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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation YAWKEY FOUNDATION II		A Employer identification number 04-2768239
Number and street (or P O box number if mail is not delivered to street address) 990 WASHINGTON STREET	Room/suite STE 315	B Telephone number (see instructions) (781) 329-7470
City or town, state or province, country, and ZIP or foreign postal code DEDHAM, MA 02026		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 469,619,971.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6,548.	6,548.		ATCH 1
	4 Dividends and interest from securities	6,147,935.	5,867,142.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,666,475.			
	b Gross sales price for all assets on line 6a	154,437,226.			
	7 Capital gain net income (from Part IV, line 2)		31,997,562.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 3	1,042,572.	3,383,121.			
12 Total. Add lines 1 through 11	38,863,530.	41,254,373.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	193,500.	96,131.		97,369.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH. 4	13,052.	12,251.		801.
	b Accounting fees (attach schedule) ATCH. 5	169,610.	84,262.		85,348.
	c Other professional fees (attach schedule) *	2,617,945.	2,406,009.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 7	923,686.	348,812.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	16,270.	3,530.		12,708.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH. 8	2,251,425.	1,138,178.		1,113,247.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,185,488.	4,089,173.		1,309,473.
	25 Contributions, gifts, grants paid	20,227,807.			20,227,807.
26 Total expenses and disbursements. Add lines 24 and 25	26,413,295.	4,089,173.	0	21,537,280.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	12,450,235.				
b Net investment income (if negative, enter -0-)		37,165,200.			
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		516,729.	738,373.	738,373.
	2	Savings and temporary cash investments		15,383,698.	12,994,811.	12,994,811.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) **	4,898,147.	8,310,199.	8,310,199.	
	b	Investments - corporate stock (attach schedule) ATCH 10	239,504,220.	265,871,298.	265,871,298.	
	c	Investments - corporate bonds (attach schedule) ATCH 11	41,009,367.	34,350,014.	34,350,014.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 12	131,426,813.	147,342,916.	147,342,916.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 13)	15,761.	12,360.	12,360.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	432,754,735.	469,619,971.	469,619,971.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0	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	432,754,735.	469,619,971.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, ☐ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	432,754,735.	469,619,971.		
	31	Total liabilities and net assets/fund balances (see instructions)	432,754,735.	469,619,971.		

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	432,754,735.
2	Enter amount from Part I, line 27a	2	12,450,235.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	29,128,790.
4	Add lines 1, 2, and 3	4	474,333,760.
5	Decreases not included in line 2 (itemize) ▶ ATCH 15	5	4,713,789.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	469,619,971.

**ATCH 9

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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** SEE PART IV SCHEDULE**b****c****d****e**

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	31,997,562.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	21,257,852.	420,563,048.	0.050546
2011	22,175,986.	430,395,488.	0.051525
2010	22,793,716.	412,015,889.	0.055322
2009	27,235,180.	355,387,537.	0.076635
2008	28,188,909.	442,693,489.	0.063676

2 Total of line 1, column (d)	2	0.297704
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.059541
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	445,422,490.
5 Multiply line 4 by line 3	5	26,520,900.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	371,652.
7 Add lines 5 and 6	7	26,892,552.
8 Enter qualifying distributions from Part XII, line 4 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.	8	21,537,280.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	743,304.
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	743,304.
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	743,304.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	719,665.	
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	719,665.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	610.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	24,249.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (2) On foundation managers ☐ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MASSACHUSETTS		
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.	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). ATTACHMENT 24	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.YAWKEYFOUNDATIONS.ORG	13	X	
14	The books are in care of ► WILLIAM B. GUTFARB Telephone no ► 781-329-7470 Located at ► 990 WASHINGTON STREET - STE 315 DEDHAM, MA ZIP+4 ► 02026			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ATCH 15A ☒ Yes ☐ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATCH 15A ☒ 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)? ☐ Yes ☒ No	1b	X
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 2013? ☐ Yes ☒ No	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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)	2b	X
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 2013 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 2013)	3b	X
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 2013?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations 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? ☒ 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 ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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 ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		193,500.	0	0

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

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

Total number of other employees paid over \$50,000 ☐

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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 (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 18		3,519,611.

Total number of others receiving over \$50,000 for professional services 12

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	313,501,688.
b	Average of monthly cash balances	1b	846,366.
c	Fair market value of all other assets (see instructions)	1c	137,857,520.
d	Total (add lines 1a, b, and c)	1d	452,205,574.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	452,205,574.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,783,084.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	445,422,490.
6	Minimum investment return. Enter 5% of line 5	6	22,271,125.

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	22,271,125.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	743,304.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	59,337.
c	Add lines 2a and 2b	2c	802,641.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	21,468,484.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	21,468,484.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	21,468,484.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	21,537,280.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	21,537,280.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	21,537,280.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				21,468,484.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 21,207,105.				
b From 2009 9,569,935.				
c From 2010 2,605,140.				
d From 2011 1,067,337.				
e From 2012 479,626.				
f Total of lines 3a through e	34,929,143.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 21,537,280.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions).				
d Applied to 2013 distributable amount				21,468,484.
e Remaining amount distributed out of corpus	68,796.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	34,997,939.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	21,207,105.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	13,790,834.			
10 Analysis of line 9				
a Excess from 2009 9,569,935.				
b Excess from 2010 2,605,140.				
c Excess from 2011 1,067,337.				
d Excess from 2012 479,626.				
e Excess from 2013 68,796.				

Form **990-PF** (2013)

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

NOT APPLICABLE

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 2013, 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				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

N/A

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

N/A

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

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

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

ATCH 19

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

ATCH 20

c Any submission deadlines

SEE PART XV, LINE 2B ABOVE

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

SEE PART XV, LINE 2B ABOVE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year SEE ATTACHMENT 22				SEE ATTACHMENT 22	20,227,807.
Total				► 3a	20,227,807.
b Approved for future payment SEE ATTACHMENT 23				SEE ATTACHMENT 23	7,835,000.
Total				► 3b	7,835,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(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	6,548.	
4	Dividends and interest from securities	525990	-128,400.	14	6,276,335.	
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	525990	485,052.	18	31,181,423.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b	ATCH 21				1,042,572.	
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		356,652.		38,506,878.	
13	Total. Add line 12, columns (b), (d), and (e)					

(See worksheet in line 13 instructions to verify calculations)

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

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	X	
	(2) Other assets		X
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

		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												
Sign Here		Signature of officer or trustee <u><i>John A. Wealey</i></u>					Date <u>11/18/14</u>		Title <u>President</u>			May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No		
Paid Preparer Use Only		Print/Type preparer's name LARRY ABOWITZ		Preparer's signature <u><i>[Signature]</i></u>			Date <u>11/4/14</u>		Check ☐ if self-employed		PTIN P00096798			
		Firm's name ▶ ERNST & YOUNG US, LLC							Firm's EIN ▶ 34-6565596					
		Firm's address ▶ 99 WOOD AVENUE SOUTH ISELIN, NJ 08830							Phone no 732-516-4200					

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
98498912.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 86362887.				VAR 12136025.	VAR
1,846,022.		AYER CAPITAL PARTNERS PROPERTY TYPE: SECURITIES 1,897,320.				VAR -51,298.	VAR
448,137.		CENTERBRIDGE CREDIT PARTNERS PROPERTY TYPE: SECURITIES 406,306.				VAR 41,831.	VAR
24172468.		CONVEXITY CAPITAL OFFSHORE LP PROPERTY TYPE: SECURITIES 9,865,523.				VAR 14306945.	VAR
4,000,000.		CONVEXITY US 3 MONTH TREASURY PROPERTY TYPE: SECURITIES 4,074,369.				VAR -74,369.	VAR
1,450,196.		ETON PARK OVERSEAS FUND LTD PROPERTY TYPE: SECURITIES 1,286,305.				VAR 163,891.	VAR
5,748,612.		FIR TREE INTL VALUE FUND PROPERTY TYPE: SECURITIES 4,600,000.				VAR 1,148,612.	VAR
2,173,917.		HOPLITE OFFSHORE FUND LTD PROPERTY TYPE: SECURITIES 2,540,448.				VAR -366,531.	VAR
221,348.		PENTA ASIA LONG SHORT FUND PROPERTY TYPE: SECURITIES 319,741.				VAR -98,393.	VAR
5,588,799.		SCOUT CAPITAL FUND, LTD PROPERTY TYPE: SECURITIES 4,600,000.				VAR 988,799.	VAR
204,936.		SMC ALTERNATIVE STRATEGIES FD PROPERTY TYPE: SECURITIES 210,397.				VAR -5,461.	VAR
1,599,494.		SMC RESERVE FUND II PROPERTY TYPE: SECURITIES 1,114,976.				VAR 484,518.	VAR

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
5,743,435.		VALINOR CAPITAL OFFSHORE LTD PROPERTY TYPE: SECURITIES 4,500,000.				VAR 1,243,435.	VAR
		VAR FOREIGN CURR LOSSES & OTHER PROPERTY TYPE: OTHER 35,968.				VAR -35,968.	VAR
-111,375.		HIGHLAND CONSUMER FUND I-B, L.P. PROPERTY TYPE: OTHER				VAR -111,375.	VAR
645,779.		NATURAL GAS PARTNERS IX, LP PROPERTY TYPE: OTHER				VAR 645,779.	VAR
-113,918.		ENERGY CAPITAL PARTNERS I PROPERTY TYPE: OTHER				VAR -113,918.	VAR
696,588.		ENERGY CAPITAL PARTNERS II B PROPERTY TYPE: OTHER				VAR 696,588.	VAR
51,823.		HIGHBROOK INCOME PROPERTY FUND, LP PROPERTY TYPE: OTHER				VAR 51,823.	VAR
79,147.		LOOMIS SAYLES CORE PLUS FIXED PROPERTY TYPE: OTHER				VAR 79,147.	VAR
215,009.		DAVIDSON KEMPNER INSTITUTIONAL PARTNERS PROPERTY TYPE: OTHER				VAR 215,009.	VAR
82,008.		1607 CAPITAL INTERNATIONAL PROPERTY TYPE: OTHER				VAR 82,008.	VAR
568,769.		AQUILINE FINANCIAL SERVICES FUND (OFF) PROPERTY TYPE: OTHER				VAR 568,769.	VAR
1,696.		AQUILINE FINANCIAL SERVICES FUND II LP PROPERTY TYPE: OTHER				VAR 1,696.	VAR
TOTAL GAIN(LOSS)						<u>31997562.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS AND TEMPORARY INVEST	6,548.	6,548.
TOTAL	<u>6,548.</u>	<u>6,548.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	5,353,695.	5,090,533.
INTEREST INCOME - TAXABLE	776,609.	776,609.
TAX-EXEMPT INTEREST INCOME	17,631.	
TOTAL	<u>6,147,935.</u>	<u>5,867,142.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATURAL RESOURCE INCOME	850,467.	850,467.
NATURAL RESOURCE LITIGATION SETTLEMENTS	144,993.	144,993.
SECURITIES LITIGATION, CONSENT PAYMENTS AND OTHER INVESTMENT INCOME	46,932.	32,504.
PRIOR YEARS STATE TAX REFUND	180.	180.
HIGHLAND CONSUMER FUND I-B, L.P.		-120,840.
NATURAL GAS PARTNERS IX, LP		-145,299.
ENERGY CAPITAL PARTNERS I		-83,851.
ENERGY CAPITAL PARTNERS II-B		-144,680.
HIGHBROOK INCOME PROPERTY FUND		1,172.
LOOMIS SAYLES CORE PLUS FIXED INC TRUST		836,451.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS		33,079.
1607 CAPITAL INTERNAT'L EQUITY FUND		2,141,283.
AQUILINE FINANCIAL SERVICES FD(OFFSHORE)		105,395.
AQUILINE FINANCIAL SERVICES FUND II LP		-181,353.
DFS CAPITAL PARTNERS IV		-75,906.
EQUITY RESOURCE FUND 2013 LP		-10,474.
TOTALS	<u>1,042,572.</u>	<u>3,383,121.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BINGHAM MCCUTCHEN LLP	2,267.	1,466.		801.
SPILLMAN THOMAS & BATTLE	10,785.	10,785.		
TOTALS	<u>13,052.</u>	<u>12,251.</u>		<u>801.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	169,610.	84,262.		85,348.
TOTALS	<u>169,610.</u>	<u>84,262.</u>		<u>85,348.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CAMBRIDGE ASSOCIATES LLC	517,930.	517,930.
STATE STREET-INV CUSTODIAL SVC	386,117.	386,117.
GARDNER RUSSO & GARDNER	233,745.	233,745.
MAYO CAPITAL PARTNERS LLC	208,957.	208,957.
GADDY ENGINEERING COMPANY	172,457.	172,457.
EII CAPITAL MANAGEMENT, INC	167,156.	167,156.
RUTABAGA CAPITAL MANAGEMENT	113,282.	113,282.
SOUTHEASTERN ASSET MANAGEMENT	111,485.	111,485.
MS SMITH BARNEY	108,984.	108,984.
KALMAR INVESTMENTS	94,133.	94,133.
MANNING & NAPIER	89,324.	89,324.
WESTFIELD CAPITAL MANAGEMENT	86,715.	86,715.
LOOMIS SAYLES & COMPANY LP	86,487.	
1607 CAPITAL PARTNERS	81,597.	
INCOME RESEARCH & MANAGEMENT	51,149.	51,149.
COLUMBIA MANAGEMENT	49,093.	49,093.
ENERGY CAPITAL PARTNERS II	33,913.	
MARATHON JAPAN EQUITY FD	14,808.	14,808.
AQUILINE CAPITAL PARTNERS I	9,939.	
OTHER CONSULTANTS	674.	674.
TOTALS	<u>2,617,945.</u>	<u>2,406,009.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES PAID	550,000.	
FOREIGN TAXES WITHHELD	241,323.	241,323.
NATURAL RESOURCES RE TAXES PD	107,239.	107,239.
STATE WITHHOLDING TAXES PAID	21,090.	
VAR STATE BUS FRANCHISE TAXES	4,034.	250.
TOTALS	<u>923,686.</u>	<u>348,812.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BTMC MANAGEMENT SERVICES	2,172,862.	1,079,478.	1,093,384.
COMMERCIAL LIAB INS - WV PROP	42,050.	42,050.	
DIRECTORS & OFFICERS INSURANCE	24,878.	12,359.	12,519.
POSTAGE AND SHIPPING	3,133.	1,557.	1,576.
MEETING EXPENSES	2,115.	1,051.	1,064.
TELEPHONE	1,320.	656.	664.
OTHER EXPENSES	5,067.	1,027.	4,040.
TOTALS	<u>2,251,425.</u>	<u>1,138,178.</u>	<u>1,113,247.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 9A	8,310,199.	8,310,199.
US OBLIGATIONS TOTAL	<u>8,310,199.</u>	<u>8,310,199.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
43,689.21	FED HM LN PC POOL 1L1275	1% 01 Jun 2035	\$ 46,508
45,100.26	FED HM LN PC POOL 1Q0268	5 536% 01 Mar 2037	46,854
55,165.39	FED HM LN PC POOL 848512	2 36% 01 Mar 2035	58,910
71,344.01	FED HM LN PC POOL 848716	1% 01 Jan 2037	75,914
52,275.11	FED HM LN PC POOL 848751	1% 01 Jun 2036	55,643
24,960.32	FED HM LN PC POOL A47597	5% 01 Nov 2035	26,941
92,196.97	FED HM LN PC POOL A87715	4 5% 01 Aug 2039	97,613
81,875.03	FED HM LN PC POOL A92650	5 5% 01 Jun 2040	91,131
100,007.11	FED HM LN PC POOL A93854	4 5% 01 Sep 2040	106,559
63,139.96	FED HM LN PC POOL C03830	4% 01 Mar 2042	64,897
94,788.02	FED HM LN PC POOL G05535	4 5% 01 Jul 2039	100,385
30,861.98	FED HM LN PC POOL J10791	4.5% 01 Sep 2024	33,102
54,723.22	FED HM LN PC POOL Q03505	4% 01 Sep 2041	56,382
69,155.26	FNMA POOL 254903	0 99% 01 Sep 2033	75,292
76,420.69	FNMA POOL 735402	5% 01 Apr 2035	82,994
106,219.61	FNMA POOL 745331	5 072% 01 Jan 2016	111,584
207,586.51	FNMA POOL 745504	1% 01 Feb 2016	221,775
99,717.01	FNMA POOL 745530	5 273% 01 Apr 2016	107,323
57,398.94	FNMA POOL 841775	1% 01 Sep 2035	60,647
24,554.67	FNMA POOL 890200	6 5% 01 Oct 2039	27,264
51,203.43	FNMA POOL 976969	6% 01 Feb 2038	56,838
25,063.94	FNMA POOL 995203	5% 01 Jul 2035	27,241
53,284.53	FNMA POOL 995269	2 049% 01 Jul 2035	56,300
44,813.06	FNMA POOL 995607	1% 01 Mar 2039	47,739
78,727.83	FNMA POOL AC6323	4% 01 Oct 2039	81,048
37,797.11	FNMA POOL AD0715	5% 01 Jul 2037	41,055
67,450.37	FNMA POOL AD0825	4 589% 01 Feb 2020	75,427
27,617.78	FNMA POOL AD6369	4 5% 01 May 2040	29,351
198,302.58	FNMA POOL AD6942	5% 01 Jun 2040	217,001
84,679.15	FNMA POOL AD7127	4 5% 01 Jul 2040	91,341
120,370.82	FNMA POOL AE0996	4% 01 Feb 2041	124,179
121,999.38	FNMA POOL AE6391	4% 01 Feb 2041	125,857
29,807.18	FNMA POOL AH0087	4% 01 Mar 2041	30,740
54,219.34	FNMA POOL AH0943	4% 01 Dec 2040	55,934
95,520.56	FNMA POOL AI5856	4.5% 01 Jul 2041	101,575
148,430.68	FNMA POOL AJ9355	3% 01 Jan 2027	151,638
80,241.93	FNMA POOL AL0134	1% 01 Sep 2036	84,877
60,539.21	FNMA POOL AL0350	1% 01 Sep 2035	64,228
135,189.16	FNMA POOL AL1157	1% 08 Jan 2037	143,847
66,184.98	FNMA POOL AL1637	1% 01 Jan 2037	70,259
49,567.35	FNMA POOL AL3289	5% 01 Mar 2025	53,074
227,472.47	FNMA POOL AS0353	3.5% 01 Sep 2043	226,344
297,687.16	FNMA POOL AS0657	4% 01 Oct 2043	306,728
102,493.73	FNMA POOL AU6416	3% 01 Sep 2028	104,678
103,431.04	FNMA POOL MA1561	3% 01 Sep 2033	101,906
46,145.13	GNMA POOL 783276	5% 15 Mar 2041	49,529
85,000.00	RFCSP STRIP PRINCIPAL	0% 15 Oct 2019	73,806
116,000.00	STRIP PRINC	0% 15 Nov 2039	40,471
20,000.00	STRIP PRINC	0 01% 15 Nov 2043	5,741
98,000.00	TREASURY BILL	0 01% 01 May 2014	97,981
80,000.00	UNITED MEXICAN STATES	5 95% 19 Mar 2019	92,400
828,000.00	US TREASURY N/B	0 25% 15 Jul 2015	828,033
165,000.00	US TREASURY N/B	0 25% 30 Nov 2015	164,672
127,000.00	US TREASURY N/B	0 375% 15 Jun 2016	126,870
220,000.00	US TREASURY N/B	0 5% 15 Nov 2016	219,329
271,000.00	US TREASURY N/B	1 375% 31 Jul 2018	268,566

Shares / Par Value	Security Name	Security Description	Fair Market Value
165,000.00	US TREASURY N/B	1.75% 15 May 2022	152,574
35,000.00	US TREASURY N/B	1.75% 15 May 2023	31,546
166,000.00	US TREASURY N/B	2.75% 15 Aug 2042	131,528
267,000.00	US TREASURY N/B	2.75% 15 Aug 2042	211,555
110,000.00	US TREASURY N/B	2.75% 15 Nov 2023	107,611
277,000.00	US TREASURY N/B	2.875% 15 May 2043	224,500
168,000.00	US TREASURY N/B	4.5% 15 Feb 2036	186,927
265,000.00	US TREASURY N/B	6.125% 15 Aug 2029	348,062
	TOTAL US GOVERNMENTAL OBLIGATIONS		7,378,624
10,000.00	CALIFORNIA ST	5.25% 01 Apr 2014	10,117
53,722.93	KENTUCKY ST ASSET/LIABILITY CO	3.165% 01 Apr 2018	55,213
107,445.85	KENTUCKY ST ASSET/LIABILITY CO	3.165% 01 Apr 2018	110,425
50,000.00	MET TRANSPRTN AUTH NY REVENUE	6.687% 15 Nov 2040	58,564
103,000.00	NEW JERSEY ST ECON DEV AUTH LE	0% 15 Feb 2016	99,036
105,000.00	NEW JERSEY ST ECON DEV AUTH LE	0% 15 Feb 2017	97,386
50,000.00	NEW JERSEY ST TURNPIKE AUTH	7.102% 01 Jan 2041	63,672
295,000.00	WI TREASURY N/B	1.25% 30 Nov 2018	288,684
65,000.00	WI TREASURY SEC	2% 30 Sep 2020	63,538
80,000.00	WISCONSIN ST GEN FUND ANNUAL A	5.2% 01 May 2018	84,941
	TOTAL STATE, MUNICIPAL, AND COMINGLED OBLIGATIONS		931,575
	TOTAL US GOVERNMENT AND STATE OBLIGATIONS		\$ 8,310,199

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 10A	239,504,220.	265,871,298.	265,871,298.
TOTALS	<u>239,504,220.</u>	<u>265,871,298.</u>	<u>265,871,298.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
1,422.00	3D SYSTEMS CORP	COMMON STOCK USD 001	\$ 132,146
7,200.00	8X8 INC	COMMON STOCK USD 001	73,152
2,412.00	ABBOTT LABORATORIES	COMMON STOCK NPV	92,452
5,000.00	ABBOTT LABORATORIES	COMMON STOCK NPV	191,650
12,240.00	ABBOTT LABORATORIES	COMMON STOCK NPV	469,159
3,545.00	ABBVIE INC	COMMON STOCK USD 01	187,211
7,000.00	ABBVIE INC	COMMON STOCK USD 01	369,670
4,860.00	ACADIA PHARMACEUTICALS INC	COMMON STOCK USD 0001	121,451
1,745.00	ACCENTURE PLC CL A	COMMON STOCK USD 0000225	143,474
51,000.00	ACCO BRANDS CORP	COMMON STOCK USD 01	342,720
720.00	ACE LTD	COMMON STOCK	74,542
5,000.00	ACTAVIS PLC	COMMON STOCK USD 0033	840,000
9,215.00	ACXIOM CORP	COMMON STOCK USD 1	340,771
5,000.00	ADT CORP/THE	COMMON STOCK USD 01	202,350
4,335.00	AKORN INC	COMMON STOCK NPV	106,771
1,745.00	ALBEMARLE CORP	COMMON STOCK USD 01	110,616
5,440.00	ALKERMES PLC	COMMON STOCK USD 01	221,190
840.00	ALLIANCE DATA SYSTEMS CORP	COMMON STOCK USD 01	220,861
850.00	ALLIANCE DATA SYSTEMS CORP	COMMON STOCK USD 01	223,491
9,270.00	ALLSCRIPTS HEALTHCARE SOLUTI	COMMON STOCK USD 01	143,314
3,000.00	ALTRIA GROUP INC	COMMON STOCK USD 333	115,170
18,775.00	ALTRIA GROUP INC	COMMON STOCK USD 333	720,772
10,000.00	ALTRIA GROUP INC	COMMON STOCK USD 333	383,900
29,550.00	AMBEV SA ADR	ADR NPV	217,193
5,870.00	AMDOCS LTD	COMMON STOCK GBP 0001	242,079
11,400.00	AMERICA MOVIL ADR SERIES L	ADR NPV	266,418
800.00	AMERICAN ELECTRIC POWER	COMMON STOCK USD6 5	37,392
1,400.00	AMERICAN EXPRESS CO	COMMON STOCK USD.2	127,022
10,000.00	AMERICAN EXPRESS CO	COMMON STOCK USD 2	907,300
10,000.00	AMERICAN TOWER CORP	REIT USD 01	798,200
11,600.00	AMERISAFE INC	COMMON STOCK USD 01	489,984
1,515.00	AMGEN INC	COMMON STOCK USD 0001	172,952
2,500.00	ANADARKO PETROLEUM CORP	COMMON STOCK USD 1	198,300
3,000.00	ANADARKO PETROLEUM CORP	COMMON STOCK USD.1	237,960
12,500.00	ANHEUSER BUSCH INBEV SPN ADR	ADR	1,330,750
1,444.00	ANTERO RESOURCES CORP	COMMON STOCK USD 01	91,607
9,600.00	AON PLC	COMMON STOCK USD 01	805,344
1,700.00	APPLE INC	COMMON STOCK NPV	953,887
1,000.00	APPLE INC	COMMON STOCK NPV	561,110
6,660.00	ARCH COAL INC	COMMON STOCK USD.01	29,637
5,000.00	ARCHER DANIELS MIDLAND CO	COMMON STOCK NPV	217,000
4,940.00	ARCOS DORADOS HOLDINGS INC A	COMMON STOCK	59,873
2,800.00	ARTHROCARE CORP	COMMON STOCK USD 001	112,672
6,740.00	ASHFORD HOSPITALITY PRIME IN	REIT USD 01	122,668
33,700.00	ASHFORD HOSPITALITY TRUST	REIT USD 01	279,036
2,500.00	AT+T INC	COMMON STOCK USD1	87,900
26,500.00	AT+T INC	COMMON STOCK USD1	931,740
5,000.00	AT+T INC	COMMON STOCK USD1	175,800
2,600.00	ATMI INC	COMMON STOCK USD 01	78,546
1,395.00	ATWOOD OCEANICS INC	COMMON STOCK USD1.	74,479
1,200.00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD 1	96,972
7,000.00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD 1	565,670
940.00	AVAGO TECHNOLOGIES LTD	COMMON STOCK	49,717
308.00	AVALONBAY COMMUNITIES INC	REIT USD 01	36,415
2,050.00	B/E AEROSPACE INC	COMMON STOCK USD 01	178,412

Shares / Par Value	Security Name	Security Description	Fair Market Value
7,500 00	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD 01	262,050
27,300 00	BANK OF NEW YORK MELLON CORP	COMMON STOCK USD.01	953,862
6,390 00	BANKRATE INC	COMMON STOCK USD 01	114,637
17,500 00	BARRICK GOLD CORP	COMMON STOCK	308,525
2,500 00	BAXTER INTERNATIONAL INC	COMMON STOCK USD1	173,875
3,280 00	BELDEN INC	COMMON STOCK USD.01	231,076
15 00	BERKSHIRE HATHAWAY INC CL A	COMMON STOCK USD5	2,668,500
1,000 00	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD 0033	118,560
1,000 00	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD 0033	118,560
4,500 00	BERKSHIRE HATHAWAY INC CL B	COMMON STOCK USD 0033	533,520
5,170 00	BEST BUY CO INC	COMMON STOCK USD 1	206,180
3,970 00	BILL BARRETT CORP	COMMON STOCK USD 001	106,317
365 00	BLACKROCK INC	COMMON STOCK USD 01	115,512
1,250 00	BOEING CO/THE	COMMON STOCK USD5	170,613
2,000 00	BOEING CO/THE	COMMON STOCK USD5.	272,980
1,915 00	BONANZA CREEK ENERGY INC	COMMON STOCK USD.001	83,245
4,680 00	BOTTOMLINE TECHNOLOGIES (DE)	COMMON STOCK USD 001	169,229
23,100 00	BRIGGS + STRATTON	COMMON STOCK USD 01	502,656
2,750 00	BRINKER INTERNATIONAL INC	COMMON STOCK USD 1	127,435
3,350 00	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD 1	178,053
15,000 00	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD 1	797,250
9,150 00	BROWN FORMAN CORP CLASS A	COMMON STOCK USD 15	674,996
5,300 00	BRUNSWICK CORP	COMMON STOCK USD 75	244,118
2,500 00	BUNGE LTD	COMMON STOCK USD 01	205,275
4,503 00	CABOT OIL + GAS CORP	COMMON STOCK USD 1	174,536
16,550 00	CAMECO CORP	COMMON STOCK NPV	343,744
2,500 00	CAPITAL ONE FINANCIAL CORP	COMMON STOCK USD 01	191,525
2,315 00	CARPENTER TECHNOLOGY	COMMON STOCK USD5.	143,993
2,500 00	CARRIZO OIL + GAS INC	COMMON STOCK USD 01	111,925
830 00	CELANESE CORP SERIES A	COMMON STOCK USD 0001	45,907
27,900 00	CENTRAL GARDEN + PET CO	COMMON STOCK USD 01	191,673
34,000 00	CENTRAL GARDEN AND PET CO A	COMMON STOCK USD 01	229,500
7,500 00	CENTURYLINK INC	COMMON STOCK USD1	238,875
3,650 00	CHEMTURA CORP	COMMON STOCK USD 01	101,908
40,900 00	CHESAPEAKE ENERGY CORP	COMMON STOCK USD 01	1,110,026
54,600 00	CHEUNG KONG HLDGS UNSPON ADR	ADR	863,226
1,600 00	CHEVRON CORP	COMMON STOCK USD 75	199,856
5,000 00	CHEVRON CORP	COMMON STOCK USD 75	624,550
2,575 00	CHICAGO BRIDGE + IRON CO NV	COMMON STOCK EUR 01	214,086
500 00	CHUBB CORP	COMMON STOCK USD1	48,315
3,000.00	CHUBB CORP	COMMON STOCK USD1	289,890
5,225 00	CISCO SYSTEMS INC	COMMON STOCK USD 001	117,301
15,000.00	CISCO SYSTEMS INC	COMMON STOCK USD 001	336,750
5,000.00	CITIGROUP INC	COMMON STOCK USD 01	260,550
4,680 00	CLAYTON WILLIAMS ENERGY INC	COMMON STOCK USD 1	383,526
905.00	CME GROUP INC	COMMON STOCK USD 01	71,006
1,550 00	CMS ENERGY CORP	COMMON STOCK USD 01	41,494
5,130 00	COBALT INTERNATIONAL ENERGY	COMMON STOCK USD 01	84,389
1,900.00	COCA COLA CO/THE	COMMON STOCK USD 25	78,489
635,861 43	COLUMBIA HIGH YIELD BOND FUND	COLUMBIA HIGH YIELD BOND Z	1,888,508
360,262 09	COLUMBIA INCOME OPPORTUNITIES	COLUMBIA INCOME OPPORT Z	3,620,634
1,225.00	COMCAST CORP CLASS A	COMMON STOCK USD1	63,657
17,500 00	COMCAST CORP CLASS A	COMMON STOCK USD1	909,388
11,350 00	COMCAST CORP SPECIAL CL A	COMMON STOCK USD1.	566,138
2,590 00	COMERICA INC	COMMON STOCK USD5	123,129

Shares / Par Value	Security Name	Security Description	Fair Market Value
4,200 00	COMMUNITY HEALTH SYSTEMS INC	COMMON STOCK USD.01	164,934
5,000 00	CONAGRA FOODS INC	COMMON STOCK USD5	168,500
930 00	CONCUR TECHNOLOGIES INC	COMMON STOCK USD.001	95,957
2,920 00	CONN S INC	COMMON STOCK USD.01	230,067
1,465 00	CONOCOPHILLIPS	COMMON STOCK USD.01	103,502
7,450 00	CONSOL ENERGY INC	COMMON STOCK USD 01	283,398
19,799 00	CONSOL ENERGY INC	COMMON STOCK USD 01	753,154
4,520 00	CONSOL ENERGY INC	COMMON STOCK USD 01	171,941
8,000 00	CONSOLIDATED EDISON INC	COMMON STOCK USD 1	442,240
1,645 00	COOPER COS INC/THE	COMMON STOCK USD 1	203,717
1,340 00	CORPORATE EXECUTIVE BOARD CO	COMMON STOCK USD 01	103,756
1,530 00	COVANCE INC	COMMON STOCK USD 01	134,732
3,000 00	CROWN CASTLE INTL CORP	REIT USD 01	220,290
2,120 00	CROWN HOLDINGS INC	COMMON STOCK USD5.	94,488
3,160 00	CUBIST PHARMACEUTICALS INC	COMMON STOCK USD 001	217,629
685 00	CVS CAREMARK CORP	COMMON STOCK USD 01	49,025
10,000 00	CVS CAREMARK CORP	COMMON STOCK USD 01	715,700
1,985 00	CYBERONICS INC	COMMON STOCK USD 01	130,037
1,550 00	CYTEC INDUSTRIES INC	COMMON STOCK USD 01	144,398
5,300 00	DEALERTRACK TECHNOLOGIES INC	COMMON STOCK USD 01	254,824
17,500 00	DELTA AIR LINES INC	COMMON STOCK USD 0001	480,725
1,910 00	DENBURY RESOURCES INC	COMMON STOCK USD 001	31,381
6,140 00	DENBURY RESOURCES INC	COMMON STOCK USD 001	100,880
2,500 00	DEVON ENERGY CORPORATION	COMMON STOCK USD 1	154,675
2,150 00	DIANA SHIPPING INC	COMMON STOCK USD 01	28,574
3,130 00	DIODES INC	COMMON STOCK USD 667	73,743
12,700 00	DIRECTV	COMMON STOCK USD 01	877,443
700 00	DOMINION RESOURCES INC/VA	COMMON STOCK NPV	45,283
28,800 00	DOUGLAS DYNAMICS INC	COMMON STOCK USD.01	484,416
1,070 00	DOVER CORP	COMMON STOCK USD1	103,298
4,000 00	DR PEPPER SNAPPLE GROUP INC	COMMON STOCK USD 01	194,880
5,558 00	DSW INC CLASS A	COMMON STOCK NPV	237,493
1,625 00	DU PONT (E I) DE NEMOURS	COMMON STOCK USD 3	105,576
565 00	DUKE ENERGY CORP	COMMON STOCK USD 001	38,991
3,333 00	DUKE ENERGY CORP	COMMON STOCK USD 001	230,010
1,460 00	ELECTRONICS FOR IMAGING	COMMON STOCK USD 01	56,546
2,780 00	ELIZABETH ARDEN INC	COMMON STOCK USD 01	98,551
4,835 00	EMC CORP/MA	COMMON STOCK USD 01	121,600
30,000 00	EMC CORP/MA	COMMON STOCK USD 01	754,500
1,000 00	EMERSON ELECTRIC CO	COMMON STOCK USD 5	70,180
22,000 00	ENCANA CORP	COMMON STOCK NPV	397,100
3,595 00	ENCORE CAPITAL GROUP INC	COMMON STOCK USD 01	180,685
1,800 00	ENERGEN CORP	COMMON STOCK USD 01	127,350
6,570 00	ENERGY XXI BERMUDA	COMMON STOCK USD 005	177,784
2,855 00	ENERSYS	COMMON STOCK USD 01	200,107
710 00	ENSCO PLC CL A	COMMON STOCK USD 1	40,598
980 00	EOG RESOURCES INC	COMMON STOCK USD 01	164,483
2,440 00	EQT CORP	COMMON STOCK NPV	219,063
6,400.00	EVEREST RE GROUP LTD	COMMON STOCK USD 01	997,568
455 00	EVEREST RE GROUP LTD	COMMON STOCK USD 01	70,921
17,500 00	EXPRESS SCRIPTS HOLDING CO	COMMON STOCK USD 01	1,229,200
2,125 00	EXXON MOBIL CORP	COMMON STOCK NPV	215,050
5,000 00	EXXON MOBIL CORP	COMMON STOCK NPV	506,000
8,000.00	FEDEX CORP	COMMON STOCK USD.1	1,150,160
2,825 00	FIFTH THIRD BANCORP	COMMON STOCK NPV	59,410

Shares / Par Value	Security Name	Security Description	Fair Market Value
1,855.00	FINANCIAL ENGINES INC	COMMON STOCK USD.0001	128,885
3,250.00	FIRST REPUBLIC BANK/CA	COMMON STOCK USD.01	170,138
1,295.00	FLEETCOR TECHNOLOGIES INC	COMMON STOCK USD 001	151,735
865.00	FOX FACTORY HOLDING CORP	COMMON STOCK USD 001	15,241
1,900.00	GENERAC HOLDINGS INC	COMMON STOCK USD 01	107,616
25,000.00	GENERAL ELECTRIC CO	COMMON STOCK USD.06	700,750
10,000.00	GENERAL ELECTRIC CO	COMMON STOCK USD.06	280,300
1,245.00	GENERAL MILLS INC	COMMON STOCK USD 1	62,138
2,500.00	GENERAL MILLS INC	COMMON STOCK USD 1	124,775
5,000.00	GENERAL MILLS INC	COMMON STOCK USD 1	249,550
26,868.00	GENERAL MOTORS CO	COMMON STOCK USD 01	1,098,095
1,090.00	GENESEE + WYOMING INC CL A	COMMON STOCK USD 01	104,695
4,980.00	GENTEX CORP	COMMON STOCK USD 06	164,290
8,490.00	GENWORTH FINANCIAL INC CL A	COMMON STOCK USD 001	131,850
4,000.00	GILEAD SCIENCES INC	COMMON STOCK USD 001	300,600
27,200.00	GLOBE SPECIALTY METALS INC	COMMON STOCK USD.0001	489,872
1,330.00	GNC HOLDINGS INC CL A	COMMON STOCK USD 001	77,739
6,500.00	GOLDCORP INC	COMMON STOCK NPV	140,855
8,970.00	GOODRICH PETROLEUM CORP	COMMON STOCK USD 2	152,669
500.00	GOOGLE INC CL A	COMMON STOCK USD 001	560,355
200.00	GOOGLE INC CL A	COMMON STOCK USD 001	224,142
51,300.00	GRAFTECH INTERNATIONAL LTD	COMMON STOCK USD 01	576,099
22,700.00	GREAT LAKES DREDGE + DOCK CO	COMMON STOCK USD 0001	208,840
2,738.00	GRUPO TELEvisa SA SPON ADR	ADR NPV	82,852
2,280.00	HAEMONETICS CORP/MASS	COMMON STOCK USD 01	96,056
4,840.00	HALLADOR ENERGY CO	COMMON STOCK USD 01	39,010
2,900.00	HALLIBURTON CO	COMMON STOCK USD2 5	147,175
1,290.00	HARMAN INTERNATIONAL	COMMON STOCK USD 01	105,587
18,200.00	HARSCO CORP	COMMON STOCK USD1 25	510,146
47,800.00	HEADWATERS INC	COMMON STOCK USD 001	467,962
5,000.00	HESS CORP	COMMON STOCK USD1.	415,000
2,275.00	HOME DEPOT INC	COMMON STOCK USD.05	187,324
1,588.00	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1	145,096
2,500.00	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1	228,425
1,590.00	HUBBELL INC CL B	COMMON STOCK USD 01	173,151
6,670.00	HUNTSMAN CORP	COMMON STOCK USD 01	164,082
1,650.00	IDEXX LABORATORIES INC	COMMON STOCK USD 1	175,511
1,340.00	IHS INC CLASS A	COMMON STOCK USD 01	160,398
550.00	ILLINOIS TOOL WORKS	COMMON STOCK USD 01	46,244
3,620.00	IMAX CORP	COMMON STOCK NPV	106,718
2,540.00	INFORMATICA CORP	COMMON STOCK USD 001	105,410
6,175.00	INNERWORKINGS INC	COMMON STOCK USD 0001	48,103
16,415.00	INTEGRATED DEVICE TECH INC	COMMON STOCK USD.001	167,269
5,300.00	INTEL CORP	COMMON STOCK USD 001	137,588
8,000.00	INTEL CORP	COMMON STOCK USD 001	207,680
10,000.00	INTERNATIONAL PAPER CO	COMMON STOCK USD1	490,300
3,610.00	INTERXION HOLDING NV	COMMON STOCK EUR 1	85,232
715.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD 2	134,113
700.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD 2	131,299
1,000.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD 2	187,570
13,300.00	INTL SPEEDWAY CORP CL A	COMMON STOCK USD 01	472,017
18,400.00	INVACARE CORP	COMMON STOCK USD 25	427,064
200.00	IPG PHOTONICS CORP	COMMON STOCK USD 0001	15,522
3,050.00	JARDEN CORP	COMMON STOCK USD 01	187,118
5,660.00	JDS UNIPHASE CORP	COMMON STOCK USD.001	73,467

Shares / Par Value	Security Name	Security Description	Fair Market Value
19,000.00	JOHN BEAN TECHNOLOGIES CORP	COMMON STOCK USD 01	557,270
2,429.00	JOHNSON + JOHNSON	COMMON STOCK USD1	222,472
1,560.00	JONES LANG LASALLE INC	COMMON STOCK USD 01	159,728
3,816.00	JPMORGAN CHASE + CO	COMMON STOCK USD1	223,160
2,500.00	JPMORGAN CHASE + CO	COMMON STOCK USD1	146,200
4,000.00	JPMORGAN CHASE + CO	COMMON STOCK USD1	233,920
2,000.00	KANSAS CITY SOUTHERN	COMMON STOCK USD 01	247,660
931.00	KIMBERLY CLARK CORP	COMMON STOCK USD1 25	97,252
1,340.00	KLA TENCOR CORPORATION	COMMON STOCK USD 001	86,376
5,970.00	KODIAK OIL + GAS CORP	COMMON STOCK NPV	66,924
22,809.00	KONINKLIJKE PHILIPS NVR NY	NY REG SHRS	843,249
3,333.00	KRAFT FOODS GROUP INC	COMMON STOCK	179,715
23,400.00	KRATON PERFORMANCE POLYMERS	COMMON STOCK USD 01	539,370
7,575.00	KRISPY KREME DOUGHNUTS INC	COMMON STOCK NPV	146,122
16,500.00	KROGER CO	COMMON STOCK USD1	652,245
4,000.00	L BRANDS INC	COMMON STOCK USD.5	247,400
3,500.00	LABORATORY CRP OF AMER HLDGS	COMMON STOCK USD 1	319,795
1,350.00	LANDSTAR SYSTEM INC	COMMON STOCK USD 01	77,558
4,640.00	LAREDO PETROLEUM INC	COMMON STOCK USD 01	128,482
5,457.00	LATAM AIRLINES GROUP SP ADR	ADR	89,004
29,300.00	LAYNE CHRISTENSEN COMPANY	COMMON STOCK USD 01	500,444
7,500.00	LEIDOS HOLDINGS INC	COMMON STOCK USD 0001	348,675
27,600.00	LEVEL 3 COMMUNICATIONS INC	COMMON STOCK USD 01	915,492
4,400.00	LIFE TIME FITNESS INC	COMMON STOCK USD 02	206,800
2,020.00	LINCOLN ELECTRIC HOLDINGS	COMMON STOCK NPV	144,107
6,030.00	LIVE NATION ENTERTAINMENT IN	COMMON STOCK USD 01	119,153
3,490.00	LKQ CORP	COMMON STOCK USD 01	114,821
3,400.00	LKQ CORP	COMMON STOCK USD 01	111,860
19,000.00	LOEWS CORP	COMMON STOCK USD 01	916,560
5,000.00	LOWE S COS INC	COMMON STOCK USD 5	247,750
2,280.00	LULULEMON ATHLETICA INC	COMMON STOCK USD 005	134,588
5,325.00	LUMINEX CORP	COMMON STOCK USD 001	103,305
685.00	LYONDELLBASELL INDU CL A	COMMON STOCK	54,992
1,750.00	MACY S INC	COMMON STOCK USD 01	93,450
37,650.00	MAGNUM HUNTER RESOURCES CORP	COMMON STOCK USD 01	275,222
18,680.00	MAGNUM HUNTER RESOURCES CORP	COMMON STOCK USD 01	136,551
40,800.00	MAIDEN HOLDINGS LTD	COMMON STOCK USD 01	445,944
2,175.00	MARSH + MCLENNAN COS	COMMON STOCK USD1.	105,183
2,500.00	MARSH + MCLENNAN COS	COMMON STOCK USD1.	120,900
4,200.00	MARTIN MARIETTA MATERIALS	COMMON STOCK USD.01	419,748
755.00	MARTIN MARIETTA MATERIALS	COMMON STOCK USD.01	75,455
2,304.00	MASTERCARD INC CLASS A	COMMON STOCK USD 0001	1,924,900
1,215.00	MATTEL INC	COMMON STOCK USD1	57,810
4,190.00	MAXLINEAR INC CLASS A	COMMON STOCK	43,702
8,020.00	MCDERMOTT INTL INC	COMMON STOCK USD1	73,463
1,600.00	MCDONALD S CORP	COMMON STOCK USD 01	155,248
5,000.00	MCDONALD S CORP	COMMON STOCK USD 01	485,150
3,000.00	MCKESSON CORP	COMMON STOCK USD.01	484,200
5,500.00	MERCK + CO INC	COMMON STOCK USD 5	275,275
2,500.00	MERCK + CO INC	COMMON STOCK USD 5	125,125
10,000.00	MERCK + CO INC	COMMON STOCK USD 5	500,500
2,330.00	METHODE ELECTRONICS INC	COMMON STOCK USD 5	79,663
925.00	METLIFE INC	COMMON STOCK USD 01	49,876
5,000.00	METLIFE INC	COMMON STOCK USD 01	269,600
790.00	METTLER TOLEDO INTERNATIONAL	COMMON STOCK USD 01	191,646

Shares / Par Value	Security Name	Security Description	Fair Market Value
1,950.00	MICROS SYSTEMS INC	COMMON STOCK USD 0125	111,872
5,500.00	MICROSOFT CORP	COMMON STOCK USD 00000625	205,865
17,500.00	MICROSOFT CORP	COMMON STOCK USD 00000625	655,025
5,000.00	MICROSOFT CORP	COMMON STOCK USD 00000625	187,150
665.00	MIDDLEBY CORP	COMMON STOCK USD 01	159,580
2,040.00	MINDRAY MEDICAL INTL LTD ADR	ADR USD.001	74,174
2,950.00	MIX TELEMATICS LTD SP ADR	ADR	36,610
4,865.00	MOBILE MINI INC	COMMON STOCK USD 01	200,341
33,800.00	MODINE MANUFACTURING CO	COMMON STOCK USD 625	433,316
10,000.00	MONDELEZ INTERNATIONAL INC A	COMMON STOCK NPV	353,000
21,800.00	MONDELEZ INTERNATIONAL INC A	COMMON STOCK NPV	769,540
755.00	MONRO MUFFLER BRAKE INC	COMMON STOCK USD 01	42,552
3,000.00	MONSANTO CO	COMMON STOCK USD 01	349,650
4,000.00	MORGAN STANLEY	COMMON STOCK USD 01	125,440
5,000.00	MOSAIC CO/THE	COMMON STOCK USD.01	236,350
1,610.00	MSC INDUSTRIAL DIRECT CO A	COMMON STOCK USD 001	130,201
56,700.00	MUELLER WATER PRODUCTS INC A	COMMON STOCK USD.01	531,279
10,200.00	MURPHY OIL CORP	COMMON STOCK USD1.	661,776
520.00	MWI VETERINARY SUPPLY INC	COMMON STOCK USD 01	88,707
18,500.00	MYLAN INC	COMMON STOCK USD 5	802,900
13,000.00	NATIONAL INTERSTATE CORP	COMMON STOCK USD 01	299,000
3,340.00	NCI BUILDING SYSTEMS INC	COMMON STOCK USD 01	58,584
13,900.00	NCI BUILDING SYSTEMS INC	COMMON STOCK USD 01	243,806
35,000.00	NESTLE SA SPONS ADR	ADR	2,575,650
3,500.00	NEWMONT MINING CORP	COMMON STOCK USD1 6	80,605
2,240.00	NEXSTAR BROADCASTING GROUP A	COMMON STOCK USD 01	124,835
416.00	NEXTERA ENERGY INC	COMMON STOCK USD 01	35,618
5,395.00	NIC INC	COMMON STOCK NPV	134,174
1,600.00	NICE SYSTEMS LTD SPONS ADR	ADR	65,536
990.00	NORTHEAST UTILITIES	COMMON STOCK USD5	41,966
1,100.00	NORTHERN TRUST CORP	COMMON STOCK USD1 667	68,079
3,130.00	NPS PHARMACEUTICALS INC	COMMON STOCK USD 001	95,027
105.00	NVR INC	COMMON STOCK USD 01	107,731
3,290.00	NXP SEMICONDUCTORS NV	COMMON STOCK	151,110
475.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	45,173
2,500.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	237,750
7,000.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD 2	665,700
7,500.00	OMNICARE INC	COMMON STOCK USD1	452,700
5,000.00	ORACLE CORP	COMMON STOCK USD 01	191,300
2,585.00	OXFORD INDUSTRIES INC	COMMON STOCK USD1	208,532
2,850.00	PACKAGING CORP OF AMERICA	COMMON STOCK USD 01	180,348
3,470.00	PANDORA MEDIA INC	COMMON STOCK USD.0001	92,302
617.00	PARKER HANNIFIN CORP	COMMON STOCK USD 5	79,371
1,570.00	PDC ENERGY INC	COMMON STOCK USD 01	83,555
5,600.00	PEABODY ENERGY CORP	COMMON STOCK USD 01	109,368
2,435.00	PEGASYS SYSTEMS INC	COMMON STOCK USD 01	119,753
10,780.00	PENN VIRGINIA CORP	COMMON STOCK USD 01	101,655
2,399.00	PENTAIR LTD REGISTERED	COMMON STOCK USD 167	186,330
775.00	PEOPLE S UNITED FINANCIAL	COMMON STOCK USD 01	11,718
2,000.00	PEPSICO INC	COMMON STOCK USD 017	165,880
15,790.00	PETROLEO BRASILEIRO SPON ADR	ADR	231,955
8,050.00	PFIZER INC	COMMON STOCK USD 05	246,572
22,500.00	PFIZER INC	COMMON STOCK USD 05	689,175
2,650.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	230,895
26,250.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	2,287,163

Shares / Par Value	Security Name	Security Description	Fair Market Value
6,500 00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	566,345
975 00	PHILLIPS 66	COMMON STOCK	75,202
4,905 00	PIER 1 IMPORTS INC	COMMON STOCK USD 001	113,207
843 00	PIONEER NATURAL RESOURCES CO	COMMON STOCK USD 01	155,171
1,025 00	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5	79,520
9,435 00	POLYONE CORPORATION	COMMON STOCK USD 01	333,527
3,180 00	POLYONE CORPORATION	COMMON STOCK USD 01	112,413
2,090 00	POLYPORE INTERNATIONAL INC	COMMON STOCK USD 01	81,301
5,000 00	POTASH CORP OF SASKATCHEWAN	COMMON STOCK NPV	164,800
1,550 00	POWER INTEGRATIONS INC	COMMON STOCK USD.001	86,521
1,600 00	PROCTER + GAMBLE CO/THE	COMMON STOCK	130,256
275 00	PUBLIC STORAGE	REIT USD 1	41,393
1,000 00	QIHOO 360 TECHNOLOGY CO ADR	ADR	82,050
4,740 00	QLIK TECHNOLOGIES INC	COMMON STOCK	126,226
10,000 00	QUALCOMM INC	COMMON STOCK USD 0001	742,500
648 00	QUIMICA Y MINERA CHIL SP ADR	ADR USD1	16,770
2,630 00	RANGE RESOURCES CORP	COMMON STOCK USD 01	221,735
3,390 00	RAYMOND JAMES FINANCIAL INC	COMMON STOCK USD 01	176,924
1,525 00	RAYTHEON COMPANY	COMMON STOCK USD 01	138,318
24,000 00	REGIS CORP	COMMON STOCK USD 05	348,240
5,120.00	REPLIGEN CORP	COMMON STOCK USD 01	69,837
1,675 00	RESMED INC	COMMON STOCK USD 004	78,859
14,450 00	RESOLUTE ENERGY CORP	COMMON STOCK USD 0001	130,484
3,430 00	REX ENERGY CORP	COMMON STOCK USD 001	67,605
7,040 00	REX ENERGY CORP	COMMON STOCK USD 001	138,758
2,470 00	ROBERT HALF INTL INC	COMMON STOCK USD 001	103,715
2,240 00	ROCKWOOD HOLDINGS INC	COMMON STOCK USD 01	161,101
3,605 00	ROGERS CORP	COMMON STOCK USD1	221,708
5,090 00	ROWAN COMPANIES PLC A	COMMON STOCK USD 125	179,982
1,260 00	ROYAL DUTCH SHELL PLC ADR	ADR	89,800
5,130 00	RUCKUS WIRELESS INC	COMMON STOCK	72,846
7,050 00	RYANAIR HOLDINGS PLC SP ADR	ADR	330,857
6,480.00	SANCHEZ ENERGY CORP	COMMON STOCK USD.01	158,825
10,985 00	SAPIENT CORPORATION	COMMON STOCK USD 01	190,700
27,942 00	SCHAWK INC	COMMON STOCK USD 008	415,498
950 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	85,605
670 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	60,374
5,200 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	468,572
5,000 00	SCHLUMBERGER LTD	COMMON STOCK USD 01	450,550
17,300 00	SCHNITZER STEEL INDS INC A	COMMON STOCK USD1	565,191
7,500 00	SCIENCE APPLICATIONS INTE	COMMON STOCK USD.0001	248,025
2,515.00	SCIQUEST INC	COMMON STOCK USD 001	71,627
2,930 00	SCORPIO TANKERS INC	COMMON STOCK USD 01	34,545
2,780 00	SCOTT'S MIRACLE GRO CO CL A	COMMON STOCK USD 01	172,972
3,375.00	SCRIPPS NETWORKS INTER CL A	COMMON STOCK USD 01	291,634
525 00	SEMPRA ENERGY	COMMON STOCK NPV	47,124
8,220 00	SERVICE CORP INTERNATIONAL	COMMON STOCK USD1	149,029
2,060 00	SERVICENOW INC	COMMON STOCK USD 001	115,381
7,660 00	SERVICESTOURCE INTERNATIONAL	COMMON STOCK	64,191
675.00	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1	123,863
1,640 00	SIGNET JEWELERS LTD	COMMON STOCK USD 18	129,068
230.00	SIMON PROPERTY GROUP INC	REIT USD.0001	34,997
2,400 00	SKYWORKS SOLUTIONS INC	COMMON STOCK USD 25	68,544
3,580.00	SMITH (A.O) CORP	COMMON STOCK USD1	193,105
959 00	SONOCO PRODUCTS CO	COMMON STOCK NPV	40,009

Shares / Par Value	Security Name	Security Description	Fair Market Value
775 00	SPDR S+P 500 ETF TRUST	SPDR S+P 500 ETF TRUST	143,119
4,490 00	SPECTRANETICS CORP	COMMON STOCK USD 001	112,250
5,465 00	STAGE STORES INC	COMMON STOCK USD.01	121,432
4,200 00	STARWOOD PROPERTY TRUST INC	REIT USD 01	116,340
5,000 00	STATE STREET CORP	COMMON STOCK USD1	366,950
3,835 00	STEIN MART INC	COMMON STOCK USD 01	51,581
10,000.00	SUNCOR ENERGY INC	COMMON STOCK NPV	350,500
994 00	SYNTEL INC	COMMON STOCK NPV	90,404
750 00	T ROWE PRICE GROUP INC	COMMON STOCK USD 2	62,828
85,745 77	T ROWE PRICE NEW ERA FUND	T ROWE PRICE NEW ERA FUND	3,808,827
38,320 00	TALISMAN ENERGY INC	COMMON STOCK NPV	446,428
82,500 00	TALISMAN ENERGY INC	COMMON STOCK NPV	961,125
3,650 00	TAYLOR MORRISON HOME CORP A	COMMON STOCK USD 00001	81,942
1,940 00	TEMPUR SEALY INTERNATIONAL I	COMMON STOCK USD 01	104,682
2,255 00	TENNANT CO	COMMON STOCK USD 375	152,912
6,715 00	TERADYNE INC	COMMON STOCK USD 125	118,318
5,000 00	TEREX CORP	COMMON STOCK USD 01	209,950
5,430 00	TESORO CORP	COMMON STOCK USD 167	317,655
1,750 00	TEXAS INSTRUMENTS INC	COMMON STOCK USD1	76,842
5,000 00	THERMO FISHER SCIENTIFIC INC	COMMON STOCK USD1	556,750
8,000 00	THOR INDUSTRIES INC	COMMON STOCK USD 1	441,840
2,200 00	TIME WARNER INC	COMMON STOCK USD 01	153,384
2,420 00	TIMKEN CO	COMMON STOCK NPV	133,269
1,200 00	TJX COMPANIES INC	COMMON STOCK USD1.	76,476
4,400 00	TOTAL SYSTEM SERVICES INC	COMMON STOCK USD 1	146,432
1,670 00	TRACTOR SUPPLY COMPANY	COMMON STOCK USD 008	129,559
1,540.00	TRACTOR SUPPLY COMPANY	COMMON STOCK USD 008	119,473
970 00	TRANSDIGM GROUP INC	COMMON STOCK USD 01	156,189
1,000 00	TRAVELERS COS INC/THE	COMMON STOCK NPV	90,540
5,000 00	TRAVELERS COS INC/THE	COMMON STOCK NPV	452,700
7,000 00	TRAVELERS COS INC/THE	COMMON STOCK NPV	633,780
1,795 00	TREX COMPANY INC	COMMON STOCK USD 01	142,756
7,750 00	TRIANGLE PETROLEUM CORP	COMMON STOCK USD 00001	64,480
10,310 00	TRICAN WELL SERVICE LTD	COMMON STOCK NPV	125,937
10,000 00	TYCO INTERNATIONAL LTD	COMMON STOCK CHF6 7	410,400
970 00	ULTA SALON COSMETICS + FRAGR	COMMON STOCK USD 01	93,624
1,240.00	ULTIMATE SOFTWARE GROUP INC	COMMON STOCK USD 01	189,993
27,695 00	UNILEVER N V NY SHARES	NY REG SHRS	1,114,170
6,060 00	UNILEVER PLC SPONSORED ADR	ADR	249,672
5,000 00	UNION PACIFIC CORP	COMMON STOCK USD2 5	840,000
5,000 00	UNITED CONTINENTAL HOLDINGS	COMMON STOCK USD 01	189,150
3,540 00	UNITED NATURAL FOODS INC	COMMON STOCK USD 01	266,881
950 00	UNITED PARCEL SERVICE CL B	COMMON STOCK USD 01	99,826
2,080 00	UNITED RENTALS INC	COMMON STOCK USD 01	162,136
455 00	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1	51,779
5,000 00	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1	569,000
3,000 00	UNITEDHEALTH GROUP INC	COMMON STOCK USD 01	225,900
4,000.00	UNUM GROUP	COMMON STOCK USD 1	140,320
4,060 00	URBAN OUTFITTERS INC	COMMON STOCK USD 0001	150,626
3,200 00	US BANCORP	COMMON STOCK USD 01	129,280
20,000 00	US BANCORP	COMMON STOCK USD 01	808,000
5,000.00	US BANCORP	COMMON STOCK USD 01	202,000
4,470 00	UTI WORLDWIDE INC	COMMON STOCK NPV	78,493
8,500 00	VALERO ENERGY CORP	COMMON STOCK USD 01	428,400
1,975 00	VALUECLICK INC	COMMON STOCK USD 001	46,156

Shares / Par Value	Security Name	Security Description	Fair Market Value
448,731 19	VANGUARD GROWTH INDEX FUND	VANGUARD GROWTH INDEX FD INS	21,480,762
5,310 00	VERIFONE SYSTEMS INC	COMMON STOCK USD 01	142,414
4,700 00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD 1	230,958
10,000.00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD 1	491,400
920 00	VF CORP	COMMON STOCK NPV	57,353
17,700 00	VIAD CORP	COMMON STOCK USD1 5	491,706
3,000 00	VISA INC CLASS A SHARES	COMMON STOCK USD 0001	668,040
1,645 00	VITAMIN SHOPPE INC	COMMON STOCK USD 01	85,556
2,380 00	VODAFONE GROUP PLC SP ADR	ADR	93,558
10,000 00	VODAFONE GROUP PLC SP ADR	ADR	393,100
1,140.00	WABCO HOLDINGS INC	COMMON STOCK USD 01	106,487
3,145 00	WAGeworks INC	COMMON STOCK USD 001	186,939
1,050 00	WAL MART STORES INC	COMMON STOCK USD 1	82,624
5,000 00	WAL MART STORES INC	COMMON STOCK USD 1	393,450
4,000 00	WALT DISNEY CO/THE	COMMON STOCK USD 01	305,600
3,670 00	WALTER ENERGY INC	COMMON STOCK USD 01	61,032
2,215 00	WASTE CONNECTIONS INC	COMMON STOCK USD 01	96,640
1,400 00	WASTE MANAGEMENT INC	COMMON STOCK USD 01	62,818
4,200 00	WELLS FARGO + CO	COMMON STOCK USD1 666	190,680
34,500 00	WELLS FARGO + CO	COMMON STOCK USD1 666	1,566,300
5,000 00	WELLS FARGO + CO	COMMON STOCK USD1 666	227,000
9,800 00	WERNER ENTERPRISES INC	COMMON STOCK USD 01	242,354
2,280 00	WESCO INTERNATIONAL INC	COMMON STOCK USD 01	207,640
4,380 00	WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD 25	214,883
4,900 00	WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD 25	240,394
2,260 00	WESTPORT INNOVATIONS INC	COMMON STOCK NPV	44,319
5,000 00	WEYERHAEUSER CO	REIT USD1 25	157,850
1,730 00	WHITING PETROLEUM CORP	COMMON STOCK USD 001	107,035
10,000 00	WILLIAMS COS INC	COMMON STOCK USD1	385,700
1,840 00	WILLIAMS SONOMA INC	COMMON STOCK USD 01	107,235
1,000 00	WISCONSIN ENERGY CORP	COMMON STOCK USD 01	41,340
4,415 00	WNS HOLDINGS LTD ADR	ADR USD 16	96,733
5,540.00	WRIGHT MEDICAL GROUP INC	COMMON STOCK USD 01	170,133
3,100.00	YANDEX NV A	COMMON STOCK EUR 01	133,765
3,000 00	YUM BRANDS INC	COMMON STOCK NPV	226,830
2,945 00	ZUMIEZ INC	COMMON STOCK NPV	76,570
	TOTAL US STOCK		155,887,960
1,031,095 72	1607 CAPITAL INTL EQUITY FUND	CLOSED-END FUNDS	13,899,969
9,770 00	ACCOR SA	COMMON STOCK EUR3	461,766
1,620 00	ADIDAS AG	COMMON STOCK NPV	206,798
9,580 00	ADMIRAL GROUP PLC	COMMON STOCK GBP 001	207,856
22,000 00	AEON MALL CO LTD	COMMON STOCK	617,687
3,170 00	AGGREKO PLC	COMMON STOCK GBP.1370839	89,728
1,130 00	AKZO NOBEL	COMMON STOCK EUR2	87,726
150,000 00	ALUMINA LTD	COMMON STOCK NPV	149,630
64,450 00	AMERICAS PETROGAS INC	COMMON STOCK	104,333
17,720 00	ANHANGUERA EDUCACIONAL PARTI	COMMON STOCK NPV	111,912
2,350 00	ANHEUSER BUSCH INBEV NV	COMMON STOCK NPV	250,182
34,950 00	ARCAN RESOURCES LTD	COMMON STOCK	11,184
79,269 00	ARISAIG ASIA CONSUMER FUND	OPEN-ENDED BUSINESS CO	4,157,659
70,769 00	ARISAIG LATIN AMERICA CONSUMER	OPEN-ENDED BUSINESS FD	1,861,225
134,000.00	ASCENDAS REAL ESTATE INV TRT	REIT NPV	233,486
1,230 00	BEIERSDORF AG	COMMON STOCK NPV	124,811
770 00	BIOMERIEUX	COMMON STOCK NPV	80,924

Shares / Par Value	Security Name	Security Description	Fair Market Value
1,370.00	BRENNTAG AG	COMMON STOCK NPV	254,380
13,325.00	BRITISH AMERICAN TOBACCO PLC	COMMON STOCK GBP 25	714,611
28,540.00	BRITISH SKY BROADCASTING GRO	COMMON STOCK GBP 5	398,953
21,700.00	CANACOL ENERGY LTD	COMMON STOCK NPV	145,620
158,200.00	CAPITALAND LTD	COMMON STOCK NPV	379,650
1,500.00	CARLSBERG AS B	COMMON STOCK DKK20	166,233
10,310.00	CARREFOUR SA	COMMON STOCK EUR2 5	409,294
223,200.00	CENTRAL PATTANA PUB CO FOREI	FOREIGN SH THB.5 A	278,490
165,116.00	CFS RETAIL PROPERTY TRUST GR	REIT NPV	287,317
12,200.00	CGG	COMMON STOCK EUR 4	211,482
140,330.00	CHAROEN POKPHAND FOOD FORGN	FOREIGN SH THB1 0 A	136,657
180,080.00	CHINA OVERSEAS LAND + INVEST	COMMON STOCK HKD.1	506,303
187,000.00	CHINA RESOURCES LAND LTD	COMMON STOCK HKD 1	463,536
17,250.00	CIE FINANCIERE RICHEMON BR A	COMMON STOCK CHF1.	1,722,382
47,000.00	CITY DEVELOPMENTS LTD	COMMON STOCK NPV	357,358
3,150.00	CREW ENERGY INC	COMMON STOCK	18,915
9,904.00	CRH PLC	COMMON STOCK EUR 32	249,825
3,270.00	CROCOTTA ENERGY INC	COMMON STOCK	9,171
600.00	D/S NORDEN	COMMON STOCK DKK1	31,584
39,600.00	DAIWA HOUSE INDUSTRY CO LTD	COMMON STOCK	766,719
3,930.00	DANONE	COMMON STOCK EUR 25	283,331
8,790.00	DEETHREE EXPLORATION LTD	COMMON STOCK	79,172
20,750.00	DIAGEO PLC	COMMON STOCK GBP 2893518	687,343
4,580.00	DISTRIBUIDORA INTERNACIONAL	COMMON STOCK EUR 01	41,022
1,900.00	FANUC CORP	COMMON STOCK	347,985
2,950.00	FRESENIUS MEDICAL CARE AG +	COMMON STOCK NPV	210,280
1,275,848.57	GMO EMERGING MARKETS FUND	GMO EMERGING MARKETS II	13,817,440
117,720.00	GPT GROUP	REIT NPV	358,082
3,310.00	GRAN TIERRA ENERGY INC	COMMON STOCK USD 001	24,144
9,040.00	GROUPE EUROTUNNEL SA REGR	COMMON STOCK EUR 4	95,169
245,000.00	GUANGZHOU R+F PROPERTIES H	COMMON STOCK CNY 25	358,317
151,000.00	HANG LUNG PROPERTIES LTD	COMMON STOCK HKD1	477,124
26,000.00	HEINEKEN HOLDING NV	COMMON STOCK EUR1 6	1,647,490
3,320.00	HOLCIM LTD REG	COMMON STOCK CHF2	249,182
72,000.00	HONGKONG LAND HOLDINGS LTD	COMMON STOCK USD 1	424,800
21,510.00	HSBC HOLDINGS PLC	COMMON STOCK USD 5	235,986
121,709.00	HYSAN DEVELOPMENT CO	COMMON STOCK HKD5	524,273
2,300.00	HYUNDAI DEPT STORE CO	COMMON STOCK KRW5000	350,879
4,130.00	IMPERIAL TOBACCO GROUP PLC	COMMON STOCK GBP 1	159,926
109,586.00	KEPPEL LAND LTD	COMMON STOCK NPV	289,892
156,121.00	KERRY PROPERTIES LTD	COMMON STOCK HKD1	541,629
25,026.00	KINGFISHER PLC	COMMON STOCK GBP 157143	159,455
6,280.00	KONINKLIJKE AHOLD NV	COMMON STOCK EUR 3	112,928
9,200.00	LEGACY OIL GAS INC	COMMON STOCK	53,079
32,650.00	LIFE HEALTHCARE GROUP HOLDIN	COMMON STOCK	130,491
243,700.00	LIFESTYLE INTL HLDGS LTD	COMMON STOCK HKD 005	451,334
12,185.00	LIFESTYLE PROPERTIES DEVELOP	COMMON STOCK HKD 1	2,514
93,750.00	LYNDEN ENERGY CORP	COMMON STOCK	67,059
1,060.00	MAIL RU GROUP GDR REGS	GDR USD 000005	47,276
25,067.68	MANNING + NAPIER FUND INC EM	MANNING + NAPIER EMER MKT S	285,772
72,422.25	MANNING + NAPIER FUND INC IN	MANNING + NAPIER INTERNATION	717,704
999,936.52	MARATHON JAPAN EQUITY FD	CLASS B	20,692,773
19,330.00	MARKS + SPENCER GROUP PLC	COMMON STOCK GBP 25	138,498
198,000.00	MIRVAC GROUP	REIT NPV	297,596
42,000.00	MITSUBISHI ESTATE CO LTD	COMMON STOCK	1,256,743

Shares / Par Value	Security Name	Security Description	Fair Market Value
39,000 00	mitsui fudosan co ltd	COMMON STOCK	1,404,453
4,350 00	NESTLE SA REG	COMMON STOCK CHF 1	319,396
1,820 00	NEXANS SA	COMMON STOCK EUR1	92,352
13,000 00	NIPPON YUSEN	COMMON STOCK	41,558
20,500 00	NOMURA REAL ESTATE HOLDINGS	COMMON STOCK	461,862
62,780 00	NORSK HYDRO ASA	COMMON STOCK NOK1 098	280,121
1,660 00	NOVO NORDISK A/S B	COMMON STOCK DKK1	304,767
15,680 00	OCADO GROUP PLC	COMMON STOCK GBP 02	114,683
35,524 00	PACIFIC BASIN SHIPPING LTD	COMMON STOCK USD 1	25,427
12,970 00	PAINTED PONY PETROLEUM	COMMON STOCK	84,717
11,750 00	PERNOD RICARD SA	COMMON STOCK EUR1 55	1,340,769
6,700 00	PETROLEUM GEO SERVICES	COMMON STOCK NOK3	78,907
1,830 00	PROSIEBEN SAT 1 MEDIA AG REG	COMMON STOCK NPV	90,779
14,750 00	PURA VIDA ENERGY NL	COMMON STOCK	8,182
10,030 00	QIAGEN N.V	COMMON STOCK EUR 01	234,056
540,000 00	ROBINSONS LAND CO	COMMON STOCK PHP1	242,852
29,380 00	SABMILLER PLC	COMMON STOCK USD 1	1,508,965
4,730 00	SABMILLER PLC	COMMON STOCK USD 1	242,934
1,424 00	SCHNEIDER ELECTRIC SA	COMMON STOCK EUR4	124,403
120,000 00	SHANDONG WEIGAO GP MEDICAL H	COMMON STOCK CNY 1	161,883
205,041 00	SHANGRI LA ASIA LTD	COMMON STOCK HKD1	399,835
8,504.00	SONIC HEALTHCARE LTD	COMMON STOCK NPV	126,142
840 00	SONOVA HOLDING AG REG	COMMON STOCK CHF 05	113,341
214,000 00	SP SETIA BHD	COMMON STOCK MYR 75	196,654
128,660 00	STOCKLAND	REIT NPV	415,531
50,840 00	STRATEGIC OIL + GAS LTD	COMMON STOCK NPV	35,887
23,000 00	SUMITOMO REALTY + DEVELOPMEN	COMMON STOCK	1,144,475
39,000 00	SUN HUNG KAI PROPERTIES	COMMON STOCK HKD 5	494,683
350,000 00	SUPALAI PUBLIC CO LTD FOR	FOREIGN SH THB1 0 A	155,508
2,520 00	SWEDISH MATCH AB	COMMON STOCK NPV	81,102
712.00	SYNGENTA AG REG	COMMON STOCK CHF 1	284,368
6,620 00	TELENOR ASA	COMMON STOCK NOK6	157,784
6,147 00	TELEVISION FRANCAISE (T F 1)	COMMON STOCK EUR 2	118,668
3,100 00	TENCENT HOLDINGS LTD	COMMON STOCK HKD 0001	197,744
90,650 00	TESCO PLC	COMMON STOCK GBP 05	501,990
6,690 00	THYSSENKRUPP AG	COMMON STOCK NPV	163,075
1,988 00	TOKYO ELECTRON LTD	COMMON STOCK	108,947
29,000 00	TOKYU FUDOSAN HOLDINGS CORP	COMMON STOCK	273,155
3,800 00	TOYOTA MOTOR CORP	COMMON STOCK	232,111
2,370.00	TRILOGY ENERGY CORP	COMMON STOCK NPV	61,564
3,610 00	UMICORE	COMMON STOCK NPV	168,906
792,267.16	VANGUARD EMERGING MARKETS STOC	VANGUARD EM MKT STK INDX INS	20,456,338
11,140 00	VIVENDI	COMMON STOCK EUR5 5	294,036
1,350 00	VOPAK	COMMON STOCK EUR 5	79,097
130,000 00	WESTFIELD RETAIL TRUST	REIT	345,424
54,380.00	WHITEHAVEN COAL LTD	COMMON STOCK	92,924
132,000 00	WING TAI HOLDINGS LTD	COMMON STOCK NPV	205,433
30,270 00	YOHO RESOURCES INC	COMMON STOCK NPV	85,468
1,050 00	ZIGGO NV	COMMON STOCK	48,035
	TOTAL NON-US STOCK		109,983,338
	TOTAL CORPORATE STOCK		\$ 265,871,298

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 11A	41,009,367.	34,350,014.	34,350,014.
TOTALS	<u>41,009,367.</u>	<u>34,350,014.</u>	<u>34,350,014.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
60,000 00	ABBVIE INC	0.9981% 06 Nov 2015	\$ 60,617
40,000 00	AETNA INC	2.75% 15 Nov 2022	36,846
24,000 00	AMERICAN ELECTRIC POWER	1.65% 15 Dec 2017	23,515
272,000 00	ANADARKO PETROLEUM CORP	0.01% 10 Oct 2036	97,827
56,000 00	ANHEUSER BUSCH INBEV FIN	4% 17 Jan 2043	49,783
25,000 00	ANHEUSER BUSCH INBEV WOR	4.375% 15 Feb 2021	26,731
55,000 00	APPLE INC	2.4% 03 May 2023	49,457
250,000 00	APPLE INC	2.4% 03 May 2023	224,803
35,000 00	AT+T INC	0.6244% 12 Feb 2016	34,932
40,000 00	AT+T INC	2.625% 01 Dec 2022	36,090
70,000.00	BB+T CORPORATION	1% 28 Apr 2014	70,124
108,000 00	BLACKSTONE HOLDINGS FINA	6.625% 15 Aug 2019	126,112
40,000.00	BNSF FUNDING TRUST I	1% 15 Dec 2055	43,850
20,000 00	BOEING CO	6% 15 Mar 2019	23,557
73,000 00	BOSTON PROPERTIES LP	3.7% 15 Nov 2018	77,006
25,000 00	CANADIAN NATL RESOURCES	4.9% 01 Dec 2014	25,984
40,000 00	CAPITAL ONE FINANCIAL CO	6.15% 01 Sep 2016	44,739
50,000 00	CARLYLE HOLDINGS II FIN	5.625% 30 Mar 2043	49,151
45,000 00	CHEVRON CORP	4.95% 03 Mar 2019	51,044
21,000 00	CITIGROUP INC	4.5% 14 Jan 2022	22,254
20,000 00	CNA FINANCIAL CORP	7.35% 15 Nov 2019	24,244
20,000 00	CNA FINANCIAL CORP	5.85% 15 Dec 2014	20,948
54,000 00	COMCAST CORP	6.45% 15 Mar 2037	62,669
48,000 00	COMCAST CORP	6.4% 15 May 2038	55,428
35,000 00	COMMONWEALTH EDISON	5.95% 15 Aug 2016	39,130
40,000 00	CONAGRA FOODS INC	1.9% 25 Jan 2018	39,267
25,000 00	CONNECTICUT LIGHT + PWR	5% 01 Apr 2015	26,344
87,785 16	CONTL AIRLINES 2012 1 A	4.15% 11 Oct 2025	88,224
30,000 00	CSX CORP	4.75% 30 May 2042	28,497
45,000 00	CVS CAREMARK CORP	6.125% 15 Sep 2039	51,035
103,787 81	CVS PASS THROUGH TRUST	7.507% 10 Jan 2032	123,723
66,853 23	CVS PASS THROUGH TRUST	5.926% 10 Jan 2034	72,861
102,292 26	DELTA AIR LINES 2012 1A	4.75% 07 Nov 2021	109,453
60,000 00	DEUTSCHE TELEKOM INT FIN	9.25% 01 Jun 2032	88,892
45,000 00	DIRECTV HOLDINGS/FING	3.125% 15 Feb 2016	46,810
89,000 00	DOMINION RESOURCES INC	8.875% 15 Jan 2019	113,085
16,000 00	DOW CHEMICAL CO/THE	8.55% 15 May 2019	20,659
40,000 00	DR PEPPER SNAPPLE GROUP	2.6% 15 Jan 2019	40,214
25,000 00	DUKE ENERGY OHIO INC	0.399% 06 Mar 2015	25,012
35,000 00	DUKE REALTY LP	3.875% 15 Oct 2022	33,265
68,000 00	EADS FINANCE B V	2.7% 17 Apr 2023	62,361
20,000 00	EMBRAER OVERSEAS LTD	6.375% 15 Jan 2020	21,900
35,000 00	ENBRIDGE ENERGY PARTNERS	5.875% 15 Dec 2016	39,064
15,000 00	ENCANA CORP	5.15% 15 Nov 2041	14,063
15,000 00	ENERGY TRANSFER PARTNERS	6.5% 01 Feb 2042	16,121
30,000 00	ENTERPRISE PRODUCTS OPER	5.7% 15 Feb 2042	31,629
89,000 00	ERICSSON LM	4.125% 15 May 2022	86,505
25,000 00	EXELON GENERATION CO LLC	5.35% 15 Jan 2014	25,040
35,000 00	EXELON GENERATION CO LLC	5.2% 01 Oct 2019	37,718
80,000 00	EXELON GENERATION CO LLC	4% 01 Oct 2020	79,969
20,000 00	EXPRESS SCRIPTS HOLDING	7.25% 15 Jun 2019	24,259
85,000 00	FIFTH THIRD BANCORP	3.625% 25 Jan 2016	89,300
53,000 00	FORD HOLDINGS INC	9.3% 01 Mar 2030	71,974
71,000 00	FREEMPORT MCMORAN C + G	3.1% 15 Mar 2020	68,979

Shares / Par Value	Security Name	Security Description	Fair Market Value
40,000 00	FREEPORT MCMORAN C + G	3.55% 01 Mar 2022	38,016
35,000.00	GENERAL ELEC CAP CORP	3.1% 09 Jan 2023	33,207
20,000 00	GENERAL ELEC CAP CORP	6 875% 10 Jan 2039	25,712
90,000.00	GENERAL ELEC CAP CORP	5 875% 14 Jan 2038	102,520
20,000.00	GENERAL ELECTRIC CO	2 7% 09 Oct 2022	18,720
35,000.00	GENERAL MILLS INC	3 15% 15 Dec 2021	34,261
71,000.00	GOLDCORP INC	3 7% 15 Mar 2023	63,500
46,000 00	GOLDMAN SACHS GROUP INC	5.75% 24 Jan 2022	51,782
21,000.00	GOLDMAN SACHS GROUP INC	6.125% 15 Feb 2033	23,622
25,000 00	HESS CORP	7 875% 01 Oct 2029	31,860
102,000 00	HISTORIC TW INC	6 875% 15 Jun 2018	121,268
40,000 00	HOST HOTELS + RESORTS	5 25% 15 Mar 2022	41,698
98,000 00	HOWARD HUGHES MEDICAL IN	3 5% 01 Sep 2023	96,369
105,000 00	HSBC FINANCE CORP	0 6691% 01 Jun 2016	104,831
45,000 00	HUNTINGTON BANCSHARES	7% 15 Dec 2020	52,184
40,000 00	JPM CHASE CAPITAL XXIII	1 4345% 15 May 2077	28,800
30,000 00	JPMORGAN CHASE + CO	4 35% 15 Aug 2021	31,618
35,000 00	KINDER MORGAN ENER PART	6 55% 15 Sep 2040	38,667
90,000 00	KINDER MORGAN ENER PART	4.15% 01 Feb 2024	87,072
51,000 00	KKR GROUP FIN CO II	5 5% 01 Feb 2043	48,551
106,000 00	KKR GROUP FINANCE CO	6 375% 29 Sep 2020	119,033
55,000 00	KROGER CO/THE	3 9% 01 Oct 2015	57,894
35,000 00	LINCOLN NATIONAL CORP	8 75% 01 Jul 2019	45,051
25,000 00	LLOYDS BANK PLC	6 375% 21 Jan 2021	29,480
40,000 00	LUBRIZOL CORP	5 5% 01 Oct 2014	41,489
10,000 00	MACYS RETAIL HLDGS INC	3 875% 15 Jan 2022	9,857
25,000 00	MACYS RETAIL HLDGS INC	2 875% 15 Feb 2023	22,626
16,000 00	MACYS RETAIL HLDGS INC	7 875% 15 Jul 2015	17,630
40,000 00	METLIFE INC	7 717% 15 Feb 2019	49,580
5,000 00	METLIFE INC	6 75% 01 Jun 2016	5,685
35,000 00	MONDELEZ INTERNATIONAL	6 5% 09 Feb 2040	41,825
35,000 00	MORGAN STANLEY	5 5% 28 Jul 2021	39,111
75,000 00	MORGAN STANLEY	6 75% 01 Jan 2016	81,448
10,000 00	NATIONAL CITY CORP	4 9% 15 Jan 2015	10,454
15,000 00	NATIONAL CITY CORP	6 875% 15 May 2019	17,774
50,000 00	NEWCREST FINANCE PTY LTD	5 75% 15 Nov 2041	36,373
20,000 00	NISOURCE FINANCE CORP	5 25% 15 Feb 2043	19,437
54,000.00	NORFOLK SOUTHERN CORP	6% 15 Mar 2105	57,371
67,000 00	NORTHROP GRUMMAN CORP	1.75% 01 Jun 2018	65,363
61,000 00	NSTAR ELECTRIC CO	5 625% 15 Nov 2017	69,099
40,000 00	ORACLE CORP	5% 08 Jul 2019	45,284
55,000 00	ORANGE SA	4 375% 08 Jul 2014	56,040
20,000 00	PEMEX PROJ FDG MASTER TR	5 75% 01 Mar 2018	22,300
40,000 00	PLAINS ALL AMER PIPELINE	6 5% 01 May 2018	46,458
50,000 00	PPL CAPITAL FUNDING INC	3 4% 01 Jun 2023	46,525
58,000 00	PRIDE INTERNATIONAL INC	6 875% 15 Aug 2020	69,448
15,000 00	PRUDENTIAL FINANCIAL INC	7 375% 15 Jun 2019	18,415
95,714 29	PRUDENTIAL HOLDINGS, LLC	8 695% 18 Dec 2023	121,447
12,000 00	REGIONS FINANCIAL CORP	7 75% 10 Nov 2014	12,661
50,000 00	ROYAL BANK OF CANADA	1 2% 19 Sep 2017	49,542
35,000 00	SAFEWAY INC	4 75% 01 Dec 2021	35,146
90,000 00	SCOTTRADE FINANC SERVICE	6 125% 11 Jul 2021	88,876
35,000 00	SEMPRA ENERGY	6 5% 01 Jun 2016	39,382
50,000 00	SEMPRA ENERGY	9 8% 15 Feb 2019	66,052

Shares / Par Value	Security Name	Security Description	Fair Market Value
35,000 00	SIMON PROPERTY GROUP LP	4.125% 01 Dec 2021	36,208
84,000 00	SIMON PROPERTY GROUP LP	6.75% 01 Feb 2040	105,359
69,000 00	STATOIL ASA	2.9% 08 Nov 2020	68,549
45,000 00	TELEFONICA EMISIONES SAU	5 877% 15 Jul 2019	50,180
45,000 00	TIME WARNER CABLE INC	6 75% 15 Jun 2039	42,377
55,000 00	TORONTO DOMINION BANK	1% 09 Sep 2016	55,162
15,000 00	TRANSATLANTIC HOLDINGS	8% 30 Nov 2039	18,652
20,000 00	UNION PACIFIC CORP	7 875% 15 Jan 2019	24,433
25,000 00	UNITED TECHNOLOGIES CORP	3 1% 01 Jun 2022	24,445
30,000 00	UNUM GROUP	7 125% 30 Sep 2016	33,982
90,000 00	US AIRWAYS 2013 1A PTT	3 95% 15 May 2027	87,525
20,000 00	VALE OVERSEAS LIMITED	6 25% 23 Jan 2017	22,183
49,000 00	VALERO ENERGY CORP	9 375% 15 Mar 2019	63,150
59,000 00	VENTAS REALTY LP/CAP CRP	3 125% 30 Nov 2015	61,359
60,000 00	VERIZON COMMUNICATIONS	3 65% 14 Sep 2018	63,514
30,000.00	VERIZON COMMUNICATIONS	4.75% 01 Nov 2041	28,045
163,000 00	VERIZON COMMUNICATIONS	6 4% 15 Sep 2033	187,470
25,000.00	WAL MART STORES INC	5 625% 15 Apr 2041	28,387
60,000.00	WAL MART STORES INC	6 5% 15 Aug 2037	75,056
25,000.00	WASTE MANAGEMENT INC	5% 15 Mar 2014	25,216
15,000.00	WEATHERFORD BERMUDA	6% 15 Mar 2018	16,834
45,000.00	XEROX CORPORATION	5 625% 15 Dec 2019	49,622
121,000 00	XLIT LTD	5 25% 15 Sep 2014	124,715
50,000 00	YUM BRANDS INC	3 875% 01 Nov 2023	48,365
	TOTAL CORP BONDS - GENERAL		6,922,258
32,000 00	ALLY AUTO RECEIVABLES TRUST LE	0 57% 20 Aug 2015	32,013
105,000 00	BANC OF AMERICA COMMERCIAL MOR	1% 10 Oct 2045	111,109
128,000 00	BANC OF AMERICA COMMERCIAL MOR	1% 10 Sep 2047	136,261
21,969 72	BANC OF AMERICA COMMERCIAL MOR	4 501% 10 Jul 2043	22,026
76,000 00	BANC OF AMERICA COMMERCIAL MOR	4 933% 10 Jul 2045	79,818
69,000 00	BANK OF AMERICA CREDIT CARD TR	0 2066% 15 Dec 2016	68,792
55,000 00	BEAR STEARNS COMMERCIAL MORTGA	1% 11 Jun 2050	61,588
6,498 23	BEAR STEARNS COMMERCIAL MORTGA	1% 11 Sep 2038	6,506
65,000 00	BEAR STEARNS COMMERCIAL MORTGA	5 201% 11 Dec 2038	71,002
65,000 00	BEAR STEARNS COMMERCIAL MORTGA	5.54% 11 Sep 2041	70,870
90,000 00	BEAR STEARNS COMMERCIAL MORTGA	5 716791% 11 Jun 2040	100,929
20,139 38	BMW VEHICLE OWNER TRUST	0 76% 25 Aug 2015	20,160
40,000 00	CD COMMERCIAL MORTGAGE TRUST	5 322% 11 Dec 2049	43,804
34,196 20	CD COMMERCIAL MORTGAGE TRUST	5 886% 15 Nov 2044	38,372
65,000 00	CITIGROUP COMMERCIAL MORTGAGE	5 431% 15 Oct 2049	70,919
73,000 00	COMM MORTGAGE TRUST	1 906% 10 Jan 2046	72,335
45,000.00	COMM MORTGAGE TRUST	3 288% 10 Dec 2044	44,253
70,000 00	COMM MORTGAGE TRUST	5 99329% 10 Dec 2049	78,934
29,526 92	CREDIT SUISSE MORTGAGE TRUST	5.308% 15 Dec 2039	29,509
67,637 14	CS FIRST BOSTON COMMERCIAL MOR	1% 15 Jul 2036	68,432
49,146 93	DBRR TRUST	0 946% 25 Sep 2045	49,149
1,347 73	EQUITY ONE ABS INC	4.92063% 25 Jul 2034	1,024
153,375 43	FANNIE MAE	1 25% 25 Jun 2043	146,352
84,497 05	FANNIE MAE	4 5% 25 Sep 2039	89,860
95,000 00	FHLMC MULTIFAMILY STRUCTURED P	3 871% 25 Apr 2021	99,733
15,000 00	FORD CREDIT AUTO LEASE TRUST	0 87% 15 Mar 2016	15,000
100,000.00	FORD CREDIT FLOORPLAN MASTER O	0 9% 15 Jan 2018	100,017
47,884 52	FREDDIE MAC	2 25% 15 Jul 2038	47,785

Shares / Par Value	Security Name	Security Description	Fair Market Value
64,394.21	FREDDIE MAC	4% 15 Apr 2041	67,449
13,004.00	FREDDIE MAC	4.5% 15 May 2039	13,576
135,000.00	GCCFC COMMERCIAL MORTGAGE TRUS	5.224% 10 Apr 2037	142,368
60,000.00	GCCFC COMMERCIAL MORTGAGE TRUS	5.444% 10 Mar 2039	65,907
120,000.00	GCCFC COMMERCIAL MORTGAGE TRUS	5.444% 10 Mar 2039	131,813
145,000.00	GCCFC COMMERCIAL MORTGAGE TRUS	5.736% 10 Dec 2049	161,931
60,000.00	GE EQUIPMENT MDTICKET LLC	0.6% 23 May 2016	59,967
43,282.76	GE EQUIPMENT TRANSPORTATION LL	0.47% 24 Apr 2015	43,277
30,000.00	GS MORTGAGE SECURITIES TRUST	4.175% 10 Jul 2046	30,730
35,000.00	GS MORTGAGE SECURITIES TRUST	5.983123% 10 Aug 2045	38,432
15,000.00	HYUNDAI AUTO RECEIVABLES TRUST	1.01% 15 Feb 2018	15,087
101,000.00	INVITATION HOMES TRUST	1.4% 17 Dec 2030	101,132
59,000.00	JOHN DEERE OWNER TRUST	0.53% 15 Jul 2016	59,012
115,000.00	JP MORGAN CHASE COMMERCIAL MOR	1% 12 Jan 2043	122,063
84,000.00	JP MORGAN CHASE COMMERCIAL MOR	1.6769% 15 Dec 2047	83,213
30,000.00	JP MORGAN CHASE COMMERCIAL MOR	2.829% 15 Oct 2045	28,205
30,000.00	JP MORGAN CHASE COMMERCIAL MOR	2.84% 15 Dec 2047	28,052
115,000.00	JP MORGAN CHASE COMMERCIAL MOR	2.959% 15 Apr 2046	107,584
45,000.00	JP MORGAN CHASE COMMERCIAL MOR	4.999% 15 Oct 2042	47,660
45,000.00	JP MORGAN CHASE COMMERCIAL MOR	6.007122% 15 Jun 2049	50,054
134,000.00	JPMBB COMMERCIAL MORTGAGE SECU	3.663% 15 Jul 2045	132,279
20,000.00	JPMBB COMMERCIAL MORTGAGE SECU	4.1327% 15 Aug 2046	20,481
10,105.82	LB UBS COMMERCIAL MORTGAGE TRU	4.367% 15 Mar 2036	10,123
45,591.23	LB UBS COMMERCIAL MORTGAGE TRU	5.43% 15 Feb 2040	50,224
15,165.67	LB UBS COMMERCIAL MORTGAGE TRU	5.866% 15 Sep 2045	16,820
26,000.00	MERCEDES BENZ AUTO RECEIVABLES	0.78% 15 Aug 2017	26,050
150,000.00	MERCEDES BENZ MASTER OWNER TRU	0.9% 15 Nov 2017	150,106
97,000.00	MERRILL LYNCH MORTGAGE TRUST	5.047% 12 Jul 2038	102,352
8,154.55	MORGAN STANLEY CAPITAL I TRUST	4.882% 13 Aug 2042	8,153
45,000.00	MORGAN STANLEY CAPITAL I TRUST	5.447% 12 Feb 2044	49,188
30,489.64	MORGAN STANLEY CAPITAL I TRUST	5.771004% 15 Oct 2042	32,696
167,242.15	SMALL BUSINESS ADMINISTRATION	1.93% 01 Dec 2032	153,224
29,196.57	SMALL BUSINESS ADMINISTRATION	2.07% 01 May 2033	26,922
128,464.90	SMALL BUSINESS ADMINISTRATION	2.07% 01 May 2033	118,457
34,213.76	SMALL BUSINESS ADMINISTRATION	2.08% 01 Apr 2033	31,627
84,190.28	SMALL BUSINESS ADMINISTRATION	2.13% 01 Jan 2033	78,652
48,743.02	SMALL BUSINESS ADMINISTRATION	2.21% 01 Feb 2033	45,652
160,851.96	SMALL BUSINESS ADMINISTRATION	2.21% 01 Feb 2033	150,651
29,378.62	SMALL BUSINESS ADMINISTRATION	2.22% 01 Mar 2033	27,461
287,570.28	SMALL BUSINESS ADMINISTRATION	2.37% 01 Aug 2032	272,085
45,000.00	SMALL BUSINESS ADMINISTRATION	3.16% 01 Aug 2033	44,341
25,000.00	SMALL BUSINESS ADMINISTRATION	3.38% 01 Dec 2033	25,000
72,740.47	SMALL BUSINESS ADMINISTRATION	3.52% 01 Aug 2030	74,374
65,000.00	SMALL BUSINESS ADMINISTRATION	3.62% 01 Sep 2033	65,937
41,911.87	SMALL BUSINESS ADMINISTRATION	5.29% 01 Dec 2027	45,550
57,140.41	SMALL BUSINESS ADMINISTRATION	5.37% 01 Apr 2028	62,939
119,782.14	SMALL BUSINESS ADMINISTRATION	5.49% 01 Mar 2028	132,406
46,925.15	SMALL BUSINESS ADMINISTRATION	5.49% 01 May 2028	51,454
117,205.02	SMALL BUSINESS ADMINISTRATION	5.54% 01 Sep 2026	128,059
61,926.31	SMALL BUSINESS ADMINISTRATION	5.68% 01 Jun 2028	69,404
71,500.66	SMALL BUSINESS ADMINISTRATION	5.78% 01 Aug 2027	79,035
35,000.00	SMART TRUST	0.84% 14 Sep 2016	34,958
56,955.53	SW AIRLINES 07 1 TRUST	0% 01 Aug 2022	65,214
25,545.79	TOYOTA AUTO RECEIVABLES OWNER	0.75% 16 Feb 2016	25,595

Shares / Par Value	Security Name	Security Description	Fair Market Value
25,000 00	WACHOVIA BANK COMMERCIAL MORTG	1% 15 Dec 2044	26,613
25,000 00	WACHOVIA BANK COMMERCIAL MORTG	4.847% 15 Oct 2041	25,672
59,000 00	WACHOVIA BANK COMMERCIAL MORTG	5.509% 15 Apr 2047	64,395
14,717.60	WACHOVIA BANK COMMERCIAL MORTG	5.997% 15 Jun 2045	15,493
70,000 00	WF RBS COMMERCIAL MORTGAGE TRU	2.87% 15 Nov 2045	65,638
	TOTAL CORP BONDS - MBS		5,779,346
2,122,393 11	LOOMIS SAYLES TR CO SER INVT T	MUTUAL FUND	21,648,410
	Total Corporate Bonds		\$ 34,350,014

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 12A	131,426,813.	147,342,916.	147,342,916.
TOTALS	<u>131,426,813.</u>	<u>147,342,916.</u>	<u>147,342,916.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
	COAL PROPERTIES, WV	NATURAL RESOURCE PROPERTY	\$ 1,650,000
	NATURAL GAS PROPERTIES, WV	NATURAL RESOURCE PROPERTY	2,352,000
	TIMBER PROPERTIES, WV	NATURAL RESOURCE PROPERTY	840,000
	TOTAL JRY NATURAL RESOURCES LLC PROPERTY		4,842,000
619 86	SMC ALTERNATIVE STRATEGIES FD LTD	FUND OF FUNDS	519,598
578 94	SMC RESERVE FUND II OFFSHORE, LP	FUND OF FUNDS	1,523,461
	TOTAL FUND OF FUNDS		2,043,059
231 66	AYER CAPITAL PARTNERS FD LTD	HEDGE FUND	552,126
4,718 09	BENNETT OFFSHORE RESTRUCTURING FD	HEDGE FUND	2,433,573
2,602 97	CENTERBRIDGE CREDIT PARTNERS OFFSHORE FD	HEDGE FUND	3,089,826
4,202 86	CONATUS CAPITAL OVERSEAS LTD	HEDGE FUND	6,017,643
8,202,648 56	CONVEXITY US 3 MONTH TREASURY	HEDGE FUND	19,334,158
5,650,000 00	DAVIDSON KEMPNER INTERNATIONAL FD	HEDGE FUND	6,859,352
7,022 03	ELLIOTT INTERNATIONAL LIMITED	HEDGE FUND	7,015,830
4,313.70	ETON PARK OVERSEAS FUND LTD	HEDGE FUND	5,583,878
125 95	FIR TREE INTL VALUE FUND	HEDGE FUND	6,747,134
621.09	HERMITAGE GLOBAL JUN08 SERIES	HEDGE FUND	23,018
4,350,000 00	HIGHFIELDS CAPITAL LTD	HEDGE FUND	6,830,663
36,874 32	HIGHLINE CAPITAL INTERNATIONAL	HEDGE FUND	6,200,845
24,035 17	HOPLITE OFFSHORE FUND LTD	HEDGE FUND	6,076,216
2,459 79	MASON CAPITAL LTD	HEDGE FUND	6,749,020
4,000,000 00	PENNANT WINDWARD FUND LTD	HEDGE FUND	4,000,000
456 40	PENTA ASIA LONG SHORT FUND	HEDGE FUND	313,194
14,940 34	SCOUT CAPITAL FUND LTD	HEDGE FUND	5,938,495
667 21	STEEL PARTNERS JAPAN STRATEGIC FD	HEDGE FUND	760,042
5,741 21	VALINOR CAPITAL PARTNERS OFFSHORE LTD	HEDGE FUND	6,392,141
	TOTAL HEDGE FUNDS		100,917,154
3,710,969 00	AQUILINE FINANCIAL SERVICES OFFSHORE FD	PRIVATE EQUITY	5,416,998
6,340,111 00	AQUILINE FINANCIAL SERVICES FUND II	PRIVATE EQUITY	7,970,789
2,759,362 00	DSF CAPITAL PARTNERS IV LP	PRIVATE EQUITY	2,698,330
3,244,157.46	ENERGY CAPITAL INVESTORS FUND LLC	PRIVATE EQUITY	2,750,028
6,737,716 00	ENERGY CAPITAL PARTNERS II B	PRIVATE EQUITY	8,580,251
600,000 00	EQUITY RESOURCE FUND 2013, LP	PRIVATE EQUITY	582,008
3,204,356 00	HIGHBROOK INCOME PROPERTY FUND LP	PRIVATE EQUITY	3,416,734
4,450,000 00	HIGHLAND CONSUMER FUND I-B LP	PRIVATE EQUITY	3,591,797
2,496,248 43	NATURAL GAS PARTNERS IX, LP	PRIVATE EQUITY	4,533,768
	TOTAL PRIVATE EQUITY FUNDS		39,540,703
	TOTAL INVESTMENTS - OTHER		\$ 147,342,916

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST/OTHER ASSETS	15,761.	12,360.	12,360.
TOTALS	<u>15,761.</u>	<u>12,360.</u>	<u>12,360.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED GAIN ON UNDISTR EARNINGS OF INVESTMENTS	29,128,790.
TOTAL	<u>29,128,790.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN UNREALIZED LOSS ON UNDISTR EARNINGS OF ALTERNATIVE INVESTMENTS	1,005,324.
NET CHANGE IN VALUE OF NATURAL RESOURCE PROPERTIES	3,708,465.
TOTAL	<u>4,713,789.</u>

YAWKEY FOUNDATION II
FORM 990PF, PART VII-B
LINES 1a(3) and 1a(4)

04-2768239

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. During the year ended December 31, 2013, the Foundation incurred and paid \$2,172,862 in expenditures under this agreement and these expenditures were periodically monitored by the Foundation's Board of Trustees, reviewed by independent auditors, then reviewed by the Foundation's Finance and Audit Committee and approved by the Foundation's Board of Trustees.

ATTACHMENT 15A

ATTACHMENT 16FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: YAWKEY BASEBALL LEAGUE
GRANTEE'S ADDRESS: 31 ELY ROAD
CITY, STATE & ZIP: BOSTON, MA 02124
GRANT DATE: 02/26/2013
GRANT AMOUNT: 50,000.
GRANT PURPOSE: SUMMER BASEBALL LEAGUE FOR YOUNG MEN
AMOUNT EXPENDED: 50,000.
ANY DIVERSION? NO
DATES OF REPORTS: 11/28/2013
VERIFICATION DATE: 11/28/2013
RESULTS OF VERIFICATION:
THE ORGANIZATION USED THE FUNDS FROM ITS 2013 GRANT TO RUN ITS
BASEBALL LEAGUE. SPECIFICALLY, FUNDS WERE USED TO PURCHASE BASEBALL
EQUIPMENT, PAY FOR LIGHTING AND HIRE UMPIRES.

GRANTEE'S NAME: AMERICAN LEGION BASEBALL
GRANTEE'S ADDRESS: 546-2, STATE HOUSE
CITY, STATE & ZIP: BOSTON, MA 02133
GRANT DATE:
GRANT AMOUNT: 10,500.
GRANT PURPOSE: SUMMER BASEBALL LEAGUE FOR YOUNG MEN.
AMOUNT EXPENDED: 10,500.
ANY DIVERSION? NO
DATES OF REPORTS: 11/09/2013
VERIFICATION DATE: 11/13/2013
RESULTS OF VERIFICATION:
THE ORGANIZATION USED THE FUNDS FROM ITS 2013 GRANT TO RUN ITS
BASEBALL LEAGUE. SPECIFICALLY, FUNDS WERE USED TO PURCHASE BASEBALL
EQUIPMENT, PAY FOR LIGHTING AND TO HIRE UMPIRES.

YAWKEY FOUNDATION II

04-2768239

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
SEE ATTACHMENT 17A 990 WASHINGTON STREET STE 315 DEDHAM, MA 02026		193,500.
GRAND TOTALS		193,500.

YAWKEY FOUNDATION II
FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

04-2768239

<u>NAME AND ADDRESS</u>	<u>TITLE & AVERAGE HOURS PER WEEK DEVOTED TO</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLAN</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JOHN L. HARRINGTON 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	BOARD CHAIR / TRUSTEE 1 - 5 HRS	\$ 38,500	* NONE	NONE
JAMES P. HEALEY 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	PRESIDENT / TRUSTEE 30 - 40 HRS	* NONE	* NONE	NONE
WILLIAM B. GUTFARB 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	EXEC V.P. / TREASURER / TRUSTEE 30 - 40 HRS	* NONE	* NONE	NONE
MAUREEN H BLEDAY 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	EXEC V.P. / SECRETARY 30 - 40 HRS	* NONE	* NONE	NONE
JAMES G MAGUIRE 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE / AUDIT & FINANCE COMM CHAIR 1 - 4 HRS	\$ 28,250	NONE	NONE
JUSTIN P MORREALE 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE / VALUATION COMM CHAIR 1 - 4 HRS	\$ 25,000	NONE	NONE
JUDITH WALDEN SCARAFILE 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE /GRANTS COMM CHAIR 1 - 4 HRS	\$ 25,250	NONE	NONE
CHARLES CLOUGH, JR 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE / INVEST COMM CHAIR 1 - 4 HRS	\$ 22,250	NONE	NONE
REV DR RAY HAMMOND 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE 1 - 4 HRS	\$ 19,500	NONE	NONE
DEBRA M MCNULTY 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE 1 - 4 HRS	\$ 17,750	NONE	NONE
ELEANOR S ARMSTRONG 990 WASHINGTON STREET - STE 315 DEDHAM, MA 02026	TRUSTEE 1 - 2 HRS	\$ 17,000	NONE	NONE
GRAND TOTALS		<u>\$ 193,500</u>	NONE	NONE

* INDIVIDUALS IDENTIFIED ABOVE ARE PAID FOR SERVICES THROUGH A MANAGEMENT CONTRACT WITH BTMC - SEE PART VIII, SECTION 3 FOR BTMC INFORMATION.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BOSTON TRUST MANAGEMENT CORPORATION 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA 02026	FOUNDATION MGMT.	2,172,862.
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110-2112	INVESTMENT ADVISOR	517,930.
STATE STREET GLOBAL SERVICES 1200 CROWN COLONY DRIVE QUINCY, MA 02169	INV CUSTODIAL SVCS	386,117.
GARDNER RUSSO & GARDNER 223 EAST CHESTNUT STREET LANCASTER, PA 17602	PORTFOLIO MGR SVCS	233,745.
MAYO CAPITAL PARTNERS, LLC 30 ROWES WHARF, SUITE 500 BOSTON, MA 02110	PORTFOLIO MGR SVCS	208,957.
TOTAL COMPENSATION		<u>3,519,611.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NANCY KIELTY BRODNICKI
990 WASHINGTON STREET, SUITE 315
DEDHAM, MA 02026
781-329-7470

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE FOUNDATION ENCOURAGES APPLICANTS TO REVIEW THE FOUNDATION'S GRANT GUIDELINES ON OUR WEBSITE (WWW.YAWKEYFOUNDATIONS.ORG) PRIOR TO APPLYING FOR A FOUNDATION GRANT.

YAWKEY FOUNDATION II

04-2768239

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 21

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME	
				AMOUNT	
NATURAL RESOURCE INCOME			15	850,467.	
NATURAL RESOURCE LITIGATION SETTLEMENTS			15	144,993.	
SEC LITIGATION, CONSENT PAYMTS AND OTHER			01	46,932.	
PRIOR YEARS STATE TAX REFUND			01	180.	

TOTALS

1,042,572.

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
A Sporting Chance, Inc	9 Park Circle Hingham, MA 02043	None	Summer baseball camp for disadvantaged children	PC	509(a)(2)	\$ 30,000
Agganis Foundation, Inc	85 Exchange Street, Suite 218 Lynn, MA 01901	None	Scholarship program for disadvantaged students from Greater Boston	PC	509(a)(2)	25,000
All Dorchester Sports League, Inc	PO Box 220643 Dorchester, MA 02122	None	Youth baseball programs	PC	170(b)(1)(A)(vi)	20,000
American Legion, Department of Massachusetts, Inc	546-2, State House Boston, MA 02133	None	Youth baseball programs	NC	501(c)(19)-E R maintained (See Attachment 16)	10,500
American Red Cross of Eastern Massachusetts	139 Main Street Cambridge, MA 02142	None	Support for youth volunteer program that trains individuals to assist in disaster services	PC	170(b)(1)(A)(vi)	25,000
Associated Grant Makers, Inc	133 Federal Street Suite 802 Boston, MA 02110	None	Summer camp program for disadvantaged children and support for regional grantmakers organization	PC	170(b)(1)(A)(vi)	167,450
Benjamin Franklin Institute of Technology	41 Berkeley Street Boston, MA 02116	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	50,000
Best Buddies International	45 Bromfield Street 7th Floor Boston, MA 02108	None	Support for mentoring program	PC	509(a)(2)	25,000
Bethany Health Care Center	97 Bethany Road Frammingham, MA 01702	None	Furniture and equipment upgrade at facility providing nursing care to elders	PC	Group	100,000
Big Brothers Big Sisters of Massachusetts Bay	75 Federal Street 8th Floor Boston, MA 02210	None	Mentoring program for disadvantaged children and youth	PC	170(b)(1)(A)(vi)	50,000
Big Sister Association of Greater Boston, Inc	161 Massachusetts Avenue Suite 204 Boston, MA 02115	None	Mentoring program for disadvantaged girls	PC	509(a)(2)	50,000
Blessed Stephen Bellesini OSA Academy, Inc	94 Bradford Street Lawrence, MA 01840	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
Boston Ballet, Inc	19 Clarendon Street Boston, MA 02116	None	Adaptive dance program for children with Down syndrome	PC	509(a)(2)	20,000
Boston College High School	150 Morrissey Blvd Boston, MA 02125	None	Support for construction of NCAA baseball field to be shared by BC High School and U Mass Boston	PC	509(a)(1)	500,000
Boston Foundation, Inc	75 Arlington St , 10th Floor Boston, MA 02116	None	Support for collaborative summer program to prevent the incidence of youth violence	PC	170(b)(1)(A)(vi)	100,000

Form 990-PF

Part XV, Line 3a Grants and Contributions Paid During the Year

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Boston Harbor Island Alliance, Inc.	408 Atlantic Avenue Suite 228 Boston, MA 02110	None	Support for facility improvement project	PC	170(b)(1)(A)(vi)	50,000
Boston Health Care for the Homeless Program, Inc	780 Albany Street Boston, MA 02118	None	Support for program that provides homeless parents and children with health care and other supportive services	PC	170(b)(1)(A)(vi)	50,000
Boston Landmarks Orchestra, Inc	10 Guest Street Suite 280 Boston, MA 02135	None	Music education and outreach programs for underserved Boston neighborhoods	PC	170(b)(1)(A)(vi)	25,000
Boston Medical Center Corporation	One Boston Medical Center Place Boston, MA 02118-2393	None	Support for programs for pediatric patients and their families	PC	170(b)(1)(A)(iii)	50,000
Boston Minuteman Council, Inc , Boy Scouts of America	411 Uniquity Road Milton, MA 02186	None	Scouting program for inner-city youth	PC	Group	25,000
Boston Park League, Inc	3 Strathmore Circle Braintree, MA 02184	None	Summer baseball league for young men	PC	509(a)(2)	50,000
Boston Symphony Orchestra, Inc	301 Massachusetts Avenue Boston, MA 02115	None	Music education program for disadvantaged children	PC	170(b)(1)(A)(vi)	25,000
Boston Ten Point Coalition, Inc	7 Palmer Street - Suite 301 Roxbury, MA 02119-2427	None	Support for violence prevention program and summer basketball league	PC	170(b)(1)(A)(vi)	170,000
Bottom Line	500 Amory Street Suite 3 Jamaica Plain, MA 02130	None	Mentoring and college support program for disadvantaged young people	PC	170(b)(1)(A)(vi)	25,000
Boy Scouts of America - Old Colony Council	2438 Washington Street Canton, MA 02021	None	Scouting program for disadvantaged children	PC	Group	25,000
Boys & Girls Club of Pawtucket	One Moeller Place Pawtucket, RI 02860	None	Summer rookie league and RBI baseball programs and future expansion of Pawtucket clubhouse	PC	509(a)(2)	25,000
Boys & Girls Clubs of Dorchester, Inc	1135 Dorchester Avenue Dorchester, MA 02125	None	Summer camp / youth recreation and sports programs for disadvantaged children	PC	170(b)(1)(A)(vi)	80,000
Boys and Girls Clubs of Boston, Inc	50 Congress Street, Suite 730 Boston, MA 02109	None	Summer camp program for disadvantaged children and year round youth recreation and sports programs	PC	170(b)(1)(A)(vi)	75,000
Bridge Over Troubled Waters, Inc	47 West Street Boston, MA 02111	None	Support for transitional day and living programs for homeless and runaway youth	PC	509(a)(2)	75,000
Brockton Neighborhood Health Center	63 Main Street Brockton, MA 02301	None	Support for medical interpreter program	PC	170(b)(1)(A)(vi)	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Camp Harbor View Foundation, Inc	200 Clarendon Street - 60th Floor Boston, MA 02116	None	Support for leadership-in-training program for young people	PC	170(b)(1)(A)(vi)	50,000
Cape Cod Baseball League, Inc	14 Elishas Pond Drive Yarmouth Port, MA 02675	None	Summer baseball league for young men	PC	170(b)(1)(A)(vi)	75,000
Cape Cod Healthcare, Inc	P O Box 370 Hyannis, MA 02601	None	Capital support for emergency room expansions	SOII	509(a)(3) - type 2	500,000
Cardinal Cushing Centers, Inc	405 Washington Street Hanover, MA 02339	None	Recreation programs for children with physical and developmental disabilities	PC	170(b)(1)(A)(ii)	25,000
Caritas Communities, Inc	25 Braintree Hill Office Park - Suite 206 Braintree, MA 02184	None	Facility improvement project for organization providing housing to adults	PC	170(b)(1)(A)(vi)	25,000
Casa Myrna Vazquez, Inc	P O Box 180019 Boston, MA 02118	None	Services for victims of domestic violence and their children	PC	170(b)(1)(A)(vi)	25,000
Catholic Charitable Bureau of the Archdiocese of Boston, Inc	51 Sleeper Street Boston, MA 02210	None	Literacy and ESOL programs for disadvantaged adults	PC	Group	25,000
Catholic Charitable Bureau of the Archdiocese of Boston, Inc	275 West Broadway South Boston, MA 02127	None	Youth academic tutoring program	PC	170(b)(1)(A)(vi)	5,000
Catholic Schools Foundation, Inc	260 Franklin Street - Suite 630 Boston, MA 02110	None	Scholarship program for disadvantaged students	PC	509(a)(2)	100,000
Children's Hospital Corporation	300 Longwood Avenue Boston, MA 02115	None	Residence for families and patients receiving medical treatment at Children's Hospital Boston	PC	170(b)(1)(A)(iii)	1,000,000
Christian Brothers Institute of Massachusetts d/b/a Catholic Memorial High School	235 Baker Street West Roxbury, MA 02132	None	Scholarship program for disadvantaged students	PC	Group	25,000
Chrystine M Sullivan Memorial Fund, Inc	PO Box 762 Hanover, MA 02339	None	Cancer care and clinical support	PC	509(a)(2)	5,000
Citi Performing Arts Center, Inc	270 Tremont Street Boston, MA 02116	None	Facility improvement project	PC	170(b)(1)(A)(vi)	250,000
Citizen Schools, Inc	308 Congress Street Boston, MA 02210	None	Science, technology, engineering, and math enrichment program for disadvantaged students	PC	170(b)(1)(A)(vi)	25,000
City Year, Inc	287 Columbus Avenue Boston, MA 02116	None	Physical service projects to help revitalize schools and playgrounds	PC	170(b)(1)(A)(vi)	50,000
Commonwealth Zoological Corporation	One Franklin Park Road Boston, MA 02121	None	Capacity building support	PC	170(b)(1)(A)(vi)	50,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Community Health Center of Cape Cod	107 Commercial Street Mashpee, MA 02649	None	Dental care program for disadvantaged patients	PC	170(b)(1)(A)(vi)	25,000
Community Servings, Inc	18 Marbury Terrace Jamaica Plain, MA 02130	None	Meal program for acutely ill persons and their families	PC	170(b)(1)(A)(vi)	25,000
Congregacion Leon De Juda	62-68 Northampton Street Boston, MA 02118-1823	None	Literacy and ESOL programs for disadvantaged adults	PC	Group	25,000
Council on Foundations, Inc	2121 Crystal Drive, Suite 700 Arlington, VA 22202	None	National grantmakers organization	PC	170(b)(1)(A)(vi)	34,500
Cristo Rey Boston High School, Inc	100 Savin Hill Avenue Boston, MA 02125	None	Scholarship program for disadvantaged students	PC	Group	25,000
Crittenton Women's Union, Inc	One Washington Mall - 3rd Floor Boston, MA 02108	None	Support for literacy and skills program for disadvantaged adults	PC	170(b)(1)(A)(vi)	25,000
Curry College	1071 Blue Hill Avenue Milton, MA 02186	None	Scholarship program for disadvantaged adult students	PC	170(b)(1)(A)(ii)	25,000
Cystic Fibrosis Foundation - Massachusetts/ Rhode Island Chapter	220 North Main Street, Suite 104 Natick, MA 01760	None	Support for Cystic Fibrosis care centers	PC	170(b)(1)(A)(vi)	25,000
Dana-Farber Cancer Institute, Inc	450 Brookline Avenue Boston, MA 02215	None	Construction of cancer care and research center	PC	170(b)(1)(A)(vi)	3,500,000
David's House, Inc	PO Box 660 Lebanon, NH 03766	None	Renovation and expansion of residence for patients and families	PC	509(a)(2)	250,000
Dimock Community Foundation	55 Dimock Street Roxbury, MA 02119	None	Feasibility study for facility improvement project and community health and human service programs	PC	509(a)(2)	225,000
Easter Seals Massachusetts, Inc	484 Main Street - Suite 600 Worcester, MA 01608	None	Summer camp program for children with disabilities	PC	509(a)(2)	25,000
Emerald Necklace Conservancy	125 The Fenway Boston, MA 02115	None	Restoration of the Kelleher Rose Garden	PC	170(b)(1)(A)(vi)	10,000
Esperanza Academy, Inc	198 Garden Street Lawrence, MA 01840	None	Educational counseling program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
Family Aid Boston, Inc	727 Atlantic Avenue Boston, MA 02111	None	Family homelessness prevention program	PC	170(b)(1)(A)(vi)	25,000
Family Service Association of Greater Boston, Inc	31 Heath Street Jamaica Plain, MA 02130	None	Support for program that assists at risk boys	PC	509(a)(2)	25,000
Father Bill's and Mainspring, Inc	422 Washington St Suite 2 Quincy, MA 02169	None	Shelter and support programs	PC	170(b)(1)(A)(vi)	25,000
Fontbonne Academy	930 Brook Road Milton, MA 02186	None	Scholarship program for disadvantaged students	PC	509(a)(1)	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Forsyth Dental Infirmary for Children	245 First Street Cambridge, MA 02142	None	Oral health program for disadvantaged youth	PC	509(a)(2)	25,000
Francis Ouimet Scholarship Fund	300 Arnold Palmer Boulevard Norton, MA 02766	None	John McCafferty Scholarship program for disadvantaged students from Boston	PC	170(b)(1)(A)(vi)	50,000
Freedom Trail Foundation, Inc	99 Chauncy Street - Suite 401 Boston, MA 02111	None	Support for educational programs that focus on Boston's Revolutionary-era history	PC	509(a)(2)	25,000
Friends of Caritas Cubana Corp	81 Washington Avenue Cambridge, MA 02140	None	Health service programs for the disadvantaged	PC	509(a)(2)	5,000
Generation Excel Youth Development Program, Inc	40 Walk Hill Street Jamaica Plain, MA 02130-3302	None	Education support services for high-risk youth	PC	170(b)(1)(A)(vi)	75,000
Girl Scouts of Eastern Massachusetts, Inc	95 Berkeley Street 4th Floor Boston, MA 02116	None	Scouting programs for disadvantaged girls	PC	509(a)(2)	25,000
Girls Incorporated of Lynn	50 High Street Lynn, MA 01902	None	Educational and mentoring program for at-risk girls	PC	170(b)(1)(A)(vi)	25,000
Hale Reservation, Inc	80 Carby Street Westwood, MA 02090	None	Facilities improvement project at reservation that hosts summer camps serving more than 4,400 Greater Boston children	PC	509(a)(2)	120,000
Horizons for Homeless Children	1705 Columbus Avenue Roxbury, MA 02119	None	Support for program that assists families leaving homeless shelters	PC	170(b)(1)(A)(vi)	25,000
House of Possibilities, Inc	350 Washington Street North Easton, MA 02356	None	Support for respite programs for children and youth with significant disabilities	PC	170(b)(1)(A)(vi)	100,000
Housing Assistance Corporation	460 West Main Street Hyannis, MA 02601-3698	None	Support for program that assists families as they leave treatment and move into independent living	PC	170(b)(1)(A)(vi)	25,000
Huntington Theatre Company, Inc	264 Huntington Avenue Boston, MA 02115	None	Support for student matinee series, after-school programs, and arts programs for disadvantaged children	PC	170(b)(1)(A)(vi)	15,000
Immigrant Learning Center, Inc	442 Main Street Malden, MA 02148	None	Literacy and skills program for immigrants and disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000
Inquilinos Boricuas En Accion, Inc	405 Shawmut Avenue Boston, MA 02118	None	Support for arts education, leadership development and academic programs	PC	170(b)(1)(A)(vi)	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Interseminarian-Project Place, Inc	1145 Washington Street Boston, MA 02118	None	Education and life skills training programs for disadvantaged adults	PC	170(b)(1)(A)(vi)	25,000
Jackie Robinson Foundation	75 Varick Street, 2nd Floor New York, NY 10013	None	Jackie Robinson Scholarship Program	PC	170(b)(1)(A)(vi)	30,000
Jewish Community Centers of Greater Boston	333 Nahanton Street Newton Centre, MA 02459	None	Summer camp program for youth with disabilities	PC	509(a)(2)	25,000
JFYNetWorks	44 School Street, Suite 1010 Boston, MA 02108	None	Support for remedial education program	PC	509(a)(2)	25,000
John Fitzgerald Kennedy Library Foundation, Inc	Columbia Point Boston, MA 02125	None	Education and access programs for disadvantaged students	PC	170(b)(1)(A)(vi)	25,000
Lazarus House	P O Box 408 Lawrence, MA 01841	None	Support for shelter, food and support programs	PC	170(b)(1)(A)(vi)	50,000
Lesley University	29 Everett Street Cambridge, MA 02138	None	Scholarship program for disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000
Little League Baseball, Inc	P O Box 3485 Williamsport, PA 17701	None	Facility improvement project at National Little League training center in Connecticut	PC	170(b)(1)(A)(vi)	50,000
Lucy's Hearth	913 West Main Road Middletown, RI 02842	None	Support for general operations at shelter for homeless women and children	PC	509(a)(2)	25,000
Mass Mentoring Partnership, Inc	105 Chauncy Street, Suite 300 Boston, MA 02111	None	Training and support program to expand quality mentoring programs	PC	170(b)(1)(A)(vi)	100,000
Massachusetts 4-H Foundation, Inc	22 Eliot Street Ashland, MA 01721-2208	None	Facility improvement projects at summer camps	PC	170(b)(1)(A)(vi)	25,000
Massachusetts Amateur Sports Foundation, Inc	55 Sixth Road Woburn, MA 01801-2114	None	Olympic-style amateur sports events for high school athletes	PC	509(a)(2)	50,000
Massachusetts General Hospital	55 Fruit Street Boston, MA 02114-2723	None	Support for student-faculty collaborative to encourage careers in primary care	PC	170(b)(1)(A)(vi)	50,000
Massachusetts Youth Committed to Winning, Inc	PO Box 260417 Boston, MA 02126	None	Support for educational-based athletic program for disadvantaged youth	PC	509(a)(2)	50,000
Mission of Deeds, Inc	6 Chapin Avenue Reading, MA 01867	None	Support for program that assists families leaving homeless shelters	PC	509(a)(2)	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Morgan Memorial Goodwill Industries, Inc	1010 Harrison Avenue, Boston, MA 02119	None	Facility improvement project for organization providing services to disadvantaged individuals	PC	170(b)(1)(A)(vi)	25,000
Mother Caroline Academy for Girls, Inc	515 Blue Hill Avenue Dorchester, MA 02121	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
Mount Alvernia High School	790 Centre Street Newton, MA 02458	None	Scholarship program for disadvantaged students	PC	Group	25,000
Museum of Science	One Science Park Boston, MA 02114-1099	None	Support for renovation of museum's Charles River Gallery	PC	170(b)(1)(A)(vi)	1,000,000
My Brother's Keeper, Inc	P O Box 338 Easton, MA 02356-0338	None	Holiday program for disadvantaged individuals and families and support for expansion	PC	170(b)(1)(A)(vi)	220,000
Nashoba Learning Group	10 Oak Park Drive Bedford, MA 01730	None	Expansion project for organization providing services to young adults with autism	PC	170(b)(1)(A)(ii)	250,000
National Baseball Hall of Fame and Museum, Inc	25 Main Street Cooperstown, NY 13326	None	Education programs for children and archive project	PC	509(a)(2)	200,000
National Multiple Sclerosis Society	101A First Avenue Suite 6 Waltham, MA 02541	None	Home support services program	PC	170(b)(1)(A)(vi)	25,000
National Park Foundation	1201 I (Eye) Street, NW, Suite 550B Washington, DC 20005	None	Environmental education program for youth	PC	170(b)(1)(A)(vi)	100,000
Nativity - Boston, Inc	39 Lamartine Street Jamaica Plain, MA 02130-1947	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	25,000
New England Aquarium Corporation	Central Wharf Boston, MA 02110-3309	None	Renovation and expansion of Giant Ocean Tank exhibit	PC	509(a)(2)	500,000
New England Baptist Hospital	125 Parker Hill Avenue Boston, MA 02120	None	Support for state-of-the-art operating room suite	PC	170(b)(1)(A)(iii)	500,000
Notre Dame Education Center	200 Old Colony Avenue South Boston, MA 02127	None	Literacy and skills program for disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000
Notre Dame High School of Lawrence, Inc	303 Haverhill Street Lawrence, MA 01841	None	Scholarship program for disadvantaged students	PC	170(b)(1)(A)(ii)	50,000
One Family, Inc	240 Newbury Street 2nd Floor Boston, MA 02116	None	Scholarship program for disadvantaged single parents	PC	170(b)(1)(A)(vi)	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Partners for Youth With Disabilities, Inc	95 Berkeley Street Suite 109 Boston, MA 02116	None	Mentoring program for physically challenged youth	PC	170(b)(1)(A)(vi)	25,000
Perkins School for the Blind	175 North Beacon Street Watertown, MA 02472	None	Outreach programs for visually impaired children and youth	PC	170(b)(1)(A)(ii)	50,000
Pine Street Inn, Inc	444 Harrison Avenue Boston, MA 02118	None	Support for food and shelter programs	PC	170(b)(1)(A)(vi)	150,000
Project R I G H T, Inc	320 A Blue Hill Avenue Dorchester, MA 02121-4367	None	Support of general operations for youth programming	PC	170(b)(1)(A)(vi)	50,000
Raw Art Works, Inc	37 Central Square Lynn, MA 01901	None	Arts education and leadership development program for young people	PC	170(b)(1)(A)(vi)	25,000
Regis College	235 Wellesley Street Weston, MA 02493-1571	None	Nursing scholarship program for disadvantaged adults	PC	170(b)(1)(A)(ii)	25,000
Rhode Island Hospital	167 Point Street Suite 1B Providence, RI 02903	None	Specialized equipment for pediatric patients	PC	170(b)(1)(A)(iii)	50,000
Roca, Inc	101 Park Street Chelsea, MA 02150	None	Support for educational and life skills programs for at-risk youth	PC	170(b)(1)(A)(vi)	75,000
Rodman Ride for Kids, Inc	10 Lincoln Road Foxboro, MA 02035	None	Support for programs serving disadvantaged children in Eastern Massachusetts	PC	509(a)(2)	50,000
Ron Burton Training Village, Inc	P O Box 2 Hubbardston, MA 01452	None	Summer camp program for disadvantaged youth	PC	509(a)(2)	25,000
Rosie's Place, Inc	889 Harrison Avenue Boston, MA 02118	None	Food, shelter and support programs	PC	170(b)(1)(A)(vi)	75,000
Saint Francis House, Inc	39 Boylston Street Boston, MA 02116	None	Food, shelter and support programs for the homeless	PC	170(b)(1)(A)(vi)	25,000
Save the Harbor Save the Bay	212 Northern Avenue Suite 304W Boston, MA 02210	None	Summer environmental and education program	PC	170(b)(1)(A)(vi)	25,000
School on Wheels of Massachusetts	790 West Chestnut Street Brockton, MA 02301	None	Academic tutoring program for homeless children	PC	170(b)(1)(A)(vi)	25,000
South End Athletics & Activities Association	P O Box 181120 Boston, MA 02118-1000	None	Inner-city youth baseball program	PC	509(a)(2)	20,000
South End Community Health Center	1601 Washington Street Boston, MA 02118	None	Community health and human service programs	PC	170(b)(1)(A)(iii)	15,000
Sports Museum of New England, Inc	100 Legends Way Boston, MA 02114	None	Support for museum operations	PC	509(a)(2)	25,000
SquashBusters, Inc	795 Columbus Avenue Roxbury Crossing, MA 02120	None	Academic enrichment and after-school programs for disadvantaged youth	PC	509(a)(2)	25,000
St Joseph Preparatory High School	617 Cambridge Street Boston, MA 02134-0240	None	Scholarship program for disadvantaged students	PC	Group	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
St Mary's Center for Women and Children, Inc	90 Cushing Avenue Dorchester, MA 02125	None	Education and skills program for disadvantaged women	PC	170(b)(1)(A)(vi)	25,000
St Mary's Education Fund	47 Underwood Street Fall River, MA 02722	None	Scholarship program for disadvantaged students	PC	Group	25,000
St Patrick Parish	118 South Broadway Lawrence, MA 01843	None	Support services for disadvantaged individuals, children and families	PC	Group	25,000
Stonehill College	320 Washington Street Easton, MA 02357	None	Major expansion of athletic complex	PC	170(b)(1)(A)(ii)	250,000
Strong Women, Strong Girls, Inc	262 Washington Street Boston, MA 02108	None	Mentoring program for disadvantaged young women	PC	170(b)(1)(A)(vi)	10,000
Tara Hall Home for Boys	P O Box 955 Georgetown, SC 29442-0955	None	Residential and educational center for at-risk boys	PC	170(b)(1)(A)(vi)	105,000
The Black Ministerial Alliance of Greater Boston, Inc	7 Palmer Street - Suite 301 Roxbury, MA 02119-2427	None	Academic enrichment programs for disadvantaged students	PC	170(b)(1)(A)(vi)	100,000
The Center for Teen Empowerment, Inc	384 Warren Street Roxbury, MA 02119	None	Outreach and violence prevention program for youth	PC	170(b)(1)(A)(vi)	25,000
The Charity Guild, Inc	PO Box 2372 Brockton, MA 02305	None	Support for emergency food program	PC	509(a)(2)	25,000
The Children's Museum	308 Congress Street Boston, MA 02210-1034	None	Support for infrastructure improvements	PC	509(a)(2)	75,000
The Discovery Museums, Inc	177 Main Street Acton, MA 01720	None	Education and access programs for children	PC	170(b)(1)(A)(vi)	25,000
The Food Bank of Western Massachusetts	P O Box 160 Hatfield, MA 01038	None	Food program for at-risk seniors	PC	170(b)(1)(A)(vi)	25,000
The Fund for Catholic Schools, Inc	66 Brooks Drive Fourth Floor Braintree, MA 02184	None	Renovation and support of an academy serving inner-city students in grades K-8 and a youth center	PC	Group	2,500,000
The Fund for Parks and Recreation in Boston	1010 Massachusetts Avenue Boston, MA 02118	None	Support for Boston's park system	PC	170(b)(1)(A)(vi)	1,500
The Greater Boston Food Bank, Inc	70 South Bay Avenue Boston, MA 02118-2700	None	Hunger relief programs for individuals and families in Eastern Massachusetts	PC	170(b)(1)(A)(vi)	100,000
The Home for Little Wanderers	271 Huntington Avenue Boston, MA 02115	None	Support for construction of a residential center for children with emotional and behavioral disabilities	PC	170(b)(1)(A)(vi)	500,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
The Philanthropic Initiative	420 Boylston Street Boston, MA 02116	None	Scholarship program for disadvantaged students	PC	509(a)(2)	1,083,857
The Red Sox Foundation, Inc	4 Yawkey Way Boston, MA 02215	None	Summer rookie league and RBI baseball programs in Boston's inner-city neighborhoods	PC	170(b)(1)(A)(vi)	25,000
The Salvation Army	25 Shawmut Road Canton, MA 02021	None	Support for aquatics center	PC	509(a)(1)	250,000
The Society of Jesus of New England	P O Box 9199 Watertown, MA 02471-91999	None	Support for human service programs	PC	Group	25,000
The Upham's Corner Community Center	500 Columbia Road Dorchester, MA 02125	None	Support for case management and youth violence prevention initiatives	PC	170(b)(1)(A)(vi)	25,000
Trinity Boston Foundation, Inc	206 Clarendon St Boston, MA 02116	None	Education and mentoring program to reduce middle and high school truancy rates	SOI	509(a)(3) Type I	25,000
Trinity Repertory Company	201 Washington Street Providence, RI 02903	None	Arts education programs for young people	PC	170(b)(1)(A)(vi)	25,000
Tufts Medical Center	800 Washington Street Box 231 Boston, MA 02111	None	Patient navigation program for underserved patients	PC	170(b)(1)(A)(iii)	50,000
United South End Settlements	566 Columbus Avenue Boston, MA 02118	None	Summer camp program for disadvantaged children	PC	509(a)(2)	25,000
United Teen Equality Center, Inc	34 Hurd Street Lowell, MA 01852	None	Outreach and violence prevention program for youth	PC	509(a)(2)	25,000
Ursuline Academy	85 Lowder Street Dedham, MA 02026	None	Scholarship program for disadvantaged students	PC	Group	25,000
USS Constitution Museum Foundation, Inc	PO Box 291812 Boston, MA 02129-0215	None	Education and outreach program for children and families	PC	170(b)(1)(A)(vi)	25,000
USS Massachusetts Memorial Committee, Inc	5 Water Street PO Box 111 Fall River, MA 02722-0111	None	Support for Pearl Harbor Exhibit and educational programming	PC	509(a)(2)	25,000
WGBH Educational Foundation	One Guest Street Boston, MA 02135	None	Capacity building to develop educational programming	PC	170(b)(1)(A)(vi)	100,000
Wheelock College	200 The Riverway Boston, MA 02215	None	Theatre education program for children	PC	170(b)(1)(A)(ii)	50,000
Whittier Street Health Center Committee, Inc	1290 Tremont Street Roxbury, MA 02120	None	Community health and human service programs	PC	509(a)(2)	25,000
Windrush Farm Therapeutic Equestrian, Inc	79 Lacy Street N Andover, MA 01845	None	Therapeutic riding program for children with disabilities	PC	509(a)(2)	25,000

Recipient Name	Recipient Address	Relationship to Substantial Contributor Recipient	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Women of Means, Inc	148 Linden Street, Suite 208 Wellesley, MA 02482	None	Support of health care program for homeless and elderly women	PC	509(a)(2)	25,000
Women's Lunch Place	P O Box 170900 Boston, MA 02117	None	Food and support programs at women's day shelter	PC	170(b)(1)(A)(vi)	50,000
Worcester Natural History Society	222 Harrington Way Worcester, MA 01604	None	Community outreach and education programs at museum	PC	170(b)(1)(A)(vi)	50,000
Xaverian Brothers High School	800 Clapboardtree Street Westwood, MA 02090-1799	None	Capital project for school's expansion	PC	509(a)(1)	500,000
Yawkey Baseball League, Inc	31 Ely Road Boston, MA 02124	None	Summer baseball league for young men	PC	Revoked on Feb 11, 2013 / Seeking Reinstatement / 509(a)(2)-E R maintained (See Attachment 16)	50,000
Year Up, Inc	93 Summer Street - 5th Floor Boston, MA 02110	None	Skills training and internship program for disadvantaged young adults	PC	170(b)(1)(A)(ii)	50,000
YMCA Greater Boston	316 Huntington Avenue Boston, MA 02115-5019	None	Aquatics program for inner-city children and support for renovation of facility	PC	170(b)(1)(A)(vi)	300,000
Youth Enrichment Services, Inc	412 Massachusetts Avenue Boston, MA 02118	None	Outdoor adventure and enrichment program for inner-city youth	PC	170(b)(1)(A)(vi)	75,000
Total						\$ 20,227,807

Recipient Name	Recipient Address	Relationship to Substantial Contributor	Purpose of Grant/Contribution	Foundation Status of Recipient	Tax Status	Amount
Bethany Health Care Center	97 Bethany Road Frammingham, MA 01702	None	Furniture and equipment upgrade at facility providing nursing care to elders	PC	Group	\$ 200,000
Boston Medical Center Corporation	One Boston Medical Center Place Boston, MA 02118-2393	None	Support for programs for pediatric patients and their families	PC	170(b)(1)(A)(iii)	50,000
Boys & Girls Club of Pawtucket	One Moeller Place Pawtucket, RI 02860	None	Summer rookie league and RBI baseball programs and future expansion of Pawtucket clubhouse	PC	509(a)(2)	1,000,000
Camp Harbor View Foundation, Inc	200 Clarendon Street - 60th Floor Boston, MA 02116	None	Support for leadership in-training program for young people	PC	170(b)(1)(A)(vi)	100,000
Cape Cod Healthcare, Inc	P O Box 370 Hyannis, MA 02601	None	Support for capital projects for emergency room expansions	SOII	509(a)(3) - type 2	2,500,000
Commonwealth Zoological Corporation	One Franklin Park Road Boston, MA 02121	None	Capacity building support	PC	170(b)(1)(A)(vi)	50,000
Family Service Association of Greater Boston, Inc	31 Heath Street Jamaica Plain, MA 02130	None	Support for program that assists at risk boys	PC	509(a)(2)	25,000
Perkins School for the Blind	175 North Beacon Street Watertown, MA 02472	None	Outreach programs for visually impaired children and youth	PC	170(b)(1)(A)(ii)	50,000
Stonehill College	320 Washington Street Easton, MA 02357	None	Construction and expansion of athletic complex	PC	170(b)(1)(A)(ii)	1,750,000
The Philanthropic Initiative	420 Boylston Street Boston, MA 02116	None	Scholarship program for disadvantaged students	PC	509(a)(2)	1,210,000
Tufts Medical Center	800 Washington Street Box 231 Boston, MA 02111	None	Patient navigation program for underserved patients	PC	170(b)(1)(A)(iii)	50,000
WGBH Educational Foundation	One Guest Street Boston, MA 02135	None	Capacity building to develop educational programming	PC	170(b)(1)(A)(vi)	100,000
Xaverian Brothers High School	800 Clapboardtree Street Westwood, MA 02090-1799	None	Capital project for school's expansion	PC	509(a)(1)	500,000
YMCA Greater Boston	316 Huntington Avenue Boston, MA 02115-5019	None	Aquatics program for inner-city children and support for renovation of facility	PC	170(b)(1)(A)(vi)	250,000
Total						\$ 7,835,000

ATTACHMENT 24FORM 990PF, PART VII-A, LINE 11A-TRANSFERS TO CONTROLLED ENTITY STATEMENT

TOTAL AMOUNT

CONTROLLED ENTITY'S NAME:	JRY NATURAL RESOURCES LLC
CONTROLLED ENTITY'S ADDRESS:	990 WASHINGTON STREET
CITY, STATE & ZIP:	DEDHAM, MA 02026
EIN:	04-2768239
TRANSFER AMOUNT:	NONE