/12
n	45 SHS GENERAL DYNAMICS CORP	P	11/25/11	03/25/13
o	5 SHS IBM	P	11/25/11	08/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	814.		605.	209.
b	490.		363.	127.
c	327.		240.	87.
d	2,139.		1,561.	578.
e	893.		835.	58.
f	3,713.		3,338.	375.
g	2,089.		1,913.	176.
h	2,349.		3,240.	-891.
i	768.		1,080.	-312.
j	2,303.		2,981.	-678.
k	1,639.		1,799.	-160.
l	308.		360.	-52.
m	1,540.		1,973.	-433.
n	3,146.		2,814.	332.
o	932.		905.	27.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				209.
b				127.
c				87.
d				578.
e				58.
f				375.
g				176.
h				-891.
i				-312.
j				-678.
k				-160.
l				-52.
m				-433.
n				332.
o				27.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	10 SHS IMPERIAL TOBACCO LT ADR	P	11/25/11	08/26/13
b	30 SHS ITOCHU CORP. ADR	P	11/25/11	08/26/13
c	50 SHS JOHNSON & JOHNSON	P	11/25/11	04/26/13
d	30 SHS JOHNSON & JOHNSON	P	11/25/11	05/14/13
e	150 SHS KON AHOLD ADR	P	11/25/11	06/17/13
f	100 SHS KON AHOLD ADR	P	11/25/11	06/18/13
g	50 SHS KON AHOLD ADR	P	11/25/11	06/19/13
h	50 SHS KON AHOLD ADR	P	11/28/11	08/26/13
i	10 SHS KON AHOLD ADR	P	04/05/12	08/26/13
j	50 SHS KON AHOLD ADR	P	04/05/12	08/30/13
k	90 SHS KON AHOLD ADR	P	04/05/12	09/03/13
l	10 SHS KON AHOLD ADR	P	04/09/12	09/03/13
m	50 SHS KON AHOLD ADR	P	04/09/12	09/04/13
n	40 SHS KON AHOLD ADR	P	04/09/12	09/27/13
o	60 SHS KON AHOLD ADR	P	04/10/12	09/27/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	681.		705.	-24.
b	710.		584.	126.
c	4,265.		3,153.	1,112.
d	2,556.		1,897.	659.
e	2,360.		1,904.	456.
f	1,546.		1,270.	276.
g	780.		635.	145.
h	810.		627.	183.
i	162.		140.	22.
j	841.		700.	141.
k	1,475.		1,259.	216.
l	164.		141.	23.
m	806.		706.	100.
n	696.		565.	131.
o	1,045.		825.	220.

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-24.
b				126.
c				1,112.
d				659.
e				456.
f				276.
g				145.
h				183.
i				22.
j				141.
k				216.
l				23.
m				100.
n				131.
o				220.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	40 SHS KON AHOLD ADR	P	04/10/12	09/30/13
b	50 SHS KON AHOLD ADR	P	04/11/12	09/30/13
c	25 SHS KON PHILIP ELECTRIC ADR	P	11/25/11	12/14/12
d	65 SHS KON PHILIP ELECTRIC ADR	P	11/25/11	12/17/12
e	35 SHS KON PHILIP ELECTRIC ADR	P	03/12/12	12/17/12
f	65 SHS KON PHILIP ELECTRIC ADR	P	03/12/12	12/18/12
g	10 SHS KON PHILIP ELECTRIC ADR	P	06/01/12	12/18/12
h	100 SHS LOWES COS INC.	P	03/12/12	11/13/12
i	50 SHS LOWES COS INC.	P	03/12/12	01/09/13
j	25 SHS LOWES COS INC.	P	03/13/12	01/09/13
k	75 SHS LOWES COS INC.	P	03/13/12	07/08/13
l	75 SHS LOWES COS INC.	P	06/26/12	07/08/13
m	15 SHS MACY'S INC.	P	11/25/11	08/26/13
n	5 SHS MAGNA INTL INC. CL A	P	11/25/11	03/06/13
o	80 SHS MAGNA INTL INC. CL A	P	11/25/11	04/10/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	696.		550.	146.
b	871.		675.	196.
c	656.		460.	196.
d	1,711.		1,196.	515.
e	922.		695.	227.
f	1,704.		1,290.	414.
g	262.		180.	82.
h	3,282.		2,889.	393.
i	1,779.		1,445.	334.
j	890.		733.	157.
k	3,177.		2,198.	979.
l	3,177.		2,098.	1,079.
m	675.		455.	220.
n	276.		167.	109.
o	4,579.		2,674.	1,905.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				146.
b				196.
c				196.
d				515.
e				227.
f				414.
g				82.
h				393.
i				334.
j				157.
k				979.
l				1,079.
m				220.
n				109.
o				1,905.

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

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	(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	15 SHS MARATHON OIL CORP	P	11/25/11	08/26/13
b	50 SHS MARATHON OIL CORP	P	11/25/11	09/26/13
c	75 SHS MARATHON OIL CORP	P	11/25/11	09/27/13
d	5 SHS MCGRAW-HILL COMPANIES INC.	P	11/25/11	11/30/13
e	75 SHS MCGRAW-HILL COMPANIES INC.	P	02/09/12	11/30/13
f	25 SHS MERCK KGAA ADR	P	11/25/11	12/18/12
g	25 SHS MERCK KGAA ADR	P	11/25/11	12/19/12
h	20 SHS MERCK KGAA ADR	P	11/25/11	12/20/12
i	75 SHS MERCK KGAA ADR	P	01/26/12	12/20/12
j	30 SHS MICROSOFT CORP	P	08/10/10	08/26/13
k	130 SHS MICROSOFT CORP	P	08/10/10	09/19/13
l	45 SHS MICROSOFT CORP	P	09/30/10	09/19/13
m	100 SHS MICROSOFT CORP	P	09/30/10	10/25/13
n	75 SHS MICROSOFT CORP	P	09/30/10	10/25/13
o	25 SHS MUNICH RE GROUP ADR	P	11/28/11	08/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	495.		388.	107.
b	1,775.		1,293.	482.
c	2,668.		1,940.	728.
d	259.		216.	43.
e	3,891.		3,454.	437.
f	1,119.		782.	337.
g	1,119.		782.	337.
h	891.		626.	265.
i	3,342.		2,500.	842.
j	959.		762.	197.
k	4,266.		3,301.	965.
l	1,477.		1,114.	363.
m	3,453.		2,476.	977.
n	2,545.		1,857.	688.
o	475.		296.	179.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				107.
b				482.
c				728.
d				43.
e				437.
f				337.
g				337.
h				265.
i				842.
j				197.
k				965.
l				363.
m				977.
n				688.
o				179.

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

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	(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	20 SHS MUNICH RE GROUP ADR	P	01/26/12	08/26/13
b	15 SHS NEWMONT MINING CORP.	P	11/25/11	02/19/13
c	75 SHS NEWMONT MINING CORP.	P	12/22/11	02/19/13
d	100 SHS NORDEA BK SWEDEN AB ADR	P	11/25/11	04/29/13
e	175 SHS NORDEA BK SWEDEN AB ADR	P	11/25/11	04/30/13
f	25 SHS NORDEA BK SWEDEN AB ADR	P	11/28/11	04/30/13
g	50 SHS NORDEA BK SWEDEN AB ADR	P	12/23/11	04/30/13
h	75 SHS NORDEA BK SWEDEN AB ADR	P	12/23/11	08/05/13
i	75 SHS NORDEA BK SWEDEN AB ADR	P	12/23/11	08/06/13
j	75 SHS NORDEA BK SWEDEN AB ADR	P	12/27/11	08/06/13
k	100 SHS NORDEA BK SWEDEN AB ADR	P	12/27/11	08/07/13
l	25 SHS NORDEA BK SWEDEN AB ADR	P	12/27/11	08/08/13
m	363.8 SHS OLD WEST GL SM & MD CAP FD	P	10/06/08	02/05/13
n	4243.43 SHS OLD WEST GL SM & MD CAP FD	P	10/06/08	03/19/13
o	3088.332 SHS OLD WEST GL SM & MD CAP FD	P	10/06/08	08/22/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	380.		258.	122.
b	674.		973.	-299.
c	3,370.		4,629.	-1,259.
d	1,092.		760.	332.
e	1,959.		1,329.	630.
f	280.		187.	93.
g	560.		380.	180.
h	944.		570.	374.
i	951.		570.	381.
j	951.		582.	369.
k	1,274.		777.	497.
l	319.		194.	125.
m	5,577.		3,751.	1,826.
n	66,834.		43,750.	23,084.
o	50,000.		31,841.	18,159.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				122.
b				-299.
c				-1,259.
d				332.
e				630.
f				93.
g				180.
h				374.
i				381.
j				369.
k				497.
l				125.
m				1,826.
n				23,084.
o				18,159.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	9110.83 SHS OLD WESTBURY GL OPPTIES FD	P	01/08/08	02/01/13
b	3244.181 SHS OLD WESTBURY GL OPPTIES FD	P	01/08/08	03/19/13
c	4899.089 SHS OLD WESTBURY GL OPPTIES FD	P	01/18/08	03/19/13
d	16740.251 SHS OLD WESTBURY GL OPPTIES FD	P	01/18/08	05/15/13
e	2900.126 SHS OLD WESTBURY GL OPPTIES FD	P	02/22/08	05/15/13
f	1192.953 SHS OLD WESTBURY GL OPPTIES FD	P	04/09/08	05/15/13
g	1470.887 SHS OLD WESTBURY GL OPPTIES FD	P	04/09/08	09/26/13
h	13801.392 SHS OLD WESTBURY GL OPPTIES FD	P	02/20/09	09/26/13
i	9514.75 SHS OLD WESTBURY LARGE CAP STRATEGIES FD	P	06/15/05	06/21/13
j	4068.72 SHS OLD WESTBURY LARGE CAP STRATEGIES FD	P	06/15/05	08/22/13
k	684.76 SHS OLD WESTBURY REAL RETRN FD	P	08/09/05	02/05/13
l	1201.11 SHS OLD WESTBURY REAL RETRN FD	P	08/09/05	03/19/13
m	3657.062 SHS OLD WESTBURY REAL RETRN FD	P	08/09/05	05/15/13
n	2755.267 SHS OLD WESTBURY REAL RETRN FD	P	07/30/07	05/15/13
o	1551.16 SHS OLD WESTBURY REAL RETRN FD	P	12/21/07	05/15/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	70,700.		87,373.	-16,673.
b	25,564.		31,112.	-5,548.
c	38,605.		44,827.	-6,222.
d	136,600.		153,173.	-16,573.
e	23,665.		27,000.	-3,335.
f	9,735.		11,285.	-1,550.
g	11,885.		13,915.	-2,030.
h	111,515.		80,600.	30,915.
i	100,000.		96,480.	3,520.
j	45,000.		41,257.	3,743.
k	6,423.		7,128.	-705.
l	10,858.		12,504.	-1,646.
m	31,743.		38,070.	-6,327.
n	23,916.		34,000.	-10,084.
o	13,464.		19,808.	-6,344.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-16,673.
b				-5,548.
c				-6,222.
d				-16,573.
e				-3,335.
f				-1,550.
g				-2,030.
h				30,915.
i				3,520.
j				3,743.
k				-705.
l				-1,646.
m				-6,327.
n				-10,084.
o				-6,344.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	2981.21 SHS OLD WESTBURY REAL RETRN FD	P	02/22/08	05/15/13
b	352.125 SHS OLD WESTBURY REAL RETRN FD	P	02/22/08	05/21/13
c	2231.495 SHS OLD WESTBURY REAL RETRN FD	P	04/09/08	05/21/13
d	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/09/12	11/21/12
e	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/10/12	11/21/12
f	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/11/12	11/23/12
g	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/12/12	11/27/12
h	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/13/12	11/28/13
i	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/13/12	11/29/13
j	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/17/12	11/30/12
k	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/20/12	12/03/12
l	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/23/12	12/05/12
m	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/23/12	12/07/12
n	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/25/12	12/07/12
o	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/25/12	12/10/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25,877.		42,035.	-16,158.
b	3,053.		4,965.	-1,912.
c	19,347.		31,375.	-12,028.
d	637.		538.	99.
e	637.		534.	103.
f	639.		535.	104.
g	641.		538.	103.
h	314.		269.	45.
i	314.		270.	44.
j	635.		549.	86.
k	647.		555.	92.
l	320.		276.	44.
m	323.		276.	47.
n	323.		275.	48.
o	323.		275.	48.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-16,158.
b				-1,912.
c				-12,028.
d				99.
e				103.
f				104.
g				103.
h				45.
i				44.
j				86.
k				92.
l				44.
m				47.
n				48.
o				48.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 } 2

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/26/12	12/13/12
b	25 SHS ORIENTAL LAND CO. LTD. ADR	P	04/26/12	12/14/12
c	50 SHS ORIENTAL LAND CO. LTD. ADR	P	04/27/12	12/17/12
d	100 SHS ORIENTAL LAND CO. LTD. ADR	P	04/30/12	12/18/12
e	15 SHS SANOFI ADR	P	11/25/11	08/26/13
f	125 SHS SEAGATE TECHNOLOGY PLC	P	04/05/12	01/28/13
g	5 SHS SINOPEC/CHINA PETE&CHM ADR	P	11/25/11	08/26/13
h	75 SHS SSE PLC ADR	P	11/25/11	06/17/13
i	10 SHS SSE PLC ADR	P	11/25/11	06/18/13
j	650 SHS SUMITOMO MITSUI FIN. ADR	P	11/25/11	02/20/13
k	100 SHS SUMITOMO MITSUI FIN. ADR	P	01/26/12	02/20/13
l	100 SHS SUMITOMO MITSUI FIN. ADR	P	01/26/12	02/21/13
m	50 SHS SUMITOMO MITSUI FIN. ADR	P	01/26/12	03/25/13
n	250 SHS SUMITOMO MITSUI FIN. ADR	P	01/26/12	03/26/13
o	100 SHS SUMITOMO MITSUI FIN. ADR	P	01/27/12	03/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	317.		275.	42.
b	316.		275.	41.
c	629.		550.	79.
d	1,228.		1,096.	132.
e	756.		494.	262.
f	4,582.		3,439.	1,143.
g	366.		393.	-27.
h	1,770.		1,504.	266.
i	236.		201.	35.
j	5,213.		3,505.	1,708.
k	802.		630.	172.
l	782.		630.	152.
m	419.		315.	104.
n	2,081.		1,574.	507.
o	833.		632.	201.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				42.
b				41.
c				79.
d				132.
e				262.
f				1,143.
g				-27.
h				266.
i				35.
j				1,708.
k				172.
l				152.
m				104.
n				507.
o				201.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	100 SHS SUMITOMO MITSUI FIN. ADR	P	01/31/12	03/26/13
b	50 SHS SUMITOMO MITSUI FIN. ADR	P	02/02/12	03/26/13
c	50 SHS SUMITOMO MITSUI FIN. ADR	P	02/02/12	03/27/13
d	100 SHS SUMITOMO MITSUI FIN. ADR	P	02/03/12	03/27/13
e	50 SHS SUMITOMO MITSUI FIN. ADR	P	02/06/12	03/27/13
f	50 SHS SUNCORP GROUP ADR	P	11/29/01	12/17/12
g	100 SHS SUNCORP GROUP ADR	P	11/29/01	04/11/13
h	75 SHS SUNCORP GROUP ADR	P	11/29/01	04/12/13
i	25 SHS SUNCORP GROUP ADR	P	11/29/01	04/15/13
j	25 SHS SUNCORP GROUP ADR	P	11/25/11	04/15/13
k	50 SHS SUNCORP GROUP ADR	P	01/26/12	04/15/13
l	50 SHS SUNCORP GROUP ADR	P	01/27/12	04/16/13
m	50 SHS SUNCORP GROUP ADR	P	02/01/12	04/16/13
n	50 SHS SUNCORP GROUP ADR	P	02/02/12	04/17/13
o	25 SHS SUNCORP GROUP ADR	P	02/03/12	04/17/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	833.		630.	203.
b	416.		315.	101.
c	414.		315.	99.
d	827.		646.	181.
e	414.		324.	90.
f	528.		404.	124.
g	1,190.		809.	381.
h	900.		606.	294.
i	302.		202.	100.
j	302.		209.	93.
k	604.		435.	169.
l	618.		436.	182.
m	618.		448.	170.
n	619.		444.	175.
o	310.		222.	88.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				203.
b				101.
c				99.
d				181.
e				90.
f				124.
g				381.
h				294.
i				100.
j				93.
k				169.
l				182.
m				170.
n				175.
o				88.

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

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	(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	75 SHS SUNCORP GROUP ADR	P	02/03/12	04/18/13
b	10 SHS TARGET CORP.	P	01/26/12	08/26/13
c	100 SHS TELE2 AB ADR	P	11/28/11	08/27/13
d	10 SHS TELE2 AB ADR	P	11/29/11	08/27/13
e	110 SHS TELE2 AB ADR	P	11/29/11	09/03/13
f	30 SHS TELE2 AB ADR	P	11/29/11	09/03/13
g	200 SHS TELE2 AB ADR	P	02/09/12	09/03/13
h	225 SHS TELE2 AB ADR	P	02/10/12	09/03/13
i	20 SHS TEVA PHARM INDS. LTD. ADR	P	11/25/11	08/26/13
j	25 SHS THERMO FISHER SCIENTIFIC	P	09/04/12	04/26/13
k	15 SHS THERMO FISHER SCIENTIFIC	P	09/04/12	08/26/13
l	30 SHS TIM PARTICIPACOES SA ADR	P	01/30/12	08/26/13
m	20 SHS TIM PARTICIPACOES SA ADR	P	01/30/12	10/22/13
n	50 SHS TIM PARTICIPACOES SA ADR	P	01/31/12	10/22/13
o	5 SHS TIM PARTICIPACOES SA ADR	P	02/03/12	10/22/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	922.		667.	255.
b	659.		503.	156.
c	616.		480.	136.
d	62.		47.	15.
e	223.		522.	-299.
f	61.		142.	-81.
g	405.		990.	-585.
h	456.		1,088.	-632.
i	767.		771.	-4.
j	2,015.		1,430.	585.
k	1,357.		858.	499.
l	567.		841.	-274.
m	541.		560.	-19.
n	1,352.		1,394.	-42.
o	135.		140.	-5.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				255.
b				156.
c				136.
d				15.
e				-299.
f				-81.
g				-585.
h				-632.
i				-4.
j				585.
k				499.
l				-274.
m				-19.
n				-42.
o				-5.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	20 SHS TIM PARTICIPACOES SA ADR	P	02/03/12	10/23/13
b	30 SHS TIM PARTICIPACOES SA ADR	P	02/06/12	10/23/13
c	20 SHS TIM PARTICIPACOES SA ADR	P	02/06/12	10/24/13
d	50 SHS TIM PARTICIPACOES SA ADR	P	02/07/12	10/24/13
e	5 SHS TIM PARTICIPACOES SA ADR	P	02/08/12	10/24/13
f	20 SHS TOKYO GAS LTD. ADR	P	11/30/11	08/26/13
g	15 SHS TOTAL SA	P	11/25/11	08/26/13
h	75 SHS UNITEDHEALTH GROUP INC.	P	11/25/11	07/22/13
i	15 SHS UNITEDHEALTH GROUP INC.	P	11/25/11	08/26/13
j	10 SHS UNITEDHEALTH GROUP INC.	P	11/25/11	08/30/13
k	50 SHS UNITEDHEALTH GROUP INC.	P	07/30/12	08/30/13
l	75 SHS VODAFONE GROUP PLC ADR	P	05/30/12	03/12/13
m	15 SHS VODAFONE GROUP PLC ADR	P	05/31/12	08/26/13
n	85 SHS VODAFONE GROUP PLC ADR	P	05/31/12	09/06/13
o	15 SHS VODAFONE GROUP PLC ADR	P	06/26/12	09/06/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	543.		560.	-17.
b	814.		840.	-26.
c	538.		560.	-22.
d	1,345.		1,409.	-64.
e	134.		140.	-6.
f	440.		341.	99.
g	812.		734.	78.
h	4,987.		3,330.	1,657.
i	1,083.		666.	417.
j	716.		444.	272.
k	3,582.		2,625.	957.
l	2,009.		2,030.	-21.
m	446.		408.	38.
n	2,700.		2,310.	390.
o	476.		418.	58.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a				-17.
b				-26.
c				-22.
d				-64.
e				-6.
f				99.
g				78.
h				1,657.
i				417.
j				272.
k				957.
l				-21.
m				38.
n				390.
o				58.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	25 SHS VODAFONE GROUP PLC ADR	P	06/26/12	09/12/13
b	50 SHS VODAFONE GROUP PLC ADR	P	06/26/12	09/13/13
c	35 SHS VODAFONE GROUP PLC ADR	P	06/26/12	09/16/13
d	15 SHS VOLKSWAGON AG ADR	P	07/11/12	08/26/13
e	100 SHS WALGREEN CO.	P	10/23/12	04/26/13
f	5 SHS WALGREEN CO.	P	10/24/12	08/26/13
g	75 SHS WASTE MANAGEMENT INC.	P	06/26/12	04/11/13
h	10 SHS WASTE MANAGEMENT INC.	P	06/26/12	08/26/13
i	10 SHS WASTE MANAGEMENT INC.	P	06/26/12	08/30/13
j	40 SHS WASTE MANAGEMENT INC.	P	08/07/12	08/30/13
k	35 SHS WASTE MANAGEMENT INC.	P	08/07/12	09/03/13
l	150 SHS WESTERN UNION CO.	P	11/25/11	12/14/12
m	25 SHS WESTERN UNION CO.	P	11/28/11	12/14/12
n	75 SHS WESTERN UNION CO.	P	11/28/11	12/17/12
o	50 SHS WESTERN UNION CO.	P	02/09/12	12/17/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	827.		696.	131.
b	1,635.		1,392.	243.
c	1,158.		975.	183.
d	728.		491.	237.
e	4,957.		3,606.	1,351.
f	244.		179.	65.
g	2,886.		2,452.	434.
h	417.		327.	90.
i	414.		327.	87.
j	1,654.		1,369.	285.
k	1,439.		1,198.	241.
l	1,969.		2,414.	-445.
m	328.		414.	-86.
n	992.		1,243.	-251.
o	661.		975.	-314.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				131.
b				243.
c				183.
d				237.
e				1,351.
f				65.
g				434.
h				90.
i				87.
j				285.
k				241.
l				-445.
m				-86.
n				-251.
o				-314.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	50 SHS WESTERN UNION CO.	P	02/10/12	12/17/12
b	25 SHS WESTERN UNION CO.	P	02/13/12	12/17/12
c	50 SHS WESTERN UNION CO.	P	02/13/12	12/18/12
d	50 SHS WHARF HOLDINGS ADR	P	11/25/11	12/17/12
e	25 SHS WHARF HOLDINGS ADR	P	11/25/11	12/18/12
f	25 SHS WHARF HOLDINGS ADR	P	11/28/11	12/18/12
g	25 SHS WHARF HOLDINGS ADR	P	11/29/11	12/18/12
h	25 SHS WHARF HOLDINGS ADR	P	11/29/11	12/19/12
i	25 SHS WHARF HOLDINGS ADR	P	11/30/11	12/19/12
j	50 SHS WHARF HOLDINGS ADR	P	11/30/11	12/20/12
k	50 SHS WHARF HOLDINGS ADR	P	12/06/11	12/20/12
l	20 SHS WHARF HOLDINGS UN-SPON ADR	P	12/06/11	08/27/13
m	15 SHS ZIMMER HOLDINGS INC.	P	05/04/12	08/26/13
n	75 SHS AETNA INC	P	11/06/12	06/14/13
o	5 SHS AETNA INC	P	11/13/12	08/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	661.		984.	-323.
b	331.		452.	-121.
c	659.		905.	-246.
d	765.		476.	289.
e	383.		238.	145.
f	383.		240.	143.
g	383.		240.	143.
h	385.		240.	145.
i	385.		237.	148.
j	761.		474.	287.
k	761.		496.	265.
l	338.		198.	140.
m	1,199.		966.	233.
n	4,631.		3,324.	1,307.
o	316.		215.	101.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-323.
b				-121.
c				-246.
d				289.
e				145.
f				143.
g				143.
h				145.
i				148.
j				287.
k				265.
l				140.
m				233.
n				1,307.
o				101.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	40 SHS AIR PRODUCTS & CHEMICALS	P	03/12/13	07/30/13
b	5 SHS AIR PRODUCTS & CHEMICALS	P	03/21/13	07/30/13
c	10 SHS AMERICAN INTL GROUP INC	P	04/26/13	08/26/13
d	30 SHS AMERICAN WATER WORKS CO	P	06/17/13	08/26/13
e	20 SHS BARRICK GOLD CORP.	P	03/21/13	04/29/13
f	10 SHS BHP BILLITON PLC	P	03/21/13	08/06/13
g	5 SHS BHP BILLITON PLC	P	05/17/13	08/06/13
h	30 SHS BNP PARIBAS SPONS ADR	P	03/25/13	08/26/13
i	75 SHS BNP PARIBAS SPONS ADR	P	03/25/13	09/27/13
j	5 SHS BRIDGESTONE CORP	P	07/09/13	08/26/13
k	15 SHS COACH INC.	P	03/21/13	10/22/13
l	5 SHS COACH INC.	P	05/17/13	10/22/13
m	15 SHS DAIHATSU MOTOR CO	P	12/17/12	08/26/13
n	5 SHS DETROIT ENERGY CO.	P	03/21/13	09/26/13
o	5 SHS DETROIT ENERGY CO.	P	05/17/13	09/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,244.		3,509.	735.
b	531.		444.	87.
c	472.		407.	65.
d	1,226.		1,216.	10.
e	366.		581.	-215.
f	577.		620.	-43.
g	288.		294.	-6.
h	976.		817.	159.
i	2,572.		2,044.	528.
j	332.		360.	-28.
k	813.		748.	65.
l	271.		297.	-26.
m	575.		565.	10.
n	338.		331.	7.
o	338.		354.	-16.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				735.
b				87.
c				65.
d				10.
e				-215.
f				-43.
g				-6.
h				159.
i				528.
j				-28.
k				65.
l				-26.
m				10.
n				7.
o				-16.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	20 SHS DOLLAR GENERAL CORP	P	12/14/12	08/26/13
b	75 SHS DOLLAR GENERAL CORP	P	12/14/12	09/19/13
c	30 SHS EMBRAER SA ADR	P	03/21/13	09/05/13
d	5 SHS EMBRAER SA ADR	P	05/17/13	09/05/13
e	20 SHS EXELON CORP	P	03/21/13	06/18/13
f	5 SHS EXELON CORP	P	05/17/13	06/18/13
g	30 SHS GENERAL DYNAMICS CORP	P	03/21/13	03/25/13
h	5 SHS ILLINOIS TOOL WORKS INC	P	03/25/13	08/26/13
i	50 SHS J SAINSBURY SPN ADR	P	05/28/13	08/26/13
j	5 SHS J SAINSBURY SPN ADR	P	05/30/13	08/26/13
k	65 SHS JOHNSON & JOHNSON	P	03/21/13	06/14/13
l	400 SHS KDDI CORP	P	01/25/13	05/15/13
m	150 SHS KDDI CORP	P	01/25/13	05/16/13
n	50 SHS KDDI CORP	P	01/25/13	07/09/13
o	100 SHS KDDI CORP	P	01/25/13	07/09/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,088.		871.	217.
b	4,286.		3,266.	1,020.
c	987.		1,053.	-66.
d	165.		178.	-13.
e	610.		668.	-58.
f	152.		176.	-24.
g	2,097.		2,099.	-2.
h	362.		316.	46.
i	1,217.		1,154.	63.
j	122.		115.	7.
k	5,503.		5,137.	366.
l	4,582.		3,453.	1,129.
m	1,714.		1,295.	419.
n	618.		432.	186.
o	1,243.		863.	380.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				217.
b				1,020.
c				-66.
d				-13.
e				-58.
f				-24.
g				-2.
h				46.
i				63.
j				7.
k				366.
l				1,129.
m				419.
n				186.
o				380.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr)
1a	150 SHS KDDI CORP	P	01/28/13	07/09/13
b	60 SHS KDDI CORP	P	01/28/13	08/26/13
c	35 SHS KON AHOLD ADR	P	03/21/13	09/30/13
d	75 SHS KON AHOLD ADR	P	03/21/13	10/01/13
e	25 SHS KON AHOLD ADR	P	05/17/13	10/01/13
f	25 SHS LOWES COS	P	05/17/13	07/08/13
g	10 SHS LOWES COS	P	05/17/13	07/09/13
h	55 SHS MICROSOFT CORP	P	03/21/13	10/28/13
i	15 SHS MICROSOFT CORP	P	05/17/13	10/28/13
j	20 SHS NIELSEN HOLDINGS	P	02/04/13	08/26/13
k	15 SHS NIKON CORP	P	12/17/12	08/26/13
l	25 SHS PFIZER INC	P	04/26/13	08/26/13
m	10 SHS QUALCOMM INC	P	11/30/12	08/26/13
n	50 SHS RSA INSURANCE GROUP	P	02/20/13	08/26/13
o	40 SHS RSA INSURANCE GROUP	P	02/25/13	08/26/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,864.		1,300.	564.
b	749.		520.	229.
c	609.		527.	82.
d	1,303.		1,130.	173.
e	434.		400.	34.
f	1,059.		1,072.	-13.
g	422.		429.	-7.
h	1,867.		1,552.	315.
i	509.		499.	10.
j	675.		652.	23.
k	258.		411.	-153.
l	714.		778.	-64.
m	670.		624.	46.
n	471.		519.	-48.
o	377.		364.	13.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				564.
b				229.
c				82.
d				173.
e				34.
f				-13.
g				-7.
h				315.
i				10.
j				23.
k				-153.
l				-64.
m				46.
n				-48.
o				13.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	0.5 SHS SINOPEC/CHINA PETE&CHM ADR	P	03/21/13	07/23/13
b	40 SHS SSE PLC	P	03/21/13	06/18/13
c	50 SHS SSE PLC	P	03/21/13	06/19/13
d	25 SHS SSE PLC	P	03/21/13	06/20/13
e	18 SHS SSE PLC	P	03/21/13	06/24/13
f	87 SHS SSE PLC	P	03/21/13	06/25/13
g	10 SHS SSE PLC	P	05/17/13	06/25/13
h	40 SHS UNITEDHEALTH GROUP INC	P	03/21/13	08/30/13
i	5 SHS UNITEDHEALTH GROUP INC	P	05/17/13	08/30/13
j	15 SHS VIACOM INC	P	03/19/13	08/26/13
k	60 SHS VIACOM INC	P	03/19/13	09/19/13
l	10 SHS VIACOM INC	P	03/21/13	09/19/13
m	30 SHS VIACOM INC	P	04/10/13	09/19/13
n	30 SHS VODAFONE GP PLC	P	03/21/13	09/16/13
o	5 SHS VODAFONE GP PLC	P	05/17/13	09/16/13

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	36.		43.	-7.
b	943.		889.	54.
c	1,181.		1,111.	70.
d	595.		556.	39.
e	431.		400.	31.
f	2,019.		1,933.	86.
g	232.		247.	-15.
h	2,865.		2,214.	651.
i	358.		310.	48.
j	1,185.		954.	231.
k	4,981.		3,814.	1,167.
l	830.		627.	203.
m	2,491.		1,882.	609.
n	993.		838.	155.
o	165.		148.	17.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-7.
b				54.
c				70.
d				39.
e				31.
f				86.
g				-15.
h				651.
i				48.
j				231.
k				1,167.
l				203.
m				609.
n				155.
o				17.

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

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr)
1a	45 SHS WASTE MANAGEMENT INC	P	03/21/13	09/03/13
b	5 SHS WASTE MANAGEMENT INC	P	05/17/13	09/03/13
c	FRAC SHS GILEAD SCIENCE	P	01/01/00	12/11/12
d	FRAC SHS TYCO SECURITIES	P	01/01/00	07/15/13
e	FRAC SHS BANK OF AMERICA	P	01/01/08	12/06/12
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,850.		1,678.	172.
b	206.		207.	-1.
c	55.			55.
d	14.			14.
e	3.			3.
f	42,374.			42,374.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				172.
b				-1.
c				55.
d				14.
e				3.
f				42,374.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	130,124.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FEDERALIST SOCIETY		EXEMPT	GENERAL OPERATIONS	25,000.
KENNEDY CENTER		EXEMPT	GENERAL OPERATIONS	22,000.
ENOUGH IS ENOUGH		EXEMPT	GENERAL OPERATIONS	12,500.
COLUMBUS COMMUNITY CENTER		EXEMPT	GENERAL OPERATIONS	12,000.
GLOBAL CENTURIAN		EXEMPT	GENERAL OPERATIONS	11,500.
FRESH AIR FUND		EXEMPT	GENERAL OPERATIONS	11,000.
COLUMBIA COLLEGE ALUMNI FUND		EXEMPT	GENERAL OPERATIONS	10,000.
THE EYE CANCER FOUNDATION		EXEMPT	GENERAL OPERATIONS	10,000.
COMMUNITY FOOD BANK OF NJ		EXEMPT	GENERAL OPERATIONS	8,000.
NEW YORK CITY BALLET GUILD		EXEMPT	GENERAL OPERATIONS	8,000.
Total from continuation sheets				175,500.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HOLY NAME HOSPITAL FOUNDATION		EXEMPT	GENERAL OPERATIONS	5,000.
TREVOR PROJECT		EXEMPT	GENERAL OPERATIONS	5,000.
WQXR		EXEMPT	GENERAL OPERATIONS	4,000.
NATIONAL GALLERY OF ART		EXEMPT	GENERAL OPERATIONS	3,500.
COLUMBIA UNIVERSITY		EXEMPT	GENERAL OPERATIONS	2,500.
LACO		EXEMPT	GENERAL OPERATIONS	2,500.
THE PEARL THEATHRE CO.		EXEMPT	GENERAL OPERATIONS	2,500.
EYE CANCER FOUNDATION		EXEMPT	GENERAL OPERATIONS	2,000.
FRIENDSHIP CIRCLE		EXEMPT	GENERAL OPERATIONS	2,000.
PLANNED PARENTHOOD OF ENGLEWOOD		EXEMPT	GENERAL OPERATIONS	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN POVERTY LAW CENTER		EXEMPT	GENERAL OPERATIONS	2,000.
WNYC		EXEMPT	GENERAL OPERATIONS	3,000.
DECATUR FESTIVAL OF BOOKS		EXEMPT	GENERAL OPERATIONS	1,500.
NATIONAL LAW ENFORCEMENT OFFICERS MUSEUM		EXEMPT	GENERAL OPERATIONS	1,500.
ART SCHOOL AT OLD CHURCH		EXEMPT	GENERAL OPERATIONS	1,000.
HARVARD LAW SCHOOL		EXEMPT	GENERAL OPERATIONS	1,000.
MARTHA'S TABLE INC.		EXEMPT	GENERAL OPERATIONS	1,000.
PEARL THEATER		EXEMPT	GENERAL OPERATIONS	1,000.
UNICEF		EXEMPT	GENERAL OPERATIONS	1,000.
WNYC			GENERAL OPERATIONS	
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TENEFLY VOLUNTEER AMBULANCE ASSOC.		EXEMPT	GENERAL OPERATIONS	500.
ABINGDON THEATRE CO.		EXEMPT	GENERAL OPERATIONS	450.
TENEFLY VOLUNTEER FIRE DEPT.		EXEMPT	GENERAL OPERATIONS	300.
SMA MUSEUM		EXEMPT	GENERAL OPERATIONS	200.
THE RENEE AND CHAIM GROSS FOUNDATION		EXEMPT	GENERAL OPERATIONS	50.
Total from continuation sheets				

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

SOURCE	AMOUNT
BESSEMER TRUST	4.
BESSEMER TRUST	1.
JPMORGAN CHASE	14.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	19.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BESSEMER TRUST - DIVIDENDS	83,157.	37,868.	45,289.
BESSEMER TRUST - INTEREST	24,215.	0.	24,215.
JP MORGAN CHASE - DIVIDENDS	53,207.	4,506.	48,701.
JP MORGAN CHASE - OID	430.	0.	430.
TOTAL TO FM 990-PF, PART I, LN 4	161,009.	42,374.	118,635.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	16,075.	8,037.		8,038.
TO FORM 990-PF, PG 1, LN 16B	16,075.	8,037.		8,038.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT COUNSEL	22,889.	11,444.		11,445.
TO FORM 990-PF, PG 1, LN 16C	22,889.	11,444.		11,445.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAXES	1,537.	1,537.		0.
FEDERAL EXCISE TAXES	226.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,763.	1,537.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEES	250.	0.		250.
MISCELLANEOUS	105.	52.		53.
TO FORM 990-PF, PG 1, LN 23	355.	52.		303.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
25000 UNITS FEDERAL HOME LOAN BANK 5.250% 9/12/2014	X		27,309.	26,080.
20000 UNITS FEDERAL NATIONAL MORTGAGE ASSOC .500% 9/25/18	X		20,013.	20,056.
25000 UNITS NY ST DORM AUTH 2.825% 3/15/16		X	24,627.	25,964.
20000 UNITS ONTARIO (PROVINCE OF) 1.1% 10/25/17		X	19,973.	19,852.
46000 UNITS US TREASURY BOND 7.250% 8/15/2022	X		67,925.	64,274.
60000 UNITS US TREASURY BOND 7.250% 8/15/2022	X		88,598.	83,836.
221000 UNITS US TREASURY NOTE 0.250% 12/15/2015	X		219,843.	220,586.
TOTAL U.S. GOVERNMENT OBLIGATIONS			423,688.	414,832.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			44,600.	45,816.
TOTAL TO FORM 990-PF, PART II, LINE 10A			468,288.	460,648.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
85 SHARES ACCENTURE PLC CL A	5,384.	6,247.
130 SHARES ACE LIMITED	8,400.	12,407.
155 SHARES AETNA INC.	7,109.	9,718.
270 SHARES ALLIANZ AKTIENGES ADR	3,565.	4,547.
9768.586 SHARES AMERICAN CENTURY EQUITY INCOME FUND	54,411.	87,917.
165 SHARES AMERICAN INTL GROUP INC.	6,771.	8,522.
345 SHARES AMERICAN WATER WORKS CO.	14,009.	14,790.
30 SHARES APPLE INC.	14,488.	15,681.
300 SHARES AVAGO TECHNOLOGIES	10,529.	13,629.
2656.042 SHARES BLACKROCK HIGH YIELD BOND	20,000.	21,992.
340 SHARES BNP PARIBAS SPONS ADR	9,056.	12,605.
220 SHARES BRIDGESTONE CORP.	3,961.	3,761.
165 SHARES CENTURYLINK INC.	5,940.	5,586.
695 SHARES CHINA CONSTRUCTION ADR	10,286.	10,792.
245 SHARES CHINA TELECOM ADR	13,927.	12,661.
170 SHARES CITIGROUP INC.	5,588.	8,292.
120 SHARES CONOCOPHILLIPS	6,652.	8,799.
155 SHARES CVS/CAREMARK CORP.	6,154.	9,650.
160 SHARES DAIHATSU MOTOR CO.	6,137.	6,203.
2360.484 SHARES DODGE & COX INTERNATIONAL STOCK	80,000.	100,132.
215 SHARES DOLLAR GENERAL CORP.	9,757.	12,422.
19748.654 SHARES DOUBLELINE FDS TR TTL RTN BD I	220,000.	216,840.
13574.21 SHARES EATON VANCE FLOATING RATE I	119,899.	124,476.
10700.389 SHARES EATON VANCE MUT FDS TR GLOBAL MACRO - I	109,642.	100,691.
150 SHARES ENI SPA ADR	6,682.	7,620.
9174.312 SHARES FMI FDS INC.	110,000.	194,495.
65 SHARES IBM	12,353.	11,648.
135 SHARES ILLINOIS TOOL WORKS INC.	9,172.	10,636.
155 SHARES IMPERIAL TOBACCO LT ADR	11,345.	11,599.
500 SHARES ISHARES MSCI EAFE INDEX FUND	26,610.	32,940.
1100 SHARES ISHARES S&P MIDCAP 400 INDEX FUND	113,289.	141,394.
435 SHARES ITOCHU CORP. ADR	9,591.	10,446.
545 SHARES J SAINSBURY SPN ADR	12,566.	13,816.
1856.148 SHARES JPM LARGE CAP GROWTH FD. - SEL	40,000.	55,443.
1230.366 SHARES JPMORGAN CHINA REGION FD.	23,500.	25,530.
3050.032 SHARES JPMORGAN GL RES ENH IDX FUND	48,160.	52,979.
14003.201 SHARES JPMORGAN HIGH YIELD FUND - SEL	101,020.	115,106.
1530.619 SHARES JPMORGAN INTERNATIONAL CURRENCY INCOME FD.	16,684.	17,112.
1062.699 SHARES JPMORGAN MID CAP VALUE FUND	30,000.	37,088.
14896.685 SHARES JPMORGAN SHORT DURATION BOND FUND	158,100.	162,672.
3865.127 SHARES JPMORGAN STRATEGIC INCOME	44,410.	45,995.
6864.414 SHARES JPMORGAN TR I INFL MANAGED BOND	73,175.	72,008.
630 SHARES KDDI CORP.	5,669.	8,524.

325 SHARES KEYCORP NEW	4,119.	4,073.
150 SHARES L BRANDS INC.	8,684.	9,391.
125 SHARES LORILLARD INC.	5,600.	6,376.
255 SHARES MACY'S INC.	9,500.	11,758.
9856.138 SHARES MANNING & NAPIER FUND INC. WORLD OPPORTUNITIES SERIES FD.	80,000.	89,297.
150 SHARES MARATHON OIL CORP.	4,897.	5,289.
3640.129 SHARES MATTHEWS PACIFIC TIGER INSTL FUND	56,323.	93,588.
595 SHARES MUNICH RE GROUP ADR	8,474.	12,449.
285 SHARES NIELSEN HOLDINGS	9,565.	11,240.
375 SHARES NIKON CORP.	10,005.	6,918.
4024.77 SHARES OAKMARK INTERNATIONAL FD. I	101,344.	107,542.
38171.996 SHARES OLD WEST GL SM & MD CAP FD.	448,274.	660,375.
52741.067 SHARES OLD WESTBURY GL OPPTIES FD	352,230.	434,586.
79647.01 SHARES OLD WESTBURY LARGE CAP STRATEGIES FD.	856,419.	962,932.
10798.279 SHARES OLD WESTBURY REAL RETRN FD.	118,535.	87,574.
485 SHARES PFIZER INC.	14,416.	14,882.
1734.605 SHARES PIMCO COMMODITIES PLUS STRATEGY FD.	20,000.	18,404.
195 SHARES QUALCOMM INC.	12,330.	13,550.
1420 SHARES RSA INSURANCE GROUP PLC ADR	12,997.	14,645.
240 SHARES SANOFI ADR	9,551.	12,835.
143.5 SHARES SINOPEC/CHINA PETE&CHM ADR	11,584.	11,492.
6888.188 SHARES SIT MUT FDS INC.	87,893.	120,130.
295 SHARES SPDR S&P 500 ETF TRUST	47,281.	51,858.
725 SHARES SUMITOMO METAL MIN CO. LTD.	10,344.	10,035.
350 SHARES SVENSKA CL AKTIBLGT ADR	9,432.	9,951.
175 SHARES SWATCH GROUP AG	5,506.	5,609.
160 SHARES TARGET CORP.	9,295.	10,366.
1805 SHARES TELE2 AB ADR	10,310.	10,905.
250 SHARES TEVA PHARM INDS. LTD. ADR	10,407.	9,273.
130 SHARES THERMO FISHER SCIENTIFIC	7,951.	12,711.
250 SHARES TIM PARTICIPACOES SA ADR	5,700.	6,355.
357 SHARES TOKYO GAS LTD. ADR	7,085.	7,743.
220 SHARES TOTAL SA	11,258.	13,459.
70 SHARES UNION PACIFIC CORP.	10,987.	10,598.
95 SHARES VIACOM INC.	6,129.	7,912.
2373.629 SHARES VIRTUS INSIGHT TR VIRTUS EMERG FD. I	24,472.	23,784.
180 SHARES VOLKSWAGON AG ADR	6,855.	9,162.
240 SHARES WALGREEN CO.	9,040.	14,217.
600 SHARES WEIR GROUP PLC	10,542.	10,869.
240 SHARES WHARF HOLDINGS ADR	2,768.	4,042.
185 SHARES ZIMMER HOLDINGS INC.	11,952.	16,181.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,064,045.	4,809,767.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
27000 UNITS AMERICAN EXPRESS CREDIT CO. 2.375% 3/24/17	26,927.	28,039.
35000 UNITS ANHEUSER-BUSCH INBEV FIN .8% 1/15/2016	34,998.	35,063.
20000 UNITS APPLE INC. FRN 0.516% 5/30/2018	19,937.	19,937.
30000 UNITS BERKSHIRE HATHAWAY INC. 3.20% 2/11/2015	30,028.	31,065.
20000 UNITS CELGENE CORP. 2.450% 10/15/2015	20,585.	20,577.
20000 UNITS COCA-COLA CO. 1.800% 9/01/2016	20,560.	20,604.
25000 UNITS DIAGEO CAPITAL PLC .625% 4/29/16	24,954.	24,907.
40000 UNITS GENERAL ELEC CAP CORP 2.90% 1/9/2017	41,269.	41,984.
34000 UNITS JP MORGAN CHASE & CO. 1.409% 9/22/15	34,618.	34,413.
20000 UNITS KFW 1.25% 2/15/17	19,926.	20,273.
20000 UNITS MICROSOFT CORP. 0.875% 11/15/2017	19,885.	19,736.
20000 UNITS PRAXAIR INC. 1.050% 11/7/2017	19,992.	19,696.
30000 UNITS PROCTER & GAMBLE CO. 3.50% 2/15/2015	29,874.	31,149.
10000 UNITS SHELL INTERNATIONAL FIN. 4.00% 3/21/2014	9,997.	10,138.
20000 UNITS TOYOTA MOTOR CREDIT CORP. 2.05% 1/12/17	20,638.	20,516.
25000 UNITS US BANCORP 1.65% 5/15/17	24,953.	25,217.
TOTAL TO FORM 990-PF, PART II, LINE 10C	399,141.	403,314.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
20000 UNITS BNP BREN EAFE 11/06/13 10%	FMV	20,000.	23,297.
25000 UNITS CS BREN ASIA BASKET 07/10/13 10% BUFFER-2	FMV	25,000.	27,489.
20000 UNITS DB MARKET PLUS SX5E 3/19/14 7.6%	FMV	20,000.	23,737.
20000 UNITS DB PIMS 90%PPN 2/14/14	FMV	20,100.	18,708.
25000 UNITS GS BREN EAFE 10% BUFFER	FMV	25,000.	29,156.
25000 UNITS HSBC BREN MXEA 3/19/14	FMV	25,000.	26,625.
25000 UNITS JPMORGAN BREN EAFE	FMV	25,000.	28,760.
35000 UNITS SG REN SPX 10/16/14 2 XLEV	FMV	35,000.	35,742.
TOTAL TO FORM 990-PF, PART II, LINE 13		195,100.	213,514.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST PAID ON BONDS	121.	161.	161.
TO FORM 990-PF, PART II, LINE 15	121.	161.	161.

FORM 990-PF ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS STATEMENT 12

FORM 990-PF PAGE 9 LINE 4C: TREATED AS DISTRIBUTIONS OUT OF CORPUS

PURSUANT TO REG. SEC. 53.4932(A)-3(D)(2), THE TAXPAYER HEREBY ELECTS TO TREAT THE 2012 QUALIFYING DISTRIBUTIONS AS MADE OUT OF CORPUS.