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For calendar year 2013 or tax year beginning

, and ending

Name of foundation

LILY AUCHINCLOSS FOUNDATION, INC.

A Employer identification number

13-3935995

Number and street (or P.O. box number if mail is not delivered to street address)

16 EAST 79TH STREET

Room/suite

31

B Telephone number

(212) 708-9216

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10021

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

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

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

☐

Section 4947(a)(1) nonexempt charitable trust

☐

Other taxable private foundation

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

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 53,786,905. (Part I, column (d) must be on cash basis.)

J Accounting method.

☒

Cash

☐

Accrual

Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	794,960.	794,960.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,431,026.			
	b	Gross sales price for all assets on line 6a	16,447,938.			
	7	Capital gain net income (from Part IV, line 2)		3,431,026.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold					
c	Gross profit or (loss)					
11	Other income	2,130.	660.		STATEMENT 2	
12	Total. Add lines 1 through 11	4,228,116.	4,226,646.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14	Other employee salaries and wages	83,066.	0.		83,066.
	15	Pension plans, employee benefits	118,215.	0.		118,215.
	16a	Legal fees				
	b	Accounting fees	23,300.	0.		23,300.
	c	Other professional fees	365,435.	22,297.		343,138.
	17	Interest				
	18	Taxes	83,933.	12,110.		36,823.
	19	Depreciation and depletion				
	20	Occupancy	39,816.	0.		39,816.
	21	Travel, conferences, and meetings	5,633.	0.		5,633.
	22	Printing and publications	354.	0.		354.
	23	Other expenses	49,149.	11,203.		37,946.
	24	Total operating and administrative expenses. Add lines 13 through 23	768,901.	45,610.		688,291.
	25	Contributions, gifts, grants paid	2,175,000.			2,175,000.
26	Total expenses and disbursements. Add lines 24 and 25	2,943,901.	45,610.		2,863,291.	
27	Subtract line 26 from line 12	1,284,215.				
a	Excess of revenue over expenses and disbursements					
b	Net investment income (if negative, enter -0-)		4,181,036.			
c	Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	4,336,060.	2,406,140.	2,406,140.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations STMT 7	5,313,723.	5,600,848.	5,541,525.
	b	Investments - corporate stock STMT 8	29,371,816.	29,758,968.	39,688,592.
	c	Investments - corporate bonds STMT 9	2,344,867.	2,641,392.	2,758,702.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	1,180,329.	3,328,466.	3,384,366.
	14	Land, buildings, and equipment basis ▶ 3,280.			
		Less: accumulated depreciation ▶	3,280.	3,280.	3,280.
	15	Other assets (describe ▶ RENTAL SECURITY)	4,300.	4,300.	4,300.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	42,554,375.	43,743,394.	53,786,905.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒			
	27	Capital stock, trust principal, or current funds	42,554,375.	43,743,394.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	Total net assets or fund balances	42,554,375.	43,743,394.	
Net Assets or Fund Balances	31	Total liabilities and net assets/fund balances	42,554,375.	43,743,394.	

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	42,554,375.
2	Enter amount from Part I, line 27a	2	1,284,215.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	43,838,590.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	95,196.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,743,394.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 16,447,938.		13,092,173.	3,431,026.

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

(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			3,431,026.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,431,026.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,628,450.	45,029,349.	.058372
2011	2,610,692.	46,455,231.	.056198
2010	2,629,178.	44,966,312.	.058470
2009	2,079,760.	38,435,292.	.054111
2008	3,302,145.	53,902,594.	.061261

2 Total of line 1, column (d)	2	.288412
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	.057682
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	48,687,081.
5 Multiply line 4 by line 3	5	2,808,368.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,810.
7 Add lines 5 and 6	7	2,850,178.
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	2,863,291.

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	41,810.
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	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	41,810.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	41,810.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	69,927.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	94,927.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	53,117.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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

N/A

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? Website address ► <u>LILYAUCH.ORG</u>	13	X	
14	The books are in care of ► <u>WTAS LLC</u> Telephone no ► <u>(646) 213-5100</u> Located at ► <u>1177 AVENUE OF THE AMERICAS, NEW YORK, NY</u> ZIP+4 ► <u>10036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes No	X X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐ N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) ☐ N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

0

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	47,822,047.
b	Average of monthly cash balances	1b	1,606,462.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,428,509.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	49,428,509.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	741,428.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,687,081.
6	Minimum investment return. Enter 5% of line 5	6	2,434,354.

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	2,434,354.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	41,810.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	41,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,392,544.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,392,544.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,392,544.

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	2,863,291.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,863,291.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	41,810.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,821,481.

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				2,392,544.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010	119,314.			
d From 2011	334,584.			
e From 2012	426,589.			
f Total of lines 3a through e	880,487.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 2,863,291.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				2,392,544.
e Remaining amount distributed out of corpus	470,747.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,351,234.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,351,234.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010	119,314.			
c Excess from 2011	334,584.			
d Excess from 2012	426,589.			
e Excess from 2013	470,747.			

N/A

foundation, and the ruling is effective for 2013, enter the date of the ruling

☐ 4942(1)(3) or ☐ 4942(1)(5)

b 85% of line 2a

d Amounts included in line 2c not used directly for active conduct of exempt activities

Subtract line 2d from line 2c

(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(i)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail 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				
VARIOUS - SEE STATEMENT ATTACHED	NONE	PF	GENERAL PURPOSE	2,195,000.
Total			3a	2,195,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVII

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

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

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

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

and belief, it is true, correct, and complete. Declaration of pre


Signature of officer or trustee

Date 9/2/14

PRESIDENT/TREASURER

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

MICHAEL J. VANDELOO

Preparer's signature _____

Michael Van Dyke

Date

8/13/14

Check ☐ self-employed

PTIN	
------	--

P01458923

Firm's name ► WTAS LLC

Firm's EIN ▶ 33-1197384

Firm's address ► 1177 AVENUE OF THE AMERICAS, 18TH FL.
NEW YORK, NY 10036

Phone no 646-213-5100

Lily Auchincloss Foundation
2013 Grants

Date	Payee/Organization	Address 1	City	State	Zipcode	Foundation Status	Purpose	Amount
01/10/13	Just Food	1155 Avenue of the Americas, Third Floor	New York	NY	10036	PF	General Purpose	-\$20,000
01/17/13	Frends of Strays	PO Box 541302	Flushing	NY	11354	PF	General Purpose	-\$5,000
01/31/13	RxArt	208 Forsyth Street	New York	NY	10002	PF	General Purpose	-\$10,000
02/06/13	Miss Hall's School	492 Holmes Road	Pittsfield	MA	01201	PF	General Purpose	-\$10,000
02/06/13	Lincoln Square Neighborhood Center	250 West 65th Street	New York	NY	10023	PF	General Purpose	-\$5,000
02/26/13	Chelsea Recovery House/Spring Clearance	150 East 7th Street, Apt D	New York	NY	10009	PF	General Purpose	-\$2,500
04/05/13	Vineyard Theatre	108 East 15th Street	New York	NY	10003	PF	General Purpose	-\$5,000
04/05/13	West Side Community Garden	263 West 86th Street	New York	NY	10024	PF	General Purpose	-\$3,000
04/05/13	Mark Morris Dance Group	3 Lafayette Avenue	Brooklyn	NY	11217	PF	General Purpose	-\$5,000
04/05/13	Alliance for Young Artists & Writers	557 Broadway	New York	NY	10012	PF	General Purpose	-\$10,000
04/05/13	American Museum of the Moving Image	36-01 35th Avenue	Astoria	NY	11106	PF	General Purpose	-\$10,000
04/05/13	Arab-American Family Support Center	150 Court Street, 3rd Floor	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
04/05/13	Asian Americans for Equality	111 Division Street	New York	NY	10002	PF	General Purpose	-\$10,000
04/05/13	Association of Community Employment (ACE)	598 Broadway, 7th Floor	New York	NY	10012	PF	General Purpose	-\$10,000
04/05/13	Bartow-Pell Museum Mansion	895 Shore Road	Bronx	NY	10464	PF	General Purpose	-\$10,000
04/05/13	BronxWorks	60 East Tremont Avenue	Bronx	NY	10453	PF	General Purpose	-\$10,000
04/05/13	Museum of Modern Art	11 West 53rd Street	New York	NY	10019	PF	General Purpose	-\$80,000
04/05/13	Historic House Trust of New York City	830 5th Avenue, Room 203	New York	NY	10065	PF	General Purpose	-\$10,000
04/05/13	DreamYard	1085 Washington Avenue, Ground Floor	Bronx	NY	10456	PF	General Purpose	-\$15,000
04/05/13	Medicare Rights Center	520 Eight Avenue, North Wing, 3rd Floor	New York	NY	10018	PF	General Purpose	-\$10,000
04/05/13	Legal Information for Families Today	32 Court Street, Suite 1208	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
04/05/13	Read Alliance	80 Maiden Lane, 11th Floor	New York	NY	10038	PF	General Purpose	-\$15,000
04/05/13	Lesbian, Gay, Bisexual, and Transgender Center	208 West 13th Street	New York	NY	10011	PF	General Purpose	-\$10,000
04/05/13	Smithsonian Cooper Hewitt, National Design Museum	2 East 91st Street	New York	NY	10128	PF	General Purpose	-\$50,000
04/05/13	Center for Children's Initiatives	322 Eight Avenue, 4th Floor	New York	NY	10001	PF	General Purpose	-\$15,000
04/05/13	Brooklyn Botanic Garden	1000 Washington Avenue	Brooklyn	NY	10075	PF	General Purpose	-\$15,000
04/05/13	Brooklyn Arts Council	55 Washington Street, Suite 218	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
04/05/13	Citizens Committee for New York City	77 Water Street, Suite 202	New York	NY	10005	PF	General Purpose	-\$10,000
04/05/13	Community-Word Project	11 Broadway, Suite 508	New York	NY	10004	PF	General Purpose	\$5,000
04/05/13	Natural Resources Defense Council (NRDC)	40 West 20th Street	New York	NY	10011	PF	General Purpose	-\$25,000
04/05/13	New Heights Youth	2576 Broadway, PMB 213	New York	NY	10025	PF	General Purpose	-\$15,000
04/05/13	Osborne Association	809 Westchester Avenue	Bronx	NY	10455	PF	General Purpose	-\$15,000
04/05/13	Queens Museum of Art	New York City Building	Queens	NY	11368	PF	General Purpose	-\$30,000
04/05/13	Brooklyn Children's Museum	145 Brooklyn Avenue	Brooklyn	NY	11213	PF	General Purpose	-\$10,000
04/05/13	Brooklyn Philharmonic	55 Washington Street, Suite 656	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
04/05/13	Rocking the Boat	812 Edgewater Road	Bronx	NY	10474	PF	General Purpose	-\$10,000
04/05/13	Studio In A School	410 West 59th Street	New York	NY	10019	PF	General Purpose	-\$20,000
04/05/13	Weeksville Heritage Center	P O Box 130-120, St. John's Station	Brooklyn	NY	11213	PF	General Purpose	-\$15,000
04/05/13	Brotherhood/Sister Sol	512 West 143rd Street	New York	NY	10031	PF	General Purpose	-\$10,000
04/05/13	City Lore	72 East First Street	New York	NY	10003	PF	General Purpose	-\$15,000
04/05/13	Civilas Citizens	1457 Lexington Avenue	New York	NY	10128	PF	General Purpose	-\$10,000
04/05/13	Staten Island Arts	1000 Richmond Terrace, Building G	Staten Island	NY	10301	PF	General Purpose	-\$10,000
04/05/13	CUE Art Foundation	511 West 25th Street	New York	NY	10001	PF	General Purpose	-\$5,000
04/05/13	Foundation Center	79 Fifth Avenue	New York	NY	10003	PF	General Purpose	-\$7,000
04/05/13	Fountain House	425 West 47th Street	New York	NY	10036	PF	General Purpose	-\$40,000
04/05/13	Girls Educational and Mentoring Services (GEMS)	201 West 148th Street	New York	NY	10039	PF	General Purpose	-\$15,000
04/05/13	Getting Out and Staying Out	91 East 116th Street	New York	NY	10029	PF	General Purpose	-\$10,000
04/05/13	Ghetto Film School	79 Alexander Avenue, Suite 41-A	Bronx	NY	10454	PF	General Purpose	-\$15,000
04/05/13	Gods Love We Deliver	166 Avenue of the Americas	New York	NY	10013	PF	General Purpose	-\$10,000
04/05/13	Harvestworks	596 Broadway #602	New York	NY	10012	PF	General Purpose	-\$10,000
04/05/13	Hester Street Collaborative	113 Hester Street	New York	NY	10002	PF	General Purpose	-\$15,000
04/05/13	Highbridge Community Life Center	979 Ogden Avenue	Bronx	NY	10452	PF	General Purpose	-\$10,000
04/05/13	Housing Plus Solutions	3 West 29th Street, Suite 805	New York	NY	10001	PF	General Purpose	-\$10,000
04/05/13	Jacob Riis Neighborhood Settlement House	1025 41st Avenue	Long Island City	NY	11101	PF	General Purpose	-\$10,000
04/05/13	Jumpstart for Young Children	505 Eight Avenue, Suite 1100	New York	NY	10018	PF	General Purpose	-\$10,000
04/05/13	Neighbors Together	2094 Fulton Street	Brooklyn	NY	11233	PF	General Purpose	-\$10,000
04/05/13	New York Botanical Garden	2900 Southern Boulevard	Bronx	NY	10458	PF	General Purpose	-\$10,000
04/05/13	New York Hall of Science	47-01 111th Street	New York	NY	11368	PF	General Purpose	-\$10,000
04/05/13	New York Historical Society	170 Central Park West	New York	NY	10024	PF	General Purpose	-\$25,000
04/05/13	New York City Audubon Society	71 West 23rd Street, Suite 1523	New York	NY	10010	PF	General Purpose	-\$10,000
04/05/13	New York City Outward Bound Schools	29-46 Northern Boulevard	Long Island City	NY	11101	PF	General Purpose	-\$10,000
04/05/13	Operation Exodus Inner City	21 Wadsworth Avenue	New York	NY	10033	PF	General Purpose	-\$5,000
04/05/13	Community Ground Communities	14 East 28th Street, PH	New York	NY	10016	PF	General Purpose	-\$15,000
05/14/13	Correctional Association of New York	2090 Adam Clayton Powell Blvd., Suite 200	New York	NY	10027	PF	General Purpose	-\$10,000
04/05/13	Brooklyn Bridge Park Conservancy	334 Furman Street	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
04/05/13	Brooklyn Public Library	10 Grand Army Plaza	Brooklyn	NY	11238	PF	General Purpose	-\$15,000
04/05/13	Center for Book Arts	28 West 27th Street, 3rd Floor	New York	NY	10001	PF	General Purpose	-\$10,000
04/05/13	City Year	20 West 22nd Street	New York	NY	10010	PF	General Purpose	-\$15,000
04/05/13	New York City Mission Society	105 East 22nd Street, 6th Floor	New York	NY	10010	PF	General Purpose	-\$10,000
04/05/13	Sanctuary for Families	P O Box 1406, West Street Station	New York	NY	10268	PF	General Purpose	-\$25,000
04/05/13	Queens Botanical Garden	43-50 Main Street	Flushing	NY	11355	PF	General Purpose	-\$10,000
04/05/13	Seventh Regiment Armory Conservancy	643 Park Avenue	New York	NY	10065	PF	General Purpose	-\$15,000
04/05/13	Shakespeare Society	118 Baxter Street, Suite 705	New York	NY	10013	PF	General Purpose	-\$10,000
04/05/13	Smack Mellon	92 Plymouth Street	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
04/05/13	Studio Museum in Harlem	144 West 125th Street	New York	NY	10027	PF	General Purpose	-\$10,000
04/12/13	New York Women's Foundation	39 Broadway, 23rd Floor	New York	NY	10006	PF	General Purpose	-\$10,000
04/25/13	New York Table Tennis Academy	4222 Ketcham Street, Apt. 19C	Elmhurst	NY	11373	PF	General Purpose	-\$5,000
04/25/13	Indo-American Arts Council	517 East 87th Street, #1	New York	NY	10128	PF	General Purpose	-\$7,500
05/07/13	Queens Theatre	14 United Nations Avenue South	Queens	NY	11368	PF	General Purpose	-\$5,000
05/10/13	Recycle a Bicycle	35 Pearl Street	Brooklyn	NY	11201	PF	General Purpose	-\$5,000
05/17/13	Weill Cornell Medical College	1300 York Avenue	New York	NY	10065	PF	General Purpose	-\$25,000
05/22/13	New York Landmarks Conservancy	One Whitehall Street	New York	NY	10004	PF	General Purpose	-\$10,000
05/22/13	Hudson River Watertrail Association	251 Clermont Avenue	Brooklyn	NY	11205	PF	General Purpose	-\$5,000
06/10/13	Art Start	721 East 6th Street	New York	NY	10009	PF	General Purpose	-\$15
06/10/13	Battery Conservancy	One Whitehall Street 17th Floor	New York	NY	10004	PF	General Purpose	-\$15,000
06/10/13	Bowery Mission	132 Madison Avenue	New York	NY	10016	PF	General Purpose	-\$15,000
06/10/13	Brooklyn Rail	99 Commercial Street	Brooklyn	NY	11222	PF	General Purpose	-\$10,000
06/10/13	Center for Alternative Sentencing and Employment Services	346 Broadway, 3rd Floor West	New York	NY	10013	PF	General Purpose	-\$20,000
06/10/13	Center for Family Representation	40 Worth Street, Suite 605	New York	NY	10013	PF	General Purpose	-\$15,000

06/10/13	Center for Urban Pedagogy	232 Third Street, #D201	Brooklyn	NY	11215	PF	General Purpose	-\$15,000
06/10/13	CORO New York Leadership Center	42 Broadway, Suite 1827-35	New York	NY	10004	PF	General Purpose	-\$15,000
06/10/13	Dancing Classrooms	25 West 31st Street, 4th Floor	New York	NY	10001	PF	General Purpose	-\$10,000
06/10/13	Dieu Donne	315 West 36th Street	New York	NY	10018	PF	General Purpose	-\$10,000
06/10/13	Groundswell	540 President Street, Suite 1A	Brooklyn	NY	11215	PF	General Purpose	-\$10,000
06/10/13	Hope Program	One Smith Street, 4th Floor	Brooklyn	NY	11201	PF	General Purpose	-\$15,000
06/10/13	Laundromat Project	PO Box 1135	New York	NY	10276-1135	PF	General Purpose	-\$10,000
06/10/13	Lehman College Art Gallery	Bedford Park Blvd West	Bronx	NY	10468	PF	General Purpose	-\$10,000
06/10/13	Literacy Partners	30 East 33rd Street, 6th Floor	New York	NY	10016	PF	General Purpose	-\$10,000
06/10/13	MinKwon Center for Community Action	136-19 41st Avenue, 3rd Floor	Flushing	NY	11355	PF	General Purpose	-\$15,000
06/10/13	New York Legal Assistance Group	7 Hanover Square, 18th Floor	New York	NY	10004	PF	General Purpose	-\$15,000
06/10/13	One Stop Senior Services	745 Amsterdam Avenue, 3rd Floor	New York	NY	10025	PF	General Purpose	-\$15,000
06/10/13	openhousenewyork	115 West 27th Street, 9th Floor	New York	NY	10001	PF	General Purpose	-\$10,000
06/10/13	Per Scholas	804 East 138th Street #2	Bronx	NY	10454	PF	General Purpose	-\$15,000
06/10/13	Queens Council on the Arts	37-11 35th Avenue	Astoria	NY	11101	PF	General Purpose	-\$10,000
06/10/13	Riverkeeper	20 Secor Road	Ossining	NY	10562	PF	General Purpose	-\$20,000
06/10/13	Rockaway Waterfront Alliance	PO Box 900645	Far Rockaway	NY	11690	PF	General Purpose	-\$15,000
06/10/13	Row New York	10-27 46th Avenue, Suite 101	Long Island City	NY	11101	PF	General Purpose	-\$25,000
06/10/13	Safe Horizon	2 Lafayette Street, 3rd Floor	New York	NY	10007	PF	General Purpose	-\$20,000
06/10/13	SculptureCenter	44-19 Purves Street	Long Island City	NY	11101	PF	General Purpose	-\$15,000
06/10/13	University Settlement Society of New York City	184 Eldridge Street	New York	NY	10002	PF	General Purpose	-\$15,000
06/10/13	Urban Assembly	90 Broad Street, Suite 2101	New York	NY	10004	PF	General Purpose	-\$20,000
06/10/13	Van Cortland Park Conservancy	1 Bronx River Parkway	Bronx	NY	10463	PF	General Purpose	-\$10,000
06/10/13	Andrew Glover Youth Program	100 Centre Street, Room 1541	New York	NY	10013	PF	General Purpose	-\$10,000
06/10/13	Northside Center for Child Development	1301 Fifth Avenue	New York	NY	10029	PF	General Purpose	-\$15,000
06/10/13	Center for Family Life/SCO Family of Services	345 43rd Street	Brooklyn	NY	11232	PF	General Purpose	-\$15,000
06/12/13	Youth Represent	342 Broadway	New York	NY	10013	PF	General Purpose	-\$5,000
06/12/13	Fractured Atlas	248 West 35th Street, 10th Floor	New York	NY	10001	PF	General Purpose	-\$5,000
07/02/13	Art Start	721 East 6th Street	New York	NY	10009	PF	General Purpose	-\$14,985
07/03/13	One Story	232 3rd Street, #A108	Brooklyn	NY	11215	PF	General Purpose	-\$5,000
07/03/13	Artist Book Foundation	115 East 57th Street, 11th Floor	New York	NY	10022	PF	General Purpose	-\$5,000
08/02/13	Citizens Committee for Children of NY	105 East 22nd Street, 7th Floor	New York	NY	10010	PF	General Purpose	-\$15,000
08/08/13	Community Service Society	105 East 22nd Street, 2nd Floor	New York	NY	10010	PF	General Purpose	-\$5,000
08/16/13	City Lore	72 East First Street	New York	NY	10003	PF	General Purpose	-\$25,000
10/21/13	Women Make Movies	115 West 29th Street, Suite 1200	New York	NY	10001	PF	General Purpose	-\$10,000
10/30/13	Wild Bird Fund	565 Columbus Avenue	New York	NY	10024	PF	General Purpose	-\$5,000
10/31/13	Fund for the City of New York	121 6th Avenue, 6th Floor	New York	NY	10013	PF	General Purpose	-\$5,000
12/11/13	Puppetworks	PO Box 150562	Brooklyn	NY	11215-0562	PF	General Purpose	-\$5,000
12/11/13	Studio In A School	410 West 59th Street	New York	NY	10019	PF	General Purpose	-\$2,000
12/11/13	Alvin Ailey Dance Foundation	The Joan Weil Center for Dance, 405 West 55th Street	New York	NY	10019	PF	General Purpose	-\$5,000
12/11/13	Recess Activities	41 Grand Street, Ground Floor	New York	NY	10013	PF	General Purpose	-\$2,000
12/11/13	American Folk Art Museum	1865 Broadway, 11th Floor	New York	NY	10023	PF	General Purpose	-\$15,000
12/11/13	Association for Neighborhood & Housing Development	50 Broad Street, Suite 1125	New York	NY	10004	PF	General Purpose	-\$10,000
12/11/13	Bed Stuy Campaign Against Hunger	2010 Fulton Street	Brooklyn	NY	11233	PF	General Purpose	-\$15,000
12/11/13	Bronx Museum of the Arts	1040 Grand Concourse	Bronx	NY	10456	PF	General Purpose	-\$10,000
12/11/13	Bronx River Alliance	One Bronx River Parkway	Bronx	NY	10462	PF	General Purpose	-\$15,000
12/11/13	Brooklyn Greenway Initiative	153 Columbia Street	Brooklyn	NY	11231	PF	General Purpose	-\$15,000
12/11/13	Cathedral Church of St John the Divine	1047 Amsterdam Avenue	New York	NY	10025	PF	General Purpose	-\$20,000
12/11/13	Chess in the Schools	520 Eighth Avenue, 2nd Floor	New York	NY	10018	PF	General Purpose	-\$10,000
12/11/13	East Side House Settlement	337 Alexander Avenue	Bronx	NY	10454	PF	General Purpose	-\$10,000
12/11/13	Encore Community Services	239 West 49th Street	New York	NY	10019	PF	General Purpose	-\$5,000
12/11/13	Friends of the New York Transit Museum	130 Livingston Street, 10th Floor	Brooklyn	NY	11201	PF	General Purpose	-\$10,000
12/11/13	Goddard Riverside Community Center	593 Columbus Avenue	New York	NY	10024	PF	General Purpose	-\$15,000
12/11/13	Horizons at Saint David's	12 East 89th Street	New York	NY	10128	PF	General Purpose	-\$10,000
12/11/13	Horicultural Society of New York	148 West 37th Street, 13th Floor	New York	NY	10018	PF	General Purpose	-\$15,000
12/11/13	Hour Children	13-07 37th Avenue	Long Island City	NY	11101	PF	General Purpose	-\$15,000
12/11/13	International Print Center NY	508 West 26th Street, 5th Floor	New York	NY	10001	PF	General Purpose	-\$15,000
12/11/13	Kentler International Drawing Space	353 Van Brunt Street	Brooklyn	NY	11231	PF	General Purpose	-\$5,000
12/11/13	Lincoln Square Neighborhood Center	250 West 65th Street	New York	NY	10023	PF	General Purpose	-\$15,000
12/11/13	Make Music New York	419 Lafayette Street, 2nd Floor	New York	NY	10003	PF	General Purpose	-\$5,000
12/11/13	Morris-Jumel Mansion	65 Jumel Terrace	New York	NY	10032	PF	General Purpose	-\$5,000
12/11/13	Moth	481 Broadway, Third Floor	New York	NY	10013	PF	General Purpose	-\$10,000
12/11/13	Mount Vernon Hotel & Museum	421 East 61st Street	New York	NY	10065	PF	General Purpose	-\$10,000
12/11/13	Museum of the City of New York	1220 Fifth Avenue	New York	NY	10029	PF	General Purpose	-\$10,000
12/11/13	National Center for Law and Economic Justice	275 Seventh Avenue, Suite 1506	New York	NY	10001	PF	General Purpose	-\$15,000
12/11/13	New Yorkers for Parks	55 Broad Street, 23rd Floor	New York	NY	10004	PF	General Purpose	-\$15,000
12/11/13	Old Merchants House of New York	29 East 4th Street	New York	NY	10003	PF	General Purpose	-\$5,000
12/11/13	Public Art Fund	One East 53rd Street	New York	NY	10022	PF	General Purpose	-\$15,000
12/11/13	Reading Partners	20 Jay Street, Suite 306	Brooklyn	NY	11201	PF	General Purpose	-\$15,000
12/11/13	Red Hook Initiative	767 Hicks Street	Brooklyn	NY	11231	PF	General Purpose	-\$15,000
12/11/13	Restaurant Opportunities Center of New York	275 Seventh Avenue, 17th Floor	New York	NY	10001	PF	General Purpose	-\$10,000
12/11/13	Spaceworks	540 President Street, Unit 2E	Brooklyn	NY	11215	PF	General Purpose	-\$25,000
12/11/13	St Ann's Warehouse	55 Washington Street, Suite 458	Brooklyn	NY	11201	PF	General Purpose	-\$20,000
12/11/13	Symphonyspace	2537 Broadway	New York	NY	10025	PF	General Purpose	-\$10,000
12/11/13	Women's Housing and Economic Development Corp	50 East 168th Street	Bronx	NY	10452	PF	General Purpose	-\$10,000
12/11/13	YWCA of Brooklyn	30 Third Avenue	Brooklyn	NY	11217	PF	General Purpose	-\$10,000
12/11/13	Fifth Avenue Committee	621 Degraw Street	Brooklyn	NY	11217	PF	General Purpose	-\$15,000
12/11/13	Foundation for Contemporary Arts	820 Greenwich Street	New York	NY	10014	PF	General Purpose	-\$10,000
12/11/13	Smithsonian Cooper Hewitt, National Design Museum	2 East 91st Street	New York	NY	10128	PF	General Purpose	-\$35,000
12/11/13	Ethical Culture Fieldston School	33 Central Park West	New York	NY	10023	PF	General Purpose	-\$7,500
12/11/13	International Center of Photography	1114 Avenue of the Americas	New York	NY	10036	PF	General Purpose	-\$12,500
12/11/13	Children's Museum of the Arts	103 Charlton Street	New York	NY	10014	PF	General Purpose	-\$5,000
12/11/13	Doctors Without Borders	333 7th Avenue	New York	NY	10001-5004	PF	General Purpose	-\$25,000
12/18/13	Natural Resources Defense Council (NRDC)	40 West 20th Street	New York	NY	10011	PF	General Purpose	-\$5,000
12/18/13	Manhattan Theatre Club	311 West 43rd Street, Floor 8	New York	NY	10036	PF	General Purpose	-\$1,000
12/11/13	Storefront for Art and Architecture	97 Kenmare Street	New York	NY	10012	PF	General Purpose	-\$15,000
								\$2,175,000

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES				STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
CRA QUALIFIED INV FUND *02027 - DIVIDENDS	62,955.	0.	62,955.	62,955.		
LAZARD LTD SCH K-1 - DIVIDENDS	20,218.	0.	20,218.	20,218.		
NEUBERGER BERMAN 02808 - ACCRUED INTEREST PAID	<3,636.>	0.	<3,636.>	<3,636.>		
NEUBERGER BERMAN 02808 - INTEREST	172,911.	0.	172,911.	172,911.		
NEUBERGER BERMAN 02809 - DIVIDENDS	38,047.	0.	38,047.	38,047.		
NEUBERGER BERMAN 33000 - DIVIDENDS	502,376.	0.	502,376.	502,376.		
OLD WESTBURY SCH K-1 - DIVIDENDS	1,223.	0.	1,223.	1,223.		
OLD WESTBURY SCH K-1 - INTEREST	546.	0.	546.	546.		
CARVER FEDERAL SAVINGS - INTEREST	320.	0.	320.	320.		
TO PART I, LINE 4	794,960.	0.	794,960.	794,960.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
CHASE	1,470.	0.			
OLD WESTBURY SCH K-1	660.	660.			
TOTAL TO FORM 990-PF, PART I, LINE 11	2,130.	660.			

FORM 990-PF	ACCOUNTING FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING FEE	23,300.	0.		23,300.	
TO FORM 990-PF, PG 1, LN 16B	23,300.	0.		23,300.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT SERVICES FEES NB#33000	317,133.	0.		317,133.	
ADR FEES - NB #33000	663.	663.		0.	
INVESTMENT SERVICES FEES NB#02809	11,133.	5,566.		5,567.	
INVESTMENT SERVICES FEES NB#02808	32,137.	16,068.		16,069.	
PROFESSIONAL FEES	4,369.	0.		4,369.	
TO FORM 990-PF, PG 1, LN 16C	365,435.	22,297.		343,138.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES PAID - NB 33000	11,986.	11,986.		0.	
FOREIGN TAXES PAID - OLD WESTBURY K-1	124.	124.		0.	
PAYROLL TAXES	36,823.	0.		36,823.	
2013 2ND QUARTER TAX ESTIMATED PAYMENT	15,000.	0.		0.	
2013 3RD QUARTER TAX ESTIMATED PAYMENT	20,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	83,933.	12,110.		36,823.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
NEW YORK STATE FILING FEE	750.	0.		750.	
COMPUTER SERVICES	10,492.	0.		10,492.	
TELEPHONE	1,355.	0.		1,355.	
OLD WESTBURY SCH K-1	11,049.	11,049.		0.	
LAZARD LTD SCH K-1	154.	154.		0.	
MESSENGER EXPENSE	166.	0.		166.	
MEMBERSHIP & SUBSCRIPTION	7,232.	0.		7,232.	
BUSINESS MEALS	164.	0.		164.	
INSURANCE	13,692.	0.		13,692.	
BANK CHARGES	87.	0.		87.	
OFFICE SUPPLIES	1,871.	0.		1,871.	
UTILITIES	1,923.	0.		1,923.	
MISC.	214.	0.		214.	
TO FORM 990-PF, PG 1, LN 23	49,149.	11,203.		37,946.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
NEUBERGER BERMAN 02808	X		5,600,848.	5,541,525.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,600,848.	5,541,525.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,600,848.	5,541,525.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
NEUBERGER BERMAN 33000			23,102,900.	33,255,392.
INT'L FLAVORS & FRAGRANCES			404,783.	945,780.
NEUBERGER BERMAN 02809			6,251,285.	5,487,420.
TOTAL TO FORM 990-PF, PART II, LINE 10B			29,758,968.	39,688,592.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
NEUBERGER BERMAN 02808	2,641,392.	2,758,702.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,641,392.	2,758,702.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OLD WESTBURY VENTURE CAPITAL FUND II	COST	957,206.	783,208.
CERTIFICATES OF DEPOSIT	COST	110,972.	136,321.
NEUBERGER BERMAN 33000	COST	2,260,288.	2,464,837.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,328,466.	3,384,366.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALEXANDRA A. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR, PRES & TREASURER 0.00	0.	0.	0.
PAUL K. HERZAN C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & VP 0.00	0.	0.	0.
LEE AUCHINCLOSS LINK C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JANET LEVOFF C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
JAMES GARA C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
STEADMAN H. WESTERGAARD C/O L AUCHINCLOSS FDN, INC 16 E. 79 ST, #31 NEW YORK, NY 10021	DIRECTOR & SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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	NEUBERGER BERMAN	550-02808	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
b	NEUBERGER BERMAN	550-02808	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
c	NEUBERGER BERMAN	550-02808	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
d	NEUBERGER BERMAN	550-02809	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
e	NEUBERGER BERMAN	593-33000	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
f	NEUBERGER BERMAN	593-33000	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
g	NEUBERGER BERMAN	593-33000	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
h	NEUBERGER BERMAN	593-33000	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
i	NEUBERGER BERMAN	593-33000	- SEE ATTACHED STATEME			P	VARIOUS	VARIOUS
j	OLD WESTBURY SCH K-1						VARIOUS	VARIOUS
k	OLD WESTBURY SCH K-1						VARIOUS	VARIOUS
l								
m								
n								
o								

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,615,680.		1,636,038.	<20,358.>
b 2,801,762.		2,725,751.	76,011.
c 79,999.		79,984.	15.
d 15,000.		18,750.	<3,750.>
e 2,941,013.		2,528,824.	412,189.
f 5,373,886.		4,112,181.	1,261,705.
g 3,620,598.		1,990,645.	1,629,953.
h			6.
i			5,282.
j			187.
k			69,786.
l			
m			
n			
o			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<20,358.>
b			76,011.
c			15.
d			<3,750.>
e			412,189.
f			1,261,705.
g			1,629,953.
h			6.
i			5,282.
j			187.
k			69,786.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	3,431,026.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC (FIXED INCOME ACCOUNT)
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2013 To 12/31/2013

Description	Totals
Short Term Gain/Loss	-20,358.86
Long Term Gain/Loss	76,011.31
Total Short Sale Gain/Loss	0.00
Discount Income	14.69
Total Capital Gains/Losses	55,652.45
Adjusted Basis	4,441,773.06
Proceeds	4,497,440.20
Total Curr Gain/Loss	0.00

FIXED INCOME - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
10/31/2012	01/16/2013	60,000.00	0.00	912828TW0	UNITED STATES TREASURY NOTE 0.75000% 10/31/2017	100.129	100.211	60,077.54	60,126.36	ST	48.82	0.00	60,077.54	0.00	0.00
05/23/2012	02/06/2013	355,000.00	0.00	912828SS0	UNITED STATES TREASURY NOTE 0.87500% 4/30/2017	100.692	100.902	357,455.68	358,202.13	ST	746.45	0.00	357,455.68	0.00	0.00
					AO_31										
					912828TW0										
					AO_30										

05/23/2012	02/14/2013	105,000 00	0 00	912828SS0	UNITED STATES TREASURY NOTE 0 87500% 4/30/2017 912828SS0 AO_30	100 692	100 793	105,726 33	105,832 27	ST	105 94	0 00	105,726 33	0 00	0 00
10/31/2012	02/15/2013	215,000 00	0 00	912828MN7	UNITED STATES TREASURY NOTE 1 37500% 02/15/2013 912828MN7 FA_15	100 356	100 000	215,764 98	215,000 00	ST	-764 98	0 00	215,764 98	0 00	0 00
09/28/2012	03/19/2013	55,000 00	0 00	912828TS9	UNITED STATES TREASURY NOTE 0 62500% 9/30/2017 912828TS9 MS_30	99 981	99 691	54,989 44	54,830 09	ST	-159 35	0 00	54,989 44	0 00	0 00
02/06/2013	03/25/2013	5,297 98	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041 3138A46Y6	106 484	100 000	5,641 52	5,297 98	ST	-343 54	0 00	5,641 52	0 00	0 00
02/06/2013	03/25/2013	6,860 48	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041 3138AM2K0	106 547	100 000	7,309 63	6,860 48	ST	-449 15	0 00	7,309 63	0 00	0 00
05/23/2012	04/03/2013	30,000 00	0 00	912828SS0	UNITED STATES TREASURY NOTE 0 87500% 4/30/2017 912828SS0 AO_30	100 692	101 390	30,207 52	30,417 09	ST	209 57	0 00	30,207 52	0 00	0 00
02/06/2013	04/25/2013	3,655 83	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041 3138A46Y6	106 484	100 000	3,892 89	3,655 83	ST	-237 06	0 00	3,892 89	0 00	0 00

02/06/2013	04/25/2013	5,422 06	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041	106 547	100 000	5,777 04	5,422 06	ST	-354 98	0 00	5,777 04	0 00	0 00
05/23/2012	04/25/2013	115,000 00	0 00	912828SS0	3138AM2K0 UNITED STATES TREASURY NOTE 0 87500% 4/30/2017 912828SS0 AO_30	100 692	101 386	115,795 50	116,594 34	ST	798 84	0 00	115,795 50	0 00	0 00
12/31/2012	04/30/2013	100,000 00	0 00	912828QE3	UNITED STATES TREASURY NOTE 0 62500% 4/30/2013 912828QE3 AO_30	100 180	100 000	100,180 02	100,000 00	ST	-180 02	0 00	100,180 02	0 00	0 00
02/06/2013	05/25/2013	4,586 53	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041	106 484	100 000	4,883 94	4,586 53	ST	-297 41	0 00	4,883 94	0 00	0 00
02/06/2013	05/25/2013	4,358 03	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041	106 547	100 000	4,843 34	4,358 03	ST	-285 31	0 00	4,843 34	0 00	0 00
04/30/2013	06/03/2013	40,000 00	0 00	037833AJ9	3138AM2K0 APPLE INC 1 00000% 5/3/2018 037833AJ9 MN_03	99 631	98 062	39,852 40	39,224 80	ST	-627 60	0 00	39,852 40	0 00	0 00
04/12/2013	06/15/2013	170 52	0 00	3132J82U3	FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043	106 156	100 000	181 02	170 52	ST	-10 50	0 00	181 02	0 00	0 00
02/06/2013	06/25/2013	5,010 57	0 00	3138A46Y6	3132J82U3 FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041	106 484	100 000	5,335 47	5,010 57	ST	-324 90	0 00	5,335 47	0 00	0 00

02/06/2013	06/25/2013	12,540 32	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041 3138AM2K0	106 547	100 000	13,361 32	12,540 32	ST	-821 00	0 00	13,361 32	0 00	0 00
04/12/2013	06/25/2013	705 52	0 00	3138MFTC1	FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042 3138MFTC1	106 344	100 000	751 10	705 52	ST	-45 58	0 00	751 10	0 00	0 00
04/12/2013	06/25/2013	1,036 25	0 00	3138MLCP7	FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042 3138MLCP7	106 344	100 000	1,103 20	1,036 25	ST	-66 95	0 00	1,103 20	0 00	0 00
04/12/2013	06/25/2013	7,128 06	0 00	3138MQCT8	FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043 3138MQCT8	106 375	100 000	7,590 79	7,128 06	ST	-462 73	0 00	7,590 79	0 00	0 00
04/12/2013	06/25/2013	35 78	0 00	3138WN3Y3	FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043 3138WN3Y3	106 375	100 000	38 10	35 78	ST	-2 32	0 00	38 10	0 00	0 00
04/12/2013	07/15/2013	170 08	0 00	3132J82U3	FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043 3132J82U3	106 156	100 000	180 55	170 08	ST	-10 47	0 00	180 55	0 00	0 00
05/31/2013	07/25/2013	443 56	0 00	3141TESX0	FNMA GTD PASS THRU POOL#AB7733 3 00000% 1/1/2043 3141TESX0	100 367	100 000	445 19	443 56	ST	-1 63	0 00	445 19	0 00	0 00
02/06/2013	07/25/2013	4,657 14	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041 3138A46Y6	106 484	100 000	4,959 13	4,657 14	ST	-301 99	0 00	4,959 13	0 00	0 00

02/06/2013	07/25/2013	3,736 29	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041	106 547	100 000	3,980 90	3,736 29	ST	-244 61	0 00	3,980 90	0 00	0 00
04/12/2013	07/25/2013	1,052 99	0 00	3138MFTC1	3138AM2K0 FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042	106 344	100 000	1,121 02	1,052 99	ST	-68 03	0 00	1,121 02	0 00	0 00
04/12/2013	07/25/2013	1,375 37	0 00	3138MLCP7	3138MFTC1 FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042	106 344	100 000	1,464 22	1,375 37	ST	-88 85	0 00	1,464 22	0 00	0 00
04/12/2013	07/25/2013	197 52	0 00	3138MQCT8	3138MLCP7 FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043	106 375	100 000	210 34	197 52	ST	-12 82	0 00	210 34	0 00	0 00
04/12/2013	07/25/2013	35 92	0 00	3138WN3Y3	3138MQCT8 FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043	106 375	100 000	38 25	35 92	ST	-2 33	0 00	38 25	0 00	0 00
04/12/2013	08/15/2013	174 92	0 00	3132J82U3	3138WN3Y3 FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043	106 156	100 000	185 69	174 92	ST	-10 77	0 00	185 69	0 00	0 00
05/31/2013	08/25/2013	490 40	0 00	31417ESX0	3132J82U3 FNMA GTD PASS THRU POOL#AB7733 3 00000% 1/1/2043	100 367	100 000	492 20	490 40	ST	-1 80	0 00	492 20	0 00	0 00
02/06/2013	08/25/2013	2,862 19	0 00	3138A46Y6	31417ESX0 FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041	106 484	100 000	3,047 78	2,862 19	ST	-185 59	0 00	3,047 78	0 00	0 00
					3138A46Y6										

02/06/2013	08/25/2013	5,278.12	0.00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 000000% 9/1/2041	106 547	100 000	5,623.67	5,278.12	ST	-345.55	0.00	5,623.67	0.00	0.00
04/12/2013	08/25/2013	502.63	0.00	3138MFTC1	3138AM2K0 FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042	106 344	100 000	535.10	502.63	ST	-32.47	0.00	535.10	0.00	0.00
04/12/2013	08/25/2013	2,333.11	0.00	3138MLCP7	3138MFTC1 FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042	106 344	100 000	2,483.84	2,333.11	ST	-150.73	0.00	2,483.84	0.00	0.00
04/12/2013	08/25/2013	198.61	0.00	3138MQCT8	3138MLCP7 FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043	106 375	100 000	211.50	198.61	ST	-12.89	0.00	211.50	0.00	0.00
04/12/2013	08/25/2013	38.00	0.00	3138WN3Y3	3138MQCT8 FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043	106 375	100 000	40.47	38.00	ST	-2.47	0.00	40.47	0.00	0.00
05/30/2013	09/11/2013	55,000.00	0.00	912828VB3	3138WN3Y3 UNITED STATES TREASURY NOTE 1 75000% 5/15/2023	96 684	89 906	53,176.20	49,448.22	ST	-3,727.98	0.00	53,176.20	0.00	0.00
05/30/2013	09/12/2013	70,000.00	0.00	912828VB3	912828VB3 MN_15 UNITED STATES TREASURY NOTE 1 75000% 5/15/2023	96 684	90 500	67,678.79	63,349.72	ST	-4,329.07	0.00	67,678.79	0.00	0.00
04/12/2013	09/15/2013	172.01	0.00	3132J82U3	912828VB3 MN_15 FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043	106 156	100 000	182.60	172.01	ST	-10.59	0.00	182.60	0.00	0.00
					3132J82U3										

07/31/2013	09/17/2013	85,000 00	0 00	912828VQ0	UNITED STATES TREASURY NOTE	99 567	98 984	84,631 73	84,136 43	ST	-495 30	0 00	84,631 73	0 00	0 00
					1 37500% 7/31/2018										
					912828VQ0										
					JJ_31										
05/31/2013	09/25/2013	397 65	0 00	31417ESX0	FNMA GTD	100 367	100 000	399 11	397 65	ST	-1 46	0 00	399 11	0 00	0 00
					PASS THRU										
					POOL#AB7733										
					3 00000% 1/1/2043										
					31417ESX0										
02/06/2013	09/25/2013	2,345 93	0 00	3138A46Y6	FNMA GTD	106 484	100 000	2,498 05	2,345 93	ST	-152 12	0 00	2,498 05	0 00	0 00
					PASS THRU										
					POOL#AH3586										
					4 00000% 1/1/2041										
					3138A46Y6										
02/06/2013	09/25/2013	4,395 20	0 00	3138AM2K0	FNMA GTD	106 547	100 000	4,682 95	4,395 20	ST	-287 75	0 00	4,682 95	0 00	0 00
					PASS THRU										
					POOL#AI7977										
					4 00000% 9/1/2041										
					3138AM2K0										
04/12/2013	09/25/2013	536 56	0 00	3138MFTC1	FNMA GTD	106 344	100 000	571 22	536 56	ST	-34 66	0 00	571 22	0 00	0 00
					PASS THRU										
					POOL#AQ054										
					6 3 50000% 11/1/2042										
					3138MFTC1										
04/12/2013	09/25/2013	168 28	0 00	3138MLCP7	FNMA GTD	106 344	100 000	179 15	168 28	ST	-10 87	0 00	179 15	0 00	0 00
					PASS THRU										
					POOL#AQ457										
					7 3 50000% 12/1/2042										
					3138MLCP7										
04/12/2013	09/25/2013	200 32	0 00	3138MQCT8	FNMA GTD	106 375	100 000	213 32	200 32	ST	-13 00	0 00	213 32	0 00	0 00
					PASS THRU										
					POOL#AQ818										
					1 3 50000% 1/1/2043										
					3138MQCT8										
04/12/2013	09/25/2013	37 02	0 00	3138WN3Y3	FNMA GTD	106 375	100 000	39 42	37 02	ST	-2 40	0 00	39 42	0 00	0 00
					PASS THRU										
					POOL#AT1714										
					3 50000% 4/1/2043										
					3138WN3Y3										

04/12/2013	10/15/2013	174 16	0 00	3132J82U3	FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043 3132J82U3	106 156	100 000	184 88	174 16	ST	-10 72	0 00	184 88	0 00
04/12/2013	10/25/2013	107,240 91	10,000 00	3132J82U3	FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043 3132J82U3	106 156	102 344	113,842 92	109,754 37	ST	-4,088 55	0 00	113,842 92	0 00
05/31/2013	10/25/2013	81,302 54	85,000 00	31417ESX0	FNMA GTD PASS THRU POOL#AB7733 3 00000% 1/1/2043 31417ESX0	100 367	98 797	81,601 07	80,324 37	ST	-1,276 70	0 00	81,601 07	0 00
05/31/2013	10/25/2013	278 09	0 00	31417ESX0	FNMA GTD PASS THRU POOL#AB7733 3 00000% 1/1/2043 31417ESX0	100 367	100 000	279 11	278 09	ST	-1 02	0 00	279 11	0 00
02/06/2013	10/25/2013	1,003 70	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041 3138A46Y6	106 484	100 000	1,068 78	1,003 70	ST	-65 08	0 00	1,068 78	0 00
02/06/2013	10/25/2013	904 09	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041 3138AM2K0	106 547	100 000	963 28	904 09	ST	-59 19	0 00	963 28	0 00
04/12/2013	10/25/2013	335 72	0 00	3138MFTC1	FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042 3138MFTC1	106 344	100 000	357 41	335 72	ST	-21 69	0 00	357 41	0 00
04/12/2013	10/25/2013	691 18	0 00	3138MLCP7	FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042 3138MLCP7	106 344	100 000	735 83	691 18	ST	-44 65	0 00	735 83	0 00

04/12/2013	10/25/2013	197 40	0 00	3138MQCT8	FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043	106.375	100.000	210 21	197 40	ST	-12 81	0 00	210 21	0 00	0 00
04/12/2013	10/25/2013	305 74	0 00	3138WN3Y3	3138MQCT8 FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043	106 375	100 000	325 59	305 74	ST	-19 85	0 00	325 59	0 00	0 00
04/12/2013	11/15/2013	1,728 85	0 00	3132J82U3	3138WN3Y3 FEDL HOME LOAN MTG CORP#Q17586 3 50000% 4/1/2043	106 156	100 000	1,835 28	1,728 85	ST	-106 43	0 00	1,835 28	0 00	0 00
05/31/2013	11/25/2013	360 40	0 00	31417ESX0	3132J82U3 FNMA GTD PASS THRU POOL#AB7733 3 00000% 1/1/2043	100 367	100 000	361 72	360 40	ST	-1 32	0 00	361 72	0 00	0 00
02/06/2013	11/25/2013	1,424 43	0 00	3138A46Y6	31417ESX0 FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041	106 484	100 000	1,516 80	1,424 43	ST	-92 37	0 00	1,516 80	0 00	0 00
02/06/2013	11/25/2013	3,260 61	0 00	3138AM2K0	3138A46Y6 FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041	106 547	100 000	3,474 08	3,260 61	ST	-213 47	0 00	3,474 08	0 00	0 00
04/12/2013	11/25/2013	379 64	0 00	3138MFTC1	3138AM2K0 FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042	106 344	100 000	404 17	379 64	ST	-24 53	0 00	404 17	0 00	0 00
04/12/2013	11/25/2013	615 19	0 00	3138MLCP7	3138MFTC1 FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042	106 344	100 000	654 93	615 19	ST	-39 74	0 00	654 93	0 00	0 00

04/12/2013	11/25/2013	202 22	0 00	3138MQCT8	FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043 3138MQCT8	106 375	100 000	215 35	202 22	ST	-13 13	0 00	215 35	0 00	0 00
04/12/2013	11/25/2013	388 92	0 00	3138WN3Y3	FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043 3138WN3Y3	106 375	100 000	414 17	388 92	ST	-25 25	0 00	414 17	0 00	0 00
08/30/2013	12/04/2013	40,000 00	0 00	912828VR8	UNITED STATES TREASURY NOTE 0 62500% 8/15/2016 912828VR8 FA_15	99 610	100 336	39,843 88	40,134 24	ST	290 36	0 00	39,843 88	0 00	0 00
10/25/2013	12/15/2013	471 85	0 00	3128MJS84	FEDL HOME LOAN MTG CORP#G08542 4 00000% 8/1/2043 3128MJS84	105 125	100 000	496 03	471 85	ST	-24 18	0 00	496 03	0 00	0 00
10/25/2013	12/25/2013	416 62	0 00	31419AVS3	FNMA GTD PASS THRU POOL#AE0624 4 00000% 11/1/2040 31419AVS3	105 531	100 000	439 67	416 62	ST	-23 05	0 00	439 67	0 00	0 00
02/06/2013	12/25/2013	1,207 67	0 00	3138A46Y6	FNMA GTD PASS THRU POOL#AH3586 4 00000% 1/1/2041 3138A46Y6	106 484	100 000	1,285 98	1,207 67	ST	-78 31	0 00	1,285 98	0 00	0 00
02/06/2013	12/25/2013	1,882 60	0 00	3138AM2K0	FNMA GTD PASS THRU POOL#AI7977 4 00000% 9/1/2041 3138AM2K0	106 547	100 000	2,005 85	1,882 60	ST	-123 25	0 00	2,005 85	0 00	0 00
04/12/2013	12/25/2013	575 96	0 00	3138MFTC1	FNMA GTD PASS THRU POOL#AQ054 6 3 50000% 11/1/2042 3138MFTC1	106 344	100 000	613 17	575 96	ST	-37 21	0 00	613 17	0 00	0 00

04/12/2013	12/25/2013	166 47	0 00	3138MLCP7	FNMA GTD PASS THRU POOL#AQ457 7 3 50000% 12/1/2042	106 344	100 000	177 22	166 47	ST	-10 75	0 00	177 22	0 00	0 00
04/12/2013	12/25/2013	2,371 25	0 00	3138MQCT8	FNMA GTD PASS THRU POOL#AQ818 1 3 50000% 1/1/2043	106 375	100 000	2,525 18	2,371 25	ST	-153 93	0 00	2,525 18	0 00	0 00
04/12/2013	12/25/2013	37 90	0 00	3138WN3Y3	FNMA GTD PASS THRU POOL#AT1714 3 50000% 4/1/2043	106 375	100 000	40 36	37 90	ST	-2 46	0 00	40 36	0 00	0 00
10/25/2013	12/25/2013	316 75	0 00	3138X3EZ1	FNMA GTD PASS THRU POOL#AU3751 4 00000% 8/1/2043	105 563	100 000	334 37	316 75	ST	-17 62	0 00	334 37	0 00	0 00
ST - TERM TOTAL 10/31/2011	01/14/2013	1,621,848 61 45,000 00	0 00	912828RC6	UNITED STATES TREASURY NOTE 2 12500% 8/15/2021	99 555	104 207	1,636,038 45 44,799 79	1,615,679 59	ST	-20,358 86	0 00	1,636,038 45	0 00	0 00
09/30/2011	01/14/2013	20,000 00	0 00	912828RC6	912828RC6 FA_15 UNITED STATES TREASURY NOTE 2 12500% 8/15/2021	102 008	104 207	20,401 64	20,841 33	LT	0 00	439 69	20,401 64	0 00	0 00
06/07/2010	01/16/2013	255,000 00	0 00	3137EACH0	FA_15 FEDERAL HOME LOAN MTG CORP 2 87500% 2/9/2015	102 920	105 308	262,445 24	268,535 91	LT	0 00	6,090 67	262,445 24	0 00	0 00
					3137EACH0 FA_09										

08/31/2011	02/22/2013	45,000 00	0 00	912828QN3	UNITED STATES TREASURY NOTE 3 12500% 5/15/2021 912828QN3 MN_15	108 321	111 714	48,744 33	50,271 50	LT	0 00	1,527 17	48,744 33	0 00	0 00
05/10/2010	02/28/2013	25,000 00	0 00	912828HT0	UNITED STATES TREASURY NOTE 2 75000% 02/28/2013 912828HT0 FA_29	104 012	100 000	26,003 01	25,000 00	LT	0 00	-1,003 01	26,003 01	0 00	0 00
02/28/2011	02/28/2013	450,000 00	0 00	912828HT0	UNITED STATES TREASURY NOTE 2 75000% 02/28/2013 912828HT0 FA_29	104 149	100 000	468,669 47	450,000 00	LT	0 00	-18,669 47	468,669 47	0 00	0 00
01/09/2009	03/01/2013	100,000 00	0 00	617446HR3	MORGAN STANLEY NOTES 5 30000% 03/01/2013 617446HR3 MS_01	93 750	100 000	93,750 00	100,000 00	LT	0 00	6,250 00	93,750 00	0 00	0 00
11/30/2011	04/12/2013	135,000 00	0 00	912828RC6	UNITED STATES TREASURY NOTE 2 12500% 8/15/2021 912828RC6 FA_15	100 543	105 566	135,733 55	142,514 11	LT	0 00	6,780 56	135,733 55	0 00	0 00
12/30/2011	04/12/2013	55,000 00	0 00	912828RC6	UNITED STATES TREASURY NOTE 2 12500% 8/15/2021 912828RC6 FA_15	102 633	105 566	56,448 27	58,061 30	LT	0 00	1,613 03	56,448 27	0 00	0 00

01/31/2012	04/12/2013	65,000 00	0 00	912828RC6	UNITED STATES TREASURY NOTE 2 12500% 8/15/2021 912828RC6 FA_15	103 176	105 566	67,064 52	68,617 91	LT	0 00	1,553 39	67,064 52	0 00	0 00
07/29/2009	05/08/2013	30,000 00	0 00	46625HCE8	JP MORGAN CHASE & CO 4 75000% 03/01/2015 46625HCE8 MS_01	102 287	106 981	30,686 10	32,094 30	LT	0 00	1,408 20	30,686 10	0 00	0 00
04/11/2007	05/08/2013	165,000 00	0 00	46625HCE8	JP MORGAN CHASE & CO 4 75000% 03/01/2015 46625HCE8 MS_01	95 857	106 981	158,164 05	176,518 65	LT	0 00	18,354 60	158,164 05	0 00	0 00
08/31/2010	05/08/2013	30,000 00	0 00	912828LY4	UNITED STATES TREASURY NOTE 3 37500% 11/15/2019 912828LY4 MN_15	108 114	114 683	32,434 10	34,404 96	LT	0 00	1,970 86	32,434 10	0 00	0 00
07/30/2010	05/08/2013	10,000 00	0 00	912828LY4	UNITED STATES TREASURY NOTE 3 37500% 11/15/2019 912828LY4 MN_15	104 223	114 683	10,422 31	11,468 32	LT	0 00	1,046 01	10,422 31	0 00	0 00
04/28/2009	05/30/2013	125,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	99 168	101 347	123,960 38	126,684 15	LT	0 00	2,723 77	123,960 38	0 00	0 00
02/16/2010	07/18/2013	140,000 00	0 00	50075NBA1	KRAFT FOODS INC NT 5 37500% 02/10/2020 50075NBA1 FA_10	101 013	113 322	141,418 20	158,650 80	LT	0 00	17,232 60	141,418 20	0 00	0 00

04/28/2009	08/05/2013	25,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	99 168	101 062	24,792 07	25,265 54	LT	0 00	473 47	24,792 07	0 00	0 00
12/04/2009	08/30/2013	40,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	99 196	100 945	39,678 26	40,377 99	LT	0 00	699 73	39,678 26	0 00	0 00
12/07/2009	08/30/2013	5,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	99 434	100 945	4,971 70	5,047 25	LT	0 00	75 55	4,971 70	0 00	0 00
12/08/2009	08/30/2013	15,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	99 684	100 945	14,952 59	15,141 75	LT	0 00	189 16	14,952 59	0 00	0 00
06/28/2011	08/30/2013	60,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	103 184	100 945	61,910 36	60,566 99	LT	0 00	-1,343 37	61,910 36	0 00	0 00
04/28/2009	08/30/2013	25,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	99 168	100 945	24,792 08	25,236 24	LT	0 00	444 16	24,792 08	0 00	0 00

07/10/2009	08/30/2013	250,000 00	0 00	912828KJ8	UNITED STATES TREASURY NOTE 1 75000% 03/31/2014 912828KJ8 MS_31	98 149	100 945	245,371 93	252,362 44	LT	0 00	6,990 51	245,371 93	0 00	0 00
08/13/2012	09/30/2013	235,000 00	0 00	912828TF7	UNITED STATES TREASURY NOTE 0 12500% 7/31/2014 912828TF7 JJ_31	99 723	100 031	234,349 03	235,072 65	LT	0 00	723 62	234,349 03	0 00	0 00
07/25/2008	10/21/2013	115,000 00	0 00	949746NX5	WELLS FARGO & CO NEW NT 5 62500% 12/11/2017 949746NX5 JD_11	95 115	115 651	109,382 25	132,998 65	LT	0 00	23,616 40	109,382 25	0 00	0 00
02/08/2012	10/28/2013	105,000 00	0 00	00206RBD3	AT&T INC SR UNSECURED 3 00000% 2/15/2022 00206RBD3 FA_15	99 803	94 395	104,793 15	99,114 75	LT	0 00	-5,678 40	104,793 15	0 00	0 00
08/13/2012	10/31/2013	140,000 00	0 00	912828TF7	UNITED STATES TREASURY NOTE 0 12500% 7/31/2014 912828TF7 JJ_31	99 723	100 015	139,612 19	140,021 41	LT	0 00	409 22	139,612 19	0 00	0 00
LT - TERM TOTAL		2,710,000 00						2,725,750 57	2,801,761 88	LT	0 00	76,011 31	2,725,750 57	0 00	0 00
SECTION TOTAL		4,331,848 61						4,361,789 02	4,417,441 47			-20,358 86	4,361,789 02	0 00	0 00

TREASURY BILLS SOLD PRIOR TO MATURITY - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
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02/28/2013	04/30/2013	80,000.00	0.00	912796AG4	UNITED STATES TREASURY BILLS 0.000000% 5/16/2013 912796AG4	99.980	99.998	79,984.04	79,998.73	0.00	0.00	79,984.04	14.69	0.00
SECTION TOTAL		80,000.00						79,984.04	79,998.73	0.00	0.00	79,984.04	14.69	0.00

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC - INTERNATIONAL FUND
16 EAST 79TH STREET-STE 31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2013 To 12/31/2013

Description	Totals
Short Term Gain/Loss	0.00
Long Term Gain/Loss	-3,750.00
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	-3,750.00
Adjusted Basis	18,750.00
Proceeds	15,000.00
Total Curr Gain/Loss	0.00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc.	Curr Gain/Loss
04/04/2007	11/05/2013	672.04	0.00	NIQTX	**NEUBERGER BERMAN INTERNATINL EQUITY FUND TRUST CLASS	27.900	22.320	18,750.00	15,000.00	LT	0.00	-3,750.00	18,750.00	0.00	0.00
LT - TERM TOTAL		672.04						18,750.00	15,000.00	LT	0.00	-3,750.00	18,750.00	0.00	0.00
SECTION TOTAL		672.04						18,750.00	15,000.00		0.00	-3,750.00	18,750.00	0.00	0.00

AUCHINCLOSS LILY FOUNDATION, Acct # 593-33000

1/7/2014 Foundation - Corporate Cash NonTaxable Domestic NY IA=Y FI Acct=N Capital Appreciation IPO=N

Capital Gains

LILY AUCHINCLOSS FOUNDATION, INC
16 EAST 79TH STREET - STE #31
NEW YORK NY 10075-0150

Capital Gains Summary From 01/01/2013 To 12/31/2013

Description	Totals
Short Term Gain/Loss	412,188.92
Long Term Gain/Loss	2,891,663.69
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	3,303,852.61
Adjusted Basis	8,631,649.40
Proceeds	11,935,502.01
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
01/24/2012	01/02/2013	215.00	0.00	UN	***UNILEVER N V NEW YORK	32.882	38.458	7,069.69	8,268.39	ST	1,198.70	0.00	7,069.69	0.00	0.00
07/26/2012	02/07/2013	100.00	0.00	ORLY	SHS NEW O REILLY AUTOMOTIVE INC NEW	86.061	99.972	8,606.12	9,996.98	ST	1,390.86	0.00	8,606.12	0.00	0.00
03/08/2012	02/07/2013	2,400.00	0.00	PLL	PALL CORP	59.873	67.684	143,695.20	162,437.24	ST	18,742.04	0.00	143,695.20	0.00	0.00
06/19/2012	02/07/2013	160.00	0.00	SJM	SMUCKER J M COMPANY NEW	76.489	88.950	12,238.16	14,231.68	ST	1,993.52	0.00	12,238.16	0.00	0.00
02/07/2013	04/02/2013	735.00	0.00	AXP	AMERICAN EXPRESS COMPANY	61.985	67.300	45,558.98	49,464.39	ST	3,905.41	0.00	45,558.98	0.00	0.00
11/13/2012	04/02/2013	315.00	0.00	BWA	BORG WARNER AUTOMOTIVE INC	62.521	76.138	19,694.24	23,982.80	ST	4,288.56	0.00	19,694.24	0.00	0.00

11/01/2012	04/02/2013	490 00	0 00	CAM	CAMERON INTERNATION AL CORPORATIO N	51 292	64 620	25,132 88	31,663 09	ST	6,530 21	0 00	25,132 88	0 00	0 00
10/25/2012	04/02/2013	920 00	0 00	DHR	DANAHER CORP	51 511	61 958	47,389 75	57,000 17	ST	9,610 42	0 00	47,389 75	0 00	0 00
07/17/2012	04/02/2013	295 00	0 00	JBHT	JB HUNT TRANSPORT SERVICES INC	54 875	74 157	16,188 12	21,875 76	ST	5,687 64	0 00	16,188 12	0 00	0 00
02/15/2013	04/02/2013	1,700 00	0 00	NWL	NEWELL RUBBERMAID INC	24 341	26 149	41,380 04	44,451 96	ST	3,071 92	0 00	41,380 04	0 00	0 00
05/29/2012	04/02/2013	280 00	0 00	NBL	NOBLE ENERGY INC	85 714	115 941	24,000 03	32,462 67	ST	8,462 64	0 00	24,000 03	0 00	0 00
07/26/2012	04/02/2013	830 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	86 061	104 331	71,430 80	86,592 46	ST	15,161 66	0 00	71,430 80	0 00	0 00
01/23/2013	04/02/2013	10 00	0 00	PX	PRAXAIR INC	110 415	110 740	1,104 15	1,107 37	ST	3 22	0 00	1,104 15	0 00	0 00
06/19/2012	04/02/2013	300 00	0 00	SJM	SMUCKER J M COMPANY NEW	76 489	99 451	22,946 55	29,834 54	ST	6,887 99	0 00	22,946 55	0 00	0 00
07/26/2012	04/25/2013	460 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	86 061	106 627	39,588 15	49,047 23	ST	9,459 08	0 00	39,588 15	0 00	0 00
02/07/2013	04/26/2013	335 00	0 00	AXP	AMERICAN EXPRESS COMPANY	61 985	67 780	20,764 97	22,705 79	ST	1,940 82	0 00	20,764 97	0 00	0 00
07/17/2012	04/26/2013	115 00	0 00	JBHT	JB HUNT TRANSPORT SERVICES INC	54 875	71 240	6,310 63	8,192 41	ST	1,881 78	0 00	6,310 63	0 00	0 00
06/19/2012	04/26/2013	243 00	0 00	SJM	SMUCKER J M COMPANY NEW	76 489	101 570	18,586 71	24,680 95	ST	6,094 24	0 00	18,586 71	0 00	0 00
06/19/2012	05/22/2013	1,305 00	0 00	SJM	SMUCKER J M COMPANY NEW	76 489	102 877	99,817 49	134,251 75	ST	34,434 26	0 00	99,817 49	0 00	0 00
05/23/2013	06/13/2013	405 00	0 00	TGT	TARGET CORP	68 883	69 165	27,897 49	28,011 38	ST	113 89	0 00	27,897 49	0 00	0 00
02/07/2013	06/17/2013	510 00	0 00	AXP	AMERICAN EXPRESS COMPANY	61 985	73 783	31,612 35	37,628 52	ST	6,016 17	0 00	31,612 35	0 00	0 00
11/01/2012	06/17/2013	200 00	0 00	CAM	CAMERON INTERNATION AL CORPORATIO N	51 292	63 125	10,258 32	12,624 86	ST	2,366 54	0 00	10,258 32	0 00	0 00
04/18/2013	06/17/2013	365 00	0 00	DHR	DANAHER CORP	58 310	63 358	21,283 11	23,125 26	ST	1,842 15	0 00	21,283 11	0 00	0 00
07/17/2012	06/17/2013	220 00	0 00	JBHT	JB HUNT TRANSPORT SERVICES INC	54 875	72 290	12,072 50	15,903 59	ST	3,831 09	0 00	12,072 50	0 00	0 00

07/26/2012	06/17/2013	270 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	86 061	112 010	23,236 52	30,242 17	ST	7,005 65	0 00	23,236 52	0 00	0 00
01/23/2013	06/17/2013	95 00	0 00	PX	PRAXAIR INC	110 415	118 829	10,489 43	11,288 52	ST	799 09	0 00	10,489 43	0 00	0 00
06/19/2012	06/17/2013	190 00	0 00	SJM	SMUCKER J M COMPANY NEW	76 489	103 010	14,532 82	19,571 55	ST	5,038 73	0 00	14,532 82	0 00	0 00
05/23/2013	06/17/2013	185 00	0 00	TGT	TARGET CORP	68 883	69 666	12,743 30	12,887 92	ST	144 62	0 00	12,743 30	0 00	0 00
10/25/2012	07/12/2013	244 00	0 00	DHR	DANAHER CORP	51 511	68 009	12,568 59	16,593 96	ST	4,025 37	0 00	12,568 59	0 00	0 00
04/18/2013	07/12/2013	1,210 00	0 00	DHR	DANAHER CORP	58 310	68 009	70,554 98	82,289 69	ST	11,734 71	0 00	70,554 98	0 00	0 00
07/26/2012	07/19/2013	19 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	86 061	118 170	1,635 16	2,245 19	ST	610 03	0 00	1,635 16	0 00	0 00
05/23/2013	08/02/2013	165 00	0 00	TGT	TARGET CORP	68 883	71 439	11,365 65	11,787 16	ST	421 51	0 00	11,365 65	0 00	0 00
10/11/2012	08/23/2013	1,715 00	0 00	ALTR	ALTERA CORP	32 140	34 651	55,120 61	59,426 12	ST	4,305 51	0 00	55,120 61	0 00	0 00
02/04/2013	09/04/2013	1,560 00	0 00	BRGY	***BG GROUP PLC ADR FINAL INSTALLMENT NEW REPSTG 5 ORD SHS	17 417	19 893	27,170 99	31,033 16	ST	3,862 17	0 00	27,170 99	0 00	0 00
11/13/2012	09/20/2013	657 00	0 00	BWA	BORG WARNER AUTOMOTIVE INC	62 521	101 174	41,076 56	66,470 09	ST	25,393 53	0 00	41,076 56	0 00	0 00
10/11/2012	10/09/2013	465 00	0 00	ALTR	ALTERA CORP	32 140	35 609	14,945 24	16,557 99	ST	1,612 75	0 00	14,945 24	0 00	0 00
11/13/2012	10/09/2013	932 00	0 00	BWA	BORG WARNER AUTOMOTIVE INC	62 521	97 504	58,269 94	90,872 23	ST	32,602 29	0 00	58,269 94	0 00	0 00
07/17/2013	10/09/2013	115 00	0 00	GWW	WW GRAINGER INC	258 961	252 527	29,780 52	29,040 13	ST	-740 39	0 00	29,780 52	0 00	0 00
10/25/2012	10/21/2013	2,823 00	0 00	CME	CME GROUP INC	54 885	76 613	154,940 64	216,274 73	ST	61,334 09	0 00	154,940 64	0 00	0 00
11/01/2012	10/22/2013	1,806 00	0 00	CAM	CAMERON INTERNATION AL CORPORATIO N	51 292	64 430	92,632 63	116,358 73	ST	23,726 10	0 00	92,632 63	0 00	0 00
11/01/2012	10/24/2013	2,362 00	0 00	CAM	CAMERON INTERNATION AL CORPORATIO N	51 292	54 254	121,150 76	128,144 54	ST	6,993 78	0 00	121,150 76	0 00	0 00

10/26/2012	10/25/2013	8,375 00	0 00	CAM	CAMERON INTERNATION AL CORPORATIO N	50 710	53 338	424,694 58	446,701 32	ST	22,006 74	0 00	424,694 58	0 00	0 00
11/01/2012	10/25/2013	777 00	0 00	CAM	CAMERON INTERNATION AL CORPORATIO N	51 292	53 338	39,853 58	41,443 22	ST	1,589 64	0 00	39,853 58	0 00	0 00
12/05/2012	11/18/2013	4,500 00	0 00	ALTR	ALTERA CORP	31 339	32 823	141,025 05	147,701 83	ST	6,676 78	0 00	141,025 05	0 00	0 00
02/04/2013	12/04/2013	2,673 00	0 00	BRGY	***BG GROUP PLC ADR FINAL INSTALLMENT NEW REPSTG 5 ORD SHS	17 417	19 990	46,556 44	53,432 34	ST	6,875 90	0 00	46,556 44	0 00	0 00
10/04/2013	12/04/2013	1,376 00	0 00	COV	***COVIDIEN PLC	60 286	66 945	82,953 95	92,114 85	ST	9,160 90	0 00	82,953 95	0 00	0 00
11/04/2013	12/04/2013	626 00	0 00	RYAAY	***RYANAIR HOLDINGS PLC SPONSORED ADR	45 266	46 329	28,336 45	29,001 13	ST	664 68	0 00	28,336 45	0 00	0 00
07/17/2013	12/04/2013	1,202 00	0 00	AXP	AMERICAN EXPRESS COMPANY	75 396	84 892	90,625 39	102,038 53	ST	11,413 14	0 00	90,625 39	0 00	0 00
10/09/2013	12/04/2013	91 00	0 00	AXP	AMERICAN EXPRESS COMPANY	72 561	84 892	6,603 10	7,725 05	ST	1,121 95	0 00	6,603 10	0 00	0 00
08/02/2013	12/04/2013	457 00	0 00	COST	COSTCO WHOLESALE CORP-NEW	118 376	123 715	54,097 97	56,536 77	ST	2,438 80	0 00	54,097 97	0 00	0 00
07/15/2013	12/04/2013	578 00	0 00	JBHT	JB HUNT TRANSPORT SERVICES INC	73 752	75 694	42,628 71	43,750 07	ST	1,121 36	0 00	42,628 71	0 00	0 00
01/23/2013	12/04/2013	404 00	0 00	PX	PRAXAIR INC	110 415	123 622	44,607 70	49,942 38	ST	5,334 68	0 00	44,607 70	0 00	0 00
ST - TERM TOTAL		48,780 00						2,528,823 69	2,941,012 61	ST	412,188 92	0 00	2,528,823 69	0 00	0 00
04/18/2011	01/02/2013	24 00	0 00	GOOG	GOOGLE INC-CL A	522 352	720 310	12,536 44	17,287 05	LT	0 00	4,750 61	12,536 44	0 00	0 00
04/18/2011	01/17/2013	65 00	0 00	GOOG	GOOGLE INC-CL A	522 352	715 386	33,952 86	46,499 03	LT	0 00	12,546 17	33,952 86	0 00	0 00
01/24/2012	02/07/2013	370 00	0 00	UN	***UNILEVER N V NEW YORK	32 882	39 045	12,166 45	14,446 47	LT	0 00	2,280 02	12,166 45	0 00	0 00
01/11/2012	02/07/2013	1,365 00	0 00	NATI	SHS NEW NATIONAL INSTRUMENTS CORP	25 500	29 575	34,806 95	40,369 10	LT	0 00	5,562 15	34,806 95	0 00	0 00
05/06/2011	02/14/2013	2,490 00	0 00	XEC	CIMAREX ENERGY CO	96 262	67 534	239,692 63	168,156 29	LT	0 00	-71,536 34	239,692 63	0 00	0 00

09/08/2011	02/14/2013	80 00	0 00	XEC	CIMAREX ENERGY CO	67 314	67 534	5,385 11	5,402 61	LT	0 00	17 50	5,385 11	0 00	0 00
06/29/2011	02/14/2013	2,330 00	0 00	XEC	CIMAREX ENERGY CO	89 083	67 534	207,564 32	157,351 06	LT	0 00	-50,213 26	207,564 32	0 00	0 00
09/08/2011	02/19/2013	2,185 00	0 00	XEC	CIMAREX ENERGY CO	67 314	66 847	145,734 59	144,721 37	LT	0 00	-1,013 22	145,734 59	0 00	0 00
01/11/2012	02/28/2013	1,055 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	25 500	30 210	26,902 08	31,870 94	LT	0 00	4,968 86	26,902 08	0 00	0 00
01/11/2012	03/01/2013	1,565 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	25 500	30 010	39,906 88	46,964 28	LT	0 00	7,057 40	39,906 88	0 00	0 00
03/07/2012	04/02/2013	745 00	0 00	LAZ	***LAZARD LTD SHS A	29 991	33 752	22,343 52	25,144 67	LT	0 00	2,801 15	22,343 52	0 00	0 00
01/24/2012	04/02/2013	990 00	0 00	UN	***UNILEVER N V NEW YORK SHS NEW	32 882	41 458	32,553 48	41,042 01	LT	0 00	8,488 53	32,553 48	0 00	0 00
09/08/2011	04/02/2013	175 00	0 00	XEC	CIMAREX ENERGY CO	67 314	73 110	11,779 93	12,793 96	LT	0 00	1,014 03	11,779 93	0 00	0 00
03/21/2012	04/02/2013	360 00	0 00	CME	CME GROUP INC	59 888	60 490	21,559 84	21,775 91	LT	0 00	216 07	21,559 84	0 00	0 00
08/10/2011	04/02/2013	275 00	0 00	ECL	ECOLAB INC	45 473	79 970	12,505 13	21,991 25	LT	0 00	9,486 12	12,505 13	0 00	0 00
04/18/2011	04/02/2013	95 00	0 00	GOOG	GOOGLE INC-CL A	522 352	806 460	49,623 41	76,611 98	LT	0 00	26,988 57	49,623 41	0 00	0 00
03/26/2012	04/02/2013	195 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE INC	139 496	161 720	27,201 66	31,534 69	LT	0 00	4,333 03	27,201 66	0 00	0 00
03/21/2012	04/02/2013	50 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE INC	139 998	161 720	6,999 88	8,085 82	LT	0 00	1,085 94	6,999 88	0 00	0 00
01/11/2012	04/02/2013	750 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	25 500	32 075	19,124 70	24,055 94	LT	0 00	4,931 24	19,124 70	0 00	0 00
03/08/2012	04/02/2013	325 00	0 00	PLL	PALL CORP	59 873	67 118	19,458 72	21,812 76	LT	0 00	2,354 04	19,458 72	0 00	0 00
04/29/2011	04/02/2013	1,025 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	21 858	25 630	22,404 76	26,270 16	LT	0 00	3,865 40	22,404 76	0 00	0 00
01/12/2011	04/02/2013	245 00	0 00	TGT	TARGET CORP	55 467	68 460	13,589 39	16,772 32	LT	0 00	3,182 93	13,589 39	0 00	0 00
03/21/2012	04/26/2013	289 00	0 00	CME	CME GROUP INC	59 888	60 910	17,307 76	17,602 59	LT	0 00	294 83	17,307 76	0 00	0 00
01/09/2012	05/30/2013	1,091 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	25 063	28 712	27,343 30	31,324 03	LT	0 00	3,980 73	27,343 30	0 00	0 00
01/11/2012	05/30/2013	299 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	25 500	28 712	7,624 38	8,584 68	LT	0 00	960 30	7,624 38	0 00	0 00
03/21/2012	06/10/2013	245 00	0 00	CME	CME GROUP INC	59 888	72 911	14,672 67	17,862 88	LT	0 00	3,190 21	14,672 67	0 00	0 00
09/08/2011	06/13/2013	860 00	0 00	BLK	BLACKROCK INC CL A	156 721	266 508	134,780 23	229,193 32	LT	0 00	94,413 09	134,780 23	0 00	0 00

04/18/2011	06/13/2013	38 00	0 00	GOOG	GOOGLE INC-CL A	522 352	868 986	19,849 36	33,020 87	LT	0 00	13,171 51	19,849 36	0 00	0 00
01/24/2012	06/17/2013	780 00	0 00	UN	***UNILEVER N V NEW YORK SHS NEW	32 882	40 740	25,648 19	31,776 64	LT	0 00	6,128 45	25,648 19	0 00	0 00
09/08/2011	06/17/2013	375 00	0 00	XEC	CIMAREX ENERGY CO	67 314	73 170	25,242 72	27,438 27	LT	0 00	2,195 55	25,242 72	0 00	0 00
03/21/2012	06/17/2013	525 00	0 00	CME	CME GROUP INC	59 888	75 326	31,441 43	39,545 25	LT	0 00	8,103 82	31,441 43	0 00	0 00
08/10/2011	06/17/2013	300 00	0 00	ECL	ECOLAB INC	45 473	85 581	13,641 96	25,673 94	LT	0 00	12,031 98	13,641 96	0 00	0 00
04/18/2011	06/17/2013	20 00	0 00	GOOG	GOOGLE INC-CL A	522 352	882 555	10,447 03	17,650 79	LT	0 00	7,203 76	10,447 03	0 00	0 00
03/09/2012	06/17/2013	565 00	0 00	PLL	PALL CORP	59 873	69 183	33,828 25	39,087 42	LT	0 00	5,259 17	33,828 25	0 00	0 00
04/29/2011	06/17/2013	1,330 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	21 858	24 892	29,071 54	33,105 12	LT	0 00	4,033 58	29,071 54	0 00	0 00
03/21/2012	06/24/2013	412 00	0 00	CME	CME GROUP INC	59 888	76 176	24,674 04	31,383 76	LT	0 00	6,709 72	24,674 04	0 00	0 00
04/18/2011	07/02/2013	191 00	0 00	GOOG	GOOGLE INC-CL A	522 352	879 144	99,769 18	167,913 63	LT	0 00	68,144 45	99,769 18	0 00	0 00
03/21/2012	07/12/2013	1,772 00	0 00	CME	CME GROUP INC	59 888	76 467	106,122 31	135,497 70	LT	0 00	29,375 39	106,122 31	0 00	0 00
04/18/2011	07/12/2013	189 00	0 00	GOOG	GOOGLE INC-CL A	522 352	918 678	98,724 48	173,627 15	LT	0 00	74,902 67	98,724 48	0 00	0 00
02/28/2011	08/02/2013	1,900 00	0 00	TGT	TARGET CORP	52 248	71 439	99,271 58	135,730 98	LT	0 00	36,459 40	99,271 58	0 00	0 00
04/05/2011	08/02/2013	4,715 00	0 00	TGT	TARGET CORP	50 294	71 439	237,135 27	336,827 14	LT	0 00	99,691 87	237,135 27	0 00	0 00
01/12/2011	08/02/2013	2,665 00	0 00	TGT	TARGET CORP	55 467	71 439	147,819 29	190,380 55	LT	0 00	42,561 26	147,819 29	0 00	0 00
09/08/2011	08/23/2013	2,970 00	0 00	ALTR	ALTERA CORP	35 358	34 651	105,012 37	102,912 87	LT	0 00	-2,099 50	105,012 37	0 00	0 00
05/17/2012	08/23/2013	1,885 00	0 00	ALTR	ALTERA CORP	33 704	34 651	63,531 29	65,316 75	LT	0 00	1,785 46	63,531 29	0 00	0 00
12/09/2011	08/23/2013	6,630 00	0 00	ALTR	ALTERA CORP	35 429	34 651	234,892 28	229,734 78	LT	0 00	-5,157 50	234,892 28	0 00	0 00
06/08/2012	09/04/2013	1,625 00	0 00	BRGY	***BG GROUP PLC ADR	19 535	19 893	31,743 89	32,326 21	LT	0 00	582 32	31,743 89	0 00	0 00
09/08/2011	09/04/2013	85 00	0 00	XEC	FINAL INSTALLMENT NEW REPSTG 5 ORD SHS	67 314	84 331	5,721 68	7,168 03	LT	0 00	1,446 35	5,721 68	0 00	0 00
07/26/2012	09/04/2013	476 00	0 00	ORLY	CIMAREX ENERGY CO O REILLY AUTOMOTIVE INC NEW	86 061	123 638	40,965 13	58,850 61	LT	0 00	17,885 48	40,965 13	0 00	0 00
04/29/2011	09/04/2013	937 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	21 858	25 340	20,481 23	23,743 25	LT	0 00	3,262 02	20,481 23	0 00	0 00
06/19/2012	09/04/2013	74 00	0 00	SJM	SMUCKER J M COMPANY NEW	76 489	106 019	5,660 15	7,845 28	LT	0 00	2,185 13	5,660 15	0 00	0 00
05/29/2012	10/04/2013	191 00	0 00	NBL	NOBLE ENERGY INC	42 857	67 440	8,185 73	12,880 75	LT	0 00	4,695 02	8,185 73	0 00	0 00

07/26/2012	10/09/2013	950 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	86 061	122 944	81,758 15	116,795 05	LT	0 00	35,036 90	81,758 15	0 00	0 00
09/13/2012	10/09/2013	395 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	81 939	122 944	32,365 75	48,562 15	LT	0 00	16,196 40	32,365 75	0 00	0 00
04/29/2011	10/09/2013	2,661 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	21 858	26 300	58,164 93	69,983 08	LT	0 00	11,818 15	58,164 93	0 00	0 00
04/17/2012	10/18/2013	1,568 00	0 00	CME	CME GROUP INC	55 817	76 864	87,521 78	120,521 12	LT	0 00	32,999 34	87,521 78	0 00	0 00
03/21/2012	10/18/2013	1,647 00	0 00	CME	CME GROUP INC	59 888	76 864	98,636 26	126,593 30	LT	0 00	27,957 04	98,636 26	0 00	0 00
04/17/2012	10/21/2013	707 00	0 00	CME	CME GROUP INC	55 817	76 613	39,462 94	54,164 45	LT	0 00	14,701 51	39,462 94	0 00	0 00
03/26/2012	11/12/2013	362 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE INC	139 496	199 696	50,497 44	72,288 66	LT	0 00	21,791 22	50,497 44	0 00	0 00
07/11/2012	11/18/2013	1,795 00	0 00	ALTR	ALTERA CORP	31 427	32 823	56,410 75	58,916 62	LT	0 00	2,505 87	56,410 75	0 00	0 00
10/11/2012	11/18/2013	2,360 00	0 00	ALTR	ALTERA CORP	32 140	32 823	75,851 11	77,461 40	LT	0 00	1,610 29	75,851 11	0 00	0 00
10/25/2012	11/22/2013	120 00	0 00	DHR	DANAHER CORP	51 511	74 523	6,181 27	8,942 59	LT	0 00	2,761 32	6,181 27	0 00	0 00
08/10/2011	11/22/2013	330 00	0 00	ECL	ECOLAB INC	45 473	107 255	15,006 16	35,393 43	LT	0 00	20,387 27	15,006 16	0 00	0 00
04/18/2011	11/22/2013	20 00	0 00	GOOG	GOOGLE INC-CL A	522 352	1,033 235	10,447 03	20,664 34	LT	0 00	10,217 31	10,447 03	0 00	0 00
03/07/2012	12/04/2013	1,510 00	0 00	LAZ	***LAZARD LTD SHS A	29 991	41 423	45,286 86	62,547 04	LT	0 00	17,260 18	45,286 86	0 00	0 00
10/25/2012	12/04/2013	1,031 00	0 00	DHR	DANAHER CORP	51 511	73 868	53,107 43	76,156 58	LT	0 00	23,049 15	53,107 43	0 00	0 00
08/10/2011	12/04/2013	3,544 00	0 00	ECL	ECOLAB INC	45 473	103 530	161,157 02	366,904 28	LT	0 00	205,747 26	161,157 02	0 00	0 00
04/18/2011	12/04/2013	52 00	0 00	GOOG	GOOGLE INC-CL A	522 352	1,058 483	27,162 29	55,040 15	LT	0 00	27,877 86	27,162 29	0 00	0 00
03/26/2012	12/04/2013	314 00	0 00	ICE	INTERCONTINE NTALEXCHAN GE GROUP INC	139 496	213 010	43,801 65	66,883 97	LT	0 00	23,082 32	43,801 65	0 00	0 00
05/29/2012	12/04/2013	1,300 00	0 00	NBL	NOBLE ENERGY INC	42 857	70 113	55,714 36	91,145 18	LT	0 00	35,430 82	55,714 36	0 00	0 00
09/13/2012	12/04/2013	564 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	81 939	121 878	46,213 37	68,737 82	LT	0 00	22,524 45	46,213 37	0 00	0 00
03/08/2012	12/04/2013	690 00	0 00	PLL	PALL CORP	59 873	82 003	41,312 37	56,581 08	LT	0 00	15,268 71	41,312 37	0 00	0 00
04/29/2011	12/04/2013	3,447 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	21 858	27 507	75,345 56	94,815 33	LT	0 00	19,469 77	75,345 56	0 00	0 00
09/13/2012	12/05/2013	301 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	81 939	121 603	24,663 52	36,601 93	LT	0 00	11,938 41	24,663 52	0 00	0 00
10/22/2012	12/05/2013	199 00	0 00	ORLY	O REILLY AUTOMOTIVE INC NEW	80 213	121 603	15,962 35	24,198 61	LT	0 00	8,236 26	15,962 35	0 00	0 00

04/18/2011	12/13/2013	183.00	0.00	GOOG	GOOGLE INC-CL A	522.352	1,065.479	95,590.36	194,979.31	LT	0.00	99,388.95	95,590.36	0.00	0.00
03/08/2012	12/13/2013	1,272.00	0.00	PLL	PALL CORP	59.873	81.797	76,158.46	104,043.46	LT	0.00	27,885.00	76,158.46	0.00	0.00
LT - TERM		77,495.00						4,112,180.62	5,373,885.84	LT	0.00	1,281,705.22	4,112,180.62	0.00	0.00
TOTAL		126,275.00						6,641,004.31	8,314,898.45		412,188.92	1,281,705.22	6,641,004.31	0.00	0.00
SECTION															
TOTAL															

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
02/23/2010	01/14/2013	840.00	0.00	COV	***COVIDIEN PLC	49.858	59.686	41,880.76	50,135.53	LT	0.00	8,254.77	41,880.76	0.00	0.00
01/04/2010	01/14/2013	450.00	0.00	RHHBY	***ROCHE HOLDING LTD SPONSORED ADR REPSTG	43.636	53.079	19,636.11	23,885.06	LT	0.00	4,248.95	19,636.11	0.00	0.00
03/05/2010	01/14/2013	175.00	0.00	RHHBY	***ROCHE HOLDING LTD SPONSORED ADR REPSTG	42.100	53.079	7,367.50	9,288.63	LT	0.00	1,921.13	7,367.50	0.00	0.00
08/20/2009	02/07/2013	1,500.00	0.00	MLHR	HERMAN MILLER INC	15.768	24.035	23,652.24	36,051.99	LT	0.00	12,399.75	23,652.24	0.00	0.00
02/23/2010	04/02/2013	335.00	0.00	COV	***COVIDIEN PLC	49.858	67.820	16,702.45	22,719.19	LT	0.00	6,016.74	16,702.45	0.00	0.00
01/30/2007	04/02/2013	30.00	0.00	MMM	3M COMPANY	75.342	106.320	2,260.27	3,189.52	LT	0.00	929.25	2,260.27	0.00	0.00
01/08/2010	04/02/2013	355.00	0.00	BDX	BECTON DICKINSON & CO	77.846	96.390	27,635.15	34,217.68	LT	0.00	6,582.53	27,635.15	0.00	0.00
11/09/2010	04/02/2013	150.00	0.00	BLK	BLACKROCK INC CL A	165.248	254.260	24,787.14	38,138.14	LT	0.00	13,351.00	24,787.14	0.00	0.00
08/20/2009	04/02/2013	1,095.00	0.00	MLHR	HERMAN MILLER INC	15.768	26.863	17,266.14	29,414.11	LT	0.00	12,147.97	17,266.14	0.00	0.00
07/19/2010	04/02/2013	30.00	0.00	MA	MASTERCARD INC	196.475	542.250	5,894.26	16,267.13	LT	0.00	10,372.87	5,894.26	0.00	0.00
08/18/2010	04/02/2013	305.00	0.00	MKC	MCCORMICK & CO INC	40.567	73.220	12,372.81	22,331.59	LT	0.00	9,958.78	12,372.81	0.00	0.00
12/02/2009	04/02/2013	510.00	0.00	PG	NON-VOTING PROCTER & GAMBLE CO	63.291	78.374	32,278.41	39,969.89	LT	0.00	7,691.48	32,278.41	0.00	0.00
05/25/2007	04/02/2013	820.00	0.00	PGR	PROGRESSIVE CORP-OHIO-	22.750	25.630	18,654.83	21,016.13	LT	0.00	2,361.30	18,654.83	0.00	0.00
07/12/2006	04/02/2013	485.00	0.00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	39.509	64.200	19,161.94	31,136.30	LT	0.00	11,974.36	19,161.94	0.00	0.00

01/26/2006	04/02/2013	135 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	34 840	4,059 38	4,703 29	LT	0 00	643 91	4,059 38	0 00	0 00
04/14/2010	04/02/2013	80 00	0 00	GWV	WW	110 913	220 745	8,873 02	17,659 21	LT	0 00	8,786 19	8,873 02	0 00	0 00
08/18/2010	04/25/2013	455 00	0 00	MKC	GRAINGER INC MCCORMICK & CO INC	40 567	71 858	18,457 80	32,894 60	LT	0 00	14,236 80	18,457 80	0 00	0 00
05/27/2009	04/25/2013	512 00	0 00	SNI	NON-VOTING SCRIPPS NETWORKS INTERACTIVE INC CL A	27 915	66 180	14,292 70	33,883 40	LT	0 00	19,590 70	14,292 70	0 00	0 00
07/12/2006	04/25/2013	606 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	39 509	66 180	23,942 54	40,104 18	LT	0 00	16,161 64	23,942 54	0 00	0 00
12/02/2009	04/26/2013	1,305 00	0 00	PG	PROCTER & GAMBLE CO	63 291	76 940	82,594 76	100,404 45	LT	0 00	17,809 69	82,594 76	0 00	0 00
01/26/2006	04/26/2013	1,152 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	35 610	34,640 07	41,021 80	LT	0 00	6,381 73	34,640 07	0 00	0 00
05/27/2009	04/29/2013	5,450 00	0 00	NVZMY	***NOVOZYME S/A/S ADR	15 601	34 433	85,024 80	187,655 64	LT	0 00	102,630 84	85,024 80	0 00	0 00
05/26/2009	04/29/2013	3,900 00	0 00	NVZMY	***NOVOZYME S/A/S ADR	15 790	34 433	61,579 37	134,285 69	LT	0 00	72,706 32	61,579 37	0 00	0 00
11/09/2010	05/14/2013	142 00	0 00	BLK	BLACKROCK INC CL A	165 248	283 635	23,465 16	40,275 30	LT	0 00	16,810 14	23,465 16	0 00	0 00
11/09/2010	05/22/2013	170 00	0 00	BLK	BLACKROCK INC CL A	165 248	287 490	28,092 09	50,572 40	LT	0 00	22,480 31	28,092 09	0 00	0 00
11/07/2005	05/30/2013	980 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	16 373	28 712	16,209 21	28,424 18	LT	0 00	12,214 97	16,209 21	0 00	0 00
08/18/2010	06/12/2013	846 00	0 00	MKC	MCCORMICK & CO INC	40 567	71 220	34,319 34	60,251 07	LT	0 00	25,931 73	34,319 34	0 00	0 00
11/09/2010	06/13/2013	1,478 00	0 00	BLK	NON-VOTING BLACKROCK INC CL A	165 248	286 508	244,235 95	393,892 70	LT	0 00	149,656 75	244,235 95	0 00	0 00
08/20/2009	06/13/2013	637 00	0 00	MLHR	HERMAN MILLER INC	15 768	27 939	10,044 32	17,797 15	LT	0 00	7,752 83	10,044 32	0 00	0 00
02/23/2010	06/17/2013	355 00	0 00	COV	***COVIDIEN PLC	49 858	66 351	17,699 61	23,554 30	LT	0 00	5,854 69	17,699 61	0 00	0 00
11/23/2009	06/17/2013	105 00	0 00	RHHBY	***ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	41 177	62 526	4,323 60	6,565 15	LT	0 00	2,241 55	4,323 60	0 00	0 00
03/05/2010	06/17/2013	825 00	0 00	RHHBY	***ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	42 100	62 526	34,732 50	51,583 29	LT	0 00	16,850 79	34,732 50	0 00	0 00

08/20/2009	06/17/2013	410 00	0 00	MLHR	HERMAN MILLER INC	15 768	28 320	6,464 95	11,610 99	LT	0 00	5,146 04	6,464 95	0 00	0 00
07/19/2010	06/17/2013	50 00	0 00	MA	MASTERCARD INC	196 475	576 333	9,823 76	28,816 15	LT	0 00	18,992 39	9,823 76	0 00	0 00
08/18/2010	06/17/2013	215 00	0 00	MKC	MCCORMICK & CO INC	40 567	72 696	8,721 82	15,629 38	LT	0 00	6,907 56	8,721 82	0 00	0 00
05/27/2009	06/17/2013	845 00	0 00	SNI	NON-VOTING SCRIPPS NETWORKS INTERACTIVE INC CL A	27 915	67 513	23,588 54	57,047 32	LT	0 00	33,458 78	23,588 54	0 00	0 00
01/26/2006	06/17/2013	805 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	35 849	24,205 95	28,857 77	LT	0 00	4,651 82	24,205 95	0 00	0 00
07/20/2010	07/08/2013	395 00	0 00	MNK	***MALLINCKR ODT PLC	27 743	42 927	10,958 37	16,955 91	LT	0 00	5,997 54	10,958 37	0 00	0 00
01/08/2010	07/08/2013	876 00	0 00	MNK	***MALLINCKR ODT PLC	34 174	42 927	29,936 39	37,603 48	LT	0 00	7,667 09	29,936 39	0 00	0 00
01/11/2010	07/08/2013	114 00	0 00	MNK	***MALLINCKR ODT PLC	34 376	42 927	3,918 90	4,893 60	LT	0 00	974 70	3,918 90	0 00	0 00
02/23/2010	07/08/2013	428 00	0 00	MNK	***MALLINCKR ODT PLC	34 932	42 927	14,950 99	18,372 48	LT	0 00	3,421 49	14,950 99	0 00	0 00
05/27/2009	07/18/2013	338 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	27 915	72 045	9,435 41	24,350 81	LT	0 00	14,915 40	9,435 41	0 00	0 00
05/27/2009	08/16/2013	629 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	27 915	74 255	17,558 81	46,705 64	LT	0 00	28,146 83	17,558 81	0 00	0 00
11/07/2005	09/04/2013	92 00	0 00	XEC	CIMAREX ENERGY CO	38 412	84 331	3,533 92	7,758 33	LT	0 00	4,224 41	3,533 92	0 00	0 00
08/27/2009	09/04/2013	210 00	0 00	XEC	CIMAREX ENERGY CO	39 981	84 331	8,396 05	17,709 24	LT	0 00	9,313 19	8,396 05	0 00	0 00
11/07/2005	10/04/2013	496 00	0 00	XEC	CIMAREX ENERGY CO	38 412	101 786	19,052 45	50,485 22	LT	0 00	31,432 77	19,052 45	0 00	0 00
05/27/2009	10/04/2013	334 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	27 915	77 773	9,323 75	25,975 82	LT	0 00	16,652 07	9,323 75	0 00	0 00
11/07/2005	10/09/2013	1,682 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	16 373	29 797	27,539 29	50,117 68	LT	0 00	22,578 39	27,539 29	0 00	0 00
07/28/2004	10/09/2013	778 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	16 211	29 797	12,611 95	23,181 66	LT	0 00	10,569 71	12,611 95	0 00	0 00
04/24/2009	10/09/2013	178 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	26 288	74 208	4,679 21	13,208 78	LT	0 00	8,529 57	4,679 21	0 00	0 00

05/27/2009	10/09/2013	667 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	27 915	74 208	18,619 59	49,495 80	LT	0 00	30,876 21	18,619 59	0 00	0 00
03/25/2010	10/09/2013	131 00	0 00	GWW	W W	109 525	252 527	14,347 80	33,080 50	LT	0 00	18,732 70	14,347 80	0 00	0 00
04/14/2010	10/09/2013	94 00	0 00	GWW	W W	110 913	252 527	10,425 79	23,737 15	LT	0 00	13,311 36	10,425 79	0 00	0 00
07/28/2004	10/10/2013	572 00	0 00	NATI	GRAINGER INC NATIONAL INSTRUMENTS CORP	16 211	29 993	9,272 54	17,155 41	LT	0 00	7,862 87	9,272 54	0 00	0 00
06/09/2009	10/10/2013	588 00	0 00	NATI	NATIONAL INSTRUMENTS CORP	15 809	29 993	9,295 81	17,635 28	LT	0 00	8,339 47	9,295 81	0 00	0 00
11/07/2005	11/18/2013	3,085 00	0 00	ALTR	ALTEA CORP	17 099	32 823	52,749 18	101,257 81	LT	0 00	48,508 63	52,749 18	0 00	0 00
07/19/2010	11/22/2013	64 00	0 00	MA	MASTERCARD INC	196 475	753 319	12,574 42	48,211 55	LT	0 00	35,637 13	12,574 42	0 00	0 00
01/26/2006	11/22/2013	298 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	42 456	8,960 71	12,651 66	LT	0 00	3,690 95	8,960 71	0 00	0 00
11/23/2009	12/04/2013	768 00	0 00	RHHBY	***ROCHE HOLDING LTD SPONSORED ADR REPSTG ORD	41 177	67 420	31,624 01	51,777 65	LT	0 00	20,153 64	31,624 01	0 00	0 00
11/07/2005	12/04/2013	1,476 00	0 00	ALTR	ALTEA CORP	17 099	31 993	25,237 54	47,220 84	LT	0 00	21,983 30	25,237 54	0 00	0 00
01/08/2010	12/04/2013	804 00	0 00	BDX	BECTON DICKINSON & CO	77 846	107 913	62,587 78	86,760 54	LT	0 00	24,172 76	62,587 78	0 00	0 00
11/07/2005	12/04/2013	304 00	0 00	XEC	CIMAREX ENERGY CO	38 412	98 095	11,677 31	29,820 36	LT	0 00	18,143 05	11,677 31	0 00	0 00
10/04/2005	12/04/2013	1,113 00	0 00	DHR	DANAHER CORP	26 808	73 868	29,837 42	82,213 65	LT	0 00	52,376 23	29,837 42	0 00	0 00
08/20/2009	12/04/2013	3,006 00	0 00	MLHR	HERMAN MILLER INC	15 768	30 109	47,399 10	90,505 77	LT	0 00	43,106 67	47,399 10	0 00	0 00
07/19/2010	12/04/2013	47 00	0 00	MA	MASTERCARD INC	196 475	748 007	9,234 34	35,155 70	LT	0 00	25,921 36	9,234 34	0 00	0 00
08/18/2010	12/04/2013	1,449 00	0 00	MKC	MCCORMICK & CO INC	40 567	68 505	58,781 00	99,262 30	LT	0 00	40,481 30	58,781 00	0 00	0 00
06/09/2009	12/04/2013	2,621 00	0 00	NATI	NON-VOTING NATIONAL INSTRUMENTS CORP	15 809	30 313	41,435 91	79,449 25	LT	0 00	38,013 34	41,435 91	0 00	0 00
12/02/2009	12/04/2013	865 00	0 00	PG	PROCTER & GAMBLE CO	63 291	83 191	54,746 71	71,958 96	LT	0 00	17,212 25	54,746 71	0 00	0 00
01/02/2008	12/04/2013	271 00	0 00	PGR	PROGRESSIVE CORP-OHIO-	18 649	27 507	5,053 80	7,454 29	LT	0 00	2,400 49	5,053 80	0 00	0 00

04/24/2009	12/04/2013	530 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	26 288	73 364	13,932 48	38,882 24	LT	0 00	24,949 76	13,932 48	0 00	0 00
01/26/2006	12/04/2013	2,400 00	0 00	TXN	TEXAS INSTRUMENTS INC	30 069	42 876	72,166 80	102,900 12	LT	0 00	30,733 32	72,166 80	0 00	0 00
03/25/2010	12/04/2013	267 00	0 00	GWV	WW GRAINGER INC	109 525	254 848	29,243 23	68,043 17	LT	0 00	38,799 94	29,243 23	0 00	0 00
04/24/2009	12/11/2013	2,032 00	0 00	SNI	SCRIPPS NETWORKS INTERACTIVE INC CL A	26 288	79 991	53,416 61	162,538 48	LT	0 00	109,121 87	53,416 61	0 00	0 00
11/07/2005	12/13/2013	1,033 00	0 00	DHR	DANAHER CORP	26 602	74 000	27,480 28	76,440 67	LT	0 00	48,960 39	27,480 28	0 00	0 00
10/04/2005	12/13/2013	442 00	0 00	DHR	DANAHER CORP	26 808	74 000	11,849 18	32,707 43	LT	0 00	20,858 25	11,849 18	0 00	0 00
07/19/2010	12/17/2013	40 00	0 00	MA	MASTERCARD INC	196 475	797 827	7,859 01	31,912 51	LT	0 00	24,053 50	7,859 01	0 00	0 00
LT - TERM TOTAL		60,065 00						1,990,645 09	3,620,598 04	LT	0 00	1,629,952 95	1,990,645 09	0 00	0 00
SECTION TOTAL		60,065 00						1,990,645 09	3,620,598 04		0 00	1,629,952 95	1,990,645 09	0 00	0 00

CASH IN LIEU - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CASH IN LIEU - NONCOVE RED	07/16/2013	5 52		MNK	***MALLINCKR ODT PLC			0 00	5 52	LT	0 00	5 52	0 00	0 00	0 00
LT - TERM TOTAL		5 52						0 00	5 52	LT	0 00	5 52	0 00	0 00	0 00
SECTION TOTAL		5 52						0 00	5 52		0 00	5 52	0 00	0 00	0 00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return.**
► **Information about Form 8868 and its instructions is at www.irs.gov/form8868**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	LILY AUCHINCLOSS FOUNDATION, INC.	13-3935995
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	16 EAST 79TH STREET, NO. 31	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10021	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WTAS LLC

- The books are in the care of ► **1177 AVENUE OF THE AMERICAS - NEW YORK, NY 10036**

Telephone No. ► **(646) 213-5100**

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2013** or
- ☐ tax year beginning _____, and ending _____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	41,846.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	69,927.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.