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Return of Private Foundation

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.

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: SILVERWEED FOUNDATION, INC.
 Number and street (or P O box number if mail is not delivered to street address): C/O ANCHIN BLOCK & ANCHIN, LLP, 1375 BROADWAY
 Room/suite: _____
 City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10018

A Employer identification number: 13-3496446
B Telephone number (see instructions): (212) 840-3456

C If exemption application is pending, check here

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

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

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

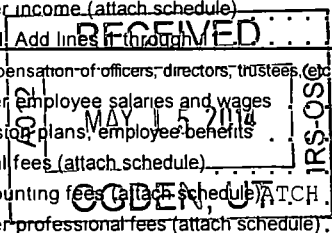
G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) Accounting method Cash Accrual
 \$ 8,056,873. 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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28.	28.		ATCH 1
	4 Dividends and interest from securities	56,183.	56,183.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,076,325.			
	b Gross sales price for all assets on line 6a	5,756,421.			
	7 Capital gain net income (from Part IV, line 2)		1,076,325.		
	8 Net short-term capital gain				
	9 Income modifications			45,000.	
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	1,132,536.	1,132,536.	45,000.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	50,000.			50,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	88,004.			88,004.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	9,600.	4,800.		4,800.
	c Other professional fees (attach schedule) *	151,542.	151,542.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	18,444.			3,965.
	19 Depreciation (attach schedule) and depletion	372.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	1,592.	383.		1,209.
	24 Total operating and administrative expenses				
	Add lines 13 through 23	319,554.	156,725.		147,978.
25 Contributions, gifts, grants paid	953,125.			998,125.	
26 Total expenses and disbursements Add lines 24 and 25	1,272,679.	156,725.		1,146,103.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-140,143.				
b Net investment income (if negative, enter -0-)		975,811.			
c Adjusted net income (if negative, enter -0-)			45,000.		

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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				
	2	Savings and temporary cash investments	883,226.	2,230,183.	2,230,183.	
	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) ATCH 7	5,396,148.	3,905,703.	5,822,798.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	13,340. 9,448.	547.	3,892.	ATCH 8 3,892.
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	6,279,921.	6,139,778.	8,056,873.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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, . . . ▶ <input type="checkbox"/> 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)	6,279,921.	6,139,778.			
31	Total liabilities and net assets/fund balances (see instructions)	6,279,921.	6,139,778.			

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 6,279,921.
2	Enter amount from Part I, line 27a	2 -140,143.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 6,139,778.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 6,139,778.

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	1,076,325.
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	1,225,620.	7,318,153.	0.167477
2011	1,415,725.	8,172,152.	0.173238
2010	1,519,051.	8,737,663.	0.173851
2009	1,695,361.	8,868,304.	0.191171
2008	1,654,017.	12,631,631.	0.130942
2 Total of line 1, column (d)			2 0.836679
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 0.167336
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 7,736,899.
5 Multiply line 4 by line 3			5 1,294,662.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,758.
7 Add lines 5 and 6			7 1,304,420.
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 1,146,103.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 8,183.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Includes 'Yes' and 'No' columns.

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 ANCHIN BLOCK & ANCHIN LLP Telephone no (212) 840-3456
Located at 1375 BROADWAY NEW YORK, NY ZIP+4 10018
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X 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 X 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 X 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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 No

b 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 9		50,000.	88,004.	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

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		0

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

Part IX-A Summary of Direct Charitable Activities

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

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	6,326,808.
b	Average of monthly cash balances	1b	1,524,020.
c	Fair market value of all other assets (see instructions)	1c	3,892.
d	Total (add lines 1a, b, and c)	1d	7,854,720.
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	7,854,720.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	117,821.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	7,736,899.
6	Minimum investment return. Enter 5% of line 5	6	386,845.

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	386,845.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,516.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,516.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	367,329.
4	Recoveries of amounts treated as qualifying distributions	4	45,000.
5	Add lines 3 and 4	5	412,329.
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	412,329.

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	1,146,103.
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	1,146,103.
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	1,146,103.

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				412,329.
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	1,022,435.			
b From 2009	1,251,946.			
c From 2010	1,086,648.			
d From 2011	1,012,189.			
e From 2012	888,790.			
f Total of lines 3a through e	5,262,008.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,146,103.				
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				412,329.
e Remaining amount distributed out of corpus	733,774.			
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	5,995,782.			
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)	1,022,435.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,973,347.			
10 Analysis of line 9				
a Excess from 2009	1,251,946.			
b Excess from 2010	1,086,648.			
c Excess from 2011	1,012,189.			
d Excess from 2012	888,790.			
e Excess from 2013	733,774.			

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))

DORIS FREEDMAN

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
<p>a Paid during the year SEE SCHEDULE ATTACHED</p>	NONE	PC	CHARITABLE	953,125.
Total				953,125.
b Approved for future payment				
Total				

ATTACHMENT 1

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MONEY MARKET - UBS	28.	28.
TOTAL	<u>28.</u>	<u>28.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - PERSHING	56,183.	56,183.
TOTAL	<u>56,183.</u>	<u>56,183.</u>

ATTACHMENT 3

FORM 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>
ACCOUNTING, TAX RETURN PREPARATION & CONSULTING FEES	9,600.	4,800.		4,800.
TOTALS	<u>9,600.</u>	<u>4,800.</u>		<u>4,800.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	151,542.	151,542.
TOTALS	<u>151,542.</u>	<u>151,542.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAX	3,965.	3,965.
FEDERAL EXCISE TAX	14,479.	
TOTALS	<u>18,444.</u>	<u>3,965.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
POSTAGE	771.		463.
FILING FEES	421.	308.	421.
NYS DEPARTMENT OF LAW	250.		250.
BANK CHARGE	150.	75.	75.
TOTALS	<u>1,592.</u>	<u>383.</u>	<u>1,209.</u>

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PERSHING - SEE STMTS ATTACHED	5,396,148.	3,905,703.	5,822,798.
TOTALS	<u>5,396,148.</u>	<u>3,905,703.</u>	<u>5,822,798.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT ATTACHMENT 8

ACCUMULATED DEPRECIATION DETAIL

FIXED ASSET DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	M5	3,318			3,318	3,111			3,111
OFFICE EQUIPMENT	M5	3,082			3,082	2,928			2,928
COMPUTER	M5	3,223			3,223	3,037	186		3,223
COMPUTER	M5		3,717		3,717	186			186
TOTALS		<u>9,623</u>			<u>13,340</u>	<u>9,076</u>			<u>9,448</u>

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

Kind of Property		Description				P or D	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)	
5,756,421.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 4,680,096.				P	VAR 1,076,325.	VAR
TOTAL GAIN (LOSS)							<u>1,076,325.</u>	

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

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
KAREN FREEDMAN C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	PRESIDENT	0	0	0
NINA P. FREEDMAN C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	VP/TREAS 15.00	50,000.	88,004.	0
SUSAN K. FREEDMAN C/O ANCHIN BLOCK & ANCHIN, LLP 1375 BROADWAY NEW YORK, NY 10018	VP/SECY	0	0	0
GRAND TOTALS		<u>50,000.</u>	<u>88,004.</u>	<u>0</u>

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2013

Name of estate or trust

SILVERWEED FOUNDATION, INC.

Employer identification number

13-3496446

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶				7

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions) However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	5,756,421.	4,680,096.		1,076,325.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h) Enter here and on line 18a, column (3) on the back ▶				16 1,076,325.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		
18	Net long-term gain or (loss):			
a	Total for year	18a		1,076,325.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a	19		1,076,325.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary

Part IV Capital Loss Limitation			
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000	20	()

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

- Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if
- Either line 18b, col (2) or line 18c, col (2) is more than zero, or
 - Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col (2) or line 18c, col (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	25		
26	Subtract line 25 from line 24 If zero or less, enter -0-	26		
27	Subtract line 26 from line 21 If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28 If zero or less, enter -0- This amount is taxed at 0%	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15%	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38 If zero or less, enter -0-	40		
41	Multiply line 40 by 20%	41		
42	Figure the tax on the amount on line 27 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21 Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Silverweed Foundation, Inc.				
2013 Contribution Schedule				
December 31, 2013				
Donee				Amount
American Jewish Committee				1,500.00
American Jewish World Service				5,000 00
Big Apple Circus				45,000.00
Bronx Baseball Dreams Inc				2,500.00
Brown University				131,000.00
City Parks Foundation				30,000.00
Columbia University School of Social Work				5,000.00
Community Foundation of Mount Vernon				1,800 00
DOROT				5,000.00
Ethical Culture Fieldston				75,000.00
Freedman Gallery Albright College				7,500.00
GOALS				2,500.00
Hebrew Free Burial Association				1,000.00
Jewish Braille Institute				1,000.00
Katonah Museum of Art				1,000.00
Kenyon College				51,000.00
Lawyers for Children				100,000.00
Lincoln Center Theater				7,500.00
Manhattan Theater Company				7,500.00
Mayors Fund to Advance New York City				7,500 00
Meserve Kundhardt Foundation				1,000.00
MET Council on Jewish Poverty				7,500.00
Municipal Art Society				15,000.00
New Yorkers Against Gun Violence				1,000.00
Natural Resources Defense Council				5,000.00
NYU Law School				50,000.00
Phipps Houses				10,000.00
Planned Parenthood of HP				2,500.00
Prep for Prep				1,000.00
Public Art Fund Inc				100,000.00
Ramapo for Children				51,325.00
Recess Activities				40,000.00
Riverdale Mental Health Association				1,000.00
Student Advocacy				1,000.00
The Meeting House				1,000.00
The Summer Camp				2,500.00
The Sylvia Center				12,500.00
UJA Federation				2,500 00
Union for Reform Judaism				50,000 00
Wesleyan University				50,000.00
WNET				100,000.00
WNYC Radio				5,000.00
				998,125.00
Less: Sylvia Center				(45,000 00)
				953,125.00

Pershing Advisor Solutions LLC, a BNY Mellon company
 One Pershing Plaza, Jersey City, NJ 07399
 (877) 870-7230
 Member FINRA, SIPC



Chief Capital Management, Inc.

Investment Account Statement

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 75.00% of Portfolio								
Common Stocks								
AOM PLC SHS CL A								
ISIN# G80085BTK07								
Dividend Option: Cash								
10/19/10	1,835,000	49.0800	90,245.80	83.8900	157,160.15	-56,914.35	1,744.50	0.83%
10/19/10	85,000	49.0800	4,142.04	83.8900	7,130.65	2,988.61	59.50	0.83%
Total Uncovered	1,720,000		94,387.84		164,290.80	-59,873.20	1,204.00	
03/04/13	110,000	60.2230	6,624.54	83.8900	9,227.90	2,603.36	77.00	0.83%
03/18/13	715,000	59.2500	42,363.25	83.8900	59,981.35	17,617.60	500.50	0.83%
Total Covered	825,000		48,987.79		69,209.25	20,221.46	577.50	
Total	2,545,000		143,375.63		\$133,500.05	\$90,094.16	\$1,781.50	
CROWN HLDS INC COM								
Dividend Option: Cash								
08/25/10	1,300,000	24.5080	43,991.01	44.5700	77,106.10	33,015.09		
Total	500,000		28,859.78	70.2400	35,119.99	6,260.21		
EXPRESS SCRIPTS HLDC CO COM								
Dividend Option: Cash								
04/24/13	490,000	56.6690	24,367.63	70.2400	30,203.20	5,835.57		
04/25/13	3,435,000	57.7450	254,944.62	70.2400	310,109.59	55,164.97		
04/29/13	1,215,000	58.6340	71,240.07	70.2400	85,341.60	14,101.53		
05/07/13	925,000	61.2230	59,692.43	70.2400	68,484.00	8,791.57		
05/08/13	1,060,000	61.1900	64,861.61	70.2400	74,454.40	9,592.79		
05/09/13	925,000	61.4680	56,858.09	70.2400	64,972.00	8,113.91		
05/10/13	1,370,000	61.5230	84,286.92	70.2400	96,228.80	11,941.88		
05/15/13	1,290,000	61.1220	78,847.90	70.2400	90,609.60	11,761.70		
05/20/13	1,030,000	61.3700	63,210.70	70.2400	72,387.20	9,176.50		
05/24/13	645,000	62.5120	40,320.37	70.2400	45,304.80	4,984.43		
06/25/13	860,000	61.2540	52,678.53	70.2400	60,406.40	7,727.87		
06/26/13	535,000	61.6570	32,986.53	70.2400	37,578.40	4,591.87		
07/16/13	575,000	64.8790	37,305.31	70.2400	40,387.99	3,082.68		
08/25/13	1,220,000	62.7750	76,585.38	70.2400	85,692.80	9,107.42		
10/25/13	1,310,000	60.7220	79,546.08	70.2400	92,014.43	12,468.35		



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Account Number: XCC-778667
 SILVERWEEDE FOUNDATION INC

PAR-02-ROLL

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
EXPRESS SCRIPTS HLDG CO COM (continued)								
Total Covered	18,355,000		1,106,591.84		1,289,255.20	182,663.36	\$0.00	
Total	18,355,000		\$1,106,591.84		\$1,289,255.20	\$182,663.36	\$0.00	
HAINES BRANDS, INC COM								
Dividend Option: Cash								
03/08/13	1,885,000	39.9300	75,268.24	70.2700	132,458.95	57,190.71	1,508.00	1.13%
03/11/13	715,000	40.1620	28,715.97	70.2700	50,243.05	21,527.08	572.00	1.13%
03/12/13	850,000	40.3500	34,297.16	70.2700	59,729.51	25,432.35	680.00	1.13%
03/13/13	1,540,000	41.4800	63,879.05	70.2700	108,215.80	44,336.75	1,232.00	1.13%
03/14/13	2,975,000	41.5300	121,474.96	70.2700	205,539.75	84,064.79	2,340.00	1.13%
03/15/13	930,000	40.8960	38,033.37	70.2700	65,351.10	27,317.73	744.00	1.13%
03/18/13	155,000	41.0850	6,368.13	70.2700	10,891.85	4,523.72	124.00	1.13%
03/19/13	465,000	41.0380	19,082.86	70.2700	32,675.55	13,592.69	372.00	1.13%
03/20/13	435,000	41.7950	18,180.74	70.2700	30,567.45	12,386.71	348.00	1.13%
03/23/13	595,000	41.9990	24,989.29	70.2700	41,810.65	16,821.36	476.00	1.13%
03/22/13	575,000	42.8500	24,638.58	70.2700	40,405.25	15,766.67	460.00	1.13%
03/25/13	400,000	43.7730	17,509.20	70.2700	28,108.00	10,598.80	320.00	1.13%
03/27/13	85,000	43.9730	3,737.74	70.2700	5,972.95	2,235.21	68.00	1.13%
04/01/13	935,000	45.5000	42,542.50	70.2700	65,702.45	23,159.95	748.00	1.13%
04/03/13	1,440,000	44.6460	64,289.95	70.2700	101,188.81	36,898.86	1,152.00	1.13%
04/08/13	1,295,000	47.0940	60,986.99	70.2700	90,999.65	30,012.66	1,036.00	1.13%
04/15/13	1,215,000	46.5710	56,584.13	70.2700	85,378.05	28,793.92	972.00	1.13%
04/16/13	940,000	46.4100	43,625.31	70.2700	66,053.80	22,428.49	752.00	1.13%
05/24/13	30,000	49.4810	1,484.43	70.2700	2,108.08	623.65	24.00	1.13%
Total Covered	17,410,000		745,688.60		1,223,400.70	477,712.10	13,928.00	
Total	17,410,000		\$745,688.60		\$1,223,400.70	\$477,712.10	\$13,928.00	
LABORATORY CORP AMER HLDGS COM NEW								
Dividend Option: Cash								
10/29/02	5,265,000	19.9360	104,965.67	91.3700	481,063.05	376,097.38		
MOTOROLA SOLUTIONS INC COM NEW								
Dividend Option: Cash								
07/18/12	285,000	46.5630	13,270.48	67.5000	19,237.50	5,967.02	353.40	1.83%
07/20/12	4,055,000	46.6070	188,989.76	67.5000	273,712.50	84,722.74	5,028.20	1.83%
07/23/12	1,140,000	45.8100	52,223.86	67.5000	76,950.00	24,726.14	1,413.60	1.83%
07/24/12	350,000	45.5860	15,955.00	67.5000	23,625.00	7,670.00	434.00	1.83%
05/15/13	2,180,000	57.0490	124,367.47	67.5000	147,150.00	22,782.53	2,703.20	1.83%
06/24/13	845,000	55.5760	46,961.64	67.5000	57,037.50	10,075.86	1,047.80	1.83%
08/21/13	2,620,000	56.1620	147,145.49	67.5000	176,850.00	29,704.51	3,248.80	1.83%
Total Covered	11,475,000		588,913.70		774,562.50	185,648.88	14,229.00	
Total	11,475,000		\$588,913.70		\$774,562.50	\$185,648.88	\$14,229.00	

Pershing Advisor Solutions LLC, a BNY Mellon company
 One Pershing Plaza, Jersey City, NJ 07399
 (877) 870-7230
 Member FINRA, SIPC



Chiefair Capital Management, Inc.

Investment Account Statement

Statement Period: 12/01/2013 - 12/31/2013

Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (Continued)								
Common Stocks (Continued)								
TEDEPUR SEALY INTERNATIONAL INC								
COM								
Dividend Option: Cash								
12/17/10*	1,965,000	38.3110	75,281.70	53.9600	106,031.40	30,749.70		
12/20/10*	2,130,000	39.4880	84,109.87	53.9600	114,934.80	30,824.93		
12/11/10*	2,480,000	39.9550	99,087.41	53.9600	133,820.80	34,733.39		
12/21/10**	430,000	39.8070	17,147.14	53.9600	23,202.80	6,085.66		
12/22/10**	1,650,000	39.8070	65,682.05	53.9600	89,034.00	23,351.95		
12/23/10**	400,000	39.5180	15,807.56	53.9600	21,584.00	5,776.44		
12/21/10**	325,000	39.8970	12,966.49	53.9600	17,537.00	4,570.51		
12/28/10**	1,255,000	40.0490	50,261.74	53.9600	67,719.80	17,458.06		
Total Uncovered	10,635,000		420,313.76		573,864.60	153,550.84		
10/01/12	2,905,000	30.4580	88,203.73	53.9600	156,733.80	68,530.07		
10/02/12	1,970,000	30.8880	60,849.95	53.9600	106,501.50	45,651.25		
10/03/12	1,500,000	31.5260	47,283.60	53.9600	80,940.00	33,656.40		
11/20/12	1,015,000	24.6540	25,023.51	53.9600	54,769.40	29,745.89		
11/21/12	1,515,000	25.0580	37,963.32	53.9600	81,749.40	43,786.08		
11/23/12	255,000	25.9140	6,608.02	53.9600	13,759.80	7,151.78		
Total Covered	9,160,000		266,238.13		494,273.60	228,035.47		
Total	19,795,000		\$666,551.89		\$1,068,138.20	\$391,586.31		
UNITEDHEALTH GROUP INC.COM								
Dividend Option: Cash								
12/21/12	1,040,000	54.8480	57,041.71	75.3000	78,312.00	21,270.29	1,364.80	1.48%
12/25/12	1,415,000	54.3710	76,935.25	75.3000	106,549.50	29,614.25	1,584.80	1.48%
01/03/13	1,385,000	52.9880	73,387.96	75.3000	104,290.50	30,902.54	1,551.20	1.48%
01/08/13	1,420,000	51.5200	73,158.83	75.3000	106,926.00	33,767.17	1,590.40	1.48%
01/18/13	840,000	54.2790	45,594.53	75.3000	63,252.00	17,657.47	940.80	1.48%
02/01/13	130,000	55.7160	7,243.04	75.3000	9,789.00	2,545.96	145.60	1.48%
02/25/13	705,000	53.8290	37,949.73	75.3000	53,086.50	15,136.77	789.60	1.48%
02/26/13	460,000	52.8720	24,321.03	75.3000	34,638.00	10,316.97	515.20	1.48%
03/12/13	1,275,000	54.7060	69,750.41	75.3000	96,007.50	26,257.09	1,428.00	1.48%
03/13/13	570,000	54.6330	31,140.98	75.3000	42,921.00	11,780.02	638.40	1.48%

Clustering through Pershing LLC, a wholly owned subsidiary of The Bank of New York Mellon Corporation (BNY Mellon) Pershing LLC, member FINRA, NYSE, SIPC

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Account Number: XCC-778667 SILVERWEEED FOUNDATION INC

PAR 02-ROLL



Portfolio Holdings (continued)

Date Acquired	Quantity	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities (continued)								
Common Stocks (continued)								
UNITEDHEALTH GROUP INC COM (continued)								
Total Covered	9,240,000		496,573.47		695,772.00	199,248.53	10,348.80	
Total	9,240,000		\$496,573.47		\$695,772.00	\$199,248.53	\$10,348.80	
Total Common Stocks			3,945,703.31		\$5,822,797.80	\$1,917,065.73	\$40,287.30	
Total Equities					\$5,822,797.80	\$1,917,065.73	\$40,287.30	

Silverweed Foundation Inc.

**Depreciation and Amortization
(Including Information on Listed Property)**

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return
SILVERWEED FOUNDATION, INC.

Identifying number
13-3496446

Business or activity to which this form relates

GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	186.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property	SEE					
b 5-year property	DETAIL	3,717.	5.000	MQ	200DB	186.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions	22	372.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No
(a) Type of property (list vehicles first) (b) Date placed in service (c) Business/investment use percentage (d) Cost or other basis (e) Basis for depreciation (business/investment use only) (f) Recovery period (g) Method/Convention (h) Depreciation deduction (i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25
26 Property used more than 50% in a qualified business use:
27 Property used 50% or less in a qualified business use:
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1. 28
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1. 29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)
31 Total commuting miles driven during the year
32 Total other personal (noncommuting) miles driven
33 Total miles driven during the year Add lines 30 through 32
34 Was the vehicle available for personal use during off-duty hours?
35 Was the vehicle used primarily by a more than 5% owner or related person?
36 Is another vehicle available for personal use?
(a) Vehicle 1 (b) Vehicle 2 (c) Vehicle 3 (d) Vehicle 4 (e) Vehicle 5 (f) Vehicle 6

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners
39 Do you treat all use of vehicles by employees as personal use?
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs (b) Date amortization begins (c) Amortizable amount (d) Code section (e) Amortization period or percentage (f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions).
43 Amortization of costs that began before your 2013 tax year 43
44 Total. Add amounts in column (f). See the instructions for where to report. 44

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SILVERWEED FOUNDATION, INC.

13-3496446

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	PUBLICLY TRADED SECURITIES			5,756,421.	4,680,096.			1,076,325.
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			5,756,421.	4680096.			1,076,325.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.