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## Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Department of the Treasury

Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>THE OAKLAWN FOUNDATION, INC.</b>		A Employer identification number <b>13-6127896</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O WILLIAM S. KIES III POB 272</b>	Room/suite	B Telephone number <b>(203) 637-3784</b>
City or town, state or province, country, and ZIP or foreign postal code <b>OLD GREENWICH, CT 06870</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 16,897,437.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

## 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)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	28,319.	28,319.		STATEMENT 1
4 Dividends and interest from securities	361,267.	361,267.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	532,839.			
b Gross sales price for all assets on line 6a	4,071,339.			
7 Capital gain net income (from Part IV, line 2)		532,839.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	922,425.	922,425.		
13 Compensation of officers, directors, trustees, etc.	51,000.	5,100.		45,900.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	19,325.	1,933.		17,392.
c Other professional fees	81,402.	81,402.		0.
17 Interest				
18 Taxes	13,901.	390.		3,511.
19 Depreciation and depletion	289.	0.		
20 Occupancy				
21 Travel, conferences, and meetings	3,145.	315.		2,830.
22 Printing and publications				
23 Other expenses	1,625.	163.		1,462.
24 Total operating and administrative expenses Add lines 13 through 23	170,687.	89,303.		71,095.
25 Contributions, gifts, grants paid	626,000.			626,000.
26 Total expenses and disbursements. Add lines 24 and 25	796,687.	89,303.		697,095.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	125,738.			
b Net investment income (if negative, enter -0-)		833,122.		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED MAR 13 2014

Operating and Administrative Expenses

RECEIVED  
MAR 13 2014  
COSC  
GREEN, UT  
STMT 3  
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STMT 5  
STMT 6

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	332,814.	430,664.	430,664.
	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 8	3,008,974.	3,766,365.	3,879,140.
	b Investments - corporate stock STMT 9	5,428,996.	5,596,173.	9,363,774.
	c Investments - corporate bonds STMT 10	3,087,500.	3,278,498.	3,223,317.
	<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment: basis ▶ 18,098.				
Less: accumulated depreciation STMT 7 ▶ 17,556.		831.	542.	542.
15 Other assets (describe ▶ STATEMENT 11)		84,659.	0.	0.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		11,943,774.	13,072,242.	16,897,437.
17 Accounts payable and accrued expenses				
18 Grants payable				
<b>Net Assets or Fund Balances</b>	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	11,943,774.	13,072,242.	
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	11,943,774.	13,072,242.		
31 Total liabilities and net assets/fund balances	11,943,774.	13,072,242.		

**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	11,943,774.
2 Enter amount from Part I, line 27a	2	125,738.
3 Other increases not included in line 2 (itemize) ▶ LIFE INSURANCE BENEFIT RECEIVED	3	1,002,730.
4 Add lines 1, 2, and 3	4	13,072,242.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,072,242.

**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.)
<b>1a SCHEDULE ATTACHED</b>			<b>P</b>		
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 4,071,339.		3,538,500.	532,839.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			532,839.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	532,839.	
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	726,031.	14,312,468.	.050727
2011	723,320.	14,307,628.	.050555
2010	701,285.	13,842,469.	.050662
2009	660,287.	13,558,191.	.048700
2008	782,454.	15,344,889.	.050991
2 Total of line 1, column (d)			2 .251635
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 .050327
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 15,065,926.
5 Multiply line 4 by line 3			5 758,223.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,331.
7 Add lines 5 and 6			7 766,554.
8 Enter qualifying distributions from Part XII, line 4			8 697,095.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	16,662.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	16,662.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	16,662.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,631.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	14,631.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	72.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,103.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>NY, CT</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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>N/A</u>	13	X	
14	The books are in care of ► <u>ELIZABETH K. RAFTERY, THE OAKLAWN F</u> Telephone no. ► <u>203 249-8035</u> Located at ► <u>PO BOX 7065, WILTON, CT</u> ZIP+4 ► <u>06897</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

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> 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 <b>any</b> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		51,000.	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"	0.00	0.	0.	0.

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

0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GILLESPIE, ROBINSON & GRIMM, INC. 80 FIELD POINT ROAD, GREENWICH, CT 06830	INVESTMENT ADVISORY SERVICES	72,071.

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

0

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

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

	Expenses
<b>1</b> NO DIRECT ACTIVITIES	
	0.
<b>2</b>	
<b>3</b>	
<b>4</b>	

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

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

	Amount
<b>1</b> NONE	
	0.
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b> N/A	
	0.
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2013)

**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	14,700,655.
b	Average of monthly cash balances	1b	551,684.
c	Fair market value of all other assets	1c	43,017.
d	Total (add lines 1a, b, and c)	1d	15,295,356.
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	15,295,356.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	229,430.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,065,926.
6	Minimum investment return. Enter 5% of line 5	6	753,296.

**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	753,296.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,662.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,662.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	736,634.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	736,634.
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	736,634.

**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	697,095.
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	697,095.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	697,095.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				736,634.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			5,596.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 697,095.				
<b>a</b> Applied to 2012, but not more than line 2a			5,596.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				691,499.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				45,135.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

## N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- b 85% of line 2a**

- c** Qualifying distributions from Part XII,  
line 4 for each year listed

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

- e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

- 3 Complete 3a, b, or c for the alternative test relied upon:

- a "Assets" alternative test - enter:  
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter:**

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

[illegible]

**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).)

WILLIAM S. KIES III

- 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:

SEE STATEMENT 13

- 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
<b>a Paid during the year</b>				
SEE SCHEDULE ATTACHED	NONE	PUBLIC CHARITIES	VARIOUS	626,000.
<b>Total</b>			<b>3a</b>	626,000.
<b>b Approved for future payment</b>				
BOYS & GIRLS CLUB OF GREENWICH 4 HORSENECK LANE GREENWICH, CT 06830-6399	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$20,000 PER YEAR FOR 2014 & 2015	40,000.
COLBY COLLEGE 4000 MAYFLOWER HILL WATERVILL, ME 04901	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$25,000 FOR 2014, 2015, 2016 & 2017	100,000.
FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH, CT 06830	NONE	PUBLIC CHARITIES	MULTI YEAR GRANT: \$20,000 FOR 2014 & \$15,000 FOR 2015	35,000.
<b>Total</b>			<b>3b</b>	SEE CONTINUATION SHEET(S) 330,000.





The Oaklawn Foundation  
 EIN 13-6127896  
 Realized Gains and Losses  
 on Disposition of Investments  
 December 31, 2013

<u>Security Description</u>	<u>Shares/ Par Value</u>	<u>Date Sold</u>	<u>Sales Proceeds</u>	<u>Date Acquired</u>	<u>Cost</u>	<u>Gain (Loss)</u>
Apple Inc.	25	12/05/13	14,252	10/10/08	2,315	11,937
Apple Inc.	25	12/05/13	14,252	04/24/13	10,228	4,024
Anadarko Petroleum Corp	300	02/20/13	24,244	04/28/10	20,977	3,267
Anadarko Petroleum Corp	400	02/20/13	32,325	09/30/11	26,007	6,318
Anadarko Petroleum Corp	500	02/20/13	40,406	05/23/12	31,540	8,866
Anadarko Petroleum Corp	300	02/20/13	24,266	05/31/12	18,005	6,261
Anadarko Petroleum Corp	300	02/22/13	24,266	05/12/10	17,086	7,180
Anadarko Petroleum Corp	800	02/22/13	64,709	06/03/10	35,408	29,301
Anadarko Petroleum Corp	700	02/22/13	56,620	06/25/10	25,605	31,015
Anadarko Petroleum Corp	300	02/22/13	24,266	07/29/10	15,160	9,106
Coco-Cola	400	12/04/13	16,140	03/03/11	13,054	3,086
Coco-Cola	1,000	12/04/13	40,349	03/04/11	32,699	7,650
Coco-Cola	600	12/04/13	24,210	04/28/11	20,171	4,039
CVS Caremark Corp	500	07/26/13	30,593	10/11/06	15,307	15,286
Dollar General Corp	500	10/31/13	28,964	12/13/12	22,526	6,438
Electronic Data Systems 6% 8/01/2013	100,000	08/01/13	100,000	12/05/08	100,508	(508)
Emerson Electric Company	1,000	06/05/13	56,605	03/04/11	60,071	(3,466)
Emerson Electric Company	1,000	06/05/13	56,605	03/18/11	57,510	(905)
Emerson Electric Company	500	06/05/13	28,302	04/28/11	30,049	(1,747)
Emerson Electric Company	500	06/05/13	28,302	05/05/11	27,854	448
Emerson Electric Company	500	06/05/13	28,302	05/20/11	26,904	1,398
Emerson Electric Company	400	06/05/13	22,642	08/08/11	17,384	5,258
Emerson Electric Company	400	06/05/13	22,642	09/27/11	18,013	4,629
Emerson Electric Company	300	06/05/13	16,981	10/06/11	13,207	3,774
Emerson Electric Company	500	06/05/13	28,302	12/30/11	23,327	4,975
Emerson Electric Company 5.625% 11/15/2013	100,000	11/15/13	100,000	05/02/08	106,107	(6,107)
Google Inc	25	02/05/13	19,222	10/12/06	10,665	8,557
Google Inc	50	07/26/13	44,203	10/12/06	21,329	22,874
Halliburton Co	200	02/05/13	8,192	04/19/10	6,292	1,900
Halliburton Co	500	02/05/13	20,480	11/29/11	16,810	3,670
Halliburton Co	500	02/20/13	20,798	04/19/10	15,730	5,068
Halliburton Co	500	07/11/13	21,900	04/19/10	15,730	6,170
Halliburton Co	400	10/31/13	21,304	04/08/10	12,579	8,725
Halliburton Co	300	10/31/13	15,978	04/19/10	9,438	6,540
Johnson & Johnson	250	07/11/13	22,288	12/10/10	7,503	14,785
Johnson & Johnson	150	07/11/13	13,373	04/05/11	8,996	4,377
JPMorgan Chase & Co	500	07/11/13	27,407	09/17/09	22,237	5,170
L-3 Communications	500	01/16/13	38,991	07/08/04	28,947	10,044
L-3 Communications	1,000	01/16/13	77,983	07/26/04	54,237	23,746
L-3 Communications	600	01/16/13	46,790	03/12/09	34,090	12,700
L-3 Communications	900	01/16/13	70,185	10/25/12	66,316	3,869
Subtotal			1,417,639		1,117,921	299,718

The Oaklawn Foundation  
EIN 13-6127896  
Realized Gains and Losses  
on Disposition of Investments  
December 31, 2013

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
(Carried Forward)			\$ 1,417,639		\$1,117,921	\$ 299,718
Qualcomm Inc	675	03/07/13	45,016	09/23/09	30,085	14,931
Qualcomm Inc	925	03/07/13	61,689	01/28/10	37,958	23,731
Qualcomm Inc	75	10/17/13	5,125	01/28/10	3,078	2,047
Qualcomm Inc	1,000	10/17/13	68,330	02/08/10	37,950	30,380
Qualcomm Inc	800	10/17/13	54,664	02/18/10	31,704	22,960
Qualcomm Inc	500	10/17/13	34,165	03/02/10	18,420	15,745
Qualcomm Inc	700	10/17/13	47,831	03/17/10	27,202	20,629
SPDR Gold Trust	650	04/15/13	88,217	07/19/10	75,108	13,109
SPDR Gold Trust	650	04/15/13	88,217	07/20/10	75,504	12,713
SPDR Gold Trust	500	04/15/13	67,859	08/31/10	60,961	6,898
SPDR Gold Trust	500	04/15/13	67,859	09/14/10	62,203	5,656
SPDR Gold Trust	1,000	04/15/13	135,718	09/22/10	125,892	9,826
SPDR Gold Trust	100	04/15/13	13,572	11/22/10	13,221	351
SPDR Gold Trust	300	04/15/13	40,715	10/21/11	47,863	(7,148)
SPDR Gold Trust	150	04/15/13	20,358	05/09/12	23,116	(2,758)
State Street Corp	200	07/11/13	13,719	02/23/11	8,868	4,851
State Street Corp	300	07/11/13	20,579	04/28/11	13,909	6,670
State Street Corp	300	07/26/13	20,621	02/23/11	13,302	7,319
State Street Corp	200	08/01/13	14,129	03/04/11	8,818	5,311
State Street Corp	200	08/01/13	14,129	01/05/12	8,364	5,765
Target Corp						
4% 06/15/2013	100,000	06/17/13	100,000	03/18/08	99,061	939
U.S. Treasury Notes						
4.5% 11/15/2013	100,000	11/15/13	100,000	02/23/05	100,438	(438)
U.S. Treasury Notes						
4.5% 11/15/2013	100,000	11/15/13	100,000	04/04/05	98,750	1,250
U.S. Treasury Notes						
4.5% 11/15/2013	100,000	11/15/13	100,000	08/31/05	101,531	(1,531)
U.S. Treasury Notes						
4.5% 11/15/2013	100,000	11/15/13	100,000	12/10/09	110,000	(10,000)
U.S. Treasury Notes						
4.5% 11/15/2013	50,000	11/15/13	50,000	09/23/10	55,594	(5,594)
Vanguard FTSE Emerg. Mkts ETF	2,000	06/13/13	79,654	04/08/10	86,978	(7,324)
Vanguard FTSE Emerg. Mkts ETF	800	06/13/13	31,862	05/26/10	29,799	2,063
Vanguard FTSE Emerg. Mkts ETF	700	06/13/13	27,879	06/25/10	27,713	166
Vanguard FTSE Emerg. Mkts ETF	500	06/13/13	19,914	08/02/10	21,495	(1,581)
Vanguard FTSE Emerg. Mkts ETF	1,500	06/13/13	59,741	12/30/11	57,450	2,291
Vanguard FTSE Emerg. Mkts ETF	500	06/13/13	19,914	03/07/13	22,035	(2,121)
Subtotal			3,129,115		2,652,291	476,824

The Oaklawn Foundation  
 EIN 13-6127896  
 Realized Gains and Losses  
 on Disposition of Investments  
 December 31, 2013

Security Description	Shares/ Par Value	Date Sold	Sales Proceeds	Date Acquired	Cost	Gain (Loss)
(Carried Forward)			\$ 3,129,115		\$ 2,652,291	\$ 476,824
Vanguard Short-Term Bond ETF	500	01/23/13	40,486	09/23/10	40,875	(389)
Vanguard Short-Term Bond ETF	200	02/05/13	16,167	10/28/11	16,254	(87)
Vanguard Short-Term Bond ETF	1,000	02/05/13	80,833	10/31/11	81,497	(664)
Vanguard Short-Term Bond ETF	800	06/21/13	63,998	10/28/11	65,016	(1,018)
Vanguard Short-Term Bond ETF	2,200	06/21/13	175,996	12/30/11	177,980	(1,984)
Vanguard Short-Term Bond ETF	1,500	08/14/13	120,103	06/17/10	120,900	(797)
Vanguard Short-Term Bond ETF	800	08/14/13	64,055	12/30/11	64,720	(665)
Vanguard Short-Term Bond ETF	2,000	08/15/13	159,888	06/17/10	161,200	(1,312)
Verizon Communications						
5.25% 04/15/2013	100,000	04/15/13	100,000	12/02/08	98,037	1,963
Yum! Brands, Inc	1,800	04/09/13	120,698	02/08/10	59,730	60,968
Total			<u>\$ 4,071,339</u>		<u>\$ 3,538,500</u>	<u>\$ 532,839</u>

The Oaklawn Foundation  
EIN 13-6127896  
Schedule of Grants Paid  
December 31, 2013

Educational & Social Services

Audubon Greenwich		
Boys & Girls Club of Greenwich	20,000	
Friends of Nathaniel Witherell	20,000	
Greenwich Family Centers Inc.	20,000	
Kids in Crisis	30,000	
Manhattan Institute	20,000	
Mercy Housing & Shelter Corp	25,000	
Sound Waters	15,000	
The WorkPlace Inc	21,000	
Total		171,000

Schools

Center for Educational Innovation (CEI-PEA)	20,000	
Choate Rosemary Hall	20,000	
Christian Home and Bible School	25,000	
Domus Trailblazers Academy	15,000	
Greenwich Academy	10,000	
Inner City Scholarship Fund	25,000	
Science Education Center	15,000	
Summer on the Hill	25,000	
The Hill School	15,000	
Waterside School	30,000	
Total		200,000

Colleges & Universities

Colby College	25,000	
Cumberland College	25,000	
Hillsdale College	20,000	
Sacred Heart University	25,000	
Southern Conn. State University	20,000	
Total		115,000

The Oaklawn Foundation  
EIN 13-6127896  
Schedule of Grants Paid  
December 31, 2013

Directors' Grants to 501c organizations

ABC of Wilton	1,500
Berkeley Preparatory	5,000
Boys & Girls Club of Greenwich	5,000
Brunswick School	5,000
Choate-Rosemary Hall	2,000
Christian Home & Bible School	5,000
Colby College	7,500
Colby College Scholarship	2,500
Darden School Foundation	3,000
Greener Partners	4,000
Greenwich Community Gardens	5,000
HHS Athletic Department	5,000
Kids in Crisis	5,000
National Multiple Sclerosis	1,000
SCSU Foundation, Inc	15,000
Southern Conn State University	5,000
Sound Waters	5,000
Special Equestrians	5,000
St. Lawrence University	2,000
Stamford Museum & Nature Center	5,000
The Hill School	9,000
Trinity College	10,000
University of Richmond	4,000
University of Vermont	5,000
UNC-Wilmington	10,000
Waterside School	7,500
Yale Law School	1,000
	<hr/>
Total	<hr/> 140,000
Grand total	<hr/> \$626,000 <hr/>

13-6127896

### **3 Grants and Contributions Approved for Future Payment (Continuation)**

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

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SOURCE	AMOUNT
BANK OF AMERICA-CHECKING (62090)	1.
BANK OF NEW YORK-CHECKING(79360)	16.
WILTON REASSURANCE LIFE CO OF NY	28,302.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28,319.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE BANK OF NEW YORK-NOMINEE (275269)	377,778.	0.	377,778.
THE BANK OF NEW YORK-NOMINEE PURCH INT(275269)	-16,511.	0.	-16,511.
TOTAL TO FM 990-PF, PART I, LN 4	361,267.	0.	361,267.

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EDWARD M. DEDON, CPA (ACCTG & TAX PREP)	19,325.	1,933.		17,392.
TO FORM 990-PF, PG 1, LN 16B	19,325.	1,933.		17,392.

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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	
GILLESPIE, ROBINSON & GRIMM, INC. (INVESTMENT MANAGEMENT FEES)	72,071.	72,071.			0.
BANK OF NEW YORK (CUSTODY FEES)	9,331.	9,331.			0.
TO FORM 990-PF, PG 1, LN 16C	81,402.	81,402.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	3,901.	390.			3,511.
FEDERAL EXCISE TAX PAID	10,000.	0.			0.
TO FORM 990-PF, PG 1, LN 18	13,901.	390.			3,511.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
OFFICE MAINTENANCE & EXPENSES	825.	83.			742.
FILING FEES	800.	80.			720.
TO FORM 990-PF, PG 1, LN 23	1,625.	163.			1,462.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT      7

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER/FAX MACHINE	3,385.	3,385.	0.	0.
FURNITURE & FIXTURES	5,148.	5,148.	0.	0.
COPIER	1,100.	1,100.	0.	0.
COMPUTER	2,403.	2,403.	0.	0.
FURNITURE	353.	353.	0.	0.
PRINTER	236.	236.	0.	0.
COMPUTER	1,605.	1,605.	0.	0.
COMPUTER	779.	779.	0.	0.
FURNITURE	1,646.	1,646.	0.	0.
COMPUTER & PRINTER	1,443.	901.	542.	542.
TO 990-PF, PART II, LN 14	18,098.	17,556.	542.	542.

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FORM 990-PF      U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS      STATEMENT      8

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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT/AGENCY OBLIGATIONS	X		3,766,365.	3,879,140.
TOTAL U.S. GOVERNMENT OBLIGATIONS			3,766,365.	3,879,140.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			3,766,365.	3,879,140.

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FORM 990-PF      CORPORATE STOCK      STATEMENT      9

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & EQUITY ETF	5,596,173.	9,363,774.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,596,173.	9,363,774.

The Oaklawn Foundation  
 EIN 13-6127896  
 Schedule of Investments  
 December 31, 2013

<u>U.S. Government and Agency Bonds</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
U.S. Treasury Notes 4.75% 05/15/2014	400,000	429,076	406,780	(22,296)
U.S. Treasury Notes 2.25% 01/31/2015	250,000	261,465	255,567	(5,898)
U.S. Treasury Notes 4.25% 08/15/2015	400,000	400,672	425,548	24,876
U.S. Treasury Notes 9.875% 11/15/2015	150,000	191,910	176,532	(15,378)
U.S. Treasury Notes 4.5% 02/15/2016	350,000	342,285	380,268	37,983
U.S. Treasury Notes 3.25% 05/31/2016	300,000	322,875	319,476	(3,399)
U.S. Treasury Notes 3% 08/31/2016	300,000	320,750	318,657	(2,093)
U.S. Treasury Notes 7.5% 11/15/2016	200,000	224,371	238,312	13,941
U.S. Treasury Notes 4.625% 2/15/2017	250,000	248,828	278,828	30,000
U.S. Treasury Notes 4.5% 5/15/2017	250,000	242,430	278,985	36,555
U.S. Treasury Notes 4.75% 8/15/2017	200,000	201,625	225,954	24,329
U.S. Treasury Notes 2.25% 11/30/2017	300,000	314,062	311,343	(2,719)
U.S. Treasury Notes 2.625% 01/31/2018	250,000	266,016	262,890	(3,126)
 Total U.S. Government and Agency Bonds		 <u>\$ 3,766,365</u>	 <u>\$ 3,879,140</u>	 <u>\$ 112,775</u>

The Oaklawn Foundation  
 EIN 13-6127896  
 Schedule of Investments  
 December 31, 2013

<u>Corporate Stocks and Equity ETF</u>	<u>Shares</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
Accenture PLC Cl A	4,000	\$ 217,981	\$ 328,880	110,899
Allergan Inc	2,600	207,795	288,808	81,013
Amphenol Corp	3,400	158,868	303,212	144,344
Apache Corp	3,325	282,394	285,750	3,356
Apple Inc	565	51,439	316,976	265,537
Beckton Dickinson and Company	3,300	240,496	364,617	124,121
Coca-Cola Co	6,000	191,455	247,860	56,405
CVS Caremark Corp	6,400	189,827	458,048	268,221
Dollar General Corp	5,700	255,474	343,824	88,350
Donaldson Co	8,300	192,232	360,718	168,486
E M C Corp	11,400	281,530	286,710	5,180
Eaton Corporation PLC	4,100	248,278	312,092	63,814
Exxon Mobil Corp	3,584	123,954	362,701	238,747
Google Inc	385	142,170	431,473	289,303
Halliburton Co	5,800	168,560	294,350	125,790
Johnson & Johnson	4,050	118,101	370,940	252,839
JPMorgan Chase & Co	6,600	235,429	385,968	150,539
Lowe's Companies Inc	5,000	209,370	247,750	38,380
Mettler-Toledo Intl Inc	850	135,000	206,202	71,202
Nike Inc	4,000	161,384	314,560	153,176
Oracle Corporation	8,600	177,154	329,036	151,882
Pepsico Inc	4,000	68,949	331,760	262,811
Praxair Inc	2,300	257,862	299,069	41,207
Roche Holdings Ltd Spon ADR	4,000	270,109	280,800	10,691
State Street Corp	4,600	173,024	337,594	164,570
Suntrust Banks Inc	8,800	255,035	323,928	68,893
Union Pac Corp	1,400	221,047	235,200	14,153
Visa Inc Cl A	1,600	149,419	356,288	206,869
Wells Fargo & Co	7,900	211,837	358,660	146,823
<b>Total Corporate Stocks</b>		<b><u>\$ 5,596,173</u></b>	<b><u>\$ 9,363,774</u></b>	<b><u>\$ 3,767,601</u></b>

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & BOND ETF	3,278,498.	3,223,317.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,278,498.	3,223,317.

FORM 990-PF	OTHER ASSETS	STATEMENT 11
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CASH SURRENDER VALUE-OLI	84,659.	0.	0.
TO FORM 990-PF, PART II, LINE 15	84,659.	0.	0.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN K. GRIMM 80 FIELD POINT ROAD P.O. BOX 2220 GREENWICH, CT 06836	DIRECTOR 0.00	0.	0.	0.
CAMERON F. HOPPER, ESQ 51 AMOGERONE CROSSWAY GREENWICH, CT 06830	DIRECTOR 0.00	0.	0.	0.
WILLIAM S. KIES III 15 GRANT AVENUE OLD GREENWICH, CT 06870	PRESIDENT/DIRECTOR 25.00	30,000.	0.	0.
AUDREY S. PAIGHT 2991 EAGLE ESTATES CIRCLE WEST CLEARWATER, FL 34681	DIRECTOR 0.00	0.	0.	0.
BETSY K. RAFTERY 37 OAK LEDGE LANE WILTON, CT 06897	TREASURER/DIRECTOR 25.00	21,000.	0.	0.

The Oaklawn Foundation  
EIN 13-6127896  
Schedule of Investments  
December 31, 2013

<u>Corporate Bonds, Notes and Bond ETF</u>	<u>Par Value</u>	<u>Book Value</u>	<u>Quoted Value</u>	<u>Unrealized Gain(Loss)</u>
American Express BK 6% 09/13/2017	\$100,000	\$115,738	115,036	\$ (702)
Anheuser-Busch Inbev Wor 3.625% 04/15/2015	100,000	107,850	104,013	(3,837)
AT&T Inc 2.5% 08/15/2015	100,000	105,630	102,670	(2,960)
Berkshire Hathaway Inc. 5.4% 05/15/2018	100,000	115,574	115,023	(551)
Centerpoint Energy 6.125% 11/01/2017	100,000	116,320	114,781	(1,539)
Colgate Palmolive Co 3.15% 08/05/2015	100,000	108,670	104,133	(4,537)
Comcast Corp 6.5% 01/15/2017	100,000	116,507	114,560	(1,947)
Conocophillips 4.75% 02/01/2014	26,000	26,965	26,088	(877)
CVS Caremark Corp 3.25% 05/18/2015	100,000	106,364	103,366	(2,998)
E I Dupont de Nemour & Co 1.95% 01/15/2016	100,000	103,890	102,040	(1,850)
E I Dupont de Nemour & Co 3.25% 01/15/2015	100,000	107,520	102,869	(4,651)
Enbridge Inc 5.6% 04/01/2017	100,000	112,563	110,798	(1,765)
General Electric Cap Corp 3.35% 10/17/2016	100,000	105,506	106,234	728
Johnson & Johnson 2.15% 05/15/2016	100,000	103,927	103,363	(564)
JPMorgan Chase & Co 3.15% 07/05/2016	100,000	102,657	104,838	2,181
Kellogg Co 4.45% 05/30/2016	100,000	112,170	107,879	(4,291)
Lilly, Eli & Co 6.57% 01/01/2016	100,000	109,864	111,533	1,669
Merck & Co Inc 4% 06/30/2015	100,000	109,980	105,066	(4,914)
Met Life Glob Funding 3.125% 01/01/2016	100,000	99,202	104,234	5,032
Novartis Capital Corp 4.125% 02/10/2014	100,000	105,050	100,391	(4,659)
Pacific Gas & Electric 5.625% 11/30/2017	100,000	115,333	113,298	(2,035)
Subtotal		2,207,280	2,172,213	(35,067)

The Oaklawn Foundation  
 EIN 13-6127896  
 Schedule of Investments  
 December 31, 2013

Corporate Bonds, Notes and Bond ETF	Par Value	Book Value	Quoted Value	Unrealized Gain(Loss)
(Carried Forward)		2,207,280	2,172,213	(35,067)
Schering-Plough 6% 09/15/2017	100,000	116,832	115,603	(1,229)
Shell International 3.25% 09/22/2015	100,000	108,440	104,660	(3,780)
Southern Co 1.95% 09/01/2016	100,000	102,620	102,052	(568)
SPDR Barclays Invest Grade FI rate ETF	10,000	308,138	306,700	(1,438)
Stryker Corp 2% 09/30/2016	100,000	104,968	102,740	(2,228)
Verizon Communications 5.55% 02/15/2016	100,000	115,710	109,362	(6,348)
Wellpoint Inc NT 5.25% 01/15/2016	100,000	112,290	108,122	(4,168)
Wells Fargo & Company 2.1% 05/08/2017	100,000	102,220	101,865	(355)
Total Corporate Bonds, Notes and ETF		<u>\$ 3,278,498</u>	<u>\$ 3,223,317</u>	<u>\$ (55,181)</u>

THE OAKLAWN FOUNDATION, INC.

13-6127896

JOSEPH PAIGHT  
7001 INTERBAY BLVD. #125  
TAMPA, FL 33616

DIRECTOR  
0.00

0. 0. 0.

WILLIAM S. KIES IV  
19 MEADOW DRIVE  
COC COB, CT 06807

DIRECTOR  
0.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

51,000. 0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

WILLIAM S. KIES III, PRESIDENT, OAKLAWN FOUNDATION  
PO BOX 272  
OLD GREENWICH, CT 06870

TELEPHONE NUMBER

203 637-3784

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS SHOULD INCLUDE DATA AS TO THE PURPOSE AND PROPOSED USE OF THE GRANT; PERTINENT FINANCIAL DATA SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NO DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTEE MUST BE AN EXEMPT ORGANIZATION UNDER SECTION 501(C) OF THE INTERNAL REVENUE CODE. NO OTHER SPECIAL FACTORS.

## 2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
2	FURNITURE & FIXTURES	061592	SL	7.00	16	5,148.			5,148.	5,148.		0.
5	FURNITURE	120196	SL	7.00	16	353.			353.	353.		0.
9	FURNITURE	041504	SL	7.00	16	1,646.			1,646.	1,646.		0.
	* 990-PF PG 1 TOTAL					7,147.		0.	7,147.	7,147.	0.	0.
1	FURNITURE & FIXTURES	061592	SL	5.00	16	3,385.			3,385.	3,385.		0.
3	COPIER	061594	SL	5.00	16	1,100.			1,100.	1,100.		0.
4	COMPUTER	081596	SL	5.00	16	2,403.			2,403.	2,403.		0.
6	PRINTER	030898	SL	5.00	16	236.			236.	236.		0.
7	COMPUTER	011500	SL	5.00	16	1,605.			1,605.	1,605.		0.
8	COMPUTER	120804	SL	5.00	16	779.			779.	779.		0.
	* 990-PF PG 1 TOTAL					9,508.		0.	9,508.	9,508.	0.	0.
	MACHINERY & EQUIPM											
	OTHER											
10	COMPUTER & PRINTER	100610	SL	5.00	17	1,443.			1,443.	612.		289.
	* 990-PF PG 1 TOTAL					1,443.		0.	1,443.	612.	0.	289.
	OTHER											
	* GRAND TOTAL					18,098.		0.	18,098.	17,267.	0.	289.
	990-PF PG 1 DEPR											