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

Department of the Treasury
Internal Revenue Service

OMB No 1545-0052
2013
Open to Public Inspection

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

Name of foundation
MARY OWEN BORDEN MEMORIAL FOUNDATION
C/O QUINCY A.S. MCKEAN, III

A Employer identification number
13-6137137

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
4 BLACKPOINT HORSESHOE

B Telephone number
732-741-4645

City or town, state or province, country, and ZIP or foreign postal code
RUMSON, NJ 07760

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)* ▶$ 14,279,453.

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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))

	Line		(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	71,963.	71,963.		STATEMENT 1
	4	Dividends and interest from securities	233,540.	232,216.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,027,515.			
	b	Gross sales price for all assets on line 6a 3,190,998.				
	7	Capital gain net income (from Part IV, line 2)		1,027,515.		
	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	1,333,018.	1,331,694.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	58,000.	5,800.		52,200.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	5,850.	0.		5,850.
	c	Other professional fees STMT 4	89,078.	89,078.		0.
	17	Interest				
	18	Taxes STMT 5	23,641.	5,935.		4,355.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	4,195.	420.		3,775.
	24	**Total operating and administrative expenses** Add lines 13 through 23	180,764.	101,233.		66,180.
	25	Contributions, gifts, grants paid	704,118.			704,118.
	26	**Total expenses and disbursements.** Add lines 24 and 25	884,882.	101,233.		770,298.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	448,136.			
	b	**Net investment income** (if negative, enter -0-)		1,230,461.		
	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	20,485.	37,592.	37,592.
	2 Savings and temporary cash investments	631,964.	149,886.	149,886.
	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	1,125,146.	307,787.	315,914.
	b Investments - corporate stock STMT 8	7,538,992.	8,781,676.	12,539,833.
	c Investments - corporate bonds STMT 9	735,318.	1,224,497.	1,232,944.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKER)	4,681.	3,284.	3,284.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,056,586.	10,504,722.	14,279,453.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	10,056,586.	10,504,722.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	10,056,586.	10,504,722.	
	31 **Total liabilities and net assets/fund balances**	10,056,586.	10,504,722.	

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	10,056,586.
2	Enter amount from Part I, line 27a	2	448,136.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,504,722.
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	10,504,722.

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 STATEMENT			
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	3,190,998.		2,163,483.	1,027,515.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				1,027,515.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 1,027,515.

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	691,653.	12,532,738.	.055188
2011	670,635.	12,592,556.	.053256
2010	770,992.	11,338,762.	.067996
2009	660,365.	11,089,271.	.059550
2008	871,506.	13,490,840.	.064600

2	**Total** of line 1, column (d)	2	.300590
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	.060118
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	13,356,805.
5	Multiply line 4 by line 3	5	802,984.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,305.
7	Add lines 5 and 6	7	815,289.
8	Enter qualifying distributions from Part XII, line 4	8	770,298.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) 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).		1	24,609.
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	24,609.
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	24,609.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 7,000.		
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	7,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	69.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** SEE STATEMENT 10 ▶		9	17,678.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
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.			
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	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? N/A	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) ▶ NJ			
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

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ QUINCY A.S. MCKEAN, III Telephone no. ▶ 732-741-4645

Located at ▶ 4 BLACKPOINT HORSESHOE, RUMSON, NJ ZIP+4 ▶ 07760

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	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)*

		Yes	No
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 13		58,000.	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				

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
NONE		

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
1 N/A	
2	
3	
4	

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
1 N/A	
2	
All other program-related investments See instructions.	
3	
Total. Add lines 1 through 3 ▶	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	13,272,565.
b	Average of monthly cash balances		1b	287,643.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	13,560,208.
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	13,560,208.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	203,403.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	13,356,805.
6	**Minimum investment return**. Enter 5% of line 5		6	667,840.

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	667,840.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 24,609.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	24,609.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	643,231.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	643,231.
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	643,231.

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	770,298.
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	770,298.
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	770,298.

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				643,231.
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 582,332.				
d From 2011 670,635.				
e From 2012 691,653.				
f **Total** of lines 3a through e	1,944,620.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 770,298.				
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) **	770,298.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	643,231.			643,231.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,071,687.			
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	2,071,687.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 609,736.				
d Excess from 2012 691,653.				
e Excess from 2013 770,298.				

** SEE STATEMENT 14

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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:

QUINCY A.S. MCKEAN, III, 732-741-4645
4 BLACKPOINT HORSESHOE, RUMSON, NJ 07760

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

PLEASE CONTACT THE PERSON NAMED IN 2A ABOVE FOR ADDITIONAL INFORMATION

c Any submission deadlines:

NONE

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

GRANTS ARE PRIMARILY LIMITED TO CHARITIES LOCATED IN MONMOUTH AND MERCER COUNTIES OF NEW JERSEY

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*				
SCHEDULE ATTACHED	NONE	PUBLIC CHARITY	FOR OPERATIONS	704,118.
Total			▶ 3a	704,118.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	71,963.	
4 Dividends and interest from securities			14	233,540.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,027,515.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		1,333,018.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 1,333,018.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

Signature of officer or trustee | Date 11/17/14 | Title EXECUTIVE DIRECTOR

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DAN A. DIERS		11/14/14		P00110543
Firm's name ▶ ASH & PARSONT LLP			Firm's EIN ▶ 13-1833422	
Firm's address ▶ 122 EAST 42ND STREET, SUITE 1507 NEW YORK, NY 10168-1599			Phone no. 212-953-1250	

Form **990-PF** (2013)

323622 10-10-13

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	SCHEDULE ATTACHED	P		
b	SCHEDULE ATTACHED	P		
c	SCHEDULE ATTACHED	P		
d	SCHEDULE ATTACHED	P		
e	CLASS ACTION PROCEEDS	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
i				
j				
k				
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	374,949.		227,250.	147,699.
b	159,691.		192,093.	<32,402.>
c	2,616,439.		1,705,154.	911,285.
d	32,257.		38,986.	<6,729.>
e	747.			747.
f	6,915.			6,915.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				147,699.
b				<32,402.>
c				911,285.
d				<6,729.>
e				747.
f				6,915.
g				
h				
i				
j				
k				
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	1,027,515.
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

323591
05-01-13

BORD-MEM-MMC 364004204

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
245. AIR PRODUCTS & CHEMICAL					
INC COM	VAR	08/02/2013	26,048.68	14,300.65	11,748.03
210. AIR PRODUCTS & CHEMICAL					
INC COM	11/27/2002	09/20/2013	22,888.00	8,913.05	13,974.95
435. BROADCOM CORP COM	06/14/2006	09/27/2013	11,170.64	12,806.40	-1,635.76
25. CELGENE CORP COM	05/21/2009	01/14/2013	2,393.48	995.50	1,397.98
195. COACH INC	06/01/2011	02/01/2013	9,720.83	12,374.70	-2,653.87
95. COACH INC	VAR	02/22/2013	4,438.39	5,067.78	-629.39
770. EXPRESS SCRIPTS HOLDING CO	07/09/2007	08/02/2013	49,964.81	20,359.53	29,605.28
200. EXPRESS SCRIPTS HOLDING CO	07/09/2007	09/27/2013	12,386.02	5,288.19	7,097.83
217. EXXON MOBIL CORPORATION	09/15/1987	08/02/2013	19,861.83	1,950.11	17,911.72
250. EXXON MOBIL CORPORATION	09/15/1987	10/25/2013	21,949.94	2,246.66	19,703.28
100. MCDONALDS CORP COM	12/29/2010	10/25/2013	9,461.95	7,717.91	1,744.04
100. NORTHEAST UTILITIES COM	07/30/2010	06/07/2013	4,214.04	2,788.33	1,425.71
80. NORTHEAST UTILITIES COM	07/30/2010	10/25/2013	3,455.55	2,230.66	1,224.89
25. PEPSICO INC CAP	12/29/2010	10/25/2013	2,074.96	1,638.08	436.88
160. POTASH CORP SASK INC COM	04/11/2006	09/20/2013	5,134.50	1,614.89	3,519.61
470. POTASH CORP SASK INC COM	VAR	10/25/2013	14,527.91	4,566.40	9,961.51
1120. TRIMBLE NAV LTD COM	11/04/2009	06/10/2013	29,957.68	12,259.63	17,698.05
100000. US TREASURY NOTES					
4.625% 11/15/16	12/28/2007	02/20/2013	114,843.42	104,437.50	10,405.92
90. YUM BRANDS INC	03/16/2007	10/25/2013	5,957.90	2,601.00	3,356.90
.875 MALLINCKRODT PLC	04/01/2008	07/08/2013	37.73	28.30	9.43
96. MALLINCKRODT PLC	VAR	08/01/2013	4,461.05	3,064.57	1,396.48
Totals			374,949.00	227,250.00	147,699.00

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FEDERAL CAPITAL GAIN DISTRIBUTIONS

CAPITAL GAIN DISTRIBUTIONS

LAZARD EMERGING MKTS PORTFOLIO-INSTL	1,088.28	
VANGUARD SHORT TERM BOND ETF	287.40	
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		1,376.00

STATEMENT 8

BORD MEM-MAIN 364004203

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
250. CELGENE CORP COM	06/22/2012	01/14/2013	23,934.84	15,277.25	8,657.59
1900. CLIFFS NATURAL RESOURCES	02/08/2013	03/11/2013	45,333.17	69,596.81	-24,263.64
305. COACH INC	11/23/2012	02/01/2013	15,204.36	18,170.53	-2,966.17
1610. COACH INC	VAR	02/22/2013	75,219.12	89,048.15	-13,829.03
Totals			159,691.00	192,093.00	-32,401.00

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BORD MEM-MAIN 364004203

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
245. AFFILIATED MANAGERS GROUP					
INC COM	02/24/2012	12/10/2013	50,083.07	26,285.49	23,797.58
1415. AIR PRODUCTS & CHEMICAL					
INC COM	11/27/2002	08/02/2013	150,444.42	60,056.99	90,387.43
1100. AIR PRODUCTS & CHEMICAL					
INC COM	11/27/2002	09/20/2013	119,889.55	46,687.41	73,202.14
2550. BROADCOM CORP COM	06/14/2006	09/27/2013	65,483.11	75,072.00	-9,588.89
150. CELGENE CORP COM	05/21/2009	01/14/2013	14,360.90	5,973.00	8,387.90
295. CELGENE CORP COM	05/21/2009	12/10/2013	50,793.39	11,746.90	39,046.49
7100. CISCO SYS INC COM	VAR	12/10/2013	150,098.47	175,374.05	-25,275.58
1000. COACH INC	06/01/2011	02/01/2013	49,850.38	63,460.00	-13,609.62
490. COACH INC	VAR	02/22/2013	22,892.77	26,092.90	-3,200.13
1000. EXPRESS SCRIPTS HOLDING CO	VAR	06/12/2013	62,539.71	28,559.61	33,980.10
1750. EXPRESS SCRIPTS HOLDING CO	07/09/2007	08/02/2013	113,556.40	49,237.80	64,318.60
950. EXPRESS SCRIPTS HOLDING CO	VAR	09/27/2013	58,833.61	26,570.54	32,263.07
564. EXXON MOBIL CORPORATION	12/01/1986	06/12/2013	50,832.88	4,826.08	46,006.80
600. EXXON MOBIL CORPORATION	12/01/1986	08/02/2013	54,917.52	5,134.13	49,783.39
1100. EXXON MOBIL CORPORATION	12/01/1986	10/25/2013	96,579.74	9,412.56	87,167.18
525. EXXON MOBIL CORPORATION	12/01/1986	12/10/2013	50,184.50	4,492.36	45,692.14
22.22 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	03/15/2013	22.22	22.41	-0.19
22.93 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	04/15/2013	22.93	23.12	-0.19
23.1 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	05/15/2013	23.10	23.29	-0.19
23.26 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	06/15/2013	23.26	23.46	-0.20
23.44 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	07/15/2013	23.44	23.64	-0.20
23.6 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	08/15/2013	23.60	23.80	-0.20
23.77 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	09/15/2013	23.77	23.97	-0.20
Totals					

BORD MEM-MAIN 364004203
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
23.95 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	10/15/2013	23.95	24.15	-0.20
24.12 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	11/15/2013	24.12	24.32	-0.20
34.35 FHLMC POOL #292269					
8% 4/01/17	08/10/1989	11/30/2013	34.35	0.02	34.33
33.88 GNMA POOL #193383					
9% 11/15/16	02/18/1987	01/31/2013	33.88	38.77	-4.89
34.15 GNMA POOL #193383					
9% 11/15/16	02/18/1987	03/15/2013	34.15	39.08	-4.93
34.42 GNMA POOL #193383					
9% 11/15/16	02/18/1987	04/15/2013	34.42	39.39	-4.97
34.69 GNMA POOL #193383					
9% 11/15/16	02/18/1987	05/15/2013	34.69	39.70	-5.01
34.97 GNMA POOL #193383					
9% 11/15/16	02/18/1987	06/15/2013	34.97	40.02	-5.05
35.24 GNMA POOL #193383					
9% 11/15/16	02/18/1987	07/15/2013	35.24	40.33	-5.09
35.52 GNMA POOL #193383					
9% 11/15/16	02/18/1987	08/15/2013	35.52	40.65	-5.13
35.8 GNMA POOL #193383					
9% 11/15/16	02/18/1987	09/15/2013	35.80	40.97	-5.17
36.09 GNMA POOL #193383					
9% 11/15/16	02/18/1987	10/15/2013	36.09	41.30	-5.21
36.37 GNMA POOL #193383					
9% 11/15/16	02/18/1987	11/15/2013	36.37	41.62	-5.25
36.66 GNMA POOL #193383					
9% 11/15/16	02/18/1987	12/15/2013	36.66	41.96	-5.30
36.95 GNMA POOL #193383					
9% 11/15/16	02/18/1987	12/31/2013	36.95	42.29	-5.34
480. MCDONALDS CORP COM	12/29/2010	10/25/2013	45,417.38	37,045.97	8,371.41
150000. MORGAN STANLEY					
5.3% 3/01/13	09/27/2007	03/01/2013	150,000.00	148,992.00	1,008.00
375. NATIONAL-OILWELL INC COM	03/16/2007	12/10/2013	29,611.73	27,877.50	1,734.23
380. NORTHEAST UTILITIES COM	07/30/2010	06/07/2013	16,013.38	10,595.65	5,417.73
Totals					

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BORD MEM-MAIN 364004203

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
395. NORTHEAST UTILITIES COM	07/30/2010	10/25/2013	17,061.84	11,013.90	6,047.94
100. PEPSICO INC CAP	12/29/2010	10/25/2013	8,299.86	6,552.32	1,747.54
765. POTASH CORP SASK INC COM	04/11/2006	09/20/2013	24,549.34	7,721.21	16,828.13
2400. POTASH CORP SASK INC COM	VAR	10/25/2013	74,185.10	23,292.30	50,892.80
5630. TRIMBLE NAV LTD COM	11/04/2009	06/10/2013	150,590.85	61,626.54	88,964.31
200000. US TREAS BDS 7.875% 2 15					
2021 DTD 2 15 91	03/12/1992	02/20/2013	295,428.89	195,656.25	99,772.64
100000. US TREAS NTS					
4.125% 5/15/15	08/10/2005	06/12/2013	107,265.29	97,781.25	9,484.04
400000. US TREASURY NOTES					
4.625% 11/15/16	12/28/2007	02/20/2013	459,342.41	417,750.00	41,592.41
790. YUM BRANDS INC	03/16/2007	10/25/2013	52,297.16	22,831.00	29,466.16
.375 MALLINCKRODT PLC	04/01/2008	07/08/2013	16.17	12.13	4.04
524. MALLINCKRODT PLC	VAR	08/01/2013	24,349.90	16,725.80	7,624.10
Totals			2616439.00	1705154.00	911,285.00

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FEDERAL CAPITAL GAIN DISTRIBUTIONS
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CAPITAL GAIN DISTRIBUTIONS

LAZARD EMERGING MKTS PORTFOLIO-INSTL	5,539.41	
TOTAL CAPITAL GAIN DISTRIBUTIONS (ROUNDED)		5,539.00

STATEMENT 10

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET	71,947.	71,947.	
US TREASURY	16.	16.	
TOTAL TO PART I, LINE 3	71,963.	71,963.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET	240,455.	6,915.	233,540.	232,216.	
TO PART I, LINE 4	240,455.	6,915.	233,540.	232,216.	

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	5,850.	0.		5,850.
TO FORM 990-PF, PG 1, LN 16B	5,850.	0.		5,850.

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 COUNSEL FEES	89,078.	89,078.		0.
TO FORM 990-PF, PG 1, LN 16C	89,078.	89,078.		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	4,839.	484.		4,355.
FOREIGN TAX	5,451.	5,451.		0.
FEDERAL EXCISE TAX	13,351.	0.		0.
TO FORM 990-PF, PG 1, LN 18	23,641.	5,935.		4,355.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PROCESSING FEE	1,495.	150.		1,345.
OFFICE EXPENSE	2,700.	270.		2,430.
TO FORM 990-PF, PG 1, LN 23	4,195.	420.		3,775.

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
SCHEDULES ATTACHED	X		307,787.	315,914.
TOTAL U.S. GOVERNMENT OBLIGATIONS			307,787.	315,914.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			307,787.	315,914.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULES ATTACHED	8,781,676.	12,539,833.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,781,676.	12,539,833.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULES ATTACHED	1,224,497.	1,232,944.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,224,497.	1,232,944.

FORM 990-PF INTEREST AND PENALTIES STATEMENT 10

TAX DUE FROM FORM 990-PF, PART VI	17,609.
UNDERPAYMENT PENALTY	69.
LATE PAYMENT INTEREST	271.
LATE PAYMENT PENALTY	616.
TOTAL AMOUNT DUE	18,565.

FORM 990-PF LATE PAYMENT PENALTY STATEMENT 11

DESCRIPTION	DATE	AMOUNT	BALANCE	MONTHS	PENALTY
TAX DUE	05/15/14	17,609.	17,609.	7	616.
DATE FILED	11/17/14		17,609.		
TOTAL LATE PAYMENT PENALTY					616.

BORDEN FOUNDATION
2013 GRANT RECIPIENTS

ORGANIZATION	GRANT	ADDRESS		
180 Turning Lives Around	$7,000	1 Bethany Rd , Suite 42	Hazlet, NJ	07730
American Littoral Society	$7,500	Sandy Hook	Highlands, NJ	07732
Answer, Piscataway	$5,000	41 gordon road	Piscataway, NJ	08854
Arts Council of Princeton	$9,500	301 N Harrison St	Princeton, NJ	08540
Aslan Youth Ministries	$8,000	65 West Front Street	Red Bank, NJ	07701
Big Brothers/Sisters Monmouth	$10,000	174 Main Street	Eatontown, NJ	07724
Big Brothers/Sisters Mercer County	$12,000	212 Centre St	Trenton, NJ	08611
Boys & Girls Club Monmouth	$10,000	1201 Monroe Ave	Asbury Park, NJ	07712
Children's Home Society	$7,500	21 Main Street	Clinton, NJ	08809
Collier Youth Services	$10,000	160 Conover Rd	Wickatunk, NJ	07765
Community YMCA	$10,000	Centre Stree	Freehold, NJ	07728
Council of NJ Grantmakers	$1,000	221 West Hanover Street	Trenton, NJ	08608
Count Bassie Theater	$8,000	99 Monmouth Street	Red Bank, NJ	07701
Covenant House	$7,000	32 S Willow Street	Montclair, NJ	07042
CPC Behavioral Healthcare, Eatontown	$10,570	10 Industrial Way	Eatontown, NJ	07724
Crawford Home	$15,000	362 Sunset Rd.	Skillman, NJ	08558
Crisis Ministry	$12,000	123 East Hanover Street	Trenton, NJ	08608
D&R Greenway Land Trust	$15,000	1 Preservation Place	Princeton, NJ	08540
Davidson College	$6,250	405 N Main Street	Davidson, NC	28035
Doctors Without Borders	$10,000	333 7th Avenue	New York, NY	10001
Elon University	$6,250	2700 Campus Box	Elon, NC	27244
Family & Childrens's Services, Inc	$10,000	191 Bath Ave	Long Branch, NJ	07740
Family Guidance Center	$10,485	1931 Nottingham Way	Hamilton, NJ	08619
Food Bank of Monmouth & Ocean	$10,000	3300 New jersey 66	Neptune City, NJ	07753
Foundation Center	$1,500	79 Fifth Ave	NY, NY	10003
Freehold Area Open Door, Inc , Freehold	$15,000	PO Box 1073	Freehold, NJ	07728
HABcore, Red Bank	$10,000	PO Box 2361	Red Bank, NJ	07701
Habitat For Humanity	$24,420	298 South Orange Ave	Newark, NJ	07103
HITOPS	$8,000	21 Wiggins Street	Princeton, NJ	08540
HomeFront	$12,500	1880 Princeton Ave	Lawrenceville, NJ	08648
Hope Academy	$10,000	601 Grand Ave	Ashbury Park, NJ	07712
Horizons	$7,500	PO Box 52	Rumson, NJ	07760
Housing & Community Development Network of NJ	$15,000	145 West Hanover Street	Trenton, NJ	08618
InterFaith Neighbors	$55,000	810 Fourth Ave	Asbury Park, NJ	07712
Isles	$12,500	10 Wood St	Trenton, NJ	08618
Latin American Legal Defense	$7,500	669 Chambers Street	Trenton, NJ	08611
Lunch Break	$12,500	1221 Drs James Parker Rd	Red Bank, NJ	07701
Mercer Alliance to End Homelessness	$10,000	3150 Brunswick Pike, Ste 230	Lawrenceville, NJ	08648
Mercy Center	$8,000	1106 Main St	Asbury Park, NJ	07712
Monmouth Communication Foundation	$15,000	400 Cedar Ave	West Long Branch, NJ 07764	
Monmouth County Arts Council Inc	$7,000	107 Monmouth Street	Red Bank, NJ	07701
Monmouth Medical Center	$34,443	300 Second Ave	Long Branch, NJ	07741
NJ Seeds	$7,500	494 Broad St	Newark, NJ	07102
Our Lady Of Mount Carmel	$10,000	805 Pine Street	Asbury Park, NJ	07712
Parker Family Health Center	$8,000	211 Shrewsburry Avenue	Red Bank, NJ	07701
Passage Theatre Company	$7,000	PO Box 967	Trenton, NJ	08605
Planned Parenthood Central NJ	$15,000	69 E Newman Springs Rd	Shrewsbury, NJ	07702
Princeton Community Housing	$15,000	245 Nassau St	Princeton, NJ	08540
Princeton Friends School, Princeton	$15,000	470 Quaker Rd	Trenton, NJ	08540
Princeton Healthcare System Foundation	$8,000	253 Witherspoon St	Princeton, NJ	08540
Princeton Area Community Foundation	$25,000	15 Princess Road	Trenton, NJ	08648
RISE	$10,000	116 N Main St	Hightstown, NJ	08520
Rose-Hulman Institute	$12,500	5500 Wasbash Avenue	Terre Haute, IN	47803
Stoney Brook Millstone Watershed	$5,000	31 Titus Mill Road	Pennington, NJ	08534
Stuart Country Day School	$8,000	1200 Stuart Road	Princeton, NJ	08540
The Rescue Mission of Trenton	$10,000	98 Carroll Street	Trenton, NJ	08605
Trenton Children's Chorus	$7,500	61 Nassau St	Princeton, NJ	08542
Two River Theater Company	$10,000	21 Bridge Avenue	Red Bank, NJ	07701
Union Industrial Home For Children	$5,000	4 N Broad Street	Trenton, NJ	08608

BORDEN FOUNDATION
2013 GRANT RECIPIENTS

ORGANIZATION	GRANT	ADDRESS		
University of Pennsylvania	$7,950	3451 Walnut Street	Philadelphia, PA	19104
Virginia Polytechnic Institute	$6,250	800 Drillfield Dr	Blacksburg, VA	24061
Woman Space	$7,500	1212 Stuyvesant Ave	Trenton, NJ	08618
YWCA, Princeton	$20,000	59 Paul Robeson Place	Princeton, NJ	08540
Total	$704,118			

LEGG MASON
INVESTMENT
COUNSEL

Account Holdings

As of December 31, 2013

MARY OWEN BORDEN MEMORIAL
FOUNDATION
Account Number: XX4004203

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	CASH AND EQUIVALENTS							
	INCOME							
	CASH BALANCE		$5,484.88		$5,484.88			
	PRINCIPAL							
	CASH BALANCE		$5,484.88-		$5,484.88-			
	Custody Holdings							
79,240.710	SSGA INST GOV MONEY MARKET INV CL	CM1GVVXX3	$79,240.71	1.000	$79,240.71	$0.00	$0.08 0.00	0.00%
	TOTAL CASH AND EQUIVALENTS		$79,240.71		$79,240.71	$0.00	$0.08 $0.00	
	GOVERNMENT AND AGENCY ISSUES							
	Custody Holdings							
200,000.000	US TREASURY NOTES 4.75% 5/15/14 Moody: AAA S&P: N/A	912828CJ7	$201,648.44	101.695	$203,390.00	$1,741.56	$9,500.00 1,233.43	4.67%
1,455.690 208,945.000	GNMA POOL #193383 9% 11/15/16 Moody: N/A S&P: N/A	36217GXL6	1,665.98	102.329	1,489.59	176.39-	131.01 10.92	8.79
34.320 353,632.000	FHLMC POOL #292269 8% 4/01/17 Moody: N/A S&P: N/A	31344YQW8	34.61	100.000	34.32	0.29-	2.75 0.14-	8.01
	TOTAL GOVERNMENT AND AGENCY ISSUES		$203,349.03		$204,913.91	$1,564.88	$9,633.76 $1,244.21	
	CORPORATE BONDS							
	Custody Holdings							
100,000.000	BLACKROCK INC 3.5% 12/10/14 Moody: A1 S&P: A+	09247XAD3	$105,398.00	102.922	$102,922.00	$2,476.00-	$3,500.00 204.17	3.40%
100,000.000	BERKSHIRE HATHWY 3.2% 2/11/15 Moody: AA2 S&P: AA	084670AV0	99,917.00	103.070	103,070.00	3,153.00	3,200.00 1,244.44	3.10
150,000.000	MEDTRONIC INC 3% 3/15/15 Moody: A2 S&P: AA-	585055AR7	156,552.00	103.178	154,767.00	1,785.00-	4,500.00 1,325.00	2.91
100,000.000	WELLS FARGO CO 3.625% 4/15/15 Moody: A2 S&P: A+	94974BEU0	106,177.00	104.013	104,013.00	2,164.00-	3,625.00 765.28	3.48
150,000.000	UNITED TECH CORP 4.875% 5/01/15 Moody: A2 S&P: A	913017BH1	144,849.00	105.680	158,520.00	13,671.00	7,312.50 1,218.75	4.61
100,000.000	AMERICAN EXPRESS CR 1.75% 6/12/15 Moody: A2 S&P: A-	0258M0DE6	100,349.20	101.614	101,614.00	1,264.80	1,750.00 92.36	1.72
85,000.000	MERCK & CO INC 4% 6/30/15 Moody: A1 S&P: AA	589331AP2	84,658.30	105.066	89,306.10	4,647.80	3,400.00 9.44	3.81
100,000.000	MICROSOFT CORP 1.625% 9/25/15 Moody: AAA S&P: AAA	594918AG9	103,095.00	102.083	102,083.00	1,012.00-	1,625.00 433.33	1.59
100,000.000	EBAY INC 1.625% 10/15/15 Moody: A2 S&P: A	278642AB9	102,863.00	101.952	101,952.00	911.00-	1,625.00 343.06	1.59

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MARY OWEN BORDEN MEMORIAL
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Account Number: XX4004203

Account Holdings
As of December 31, 2013

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	CORPORATE BONDS (Continued)							
	Custody Holdings (Continued)							
100,000.000	WYETH 5.5% 2/15/16	983024AJ9	113,945.00	109.812	109,812.00	4,133.00-	5,500.00 2,077.78	5.01
	Moody: A1 S&P: AA							
100,000.000	JPMORGAN CHASE 3.45% 3/01/16	46625HHX1	106,693.00	104.885	104,885.00	1,808.00-	3,450.00 1,150.00	3.29
	Moody: A3 S&P: A							
TOTAL CORPORATE BONDS			$1,224,496.50		$1,232,944.10	$8,447.60	$39,487.50 $8,863.61	
EQUITIES								
	CONSUMER NON-DURABLES							
	FOODS							
	Custody Holdings							
4,000.000	GENERAL MILLS INC	370334104	$162,796.00	49.910	$199,640.00	$36,844.00	$6,080.00 0.00	3.04%
	BEVERAGES							
	Custody Holdings							
1,900.000	PEPSICO INC	713448108	$124,494.08	82.940	$157,586.00	$33,091.92	$4,313.00 1,078.25	2.74%
	TEXTILES							
	Custody Holdings							
3,360.000	VF CORP	918204108	$59,298.37	62.340	$209,462.40	$150,164.03	$3,528.00 0.00	1.68%
	HOUSEHOLD PRODUCTS							
	Custody Holdings							
2,150.000	LAUDER ESTEE COS INC-A	518439104	$133,469.31	75.320	$161,938.00	$28,468.69	$1,720.00 0.00	1.06%
	DRUGS							
	Custody Holdings							
2,050.000	EXPRESS SCRIPTS HOLDING CO	30219G108	$45,305.91	70.240	$143,992.00	$98,686.09	$0.00 0.00	0.00%
	HEALTH CARE							
	Custody Holdings							
1,100.000	ALLERGAN INC	018490102	$110,229.02	111.080	$122,188.00	$11,958.98	$220.00 0.00	0.18%
1,190.000	CELGENE CORP	151020104	45,989.75	168.968	201,071.92	155,082.17	0.00 0.00	0.00
2,720.000	GILEAD SCIENCES INC	375558103	20,392.45	75.100	204,272.00	183,879.55	0.00 0.00	0.00

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MARY OWEN BORDEN MEMORIAL
FOUNDATION
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Account Holdings
As of December 31, 2013

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	CONSUMER NON-DURABLES (Continued)							
	HEALTH CARE (Continued)							
	Custody Holdings (Continued)							
2,475.000	UNITEDHEALTH GROUP INC	91324P102	115,691.86	75.300	186,367.50	70,675.64	2,772.00 0.00	1.49
	TOTAL CONSUMER NON-DURABLES		$817,666.75		$1,586,517.82	$768,851.07	$18,633.00 $1,078.25	
	CONSUMER SERVICES							
	ENTERTAINMENT & LEISURE TIME							
	Custody Holdings							
2,300.000	STARWOOD HOTELS & RESORTS	85590A401	$123,958.40	79.450	$182,735.00	$58,776.60	$3,105.00 0.00	1.70%
	RESTAURANTS & LODGING							
	Custody Holdings							
1,200.000	MCDONALDS CORP	580135101	$92,614.92	97.030	$116,436.00	$23,821.08	$3,888.00 0.00	3.34%
2,400.000	YUM! BRANDS INC	988498101	69,360.00	75.610	181,464.00	112,104.00	3,552.00 0.00	1.96
	RETAIL							
	Custody Holdings							
2,500.000	CVS/CAREMARK CORP	126650100	$155,598.75	71.570	$178,925.00	$23,326.25	$2,750.00 0.00	1.54%
1,550.000	HOME DEPOT INC	437076102	119,168.34	82.340	127,627.00	8,458.66	2,418.00 0.00	1.89
2,700.000	TJX COMPANIES INC	872540109	134,108.73	63.730	172,071.00	37,962.27	1,566.00 0.00	0.91
	OTHER CONSUMER SERVICES							
	Custody Holdings							
3,000.000	ROBERT HALF INTERNATIONAL INC	770323103	$96,732.46	41.990	$125,970.00	$29,237.54	$1,920.00 0.00	1.52%
	TOTAL CONSUMER SERVICES		$791,541.60		$1,085,228.00	$293,686.40	$19,199.00 $0.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
	Custody Holdings							
5,410.000	CISCO SYSTEMS INC	17275R102	$98,182.95	22.430	$121,346.30	$23,163.35	$3,678.80 0.00	3.03%
2,465.000	EBAY INC	278642103	59,480.45	54.865	135,242.23	75,761.78	0.00 0.00	0.00

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MARY OWEN BORDEN MEMORIAL
FOUNDATION
Account Number: XX4004203

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	BUSINESS PRODUCTS & SERVICES (Continued)							
	COMPUTER SERVICES (Continued)							
	Custody Holdings (Continued)							
230.000	GOOGLE INC-A	38259P508	92,229.68	1,120.710	257,763.30	165,533.64	0.00 0.00	0.00
3,900.000	NETAPP INC	64110D104	92,991.59	41.140	160,446.00	67,454.41	2,340.00 0.00	1.46
900.000	VMWARE INC CL A	928563402	75,747.15	89.710	80,739.00	4,991.85	0.00 0.00	0.00
	TELECOMMUNICATION SERVICES							
	Custody Holdings							
2,465.000	CROWN CASTLE INTERNATIONAL CORP	228227104	$114,048.26	73.430	$181,004.95	$66,956.69	$0.00 0.00	0.00%
1,800.000	QUALCOMM INC	747525103	119,555.82	74.250	133,650.00	14,094.18	2,520.00 0.00	1.89
	OTHER BUSINESS PRODS & SVCS							
	Custody Holdings							
10,300.000	AG MORTGAGE INVESTMENT TRUST	001228105	$203,600.00	15.640	$161,092.00	$42,508.00-	$24,720.00 6,180.00	15.34%
	TOTAL BUSINESS PRODUCTS & SERVICES		$855,835.88		$1,231,283.78	$375,447.90	$33,258.80 $6,180.00	
	CAPITAL GOODS							
	ELECTRICAL EQUIPMENT							
	Custody Holdings							
1,375.000	EMERSON ELECTRIC CO	291011104	$45,540.00	70.180	$96,497.50	$50,957.50	$2,365.00 0.00	2.45%
700.000	PARKER HANNIFIN CO	701094104	80,460.45	128.640	90,048.00	9,587.55	1,260.00 0.00	1.40
	MACHINERY							
	Custody Holdings							
1,000.000	THERMO FISHER SCIENTIFIC INC	883556102	$55,917.80	111.350	$111,350.00	$55,432.20	$600.00 150.00	0.54%
	MANUFACTURING-DIVERSIFIED							
	Custody Holdings							
2,850.000	DANAHER CORP	235851102	$158,233.29	77.200	$220,020.00	$61,786.71	$285.00 71.25	0.13%

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	CAPITAL GOODS (Continued)							
	AEROSPACE & DEFENSE							
	Custody Holdings							
2,485.000	UNITED TECHNOLOGIES CORP	913017109	$99,519.65	113.800	$282,793.00	$183,273.35	$5,864.60 0.00	2.07%
	COMPUTER & BUSINESS EQUIPMENT							
	Custody Holdings							
390.000	APPLE INC	037833100	$54,255.00	561.020	$218,797.80	$164,542.80	$4,758.00 0.00	2.17%
1,520.000	CERNER CORP	156782104	74,791.14	55.740	84,724.80	9,933.66	0.00 0.00	0.00
	TOTAL CAPITAL GOODS		$568,717.33		$1,104,231.10	$535,513.77	$15,132.60 $221.25	
	INDUSTRIAL ELECTRONICS							
	OTHER INDUSTRIAL ELECTRONICS							
	Custody Holdings							
3,500.000	QUANTA SERVICES INC	74762E102	$79,985.27	31.560	$110,460.00	$30,474.73	$0.00 0.00	0.00%
	TOTAL INDUSTRIAL ELECTRONICS		$79,985.27		$110,460.00	$30,474.73	$0.00 $0.00	
	ENERGY							
	OIL-INTEGRATED							
	Custody Holdings							
1,775.000	EXXON MOBIL CORP	30231G102	$15,188.45	101.200	$179,630.00	$164,441.55	$4,473.00 0.00	2.49%
	OTHER ENERGY							
	Custody Holdings							
2,316.000	NATIONAL OILWELL VARCO INC	637071101	$137,841.28	79.530	$184,191.48	$46,350.20	$2,408.64 0.00	1.31%
	TOTAL ENERGY		$153,029.73		$363,821.48	$210,791.75	$6,881.64 $0.00	
	BASIC INDUSTRIES							
	CHEMICALS -MAJOR							
	Custody Holdings							
2,600.000	DU PONT E I DE NEMOURS & CO	263534109	$132,749.76	64.970	$168,922.00	$36,172.24	$4,680.00 0.00	2.77%
	TOTAL BASIC INDUSTRIES		$132,749.76		$168,922.00	$36,172.24	$4,680.00 $0.00	

MARY OWEN BORDEN MEMORIAL
FOUNDATION
Account Number: XX4004203

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	TRANSPORTATION							
	OTHER TRANSPORTATION							
	Custody Holdings							
1,016.000	UNION PACIFIC CORP	907818108	$97,136.50	168.000	$170,520.00	$73,383.50	$3,207.40 801.85	1.88%
	TOTAL TRANSPORTATION		$97,136.50		$170,520.00	$73,383.50	$3,207.40 $801.85	
	FINANCIAL							
	BANKS							
	Custody Holdings							
2,900.000	US.BANCORP	902973304	$52,516.10	40.400	$117,160.00	$64,643.90	$2,668.00 667.00	2.28%
3,945.000	WELLS FARGO & CO	949746101	103,159.00	45.400	179,103.00	75,944.00	4,734.00 0.00	2.64
	OTHER FINANCIAL							
	Custody Holdings							
905.000	AFFILIATED MANAGERS GROUP INC	008252108	$97,095.37	216.880	$196,276.40	$99,181.03	$0.00 0.00	0.00%
1,315.000	JP MORGAN CHASE & CO	46625H100	59,477.45	58.480	76,901.20	17,423.75	1,998.80 0.00	2.60
620.000	VISA INC-CLASS A SHARES	92826C839	111,679.98	222.680	138,061.60	26,381.62	992.00 0.00	0.72
	TOTAL FINANCIAL		$423,927.90		$707,502.20	$283,574.30	$10,392.80 $667.00	
	UTILITIES							
	ELECTRIC POWER UTILITIES							
	Custody Holdings							
1,850.000	NORTHEAST UTILITIES	664397106	$51,584.11	42.390	$78,421.50	$26,837.39	$2,719.50 0.00	3.47%
	TOTAL UTILITIES		$51,584.11		$78,421.50	$26,837.39	$2,719.50 $0.00	

MARY OWEN BORDEN MEMORIAL
FOUNDATION
Account Number: XX4004203

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	SECONDARY INDUSTRY							
	BROMPTON POOLED FUND							
	Custody Holdings							
4,400.000	AMERICAN WATER WORKS	030420103	$98,483.88	42.260	$185,944.00	$87,460.12	$4,928.00 0.00	2.65%
	TOTAL SECONDARY INDUSTRY		$98,483.88		$185,944.00	$87,460.12	$4,928.00 $0.00	
	TOTAL EQUITIES		$4,070,658.71		$6,792,851.88	$2,722,193.17	$119,032.74 $8,948.35	
	FOREIGN ASSETS							
	CORPORATE OBLIGATIONS							
	Custody Holdings							
100,000.000	BARCLAYS BK PLC 5% 9/22/16 Moody: A2 S&P: A	06739FGF2	$112,724.00	110.094	$110,094.00	$2,630.00-	$5,000.00 1,375.00	4.54%
100,000.000	WESTPAC BANKING CORP 4.2% 2/27/15 Moody: AA2 S&P: AA-	961214BH5	107,067.00	104.140	104,140.00	2,927.00-	4,200.00 1,446.67	4.03
	TOTAL CORPORATE OBLIGATIONS		$219,791.00		$214,234.00	$5,557.00-	$9,200.00 $2,821.67	
	EQUITIES							
	Custody Holdings							
1,400.000	ARCH CAPITAL GROUP LTD	G0450A105	$80,527.72	59.690	$83,566.00	$3,038.28	$0.00 0.00	0.00%
1,480.000	ACCENTURE PLC IRELAND	G1151C101	58,427.14	82.220	121,685.60	63,258.46	2,752.80 0.00	2.26
4,195.000	COVIDIEN PLC	G2554F113	168,602.76	68.100	285,679.50	117,076.74	5,369.60 0.00	1.88
1,600.000	EATON CORP PLC	G29183103	113,320.32	76.120	121,792.00	8,471.68	2,688.00 0.00	2.21
6,620.000	ABB LTD ADR	000375204	134,298.14	26.560	175,827.20	41,529.06	4,660.48 0.00	2.65
2,200.000	NESTLE SA SPONSORED ADR	641069406	129,822.00	73.590	161,898.00	32,076.00	3,985.20 0.00	2.47
1,000.000	SAP AG ADR	803054204	79,659.90	87.140	87,140.00	7,480.10	798.00 0.00	0.92
2,345.000	SCHLUMBERGER LTD	806857108	154,268.79	90.110	211,307.95	57,039.16	2,931.25 732.81	1.39
	TOTAL EQUITIES		$918,926.77		$1,248,896.25	$329,969.48	$23,195.33 $732.81	

LEGG MASON
INVESTMENT
COUNSEL

MARY OWEN BORDEN MEMORIAL
FOUNDATION
Account Number: XX4004203

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	FOREIGN ASSETS (Continued)							
	MUTUAL FUNDS							
	Custody Holdings							
8,644.613	DODGE & COX INTERNATIONAL STOCK FUND	256206103	$313,101.24	43.040	$372,064.14	$58,962.90	$8,008.01 0.00	1.61%
14,799.763	HARBOR INTERNATIONAL FUND	411511306	974,596.45	71.010	1,050,931.17	76,334.72	22,125.65 0.00	2.10
16,204.302	LAZARD EMERGING MKTS PORTFOLIO-INSTL	52106N889	336,199.02	18.670	302,534.32	33,664.70-	5,801.14 0.00	1.92
	TOTAL MUTUAL FUNDS		$1,623,896.71		$1,725,529.63	$101,632.92	$33,934.80 $0.00	
	TOTAL FOREIGN ASSETS		$2,762,614.48		$3,188,659.88	$426,045.40	$66,330.13 $3,554.48	
	TOTAL ACCOUNT HOLDINGS		$8,340,359.43		$11,498,610.48	$3,158,251.05	$234,484.21 $22,610.65	

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THE MARY O. BORDEN
MEMORIAL FOUNDATION-MMC FUND
SSC#943
Account Number: XX4004204

Account Holdings

As of December 31, 2013

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
CASH AND EQUIVALENTS								
	INCOME							
	CASH BALANCE		$0.00		$0.00			
	Custody Holdings							
33,908.160	SSGA INST GOV MONEY MARKET INV CL	CM1GVVXX3	$33,908.16	1.000	$33,908.16	$0.00	$0.03 0.00	0.00%
	PRINCIPAL							
	CASH BALANCE		$229.67		$229.67			
	Custody Holdings							
36,507.800	SSGA INST GOV MONEY MARKET INV CL	CM1GVVXX3	$36,507.80	1.000	$36,507.80	$0.00	$0.04 0.00	0.00%
TOTAL CASH AND EQUIVALENTS			$70,645.63		$70,645.63	$0.00	$0.07 $0.00	
GOVERNMENT AND AGENCY ISSUES								
	Custody Holdings							
100,000.000	US TREASURY NOTES 4.625% 11/15/16 Moody: AAA S&P: N/A	912828FY1	$104,437.50	111.000	$111,000.00	$6,562.50	$4,625.00 600.48	4.17%
TOTAL GOVERNMENT AND AGENCY ISSUES			$104,437.50		$111,000.00	$6,562.50	$4,625.00 $600.48	
OTHER FIXED INCOME								
	MUTUAL FUNDS							
	Custody Holdings							
970.000	ISHARES INTERMEDIATE CREDIT BOND ETF	464288638	$99,796.32	107.880	$104,643.60	$4,847.28	$2,848.89 0.00	2.72%
20,016.395	PIMCO LOW DURATION FD II	693390791	200,162.80	9.900	198,162.31	2,000.49-	2,602.13 0.00	1.31
1,255.000	VANGUARD SHORT TERM BOND ETF	921937827	100,111.35	79.930	100,312.15	200.80	1,192.25 0.00	1.19
	TOTAL MUTUAL FUNDS		$400,070.47		$403,118.06	$3,047.59	$6,643.27 $0.00	
TOTAL OTHER FIXED INCOME			$400,070.47		$403,118.06	$3,047.59	$6,643.27 $0.00	
EQUITIES								
	CONSUMER NON-DURABLES							
	FOODS							
	Custody Holdings							
775.000	GENERAL MILLS INC	370334104	$31,541.73	49.910	$38,680.25	$7,138.52	$1,178.00 0.00	3.04%

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Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	CONSUMER NON-DURABLES (Continued)							
	BEVERAGES							
	Custody Holdings							
375.000	PEPSICO INC	713448108	$24,571.20	82.940	$31,102.50	$6,531.30	$851.25 212.81	2.74%
	TEXTILES							
	Custody Holdings							
680.000	VF CORP	918204108	$12,000.86	62.340	$42,391.20	$30,390.34	$714.00 0.00	1.68%
	HOUSEHOLD PRODUCTS							
	Custody Holdings							
430.000	LAUDER ESTEE COS INC-A	518439104	$26,818.98	75.320	$32,387.60	$5,568.62	$344.00 0.00	1.06%
	DRUGS							
	Custody Holdings							
400.000	EXPRESS SCRIPTS HOLDING CO	30219G108	$10,133.59	70.240	$28,096.00	$17,962.41	$0.00 0.00	0.00%
	HEALTH CARE							
	Custody Holdings							
220.000	ALLERGAN INC	018490102	$22,045.80	111.080	$24,437.60	$2,391.80	$44.00 0.00	0.18%
295.000	CELGENE CORP	151020104	11,464.00	168.968	49,845.56	38,381.56	0.00 0.00	0.00
520.000	GILEAD SCIENCES INC	375558103	3,898.56	75.100	39,052.00	35,153.44	0.00 0.00	0.00
490.000	UNITEDHEALTH GROUP INC	91324P102	22,971.66	75.300	36,897.00	13,925.34	548.80 0.00	1.49
	TOTAL CONSUMER NON-DURABLES		$165,446.38		$322,889.71	$157,443.33	$3,680.05 $212.81	
	CONSUMER SERVICES							
	ENTERTAINMENT & LEISURE TIME							
	Custody Holdings							
415.000	STARWOOD HOTELS & RESORTS	85590A401	$22,531.47	79.450	$32,971.75	$10,440.28	$560.25 0.00	1.70%
	RESTAURANTS & LODGING							
	Custody Holdings							
250.000	MCDONALDS CORP	580135101	$19,294.78	97.030	$24,257.50	$4,962.72	$610.00 0.00	3.34%

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	CONSUMER SERVICES (Continued)							
	RESTAURANTS & LODGING (Continued)							
	Custody Holdings (Continued)							
470.000	YUM! BRANDS INC	988498101	13,583.00	75.610	35,536.70	21,953.70	695.60 0.00	1.96
	RETAIL							
	Custody Holdings							
500.000	CVS/CAREMARK CORP	126650100	$31,119.75	71.570	$35,785.00	$4,665.25	$550.00 0.00	1.54%
300.000	HOME DEPOT INC	437076102	23,084.66	82.340	24,702.00	1,617.34	468.00 0.00	1.89
500.000	TJX COMPANIES INC	872540109	24,458.95	63.730	31,865.00	7,406.05	290.00 0.00	0.91
	OTHER CONSUMER SERVICES							
	Custody Holdings							
600.000	ROBERT HALF INTERNATIONAL INC	770323103	$19,414.96	41.990	$25,194.00	$5,779.04	$384.00 0.00	1.52%
TOTAL CONSUMER SERVICES			$153,487.57		$210,311.95	$56,824.38	$3,757.85 $0.00	
	BUSINESS PRODUCTS & SERVICES							
	COMPUTER SERVICES							
	Custody Holdings							
2,100.000	CISCO SYSTEMS INC	17275R102	$44,593.80	22.430	$47,103.00	$2,509.20	$1,428.00 0.00	3.03%
490.000	EBAY INC	278642103	11,823.70	54.865	26,883.85	15,060.15	0.00 0.00	0.00
45.000	GOOGLE INC-A	38259P508	18,044.93	1,120.710	50,431.95	32,387.02	0.00 0.00	0.00
800.000	NETAPP INC	64110D104	19,661.98	41.140	32,912.00	13,250.02	480.00 0.00	1.46
200.000	VMWARE INC CL A	928563402	16,832.70	89.710	17,942.00	1,109.30	0.00 0.00	0.00
	TELECOMMUNICATION SERVICES							
	Custody Holdings							
490.000	CROWN CASTLE INTERNATIONAL CORP	228227104	$22,698.30	73.430	$35,980.70	$13,282.40	$0.00 0.00	0.00%
350.000	QUALCOMM INC	747525103	23,246.97	74.250	25,987.50	2,740.53	490.00 0.00	1.89

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Account Number: XX4004204

Account Holdings

As of December 31, 2013

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	BUSINESS PRODUCTS & SERVICES (Continued)							
	OTHER BUSINESS PRODS & SVCS							
	Custody Holdings							
2,350.000	AG MORTGAGE INVESTMENT TRUST	001228105	$48,350.00	15.640	$38,754.00	$9,596.00-	$5,840.00 1,410.00	15.34%
	TOTAL BUSINESS PRODUCTS & SERVICES		$203,252.38		$273,995.00	$70,742.62	$8,038.00 $1,410.00	
	CAPITAL GOODS							
	ELECTRICAL EQUIPMENT							
	Custody Holdings							
280.000	EMERSON ELECTRIC CO	291011104	$9,273.60	70.180	$19,650.40	$10,376.80	$481.60 0.00	2.45%
135.000	PARKER HANNIFIN CO	701094104	15,517.37	128.640	17,366.40	1,849.03	243.00 0.00	1.40
	MACHINERY							
	Custody Holdings							
250.000	THERMO FISHER SCIENTIFIC INC	883556102	$13,979.45	111.350	$27,837.50	$13,858.05	$150.00 37.50	0.54%
	MANUFACTURING-DIVERSIFIED							
	Custody Holdings							
560.000	DANAHER CORP	235851102	$31,252.18	77.200	$43,232.00	$11,979.82	$56.00 14.00	0.13%
	AEROSPACE & DEFENSE							
	Custody Holdings							
516.000	UNITED TECHNOLOGIES CORP	913017109	$20,624.80	113.800	$58,607.00	$37,982.20	$1,215.40 0.00	2.07%
	COMPUTER & BUSINESS EQUIPMENT							
	Custody Holdings							
75.000	APPLE INC	037833100	$9,125.67	561.020	$42,076.50	$32,950.83	$915.00 0.00	2.17%
300.000	CERNER CORP	156782104	14,761.41	55.740	16,722.00	1,960.59	0.00 0.00	0.00
	TOTAL CAPITAL GOODS		$114,534.48		$225,491.80	$110,957.32	$3,061.00 $51.50	

Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	INDUSTRIAL ELECTRONICS							
	OTHER INDUSTRIAL ELECTRONICS							
	Custody Holdings							
700.000	QUANTA SERVICES INC	74762E102	$15,978.15	31.560	$22,092.00	$6,113.85	$0.00 0.00	0.00%
	TOTAL INDUSTRIAL ELECTRONICS		$15,978.15		$22,092.00	$6,113.85	$0.00 $0.00	
	ENERGY							
	OIL-INTEGRATED							
	Custody Holdings							
450.000	EXXON MOBIL CORP	30231G102	$4,044.00	101.200	$45,540.00	$41,496.00	$1,134.00 0.00	2.49%
	OTHER ENERGY							
	Custody Holdings							
548.000	NATIONAL OILWELL VARCO INC	637071101	$32,644.21	79.530	$43,582.44	$10,938.23	$569.92 0.00	1.31%
	TOTAL ENERGY		$36,688.21		$89,122.44	$52,434.23	$1,703.92 $0.00	
	BASIC INDUSTRIES							
	CHEMICALS -MAJOR							
	Custody Holdings							
500.000	DU PONT E I DE NEMOURS & CO	263534109	$25,528.80	64.970	$32,485.00	$6,956.20	$900.00 0.00	2.77%
	TOTAL BASIC INDUSTRIES		$25,528.80		$32,485.00	$6,956.20	$900.00 $0.00	
	TRANSPORTATION							
	OTHER TRANSPORTATION							
	Custody Holdings							
195.000	UNION PACIFIC CORP	907818108	$18,633.25	168.000	$32,760.00	$14,126.75	$616.20 154.05	1.88%
	TOTAL TRANSPORTATION		$18,633.25		$32,760.00	$14,126.75	$616.20 $154.05	
	FINANCIAL							
	BANKS							
	Custody Holdings							
600.000	US BANCORP	902973304	$10,865.40	40.400	$24,240.00	$13,374.60	$552.00 138.00	2.28%
775.000	WELLS FARGO & CO	949746101	20,055.38	45.400	35,185.00	15,129.62	930.00 0.00	2.64

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Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
	EQUITIES (Continued)							
	FINANCIAL (Continued)							
	OTHER FINANCIAL							
	Custody Holdings							
225.000	AFFILIATED MANAGERS GROUP INC	008252108	$24,139.73	216.880	$48,798.00	$24,658.27	$0.00 0.00	0.00%
260.000	JP MORGAN CHASE & CO	46625H100	11,759.80	58.480	15,204.80	3,445.00	395.20 0.00	2.60
120.000	VISA INC-CLASS A SHARES	92826C839	21,615.48	222.680	26,721.60	5,106.12	192.00 0.00	0.72
	TOTAL FINANCIAL		$88,435.79		$150,149.40	$61,713.61	$2,069.20 $138.00	
	UTILITIES							
	ELECTRIC POWER UTILITIES							
	Custody Holdings							
365.000	NORTHEAST UTILITIES	664397106	$10,177.41	42.390	$15,472.35	$5,294.94	$536.55 0.00	3.47%
	TOTAL UTILITIES		$10,177.41		$15,472.35	$5,294.94	$536.55 $0.00	
	MUTUAL FUNDS							
	EQUITY MUTUAL FUNDS							
	Custody Holdings							
18,832.728	PIMCO COMMODITY REAL RETURN FD 46	722005667	$147,159.50	5.490	$103,391.68	$43,767.82-	$1,561.61 0.00	1.51%
	TOTAL MUTUAL FUNDS		$147,159.50		$103,391.68	$43,767.82-	$1,561.61 $0.00	
	SECONDARY INDUSTRY							
	BROMPTON POOLED FUND							
	Custody Holdings							
900.000	AMERICAN WATER WORKS	030420103	$20,144.43	42.260	$38,034.00	$17,889.57	$1,008.00 0.00	2.65%
	TOTAL SECONDARY INDUSTRY		$20,144.43		$38,034.00	$17,889.57	$1,008.00 $0.00	
	TOTAL EQUITIES		$999,466.35		$1,516,195.33	$516,728.98	$26,932.38 $1,966.36	
	FOREIGN ASSETS							
	EQUITIES							
	Custody Holdings							
275.000	ARCH CAPITAL GROUP LTD	G0450A105	$15,817.95	59.690	$16,414.75	$596.80	$0.00 0.00	0.00%

003835 5/8

LEGG MASON INVESTMENT COUNSEL

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MEMORIAL FOUNDATION-MMC FUND
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Shares/Units/ Original Face	Description	Asset Identifier	Tax Cost	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income	Current Yield
FOREIGN ASSETS (Continued)								
	EQUITIES (Continued)							
	Custody Holdings (Continued)							
290.000	ACCENTURE PLC IRELAND	G1151C101	11,448.56	82.220	23,843.80	12,395.24	539.40 0.00	2.26
775.000	COVIDIEN PLC	G2554F113	31,154.78	68.100	52,777.50	21,622.72	992.00 0.00	1.88
300.000	EATON CORP PLC	G29183103	21,247.56	76.120	22,836.00	1,588.44	504.00 0.00	2.21
1,285.000	ABB LTD ADR	000375204	26,360.82	26.560	34,395.20	8,034.38	911.68 0.00	2.65
450.000	NESTLE SA SPONSORED ADR	641069406	26,554.50	73.590	33,115.50	6,561.00	817.20 0.00	2.47
200.000	SAP AG ADR	803054204	15,931.98	87.140	17,428.00	1,496.02	159.60 0.00	0.92
415.000	SCHLUMBERGER LTD	806857108	27,309.28	90.110	37,395.65	10,086.37	518.75 129.69	1.39
TOTAL EQUITIES			$175,825.43		$238,206.40	$62,380.97	$4,442.63 $129.69	
	MUTUAL FUNDS							
	Custody Holdings							
1,664.676	DODGE & COX INTERNATIONAL STOCK FUND	256206103	$60,195.19	43.040	$71,647.66	$11,452.47	$1,158.95 0.00	1.61%
3,813.788	HARBOR INTERNATIONAL FUND	411511306	247,798.01	71.010	270,817.09	23,019.08	5,701.61 0.00	2.10
3,124.820	LAZARD EMERGING MKTS PORTFOLIO-INSTL	52106N889	65,047.26	18.670	58,336.66	6,710.60-	1,116.61 0.00	1.92
TOTAL MUTUAL FUNDS			$373,040.46		$400,801.41	$27,760.95	$7,977.17 $0.00	
TOTAL FOREIGN ASSETS			$548,865.89		$639,007.81	$90,141.92	$12,419.80 $129.69	
TOTAL ACCOUNT HOLDINGS			$2,123,485.84		$2,739,966.83	$616,480.99	$50,620.52 $2,698.53	

FORM 990-PF LATE PAYMENT INTEREST STATEMENT 12

DESCRIPTION	DATE	AMOUNT	BALANCE	RATE	DAYS	INTEREST
TAX DUE	05/15/14	17,609.	17,609.	.0300	186	271.
DATE FILED	11/17/14		17,880.			
TOTAL LATE PAYMENT INTEREST						271.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS BORDEN 160 HODGE ROAD PRINCETON, NJ 08540	TREASURER 0.50	0.	0.	0.
LINDA B MCKEAN P.O. BOX 313 RUMSON, NJ 07760	PRESIDENT 0.50	0.	0.	0.
LOIS BRODER 470 CEDAR AVENUE WEST LONG BRANCH, NJ 07764	TRUSTEE 0.50	0.	0.	0.
QUINCY A.S. MCKEAN III 4 BLACKPOINT HORSESHOE RUMSON, NJ 07760	EXECUTIVE DIRECTOR 7.00	58,000.	0.	0.
JOHN BORDEN, JR 7 MADISON STREET PRINCETON, NJ 08542	SECRETARY 0.50	0.	0.	0.
JERRI MORRISON 15 LARCHMONT COURT TRENTON, NJ 08534	VICE PRESIDENT 0.50	0.	0.	0.
GORDON LITWIN 63 BORDEN PLACE LITTLE SILVER, NJ 07739	TRUSTEE 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		58,000.	0.	0.

FORM 990-PF	ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS	STATEMENT 14

PURSUANT TO REG. 53.4942(A)-3(C)(2)(IV) THE ABOVE REFERENCED FOUNDATION HEREBY ELECTS TO TREAT, AS A CURRENT DISTRIBUTION OUT OF CORPUS, THE FOLLOWING UNUSED PRIOR YEAR'S DISTRIBUTIONS THAT WERE TREATED AS CORPUS DISTRIBUTION UNDER REG. 53.4942(A)-3(D)(1)(III) IN SUCH PRIOR TAX YEARS.

TAX YEAR: 2010 AMOUNT $582,332
TAX YEAR: 2011 AMOUNT $ 60,899

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MARY OWEN BORDEN MEMORIAL FOUNDATION C/O QUINCY A.S. MCKEAN, III	Employer identification number (EIN) or 13-6137137
	Number, street, and room or suite no. If a P.O. box, see instructions 4 BLACKPOINT HORSESHOE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RUMSON, NJ 07760	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ QUINCY A.S. MCKEAN, III 4 BLACKPOINT HORSESHOE - RUMSON, NJ 07760

  Telephone No. ▶ 732-741-4645 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014.

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
INFORMATION NEEDED TO FILE THE TAX RETURN IS NOT AVAILABLE.

8a 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	**8a**	$	14,000.
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 and any amount paid previously with Form 8868	**8b**	$	14,000.
c **Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ EXECUTIVE DIRECTOR Date ▶

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12-31-13