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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

or 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 CHARLES A KING U/W-EQUITY		A Employer identification number 04-6012742						
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888-866-3275						
City or town, state or province, country, and ZIP or foreign post office PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) ▶ \$ 22,968,637.		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) _____ (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				
	4 Dividends and interest from securities	607,444.	607,444.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,116,489.			
	b Gross sales price for all assets on line 6a	12,429,718.			
	7 Capital gain net income (from Part IV, line 2)		1,116,489.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		176.		STMT 2
	12 Total Add lines 1 through 11	1,723,933.	1,724,109.		
	13 Compensation of officers, directors, trustees, etc.	176,203.	105,722.		70,481.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule) STMT 4	56,813.			56,813.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	12,775.	7,275.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	3,750.	4,255.		3,750.
	24 Total operating and administrative expenses. Add lines 13 through 23	250,791.	117,252.	NONE	132,294.
	25 Contributions, gifts, grants paid	876,500.			876,500.
	26 Total expenses and disbursements Add lines 24 and 25	1,127,291.	117,252.	NONE	1,008,794.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	596,642.			
	b Net investment income (if negative, enter -0-)		1,606,857.		
	c Adjusted net income (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	583,722.	998,070.	998,070.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 7	19,597,989.	18,966,907.	21,289,320.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 8		691,278.	681,247.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,181,711.	20,656,255.	22,968,637.	
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)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	20,181,711.	20,656,255.	
	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)	20,181,711.	20,656,255.	
	31	Total liabilities and net assets/fund balances (see instructions)	20,181,711.	20,656,255.	

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	20,181,711.
2	Enter amount from Part I, line 27a	2	596,642.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	34,959.
4	Add lines 1, 2, and 3	4	20,813,312.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	157,057.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,656,255.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 11,820,837.		10,669,351.	1,151,486.		
b 608,881.		643,878.	-34,997.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			1,151,486.		
b			-34,997.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,116,489.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	1,004,473.	20,885,374.	0.048095
2011	1,006,709.	20,896,740.	0.048175
2010	912,369.	19,882,214.	0.045889
2009	988,908.	18,330,129.	0.053950
2008	1,048,935.	20,448,570.	0.051296
2 Total of line 1, column (d)			2 0.247405
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 0.049481
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 22,046,688.
5 Multiply line 4 by line 3			5 1,090,892.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 16,069.
7 Add lines 5 and 6			7 1,106,961.
8 Enter qualifying distributions from Part XII, line 4			8 1,008,794.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	32,137.
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	32,137.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	32,137.
6 Credits/Payments.		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29,072.
b Exempt foreign organizations - tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d	7	29,072.
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,065.
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 ☐ NONE Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no ► (888) 866-3275			
Located at ► PO BOX 1802, PROVIDENCE, RI ZIP+4 ► 02901-1802				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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	
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	
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
SEE STATEMENT 13		176,203.		

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		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐ NONE

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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
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	21,418,921.
b	Average of monthly cash balances	1b	963,503.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	22,382,424.
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	NONE
3	Subtract line 2 from line 1d	3	22,382,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	335,736.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	22,046,688.
6	Minimum investment return. Enter 5% of line 5	6	1,102,334.

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	1,102,334.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	32,137.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,137.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,070,197.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,070,197.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,070,197.

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	1,008,794.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,008,794.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,008,794.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,070,197.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			822,189.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,008,794.</u>				
a Applied to 2012, but not more than line 2a . . .			822,189.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				186,605.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
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				883,592.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

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	Prior 3 years			(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:

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

c Any submission deadlines.

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 17				876,500.
Total			▶ 3a	876,500.
b Approved for future payment NONE				
Total			▶ 3b	

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					
4 Dividends and interest from securities			14	607,444.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,116,489.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				1,723,933.	
13 Total. Add line 12, columns (b), (d), and (e)					1,723,933.

(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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

Karen J. Kiser
Signature of officer or trustee
BANK OF AMERICA, N.A.

05/05/2014
Date

SVP Tax
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed	PTIN
---	------

Firm's name 

Firm's EIN ▶

Firm's address ►

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	343.	343.
FOREIGN DIVIDENDS	39,153.	39,153.
DOMESTIC DIVIDENDS	142,845.	142,845.
OTHER INTEREST	159,417.	159,417.
FOREIGN INTEREST	28,613.	28,613.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	15,425.	15,425.
FEDERALLY TAXABLE MUNICIPAL INTEREST	10,926.	10,926.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	4,033.	4,033.
ACCRUED MARKET DISCOUNT INTEREST	3,274.	3,274.
NONQUALIFIED FOREIGN DIVIDENDS	31,706.	31,706.
NONQUALIFIED DOMESTIC DIVIDENDS	171,709.	171,709.
TOTAL	607,444.	607,444.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		176.
	-----	-----
TOTALS	=====	=====
		176.
		=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER PROFESSIONAL FEES - CHAR	56,813.	56,813.
TOTALS	56,813.	56,813.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX ESTIMATES	5,500.	
FOREIGN TAXES ON QUALIFIED FOR	3,825.	3,825.
FOREIGN TAXES ON NONQUALIFIED	3,450.	3,450.
	-----	-----
TOTALS	12,775.	7,275.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	3,750.		3,750.
PARTNERSHIP EXPENSES		4,255.	
TOTALS	3,750.	4,255.	3,750.
	=====	=====	=====

CHARLES A KING U/W-EQUITY

04-6012742

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED

TOTALS

CHARLES A KING U/W-EQUITY

04-6012742

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
73935S105 POWERSHARES DB COMMO	C	691,278.	681,247.
		-----	-----
TOTALS		691,278.	681,247.
		=====	=====

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

DESCRIPTION -----	AMOUNT -----
SECURITIES ADJUSTMENT	84.
PARTNERSHIP TRANSACTION ADJUSTMENT	34,875.

TOTAL	34,959.
	=====

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

DESCRIPTION -----	AMOUNT -----
SALES GAIN/LOSS ADJUSTMENT	18,624.
SALES ADJUSTMENT	366.
INCOME ADJUSTMENT	15,202.
YEAR END GAINS ADJUSTMENT	122,852.
ROUNDING	13.

TOTAL	157,057.
	=====

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
8111. POWERSHARES DB COMMODITY INDEX	03/14/2013	10/04/2013	209,758.00	215,443.00	-5,685.00
8900. POWERSHARES DB COMMODITY INDEX	04/29/2013	10/04/2013	230,162.00	229,102.00	1,060.00
7882. POWERSHARES DB COMMODITY INDEX	08/13/2013	10/04/2013	203,836.00	199,333.00	4,503.00
TOTAL OTHER GAINS AND LOSSES			643,756.00	643,878.00	-122.00
Totals			643,756.00	643,878.00	-122.00

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-34,875.00

-34,875.00
=====

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

75 STATE STREET

BOSTON, MA 02109

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 136,196.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

OFFICER NAME:

EDWARD M DANE

ADDRESS:

DANE FALLS & STONE P.O. BOX 2155

BOSTON, MA 02111

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 20,004.

OFFICER NAME:

LUCY W WEST, ESQUIRE

ADDRESS:

ONE FINANCIAL CENTER

BOSTON, MA 02111

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 20,003.

TOTAL COMPENSATION:

176,203.

=====

RECIPIENT NAME:

HARVARD UNIVERSITY

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 247,000.

RECIPIENT NAME:

PARTNERS HEALTHCARE SYSTEM

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 49,000.

RECIPIENT NAME:

CHILDREN'S HOSPITAL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 23,750.

RECIPIENT NAME:

DANA FARBER CANCER INSTIT

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 49,000.

RECIPIENT NAME:
BRANDEIS UNIVERSITY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 98,000.

RECIPIENT NAME:
TUFTS UNIVERSITY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 72,000.

RECIPIENT NAME:
TUFTS MEDICAL CENTER
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 24,500.

RECIPIENT NAME:
MASS GENERAL HOSPITAL
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MEDICAL RESEARCH
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 120,250.

CHARLES A KING U/W-EQUITY

04-6012742

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

BOSTON'S CHILDREN'S HOSPITAL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 23,750.

RECIPIENT NAME:

BETH ISRAEL DEACONESS

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 23,750.

RECIPIENT NAME:

MASS INSTITUTE OF TECH

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 49,000.

RECIPIENT NAME:

UNIVERSITY OF MASS MEDICAL SCHOOL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 47,500.

CHARLES A KING U/W-EQUITY

04-6012742

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

WHITEHEAD BIOMEDICAL RESEARCH

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

MEDICAL RESEARCH

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 49,000.

TOTAL GRANTS PAID: 876,500.

=====

STATEMENT 17

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	998069 690	998,069 69	998,069 69
00078H281	ASTON MONTAG & CALDWELL	62577 422	1,682,081 11	1,774,069 91
00206RBN1	AT&T INC	40000 000	35,228 40	36,090 40
00206RBS0	AT&T INC	20000 000	20,000 00	19,961 40
00287YAH2	ABBVIE INC	35000.000	35,376 95	35,359.80
008117AP8	AETNA INC	25000 000	24,577 25	23,028 75
02006GAC8	ALLY AUTO RECEIVABLES TR	11000 000	10,999 08	11,004 40
02006JAB4	ALLY AUTO RECEIVABLES TR 2013-1	15000 000	14,998.28	15,004 05
025537AF8	AMERICAN ELEC PWR CO INC	12000 000	12,001 32	11,757 72
03523TBB3	ANHEUSER BUSCH INBEV	40000 000	39,767 20	42,770 00
037833AK6	APPLE INC	35000 000	34,953 45	31,472 35
04314H204	ARTISAN INTERNATIONAL FUND	28973 392	764,188 09	883,108 99
04314H881	ARTISAN INTL VALUE FUND	22510 577	748,281.36	827,713 92
05573WAC9	BMW VEH OWNER TR 2011-A	11747 950	11,768 14	11,759 93
06739FFZ9	BARCLAYS BANK PLC	20000 000	19,976 60	20,499 40
07388PAE1	BEAR STEARNS COMMERCIAL MTG	35000 000	33,252 73	38,231 90
075887AU3	BECTON DICKINSON & CO	25000 000	24,837.00	28,031 75
11102AAA9	BRITISH TELECOMMUNICATIONS PLC	40000 000	41,446 40	45,738 80
12189TAY0	BURLINGTON NORTHN SANTA FE	25000 000	24,712 75	28,037.75
12514AAE1	CD 2007-CD5 MTG TR	19540 650	19,899.41	21,926 56
125896BK5	CMS ENERGY CORP	30000.000	33,519 00	32,387 10
126117AL4	CNA FINL CORP	15000 000	15,006 15	15,710 85
126117AP5	CNA FINL CORP	15000.000	15,513.90	18,183 15
126192AD5	COMM 2012-LC4 MTG TR	30000.000	31,946.87	29,502 00
126408GW7	CSX CORP	25000 000	25,209 50	23,747 75
126650BR0	CVS CAREMARK CORP	25000.000	25,271 50	28,353 00
13063A5G5	CALIFORNIA ST	20000 000	20,006 20	25,869 40
136385AK7	CANADIAN NAT RES LTD	35000 000	33,437 95	39,333 70
14040HAN5	CAPITAL ONE FINL CORP	40000.000	30,411 60	44,739 20
172967FT3	CITIGROUP INC	15000 000	16,486 05	15,895 65
172967HC8	CITIGROUP INC	15000 000	15,146 85	15,075 75
17309DAD5	CITIGROUP COML MTG TR	40000.000	43,750 00	43,346 00
19765N245	COLUMBIA DIVIDEND INCOME FUND	103029 602	1,543,030 12	1,888,532 60
20030NAL5	COMCAST CORP	35000.000	35,098 00	38,653 65

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
200340AN7	COMERICA INC	35000 000	35,105 70	36,327 20
20173QAE1	COMMERCIAL MTG TR 2007-GG9	35000 000	38,691 41	38,445 40
205887BF8	CONAGRA FOODS INC	40000 000	43,088 40	47,404 40
209111EE9	CONSOLIDATED EDISON CO NY INC	100000 000	100,371 00	100,327 00
219350AW5	CORNING INC	15000 000	16,271 40	14,446 50
22545DAD9	CREDIT SUISSE COML MTG TR SER	19431 240	19,745 47	21,157 12
25459HBG9	DIRECTV HLDGS LLC / DIRECTV FING	15000 000	15,653 85	13,471 50
25468PCE4	DISNEY WALT CO	45000 000	48,514 05	50,524 20
260543BX0	DOW CHEM CO	28000 000	28,714 56	36,153 32
26138EAN9	DR PEPPER SNAPPLE INC	30000 000	29,850 40	30,160 50
263534BN8	DU PONT E I NEMOURS & CO	100000 000	96,349 00	101,453 00
26441YAW7	DUKE RLTY LTD PARTNERSHIP NEW	25000 000	25,472 00	23,760 50
26442EAC4	DUKE ENERGY OHIO INC	15000 000	15,000 00	15,007 35
269858304	EAGLE SM CAP GROWTH FUND	6013 646	258,707 05	349,693 51
29081YAC0	EMBRAER OVERSEAS LTD	40000 000	39,739 35	43,800 00
292505AK0	ENCANA CORP	15000 000	14,940 90	14,062 50
302182AE0	EXPRESS SCRIPTS INC	40000 000	41,187 75	48,518 80
3137A6B27	FEDERAL HOME LN MTG CORP	40000 000	40,134 37	43,282 40
3137AL6V6	FEDERAL HOME LN MTG CORP	30000 000	30,449 52	30,303 90
3138A2BM0	FEDERAL NATL MTG ASSN	130126 450	130,126 45	134,241 05
3138AEJG9	FEDERAL NATL MTG ASSN	54927 530	58,798 20	58,202 86
31398CTX6	FEDERAL HOME LN MTG CORP	14737 870	15,287 08	15,386 34
31410K7M0	FEDERAL NATL MTG ASSN	14166 190	15,157 83	15,729 43
31416XW63	FEDERAL NATL MTG ASSN	22310 250	24,499 45	23,711 56
31418RSF9	FEDERAL NATL MTG ASSN	31002 570	33,434 33	32,959 45
316773CK4	FIFTH THIRD BANCORP	60000 000	60,039 45	63,035 40
34530CAC5	FORD CR AUTO LEASE TR 2013-A	15000.000	14,998 53	14,999 55
35177PAS6	FRANCE TELECOM SA	20000 000	21,067 20	20,378 00
36161YAC8	GE EQUIP MIDTICKET LLC SER	35000.000	34,956 25	34,981 10
36198EAE5	GS MTG SECS TR 2013-GC13	20000 000	20,535 72	20,486 60
36246LAE1	GS MTG SECS TR 2007 GG10	20000.000	22,071 09	21,961 40
369604BD4	GENERAL ELEC CO	10000 000	9,976 50	9,360 00
36962G4B7	GENERAL ELEC CAP CORP	25000.000	26,139 50	32,140.00
36962G6S8	GENERAL ELEC CAP CORP	15000 000	15,012 60	14,231.40

CHARLES A KING U/W-EQUITY
04-6012742
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
38142Y401	GOLDMAN SACHS GROWTH	33041 616	897,740 70	1,006,117 21
396789JU4	GREENWICH CAP COML FDG CORP	25000 000	26,566 41	25,649 50
42809HAB3	HESS CORP	20000 000	19,935 40	24,842 20
438516AX4	HONEYWELL INTL INC	40000 000	39,957 20	45,216 40
446150AG9	HUNTINGTON BANKSHARES INC	30000 000	30,236 25	34,789 20
44890QAC7	HYUNDAI AUTO RECEIVABLES TR	10000 000	9,998 22	10,058 20
464287648	ISHARES RUSSELL 2000 GROWTH ETF	1759 000	175,372.13	238,362 09
46625HJC5	JPMORGAN CHASE & CO	10000 000	9,952 00	10,539 20
46625YUC5	J P MORGAN CHASE COML MTG SECS	30000 000	31,000 78	31,773 30
46625YXP3	J P MORGAN CHASE COML MTG SECS	40000 000	41,989 06	42,617 60
46627QBB3	J P MORGAN CHASE COML MTG SEC	20728.410	21,764 81	21,567 70
46638UAC0	J P MORGAN CHASE COML MTG SECS	15000.000	15,467 58	14,102 40
46640LAD4	JPMBB COML MTG SEC	10000 000	10,299 96	10,240 50
47770VAX8	JOBSOHIO BEVERAGE SYS OHIO STA	15000 000	15,000.00	13,867.35
47787RAC4	JOHN DEERE OWNER TR 2012-B	24000 000	23,999 26	24,005 04
48123UAA2	JPMORGAN CHASE CAP XXIII	25000 000	19,687 50	18,000 00
491189FC5	KENTUCKY ASSET / LIABILITY COM	53722 920	53,722 92	55,212 66
49326EEE9	KEYCORP UNSECD MEDIUM TERM	30000 000	29,981 10	29,782 50
494550BF2	KINDER MORGAN ENERGY PARTNERS	30000 000	33,013 50	33,142 80
501044CM1	KROGER CO	40000 000	40,807 20	42,104 80
502413BA4	L-3 COMMUNICATIONS CORP	15000.000	16,518.60	15,689 25
52108HZY3	LB-UBS COML MTG TR 2004-C2	6737.190	7,044.57	6,748 51
52109RBM2	LB-UBS CMBS TR	7582 810	7,618 65	8,409 79
534187AX7	LINCOLN NATL CORP IND	25000 000	24,996 05	32,179 00
539473AH1	LLOYDS BK PLC	15000 000	18,554 55	17,687 85
552983694	MFS VALUE FUND	57008 313	1,434,693 63	1,901,797 32
55616XAF4	MACYS RETAIL HLDGS INC	10000 000	9,987 30	9,856 80
55616XAH0	MACYS RETAIL HLDGS INC	15000 000	14,459 80	13,575 30
58013MEG5	MCDONALDS CORP	50000 000	51,165 00	56,342 00
58768WAC3	MERCEDES-BENZ AUTO	13000 000	12,999 52	13,024 83
59156RAN8	METLIFE INC	50000 000	48,013.00	53,071.00
59259YDC0	METROPOLITAN TRANSN AUTH N Y R	35000 000	35,309.40	40,994 80
617453AT2	MORGAN STANLEY CAP I TR 2006-IQ-	21778 310	22,846 82	23,354.19
61747WAL3	MORGAN STANLEY	20000 000	19,463 60	22,349.20

CHARLES A KING U/W-EQUITY

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
61751NAF9	MORGAN STANLEY CAP TR I 2007-	30000 000	31,893 75	32,792.10
635405AM5	NATIONAL CITY CORP	35000 000	31,850.00	41,472 90
646139X83	NEW JERSEY ST TPK AUTH TPK REV	40000 000	40,000 00	50,937 60
652482BC3	NEWS AMER INC	25000 000	24,716 00	28,424.00
65334HAG7	NEXEN INC	10000 000	13,033 20	11,383 10
65473QBB8	NISOURCE FIN CORP	15000 000	14,979.60	14,577 60
665772CA5	NORTHERN STS PWR CO	25000 000	23,841 25	26,867 25
68389XAG0	ORACLE CORP	35000.000	35,483 35	39,623 15
693390841	PIMCO HIGH YIELD FD	118484 057	1,115,737 42	1,138,631 79
69352PAF0	PPL CAP FDG INC	30000 000	29,990 50	27,914.70
713448BN7	PEPSICO INC	40000 000	40,200 00	43,505 60
72650RAP7	PLAINS ALL AMERN PIPELINE L P/	90000.000	92,678 60	101,195 10
73935S105	POWERSHARES DB COMMODITY	26549 000	691,277 55	681,247 34
74432QBG9	PRUDENTIAL FINL INC	35000 000	35,826 40	42,969 15
7591EPAF7	REGIONS FINL CORP	9000 000	8,908 74	9,495 45
76116FAA5	RESOLUTION FDG CORP FED	70000 000	61,659 61	60,781 70
76628R615	RIDGEWORTH MID CAP VALUE EQUITY	69548 605	760,650 85	947,947 49
78447NAD8	SMART ABS SER 2013-1US TR	20000.000	19,999 34	19,988 00
786514BU2	SAFEWAY INC	30000 000	30,411 24	30,125 10
816851AN9	SEMPRA ENERGY	40000 000	40,443 50	45,008 00
828807CG0	SIMON PPTY GROUP L P	30000.000	30,520.20	31,035 00
83162CVH3	SMALL BUSINESS ADMIN GTD DEV	50692 740	50,924 56	47,477 81
83162CVK6	SMALL BUSINESS ADMIN GTD DEV	24482 180	24,482 18	22,883 98
83162CVL4	SMALL BUSINESS ADMIN GTD DEV	34213 760	34,213 76	31,626 51
83162CVN0	SMALL BUSINESS ADMIN GTD DEV	24330 470	22,361.22	22,435.13
87234N302	TCW SELECT EQUITIES FUND	72687 746	1,430,494 84	1,836,819 34
87938WAH6	TELEFONICA EMISIONES S A U	25000 000	28,244 00	27,877 50
88732JAQ1	TIME WARNER CABLE INC	20000 000	23,668 60	20,171 80
88732JAU2	TIME WARNER CABLE INC	20000.000	21,418.60	18,834 00
89114QAL2	TORONTO DOMINION BK UNSECD	30000.000	30,000 00	30,088 50
893521AB0	TRANSATLANTIC HLDGS INC	10000 000	11,433 80	12,434 50
91086QAW8	UNITED MEXICAN STS	50000 000	57,605 00	57,750 00
912803CH4	UNITED STATES TREAS BD	30000 000	13,970.74	16,041.90
912803DJ9	UNITED STATES TREAS BD	205000 000	57,763.48	71,522.45

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Cusip	Asset	Units	Basis	Market Value
912810RC4	UNITED STATES TREAS BD	180000.000	173,334 38	169,988 40
912828A26	UNITED STATES TREAS NT	100000 000	99,929 69	99,801 00
912828A34	UNITED STATES TREAS NT	45000 000	44,539.45	44,036 55
912828QP8	UNITED STATES TREAS NT	120000.000	121,035 94	123,477 60
912828TD2	UNITED STATES TREAS NT	50000 000	49,935 55	50,002 00
912828TZ3	UNITED STATES TREAS NT	30000 000	30,003 52	30,027 00
912828VZ0	UNITED STATES TREAS NT	55000 000	54,937 70	53,762 50
912828WD8	UNITED STATES TREAS NT	140000 000	139,410 16	137,254 60
912828WE6	UNITED STATES TREAS NT	410000.000	409,727 73	401,094 80
912828WF3	UNITED STATES TREAS NT	160000.000	160,337.50	159,512 00
912834MZ8	UNITED STATES TREAS SEC	25000 000	7,370 87	7,253 75
913017BV0	UNITED TECHNOLOGIES CORP	10000 000	9,992 30	9,777 80
91529YAG1	UNUM GROUP	25000.000	26,474 50	28,318 50
917542QR6	UTAH ST	40000 000	40,482.80	42,378 00
91911TAG8	VALE OVERSEAS LTD	35000.000	36,814 40	38,819 90
921943858	VANGUARD FTSE DEVELOPED	7916 000	261,069 68	329,938 88
922042858	VANGUARD FTSE EMERGING MKTS	49058.000	2,039,278 42	2,018,246.12
92343VAG9	VERIZON COMMUNICATIONS INC	35000 000	34,282 50	39,456.55
92343VBP8	VERIZON COMMUNICATIONS INC	61000 000	62,328 31	64,572 16
92646A815	VICTORY SMALL CO OPPTY FUND	14322.864	465,922.77	578,643 71
92930RBB7	WFRBS COML MTG TR 2012-C9	50000.000	51,247 85	46,884.00
929766UK7	WACHOVIA BK COML MTG TR 2004-C14	21791 460	23,468 38	22,111 58
929766YX5	WACHOVIA BK COML MTG TR 2004-	45000 000	47,489 06	46,210 05
92976BBQ4	WACHOVIA BK COML MTG TR 2005-C22	30000 000	29,831 25	31,866 90
947075AD9	WEATHERFORD INTL LTD	5000 000	4,189.65	5,611 45
947075AF4	WEATHERFORD INTL LTD	30000 000	31,803 00	38,545 80
988498AJ0	YUM BRANDS INC	30000 000	29,838.40	29,018 70
		Totals	20,656,255 37	22,968,636 83